

LEISURE & RESORTS WORLD CORPORATION
Minutes of the Annual Meeting of the Stockholders

Place: Midas Hotel and Casino
2702 Roxas Boulevard, Pasay City

Date: 28 July 2017

Time: 2:00 p.m.

I. CALL TO ORDER

The Chairman, Mr. Reynaldo P. Bantug, called the meeting to order and presided over the same. The Corporate Secretary, Atty. Katrina L. Nepomuceno, recorded the minutes of the meeting.

The Chairman acknowledged the presence of the Corporation's directors and officers. The Chairman also acknowledged the presence of R.G. MANABAT & CO. Auditing Firm, headed by the partner-in-charge for the Corporation, Mr. Dindo Marco Dioso. The Chairman informed everyone present that R.G. MANABAT & CO. shall be available to respond to appropriate questions from the stockholders later in the meeting.

II. PROOF OF NOTICE AND DETERMINATION OF QUORUM

The Corporate Secretary certified that notices of the annual meeting were sent by registered mail and messengerial service to all stockholders of record as of the record date at their respective addresses.

The Corporate Secretary certified that a quorum was present for the transaction of business with the presence, in person or by proxy, of stockholders representing 800,350,887 shares, or 66.70% of the total outstanding capital stock of the Corporation. The stockholders consented to waive their right to notice of the meeting.

III. APPROVAL OF THE MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING HELD ON 29 JULY 2016

The Chairman presented the minutes of the annual stockholders' meeting held on 29 July 2016, copies of which were included in the Shareholders' Information Package. Upon motion duly made and seconded, the reading of the minutes of the stockholders meeting held on 29 July 2016 was dispensed with and the minutes of the said meeting as set forth in Minutes Book, was approved, confirmed and ratified.

IV. MANAGEMENT'S REPORT AND MESSAGE TO THE STOCKHOLDERS

The Chairman rendered the Management's Report. At the request of the Chairman, Mr. Alfredo B. Reyes, the Corporation's Investor Relations Head, read the Management's Report and Message to the Stockholders. Copies of the Management's Report were also incorporated in the Shareholders' Information Package duly furnished to all stockholders of the Corporation.

After the presentation of the Management's Report and Message to Stockholders, there were no questions asked, so the Chairman then proceeded with the next agenda.

V. APPROVAL OF THE ANNUAL REPORT AND AUDITED FINANCIAL STATEMENTS FOR THE FISCAL YEAR 2016 AND RATIFICATION OF ACTIONS TAKEN BY THE BOARD OF DIRECTORS AND OFFICERS SINCE THE LAST ANNUAL MEETING DATED 29 JULY 2016

The Chairman then presented for approval the Annual Report and the Audited Financial Statements for the calendar year 2016. Upon motion duly made and seconded, the following resolution was unanimously passed and approved:

“RESOLVED, that the Annual Report for 2016 as presented by the Chairman, the President and the Board of Directors together with all the Balance Sheets and Financial Statements contained therein be approved as presented.”

Thereupon, the Chairman proceeded to the next item of the Agenda, which is the ratification of all acts and proceedings of the Board of Directors and Management since the Annual Meeting held on 29 July 2016, including but not limited to the following:

1. Approval of the list of nominees for election to the Board of Directors including the independent directors submitted by the Nomination Committee;
2. Approval of the audit reports and financial statements as presented by the Audit Committee;
3. Approval of the list of nominees who shall comprise the various committees of the Corporation;
4. Approval of the termination of the agreements among the corporation, AB Leisure Global, Inc. (ABLGI), Belle Corporation and Premium Leisure and Amusement, Inc. effective November 03, 2016;
5. Declaration of cash dividends at the rate of Four and 25/100 percent (4.25%) payable to all preferred stockholders of record as of 23 December 2016 with payment date of 18 January 2017;
6. Approval of the corporation to act as a continuing surety for the credit accommodations extended to Sunwest Construction and Development Corporation that will be transferred to Hotel Enterprises of the Philippines, Inc. by BDO Unibank, Inc.;
7. Declaration of cash dividends at the rate of Four and 25/100 percent (4.25%) payable to all preferred stockholders of record as of 16 June 2017 with payment date of 11 July 2017;
8. Declaration of a cash dividend at the rate of Eight Centavos (Php0.08) per share payable to all common stockholders of record as of 29 September 2017 to be paid on 24 October 2017, and another cash dividend at the rate of Seven Centavos (Php0.07) per share payable to all common stockholders of record as of 02 March 2018 to be paid on 27 March 2018; and
9. Approval of a resolution authorizing the Corporation to update its bank accounts with Philippine Business Bank (PBB), Asia United Bank (AUB) and Union Bank.

Upon motion duly made and seconded, the following resolution was unanimously passed and approved:

“RESOLVED, that the acts and proceedings of the Corporation’s Board of Directors and Management since the last annual meeting on 29 July 2016 as set forth in the Minutes Book, be, as they are hereby, approved, confirmed and ratified.”

VI. NOMINATION AND ELECTION OF THE CORPORATION’S DIRECTORS

The stockholders proceeded to the election of eleven (11) directors for the ensuing term. The Chairman informed the stockholders that out of the 11 directors to be nominated and elected to the board seats of the Corporation, the Corporation is required by law to nominate and elect two (2) independent directors. The nominees to the seats for independent directors have been pre-qualified by the Nomination Committee in accordance with the requirements and procedure set forth under Rule 38 of the Securities Regulations Code. Also, in accordance with the said procedure, no nominations to the independent directors’ seats will be entertained during the meeting for the election of directors and only the nominees in the list of the Nomination Committee shall comprise the final list of nominees to the said seats. The Chairman then presented the final list of nominees to the Independent Directors’ seats as submitted to the Board by the Nomination Committee:

Mr. Anthony L. Almeda
Ms. Clarita T. Zarraga

The nominees to the Independent Directors’ seats as submitted to the Board by the Nomination Committee were then declared as the duly elected Independent Directors for the ensuing year until their successors have been duly elected and qualified.

The Chairman then opened the table for nominations to the remaining nine (9) seats in the Board and the following were nominated:

1. Reynaldo P. Bantug
2. Edgardo S. Lopez
3. Ignatius F. Yenke
4. Willy N. Ocier
5. Bienvenido M. Santiago
6. Wilson L. Sy
7. Eusebio H. Tanco
8. Raul G. Gerodias
9. Carlos G. Baniqued

There being no other nominations, the Chairman directed the Corporate Secretary to cast the votes of the stockholders present in person and by proxy in favor of the nominees and were declared as the duly elected directors of the Corporation for the ensuing year until their successors have been duly made elected and qualified.

VII. APPOINTMENT OF EXTERNAL AUDITOR

Upon motion duly made and seconded, the following resolution was unanimously approved:

“RESOLVED, that R.G. Manabat & Co. be, as it is hereby, appointed as external auditor of the Corporation for the ensuing fiscal year.”

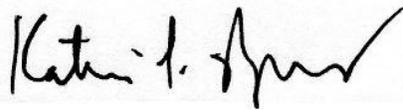
VIII. OTHER MATTERS/OPEN FORUM

There being no other matters to be discussed, the Chairman opened the floor for any other questions from the stockholders present. No further questions were raised by the shareholders.

IX. ADJOURNMENT

There being no other business to discuss, the meeting was adjourned upon motion duly made and seconded.

CERTIFIED CORRECT:



KATRINA L. NEPOMUCENO
Corporate Secretary

ATTESTED:



REYNALDO P. BANTUG
Chairman