



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
The SEC Headquarters
7907 Makati Avenue, Salcedo Village,
Barangay Bel-Air, Makati City, 1209, Metro Manila



COMPANY REG. NO.: 0000013174

CERTIFICATE OF FILING OF AMENDED BY-LAWS

KNOW ALL PERSONS BY THESE PRESENTS:


THIS IS TO CERTIFY that the Amended By-Laws of the

DigiPlus Interactive Corp.

copy annexed, adopted on June 21, 2024 by majority vote of the Board of Directors and on July 26, 2024 by the vote of at least two-thirds (2/3) of the outstanding capital stock, and certified under oath by the Corporate Secretary and majority of the said Board was approved by the Commission on this date pursuant to the provisions of Section 47 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019, and copies thereof are filed with the Commission.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at The SEC Headquarters, 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, 1209, Metro Manila, this 16th day of December, Two Thousand Twenty-Four.




DANIEL P. GABUYO
Assistant Director
Company Registration and Monitoring Department

COVER SHEET
for applications at
COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application
AMENDMENT

SEC Registration Number
0000013174

Former Company Name
DIGIPLUS INTERACTIVE CORP.

AMENDED TO:
New Company Name

Principal Office (No./Street/Barangay/City/Town/Province)
E COPRIME BUILDING
32 ST. COR. NINTH AVENUE
BONIFACIO GLOBAL CITY
TAGUIG CITY Zip Code **1634**

COMPANY INFORMATION
Company Email Address Company's Telephone Number/s Mobile Number

CONTACT PERSON INFORMATION
The designated Person **MUST** be a Director/Trustee/Partner/Officer/Resident Agent of the Corporation
Name of Contat Person Email Address Telephone Number/s Mobile Number
Contact Person's Address

To be accomplished by CRMD Personnel

	Date	Signature
Assigned Processor	_____	_____
	_____	_____
	_____	_____

Document ID _____

Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

<input type="checkbox"/>	Corporate and Partnership Registration Division	_____	_____
<input type="checkbox"/>	Green Lane Unit	_____	_____
<input type="checkbox"/>	Financial Analysis and Audit Division	_____	_____
<input type="checkbox"/>	Licensing Unit	_____	_____
<input type="checkbox"/>	Complane Monitoring Division	_____	_____

ONCOLL PAYMENT SLIP

ONCOLL PAYMENT SLIP



This is your receipt when machine validated.

Please check the appropriate mode of payment.		DATE
<input checked="" type="checkbox"/> CASH	<input type="checkbox"/> CHECK	<input type="checkbox"/> DEBIT FROM ACCOUNT
		DEC. 11, 2024
MERCHANT / AGENCY DEPOSIT ACCOUNT NUMBER	MERCHANT / AGENCY NAME	
3402 2319 20	SEC BTR - ACCOUNT - IRF	
Reference Number 1	Printed Name and Signature of Payer / Depositor / Representative	
9241210-11914972	EMMANUEL CAANCOY	
Reference Number 2	Validation	
DIGIPLUS INTERACTIVE CORP	11DEC2024 12:08:15 000007 2SS0 Reg Pynt Coll	
Reference Number 3 (Numeric)	BRANCH NAME 0398	
	INSTITUTION NAME Sec Head Office	
	CLRNG ACCT NO 3402231920	
	PAYMENT ASSESSMENT FORM 2024121011914972	
	COMPANY NAME DIGIPLUS INT	
Amount	AMOUNT PHP 10.00	
	0.00	

ONCOLL PAYMENT SLIP

ONCOLL PAYMENT SLIP



This is your receipt when machine validated.

Please check the appropriate mode of payment.		DATE
<input checked="" type="checkbox"/> CASH	<input type="checkbox"/> CHECK	<input type="checkbox"/> DEBIT FROM ACCOUNT
		DEC 11, 2024
MERCHANT / AGENCY DEPOSIT ACCOUNT NUMBER	MERCHANT / AGENCY NAME	
3 9 5 2 2 2 2 0 6 0	SEC BIR - DST	
Reference Number 1	Printed Name and Signature of Payor / Depositor / Representative	
20241210 - 11914972	EMMANUEL CAWAGAY	
Reference Number 2	MDEB2024 12:12:49 000089 2SS0 9TMC Reg Pynt Coll	
DIGIPLUS INTERACTIVE CORP.	BRANCH NAME 0398	
Reference Number 3 (Numeric)	INSTITUTION NAME Securities and Exchange Commission: Sec	
	CLRNG ACCT NO 3752222060	
Amount	PAYMENT ASSESSMENT FORM 2024121011914972	
₱ 30.00	NAME OF PAYOR DIGIPLUS INT	
	AMOUNT PHP 30.00	

ONCOLL PAYMENT SLIP

ONCOLL PAYMENT SLIP



This is your receipt when machine validated.

Please check the appropriate mode of payment.			DATE
<input checked="" type="checkbox"/> CASH	<input type="checkbox"/> CHECK	<input type="checkbox"/> DEBIT FROM ACCOUNT	DEC 11, 2024
MERCHANT / AGENCY DEPOSIT ACCOUNT NUMBER		MERCHANT / AGENCY NAME	
3 7 5 2 2 2 2 0 4 4		SEC TRCC CURRENT ACCOUNT	
Reference Number 1	Printed Name and Signature of Payor / Depositor / Representative		
20241210 - 11914972	EMMANUEL CAANGAY		
Reference Number 2	MIDEG2024 12:06:54 000084 2SSO Reg Pynt Coll		
DIGIPLUS INTERACTIVE CORP.	BRANCH NAME 0398		
Reference Number 3 (Numeric)	INSTITUTION NAME Securities and Exchange Commis		
	CLRNG ACCT NO 375222044		
Amount	PAYMENT ASSESSMENT FORM 2024121011914972		
₱ 1,000	NAME OF PAYOR DIGIPLUS INT		
	AMOUNT PHP 1,000.00		
	40:00		



Machine Validation:

VALID UNTIL: JANUARY 24, 2025



Republic of the Philippines

DEPARTMENT OF FINANCE
SECURITIES AND EXCHANGE COMMISSION
The SEC Headquarters
7907 Makati Avenue, Salcedo Village,
Barangay Bel-Air, Makati City, 1209



PAYMENT ASSESSMENT FORM

No. 20241210-11914972

DATE 12/10/2024	RESPONSIBILITY CENTER CRMD
PAYOR: DIGIPLUS INTERACTIVE CORP. 32ND CORNER NINTH AVENUE TAGUIG CITY NCR	

NATURE OF COLLECTION	QUANTITY	ACCOUNT CODE	AMOUNT
Amended By Laws	1	4020102000 (606)	1,000.00
Legal Research Fee (A0823)	1	2020105000 (131)	10.00
Documentary Stamp Tax	1	4010401000 (4010401)	30.00
----NOTHING FOLLOWS----			

TOTAL AMOUNT TO BE PAID	Php 1,040.00
Assessed by: eamend	Amount in words: ONE THOUSAND FORTY PESOS AND 00/100

Remarks:

PAYMENT OPTIONS

- Online payment thru eSPAYSEC at
 - <https://espaysec.sec.gov.ph>
- Over the Counter Payments at any LandBank branch nationwide **from 8:30 am up to 3:00 pm only**

BREAKDOWN SUMMARY

FUND ACCOUNT	AMOUNT	ACCOUNT #
SEC RCC Current Account	1,000.00	3752-2220-44
SEC BIR - DST	30.00	3752-2220-60
SEC BTR Account - LRF	10.00	3402-2319-20
TOTAL	Php 1,040.00	

NOTES:

- The Payment Assessment Form (PAF) is valid until JANUARY 24, 2025.
- Accepted modes of payment at Landbank branches:
 - Cash
 - Manager's/Cashier's Check payable to the Securities and Exchange Commission
- For check payment, please prepare separate Manager's checks per fund account as indicated on the breakdown summary.
- For over the counter payment at LandBank:
 - Print 2 copies of PAF, 1 Client Copy, 1 LandBank copy
 - Accomplish the onColl Payment slip per fund account as indicated on the breakdown summary. Use the correct Fund Account and Account No. and provide the below information:
 - Reference Number 1 - PAF No.
 - Reference Number 2 - Name of Payor appearing on the PAF
 - Present OnColl Payment Slip, together with the PAF, to the LandBank Teller
- You may generate the electronic official receipt (eOR) by visiting <https://espaysec.sec.gov.ph/eor>
 - Payment thru ESPAYSEC – eOR available upon payment
 - LandBank OTC - eOR available within two (2) business days after the payment

F. ANY ALTERATIONS WILL INVALIDATE THIS FORM

AMENDED BY-LAWS
OF
DigiPlus Interactive Corp.
(Formerly, LEISURE & RESORTS WORLD CORPORATION)
*(as amended on 21 June 2024 by the Board of Directors and on 26 July 2024 by the
Stockholders)*

ARTICLE 1

1. CERTIFICATE OF STOCK shall be issued to each shareholder of fully paid stock in numerical order from the stock certificates book, and shall be signed by the President and by the Secretary and sealed by the Secretary with the corporate seal. A record of each certificate issued shall be kept on the stub thereof and upon the stock register of the company.
2. TRANSFER OF STOCK shall be made by the indorsement of the certificate and delivery thereof, but shall not be effective and binding so far as the company is concerned until duly registered upon the books of the company, and before a new certificate is issued, the old certificate must be entered for cancellation and cancelled upon the face thereof. The stock books of the company shall be closed for transfer during the thirty (30) calendar days preceding general elections and during the thirty (30) calendar days next preceding the date upon which the dividends are declared payable and during each additional time as the Board of Directors may from time to time determine.
3. THE UNISSUED STOCK of the company shall be offered for sale and sold in such quantities and at such times as the Board of Directors of the company may from time to time determine, and shall be sold upon such terms as for such prices (not less than par) as may be fixed in the resolutions directing such sale.
4. TREASURY STOCK of the company shall consist of such issued and outstanding stock of the company as may be donated to the company or otherwise acquired by it, and shall be held subject to disposal by the Board of Directors or by the stockholders as the case may be. Such stock shall neither vote nor participate in the dividends while held by the company.
5. LOSS OR DESTRUCTION OF CERTIFICATES the Board of Directors may direct a new certificate of stock to be issued in place of any certificate or certified theretofore issued and alleged to have been lost or destroyed in the manner provided by law.

ARTICLE II
STOCKHOLDERS' MEETING

1. ANNUAL MEETING of the stockholders of this company shall be held in the principal office of the company as stated in its Articles of Incorporation, on last Friday of July of each year, unless a different date is fixed by the Board, at the hour of 2:00 P.M. *(as amended on 22 March 2013).*

The Company may hold the annual or regular meeting virtually, subject to applicable laws, rules and regulations of the Securities and Exchange Commission, as may be amended from time to time. The virtual meetings shall be conducted in such a way that the stockholder experience will be, to every extent possible, similar to physical meeting. The virtual meeting shall be recorded which shall form part of the records of the Corporation. (as amended on 26 July 2024)

2. **SPECIAL MEETING** of the stockholders may be called at the principal office of the company at any time by resolution of the Board of Directors or by order of the Chairman of the Board or of the President or upon the written request of stockholders registered as the owners of one-third of the total outstanding **capital** stock.

The Company may hold the special stockholders' meeting virtually, subject to applicable laws, rules and regulations of the Securities and Exchange Commission, as may be amended from time to time. The virtual meetings shall be conducted in such a way that the stockholder experience will be, to every extent possible, similar to physical meeting. (as amended on 26 July 2024)

3. **NOTICE OF MEETING** written or printed, for every regular or special meeting of the stockholders shall be **sent to each stockholders' registered post office address, or by electronic transmission, or by such other manner as allowed by the Securities and Exchange Commission** not less than **twenty-one (21)** calendar days prior to the date set for such meeting, and if for a special meeting, such notice shall state the object or objects of the same.

The Company shall also provide information or documents to all stockholders by electronic transmission. The information or documents shall be deemed delivered upon the transfer or posting by electronic means.

As used herein, electronic transmission means the delivery or transfer of documents, data or information by electronic mail to the electronic address of the stockholders registered in the books of the Company, posting in the Philippine Stock Exchange, posting in the Company's website, or such other recognized means of electronic transfer of data or information.

The Company shall require all stockholders to provide a valid electronic address for them to receive notices and other information or documents from the Company.

No failure or irregularity of notice of any regular meeting shall invalidate such meeting or any proceeding thereat, and no failure or irregularity of notice of any special meeting at which all the stockholders are present and voting without protest, shall invalidate such meeting or any proceeding thereat. ~~No publication of notice of meeting in the public newspaper shall be required.~~

Notice of any meeting may be waived, expressly or impliedly, including through stockholders' attendance to a meeting unless the

stockholders' presence is for the express purpose of contending that the meeting is not lawfully convened. *(as amended on 26 July 2024)*

4. **A QUORUM AT ANY MEETING** of the stockholders shall consists of a majority of the voting stock of the company represented in person or by proxy, and a majority of such quorum shall decide any question that may come before the meeting, save and except in those several matters which laws of the Philippines require the affirmative vote of a greater proportion. **Stockholders casting votes through remote communication or in absentia, electronically or otherwise, shall be considered present for purposes of computing the quorum of the meeting.** *(as amended 26 July 2024)*

5. **PROXIES** Stockholders may vote at all meetings the number of shares registered in their respective names, either in person or by proxy duly given in writing, and duly presented to the Secretary for Inspection and record at least five (5) working days prior to the opening of the meeting. No proxy bearing a signature which is not legally acknowledged shall be recognized at any meeting unless such signature is known and recognized by the Secretary of the meeting. **Validation of proxies shall be conducted by the Office of the Corporate Secretary at least five (5) business days prior to the date of the stockholders' meeting.**

REMOTE COMMUNICATION - Any stockholder entitled to vote may vote in person, through remote communication, in absentia, electronically or otherwise or be represented by proxy at any regular or special stockholders' meetings, subject to compliance with existing rules and regulations as may be issued by the Securities and Exchange Commission from time to time. *(as amended on 26 July 2024)*

6. **ELECTION OF DIRECTORS** shall be held at the annual meeting of shareholders and shall be conducted in the manner provided by the **Revised Corporation Code** of the Philippines, including the nomination and election of independent directors to such number of board seats as set forth in and prescribed by the rules and regulations of the Securities and Exchange Commission or such other pertinent government agency or instrumentality and with such formalities and machinery as the offer presiding at the meeting shall then and there determine and provide. *(as amended on 26 July 2024)*

7. **ORDER OF BUSINESS** at the annual meeting and as far as possible at all other meetings of the stockholders shall be as follows:

1. Call to order
2. Secretary's proof of due notice of the meeting
3. Reading and disposal of unapproved minutes
4. Reports of officers, annual and otherwise
5. Election of Directors
6. Unfinished business

7. New Business

8. Adjournment

ARTICLE III **DIRECTORS**

1. THE BUSINESS AND PROPERTY of the company shall be managed by the Board of Directors who shall be stockholders and who shall be elected annually by the stockholders for the term of one (1) year and shall serve until the election and acceptance of their duly qualified successors. Any vacancies may be **filled** by the remaining members of the Board by a majority vote of the Directors so chosen shall serve for the unexpired term. *(as amended on 26 July 2024)*

2. THE REGULAR ANNUAL MEETING of the Board of Directors shall be held without notice at the principal office of the company or at such other place in the City of Manila as majority of the Directors may designate immediately after the annual meeting of the stockholders of the company.

3. SPECIAL MEETING of the Board of Directors shall be held in the principal office of the company or at such other place in **Metro Manila** as may be designated in the call and may be called by the Chairman of the Board at any time or by any three members of the Board, or such other special meetings may be held at any time and place without notice by the unanimous consent of all members of the Board who are then present within the Philippines, or with the presence and participation of all members of the Board who are then present in the Philippines.

The meetings of the Board may be conducted and participation of directors, including voting, can be in person, through remote communication, such as videoconferencing, teleconferencing, or other alternative modes of communications allowed by the Securities and Exchange Commission. Provided however, participation and voting of the Board cannot be made and done through proxy. *(as amended on 26 July 2024)*

4. NOTICE - written notice of the regular or special meeting of the Board specifying the date, time and place of the meeting, shall be sent by the Secretary to each director by personal delivery (messenger), ordinary or express mail (courier), facsimile **or electronic-mail**.

The notice shall also include the following:

- a. Inquiry on whether the director will attend physically or through video/teleconference;
- b. Contact number/s of the Corporate Secretary and his or her office staff whom the director may call to notify and state whether he shall be physically present or shall attend through video/teleconference; and
- c. Agenda of the meeting *(as amended on 26 July 2024)*

5. QUORUM – A quorum at many meeting of the Directors shall consists of majority of the entire membership of the Board. A majority of such quorum shall decide any question that may come before the meeting, save and except any such matters in which the laws of the Philippines may require the affirmative cote of a greater proportion of the members.

6. OFFICER OF THE COMPANY, as provided by the By-Laws, shall be elected by the Board of Directors at their first meeting after election of Directors. If any office becomes vacant during the year, the Board of Directors shall fill the same for the unexpired term. The Board of Directors shall fix the compensation of the officers and agents of the company.

7. THE ORDER OF BUSINESS at any regular or special meeting of the Board of Directors shall be:

1. Calling the Roll
2. Secretary's proof of due notice of meeting
3. Reading and disposal of unapproved minutes
4. Report of Officers
5. Unfinished Business
6. New Business
7. Adjournment

8. Provision deleted *(as amended on 29 July 2022 by the stockholders and on 3 June 2022 by the Board of Directors)*

9. EXECUTIVE COMMITTEE – An Executive Committee is hereby created which may be organized from time to time upon determination of the Board of Directors. The Committee shall be composed of not less than three (3) directors but not more than five (5) members which shall include the President. The board shall have the power at any time to remove and replace the members of, and fill vacancies in, the Executive Committee.

The Executive Committee, when the Board is not in session, shall have and may exercise the powers of the Board in the management of the business and affairs of the Corporation, except with respect to: (1) approval of any action for which stockholders' approval is also required; (2) the filling of vacancies in the Board; (3) the amendment or repeal of the By-Laws or the adoption of new by-laws; (4) the amendment of repeal of any resolution of the Board by its express terms is not also amenable or repealable; (5) a distribution of cash dividends to stockholders; and (6) such other matters as may be specifically excluded or limited by the Board.

10. OTHER COMMITTEES – The Board shall constitute such other committees as may be required under and in accordance with the provisions on the Corporation's Manual of Corporate Governance and such other pertinent laws and

regulations. The Board shall likewise provide for such remuneration of each committee member as they deem proper for meetings attended and work rendered in connection with the implementation of certain committee actions and resolutions. *(as amended on 28 November 2003)*

ARTIVLE IV **OFFICERS**

1. THE OFFICER OF THE COMPANY shall consist of a Chairman of the Board, a president, a Chief Executive Officer, a Chief Operating Officer, a Treasurer, a Secretary and Assistant Secretary, and these officers shall be elected to hold office until their successors are elected and qualified. In avoidance of doubt, these are separate and distinct persons and positions, except that any person may hold both the offices of the Treasurer and Secretary. *(as amended on 24 November 2022 by the Stockholders and 15 September 2022 by the Board of Directors)*

2. THE CHAIRMAN of the Board of the Company shall have the following powers and duties:

- a. Preside at the meetings of the Board of Directors and of the stockholders;
- b. Lead the review, discussion, and approvals to be made by the Board;
- c. Provide leadership and governance of the Board s as to create the conditions for overall Board's and individual Director's effectiveness;
- d. Lead the Board in discussions of proposals put forward by the executive team including those on strategy, risk management, governance, capital, financial reporting and M&A activity;
- e. Promote and oversee the highest standards of corporate governance with the Board and the Company;
- f. Set direction and policies of the Company;
- g. Lead discussion to achieve the mission and vision of the Company; and
- h. Perform such other duties as may be entrusted to him by the Board.
(as amended on 29 July 2022 by the Stockholders and 13 June 2022 by the Board of Directors)

3.1 THE PRESIDENT shall exercise the following instructions:

- a. To execute specific projects for the attainment of corporate objectives and policies;
- b. Subject to the guidelines prescribed by law or by the Board of Directors, to appoint, remove, suspend, or discipline employees of the company, prescriber their duties, determine their salaries;

- c. To oversee the preparation of the budgets and the statements of accounts of the company;
- d. To prepare such statements and reports of the company as may be required by law;
- e. To exercise such powers and perform such duties as the Board may from time to time assign to him;
- f. To represent the company at all functions and proceedings;
- g. To execute on behalf of the company all contracts, agreements and other instruments affecting the interests of the company which require the approval of the Board;
- h. To make reports to the Directors and stockholders;
- i. To sign certificates of stocks;
- j. To perform such other duties as are incident to his office or entrusted to him by the Board. *(as amended on 24 November 2022 by the Stockholders and 15 September 2022 by the Board of Directors)*

3.2 THE CHIEF EXECUTIVE OFFICER shall exercise the following functions:

- a. To recommend to the Board specific projects for the attainment of corporate objectives and policies;
- b. To initiate and develop corporate objectives and policies, and formulate long range projects, plans and programs for the approval of the Board;
- c. To perform such other duties as are incident to his office or entrusted to him by the Board. *(as amended on 24 November 2022 by the Stockholders and 15 September 2022 by the Board of Directors)*

4. THE CHIEF OPERATING OFFICER shall exercise the following functions:

- a. To ensure that the administrative and operational policies of the company are carried out under the direction of the President and Chief Executive Officer;
- b. To supervise and direct the day-to-day business affairs of the company;
- c. To have the general supervision and administration of the affairs of the company; and
- d. To carry out resolutions of the Board *(as amended on 29 July 2022 by the Stockholders and on 13 June 2022 by the Board of Directors)*

5. THE SECRETARY – shall issue notices of all meetings; shall keep their minutes; shall have charge of the seal and the corporate books; shall sign with the President the certificates of stocks and such other instruments as required such

signature, and shall make reports and perform such other duties as are incident to his office or are properly required of him by the Board of Directors.

6. ASSISTANT SECRETARY – in the absence of the Secretary, the Assistant Secretary shall act in his place and perform his duties. The Assistant Secretary shall also perform such other duties as may from time to time be assigned by the Board of Directors of the company.

7. THE TREASURER – shall have the following duties:

- a. To keep full and accurate accounts of receipts and disbursements in the books of the Company;
- b. To have custody of, and be responsible for, all the funds, securities and bonds of the Company;
- c. To deposit in the name and to the credit of the Company, in such bank as may be designated from time to time, all moneys, funds, securities, bonds, and similar valuable effects belonging to the Company which may come under his control;
- d. To render such annual statements showing the final condition of the Company and such other financial reports as the Board of Directors, or the President may, from time to time require;
- e. To prepare such financial reports, statements, certifications and other documents which may, from time to time, be required by government rules and regulations and to submit to the proper government agencies;
- f. To exercise such powers and perform such duties and functions as may be assigned to him by the President. *(as amended on 29 July 2022 by the Stockholders and on 13 June 2022 by the Board of Directors)*

8. ASSISTANT TREASURER – in the absence of the Treasurer, the Assistant Treasurer shall act in his place and perform his duties. The Assistant Treasurer shall also perform such other duties as may from time to time be assigned by the Board of Directors of the company.

9. Provision deleted. *(as amended on 29 July 2022 by the Stockholders and on 13 June 2022 by the Board of Directors)*

ARTICLE V

INDEMNIFICATION OF DIRECTORS AND OFFICIALS

Section 1. The Corporation shall indemnify every director or officer, his heirs, executors and administrators against all costs and expenses reasonably incurred by such person in connection with any civil, criminal, administrative or investigative action, suit or proceeding (other than an action by the Corporation to which he may be, or is, made a party by reason of his being or having been, a director or officer of the Corporation, except in relation to matters as to which he

shall be finally adjudged in such action, suit or proceeding to be liable for negligence of misconduct.)

In the event of settlement or compromise, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Corporation is advised by counsel that the person be indemnified did not commit a breach of duty as such director or officer.

The amount payable by way of indemnity shall be determined and paid only pursuant to a resolution adopted by a majority of the member of the Board of Directors.

The cost and expenses incurred in defending the aforementioned action, suit or proceeding may be paid by the Corporation in advance of the final disposition if such action, suit or proceeding as authorized in the manner provided for in the preceding paragraph upon receipt of an undertaking by or on behalf of the director or officer to repay such amount, unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in the Article.

ARTICLE VI **DIVIDENDS AND FINANCE**

1. THE FISCAL YEAR of the company shall commence with the opening of the business of the 1st of January of each calendar year, and shall close on the 31st day of December each year.
2. DIVIDENDS shall be declared only from the surplus profit and shall be payable at such times and in such amounts as the Board of Directors shall determine, and shall be payable in cash or in shares of the unissued stock of the Company, or both as said Board of Directors and/or the stockholders shall determine. No dividends shall be declared that will impair the capital of the company
3. AUDITORS shall be designated by the Board of Directors prior to the close of business in each fiscal year, who shall audit and examine the books of accounts of the company and shall certify to the Board of Directors and the shareholders the annual balances of said books which shall be prepared at the close of the said year under the direction of the Treasurer. No director, no officer of the company, and no firm or corporation of which such officer or director is a member, shall be eligible to discharge the duties of the Auditor. The compensation of the Auditor shall be fixed by the Board of Directors.
4. INSPECTION OF ACCOUNTS by any member of the Board of Directors in person may be made at any and all reasonable times during business hours of the company, and such inspection may embrace all books, records and vouchers of the company.

The books, accounts and records of the company shall be open for inspection by the stockholders at reasonable times.

ARTICLE VII
SEAL

The Corporate seal of the company shall consist of two (2) concentric rings, between which shall be inscribed the words "LEISURE AND RESORTS WORLD CORPORATION, MANILA, PHILIPPINES" and in the center of the words "INCORPORATED" followed immediately below by the figure "1957". *(as amended on 22 March 2023)*

ARTICLE VIII
CHANGES IN BY-LAWS

The owners of the majority of the subscribed capital stock and a majority of the members of the Board of Directors may, at a regular or special meeting duly called for the purpose, amend or repeal the by-laws or adopt new by-laws. The owners of two-thirds of the subscribed capital stock may delegate to the Board of Directors the power to amend or repeal any by-law or adopt new by-laws; provided, however, that any power delegated to the Board of Directors to amend or repeal any by-law or adopt a new by-law shall be considered as revoked whenever a majority of the stockholders of the corporation shall so vote at a regular or special meeting. *(as amended on 22 March 2013)*

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The foregoing by-laws were adopted by the unanimous consent of the owners of a majority of the outstanding stock of the corporation at the first meeting of the shareholders held in the City of Manila, Philippines on the 10th of October 1957.

IN WITNESS WHEREOF, We, the undersigned shareholders present at said meeting and voting thereat in favor of the adoption of said by-laws, have hereunto subscribed our names and the same do now constitute the By-laws of said corporation.

A. SORIANO Y. CIA For: ANDRES SORIANO By: (SGD) ANDRES SORIANO, JR.	(SGD) JOSE M. SORIANO
(SGD) ANDRES SORIANO, JR.	(SGD) RAOUL E. KHAN
(SGD) B.L. ANDERSON	(SGD) SEBASTIAN UGARTE

REPUBLIC OF THE PHILIPPINES)
PARAÑAQUE CITY)S.S



DIRECTORS' CERTIFICATE

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned Directors and the Corporate Secretary of **DIGIPLUS INTERACTIVE CORP.**, a corporation duly organized and existing under the laws of the Republic of the Philippines, with principal address at Ecoprime Bldg., 32nd Street corner Ninth Avenue, Bonifacio Global City, Taguig City, hereby depose and state:

THAT the attached document is the true and correct copy of the By Laws as amended by the affirmative vote of the majority of the members of the Board of Directors and the Stockholders owning at least two-thirds (2/3) of the subscribed and outstanding capital stock at the Meeting held on 21 June 2024 and 26 July 2024, respectively, at the principal office of the Corporation and at Grand Hyatt, Bonifacio Global City, Taguig City, respectively.

THAT the amended provision of the attached By Laws refers to the Article II Sections 1, 2, 3, 4, 5, & 6 and Article III Sections 1, 3, & 4 of the By Laws.

IN WITNESS WHEREOF, we have hereunto set our hands and affixed our signatures this OCT 21 2024, at PARAÑAQUE CITY.


CAROL V. PADILLA
Corporate Secretary
TIN: 271-536-697


EUSEBIO H. TANCO
Director/Chairman
TIN: 141-978-255


TSUI KIN MING
Director/President
TIN: 507-239-740


WILLY N. OCIER
Director
TIN: 101-934-954



RAFAEL JASPER S. VICENCIO
Director
TIN: 912-883-660


ATTY. MARDOMEO N. RAYMUNDO JR.
Director
TIN: 175-154-748


RENATO G. NUÑEZ
Director
TIN: 110-182-328



RAMON PANCRATIO D. DIZON
Independent Director
TIN: 108-085-577


ATTY. JOSE RAULITO E. PARAS
Director
TIN: 906-174-428


ATTY. TIMOTEO B. AQUINO
Independent Director
TIN: 115-929-361

SUBSCRIBED AND SWORN to before me this OCT 21 2024 at PARAÑAQUE CITY, affiants exhibited to me their Bureau of Internal Revenue – Tax Identification Numbers as indicated below their printed names.

Doc. No. 1387
Page No. 69
Book No. IV
Series of 2024.


MARIA VICTORIA C. RIVERA GILERA
Notary Public for Parañaque City
Until December 31, 2024
Commission No. 305-2023
Roll No. 52139
IBP Lifetime No. 08742 / 01.13.2010
PTR No. 3485407 / 01.05.2024 / Parañaque City
MCLE Compliance No. VII-003258 / 06.04.2021
24 F.G. Calderon St., BF Manresa, BF Homes, Parañaque City

REPUBLIC OF THE PHILIPPINES)
PARAÑAQUE CITY) S.S.

SECRETARY'S CERTIFICATE

KNOW ALL MEN BY THESE PRESENTS:

I, **CAROL PADILLA**, Filipino, of legal age, and with postal address at 35th Floor, Ecoprime Building, 32nd Street corner 9th Avenue, Bonifacio Global City, Taguig City, after having been duly sworn in accordance with law, do hereby certify that:

I am the elected and incumbent Corporate Secretary of **DIGIPLUS INTERACTIVE CORP.**, a corporation duly organized and existing under the laws of the Republic of the Philippines with principal address at Ecoprime Building, 32nd Street corner Ninth Avenue, Bonifacio Global City, Taguig City;


To the best of my knowledge, from the date of approval of the amendment/s by the Board of Directors in a meeting held on June 21, 2024 and the Stockholders in a meeting held on July 26, 2024 up to the date of filing of the application for amendment of By-Laws with the Commission, no action or proceeding has been filed or is pending before any Court involving an intracorporate dispute and/or any claim by any person or group against the board of directors, individual director and/or major corporate officer/s of the Corporation as its duly elected and/or appointed director/trustee or officer or vice versa.

IN WITNESS WHEREOF, I have hereunto affixed my signature this OCT 21 2024 at PARAÑAQUE CITY.


CAROL VALENZUELA PADILLA
Corporate Secretary

SUBSCRIBED AND SWORN to before me, a Notary Public for and in PARAÑAQUE CITY this OCT 21 2024, affiant exhibited to me her Bureau of Internal Revenue – TIN ID with No. 271-536-697.

Doc. No. 1388
Page No. 69
Book No. TU
Series of 2024.


MARIA VICTORIA L. RIVERA-GILERA
Notary Public for Parañaque City
Until December 31, 2024
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ANNEX "D" - ANNOTATION

BY-LAWS

ORGANIZATIONAL DETAIL

TRN-R092024-CRMD00286N

Corporate Name	DigiPlus Interactive Corp.
Date of Approval by the Commission	
Delegated by at least 2/3 of the outstanding capital stock	No
Approved by majority of the Directors	21 June 2024
Approved by at least two-thirds (2/3) of the outstanding capital stock	26 July 2024
Subject of Amendment	Others: Articles II, SECTION 1, II, SECTION 2, II, SECTION 3, II, SECTION 4, II, SECTION 5, II, SECTION 6, III, SECTION 1, III, SECTION 3 and III, SECTION 4

TO ARTICLE II, SECTION 1

1. ANNUAL MEETING of the stockholders of this company shall be held in the principal office of the company as stated in its Articles of Incorporation, on last Friday of July of each year, unless a different date is fixed by the Board, at the hour of 2:00 P.M. (as amended on 22 March 2013). The Company may hold the annual or regular meeting virtually, subject to applicable laws, rules and regulations of the Securities and Exchange Commission, as may be amended from time to time. The virtual meetings shall be conducted in such a way that the stockholder experience will be, to every extent possible, similar to physical meeting. The virtual meeting shall be recorded which shall form part of the records of the Corporation. (as amended on 26 July 2024)

ARTICLE II, SECTION 2

2. SPECIAL MEETING of the stockholders may be called at the principal office of the company at any time by resolution of the Board of Directors or by order of the Chairman of the Board or of the President or upon the written request of stockholders registered as the owners of one-third of the total outstanding capital stock. The Company may hold the special stockholders' meeting virtually, subject to applicable laws, rules and regulations of the Securities and Exchange Commission, as may be amended from time to time. The virtual meetings shall be conducted in such a way that the stockholder experience will be, to every extent possible, similar to physical meeting. (as amended on 26 July 2024)

ARTICLE II, SECTION 3

3. NOTICE OF MEETING written or printed, for every regular or special meeting of the stockholders shall be sent to each stockholders' registered post office address, or by electronic transmission, or by such other manner as allowed by the Securities and Exchange Commission not less than twenty-one (21) calendar days prior to the date set for such meeting, and if for a special meeting, such notice shall state the object or objects of the same. The Company shall also provide information or documents to all stockholders by electronic transmission. The information or documents shall be deemed delivered upon the transfer or posting by electronic means. As used herein, electronic transmission means the delivery or transfer of documents, data or information by electronic mail to the electronic address of the stockholders registered in the books of the Company, posting in the Philippine Stock Exchange, posting in the Company's website, or such other recognized means of electronic transfer of data or information. The Company shall require all stockholders to provide a valid electronic address for them to receive notices and other information or documents from the Company. No failure or irregularity of notice of any regular meeting shall invalidate such meeting or any proceeding thereat, and no failure or irregularity of notice of any

special meeting at which all the stockholders are present and voting without protest, shall invalidate such meeting or any proceeding thereat. No publication of notice of meeting in the public newspaper shall be required. Notice of any meeting may be waived, expressly or impliedly, including through stockholders' attendance to a meeting unless the stockholders' presence is for the express purpose of contending that the meeting is not lawfully convened. (as amended on 26 July 2024)

ARTICLE II, SECTION 4

4. A QUORUM AT ANY MEETING of the stockholders shall consists of a majority of the voting stock of the company represented in person or by proxy, and a majority of such quorum shall decide any question that may come before the meeting, save and except in those several matters which laws of the Philippines require the affirmative vote of a greater proportion. Stockholders casting votes through remote communication or in absentia, electronically or otherwise, shall be considered present for purposes of computing the quorum of the meeting. (as amended 26 July 2024)

ARTICLE II, SECTION 5

5. PROXIES Stockholders may vote at all meetings the number of shares registered in their respective names, either in person or by proxy duly given in writing, and duly presented to the Secretary for Inspection and record at least five (5) working days prior to the opening of the meeting. No proxy bearing a signature which is not legally acknowledged shall be recognized at any meeting unless such signature is known and recognized by the Secretary of the meeting. Validation of proxies shall be conducted by the Office of the Corporate Secretary at least five (5) business days prior to the date of the stockholders' meeting. REMOTE COMMUNICATION - Any stockholder entitled to vote may vote in person, through remote communication, in absentia, electronically or otherwise or be represented by proxy at any regular or special stockholders' meetings, subject to compliance with existing rules and regulations as may be issued by the Securities and Exchange Commission from time to time. (as amended on 26 July 2024)

ARTICLE II, SECTION 6

6. ELECTION OF DIRECTORS shall be held at the annual meeting of shareholders and shall be conducted in the manner provided by the Revised Corporation Code of the Philippines, including the nomination and election of independent directors to such number of board seats as set forth in and prescribed by the rules and regulations of the Securities and Exchange Commission or such other pertinent government agency or instrumentality and with such formalities and machinery as the offer presiding at the meeting shall then and there determine and provide. (as amended on 26 July 2024)

ARTICLE III, SECTION 1

1. THE BUSINESS AND PROPERTY of the company shall be managed by the Board of Directors who shall be stockholders and who shall be elected annually by the stockholders for the term of one (1) year and shall serve until the election and acceptance of their duly qualified successors. Any vacancies may be filled by the remaining members of the Board by a majority vote of the Directors so chosen shall serve for the unexpired term. (as amended on 26 July 2024)

ARTICLE III, SECTION 3

3. SPECIAL MEETING of the Board of Directors shall be held in the principal office of the company or at such other place in Metro Manila as may be designated in the call and may be called by the Chairman of the Board at any time or by any three members of the Board, or such other special meetings may be held at any time and place without notice by the unanimous consent of all members of the Board who are then present within the Philippines, or with the presence and participation of all members of the Board who are then present in the Philippines. The meetings of the Board may be conducted and participation of directors, including voting, can be in person, through remote communication, such as videoconferencing, teleconferencing, or other alternative modes of communications allowed by the Securities and Exchange Commission. Provided however, participation and voting of the Board cannot be made and done through proxy. (as amended on 26 July 2024)

ARTICLE III, SECTION 4

4. NOTICE - written notice of the regular or special meeting of the Board specifying the date, time and place of the meeting, shall be sent by the Secretary to each director by personal delivery (messenger), ordinary or express mail (courier), facsimile or electronic-mail. The notice shall also include the following: a. Inquiry on whether the director will attend physically or through video/teleconference; b. Contact number/s of the Corporate Secretary and his or her office staff whom the director may call to notify and state whether he shall be physically present or shall attend through video/teleconference; and c. Agenda of the meeting (as amended on 26 July 2024)

FROM

ARTICLE II, SECTION 1

1. ANNUAL MEETING of the stockholders of this Company shall be held in the principal office of the Company as stated in its Articles of Incorporation, on last Friday of July of each year, unless a different date is fixed by the Board, at the hour of 2:00 P.M. (as amended on 22 March 2013)

ARTICLE II, SECTION 2

2. SPECIAL MEETING of the stockholders may be called at the principal office of the Company at any time by resolution of the Board of Directors or by the order of the Chairman of the Board or of the President or upon the written request of stockholders registered as the owners of one-third of the total outstanding stock.

ARTICLE II, SECTION 3

3. NOTICE OF MEETING written or printed, for every regular or special meeting of the stockholders shall be prepared and mailed to the registered post office address of each stockholder not less than fifteen (15) calendar days prior to the date set for such meeting, and if for a special meeting, such notice shall state the object or objects of the same. No failure or irregularity of notice of any regular meeting shall invalidate such meeting or any proceeding thereat, and no failure or irregularity of notice of any special meeting at which all the stockholders are present and voting without protest, shall invalidate such meeting or any proceeding thereat. No publication of notice of meeting in the public newspaper shall be required

ARTICLE II, SECTION 4

4. A QUORUM AT ANY MEETING of the stockholders shall consists of a majority of the voting stock of the company represented in person or by proxy, and a majority of such quorum shall decide any question that may come before the meeting, save and except in those several matters which laws of the Philippines require the affirmative vote of a greater proportion.

ARTICLE II, SECTION 5

5. PROXIES - Stockholders may vote at all meetings the number of shares registered in their respective names, either in person or by proxy duly given in writing, and duly presented to the Secretary for Inspection and record at least five (5) working days prior to the opening of the meeting. No proxy bearing a signature which is not legally acknowledged shall be recognized at any meeting unless such signature is known and recognized by the Secretary of the meeting.

ARTICLE II, SECTION 6

ELECTION OF DIRECTORS shall be held at the annual meeting of shareholders and shall be conducted in the manner provided by the Corporation Law of the Philippines, including the nomination and election of independent directors to such number of board seats as set forth in and prescribed by the rules and regulations of the Securities and Exchange Commission of such other pertinent government agency or instrumentality and which such formalities and machinery as the offer presiding at the meeting shall then and there determine and provide. (as amended on 28 November 2003).

ARTICLE III, SECTION 1

1. THE BUSINESS AND PROPERTY of the company shall be managed by the Board of Directors who shall be stockholders and who shall be elected annually by the stockholders for the term of one (1) year and shall serve until the election and acceptance of their duly qualified successors. Any vacancies may be filled by the remaining members of the Board by a majority vote of the Directors so chosen shall serve for the unexpired term.

ARTICLE III, SECTION 3

3. SPECIAL MEETING of the Board of Directors shall be held in the principal office of the company or at such other place in Makati, Metro Manila as may be designated in the call and may be called by the Chairman of the Board at any time or by any three members of the Board, or such other special meetings may be held at any time and place without notice by the unanimous consent of all members of the Board who are then present within the Philippines, or with the presence and participation of all members of the Board who are then present in the Philippines.

ARTICLE III, SECTION 4

4. NOTICE — written notice of the regular or special meeting of the Board specifying the date, time and place of the meeting, shall be sent by the Secretary to each director by personal delivery (messenger), ordinary or express mail (courier), facsimile, or email. The notice shall also include the following: a. Inquiry on whether the director will attend physically or through video/teleconference; b. Contact number/s of the Corporate Secretary and his or her office staff whom the director may call to notify and state whether he shall be physically present or shall attend through video/teleconference; and c. Agenda of the meeting (as amended on 22 March 2013)