

TRAVELLERS INTERNATIONAL HOTEL GROUP, INC.
MINUTES OF THE 2023 ANNUAL STOCKHOLDERS' MEETING

07 December 2023, 9:00 a.m.

10/F Newport Entertainment & Commercial Centre, Newport Boulevard,
Newport Cybertourism Economic Zone, Pasay City, Philippines

Board Attendance – Present:

Kevin Andrew L. Tan	-	Chairman Chairman, Executive Committee
Dr. Andrew L. Tan	-	Director Chairman, Remuneration and Compensation Committee Member, Executive Committee
Kingson U. Sian	-	President and Chief Executive Officer Director Vice-Chairman, Executive Committee Member, Audit Committee Member, Corporate Governance Committee Chairman, Nomination Committee Member, Remuneration and Compensation Committee Member, Board Risk Oversight Committee
Chua Ming Huat	-	Director Member, Executive Committee
Jose Alvaro D. Rubio	-	Director Member, Audit Committee Member, Executive Committee Member, Nomination Committee Member, Related Party Transaction Committee
Enrique M. Soriano III	-	Independent Director Member, Nomination Committee Member, Corporate Governance Committee Chairman, Board Risk Oversight Committee Member, Related Party Transaction Committee
Jesus B. Varela	-	Independent Director Chairman, Audit Committee Member, Remuneration and Compensation Committee Chairman, Corporate Governance Committee Member, Board Risk Oversight Committee Chairman, Related Party Transaction Committee

I. CALL TO ORDER

Mr. Kingson U. Sian called the meeting to order at 9:00 a.m. and presided thereat. The Assistant Corporate Secretary, Atty. Walter L. Mactal, recorded the proceedings of the meeting.



II. PROOF OF NOTICE AND CERTIFICATION OF A QUORUM

The Presiding Officer stated that the Company is holding this year's Annual Stockholders' Meeting (the "Meeting") through remote communications. He added that the Company adopted measures to afford its stockholders the opportunity to participate in this Meeting as effectively as a physical meeting.

The Assistant Corporate Secretary, in coordination with the Company's Stock Transfer Agent, Banco De Oro Unibank, Inc., certified that notices for the Meeting have been posted on the Company's website on November 15, 2023 and published in the business sections of both Malaya Business Insight and Manila Standard, in print and online, on November 15 & 16, 2023, in compliance with the Notice issued by the Securities and Exchange Commission dated March 13, 2023. The Definitive Information Statement, along with the Company's Guidelines for Participating via Remote Communication and Voting *in Absentia*, have also been posted on the Company's website and made available to all stockholders registered in the books of the Company as of the record date of November 17, 2023 ("Stockholders").

The Assistant Corporate Secretary likewise certified that the majority of the entire subscribed and outstanding capital stock of the Company were present in person or by proxy; hence, a quorum was present.

III. APPROVAL OF THE MINUTES OF THE PREVIOUS ANNUAL STOCKHOLDERS' MEETING

The Assistant Secretary confirmed that copies of the Minutes of the Annual Stockholders' Meetings held on 9 December 2022 have been posted on the Company's website and made available for review by the Stockholders.

The Assistant Corporate Secretary then announced that the majority of the voting shares represented in the Meeting have voted in favor of the approval of the aforementioned Minutes of the Annual Stockholders' Meetings.

Thus, the following resolution has been approved:

"RESOLVED, that the Company hereby approves the Minutes of the Annual Stockholders' Meetings held on 9 December 2022."

IV. REPORT OF MANAGEMENT FOR YEAR 2022

The Company's President and Chief Executive Officer, Mr. Kingson U. Sian, presented the Management Report for the year 2022, as follows:

"Welcome to the Annual Stockholders Meeting of Travellers International Hotel Group, Inc.

This year is highlighted by the Company's transition into a 100% Filipino-owned entity, which follows the rebranding of our integrated resort in 2022 into Newport World Resorts.

This marks a new beginning for us, which started at a time when the COVID-19 pandemic reached a key turning point. The beginning of 2022 saw the tailend of the last significant surge in cases in the Philippines. The decline in cases after this prompted the easing of restrictions, and the eventual reopening of the country's international borders to foreign tourists in March 2022. This development was reflected in our business operations as the property has continuously operated at 100% capacity from that point.

Net revenues for the year 2022 rose to PHP26.9 billion, or an increase of 104% over the previous year. This was mainly driven by the 47.9% growth in overall casino drops during the year on the back of a strong increase in demand during the 4th quarter. Gaming accounted for 80.3% of the net revenue, while the non-gaming segment contributed 19.7%.

We ended 2022 with our gross gaming revenue up by 90.3% over the previous year to reach PHP31.8 billion, which surpassed our performance prior to the pandemic. Gaming activity increased across all segments, with the VIP segment up by 38.2% and non VIP segment by 115.8%.

Meanwhile, our hotel, food and beverage and other businesses increased as average room rates returned to normal and demand for our various MICE venues picked up with the resumption of corporate events and other activities. The year 2022 was also highlighted by the grand opening of Hotel Okura Manila in April. Revenues from this segment reached PHP4.1 billion, up by 78.1% over the previous year. Blended occupancy rates for our hotels averaged 66%.

Other revenues coming from our theater, cinemas, parking, rental income and others increased as well by 120.2%, ending the year at around P1.2 billion, primarily due to increased foot traffic and the return of live entertainment.

Direct costs increased by 60% to PHP15.2 billions due to the increase in casino operating expenses with the recovery of gaming activity, as well as the increase in overall headcount. Our EBITDA for the year 2022 surpassed our pre-COVID record, reaching PHP7.6 billion, compared to PHP7.1 billion in 2021.

2023 marks our first full year of normal business operations since the start of the pandemic. The World Health Organization declared the end of COVID-19 as a global public health emergency in May 2023, followed by a similar declaration by the Philippine government for the country soon after.

Our rebranding, revitalized membership program under the new Epic Rewards badge, focus on sustainability under the "I Love Earth" program, as well as new offers and new developments in the property, are all aligned with our country's push in reviving the tourism sector.

In April this year, we marked the return of live theater with our restaging of our original Pilipino musical, Ang Huling El Bimbo, which closed with the announcement of our next musical featuring the songs of another well-loved local band, Parokya ni Edgar. Last July, we opened our newest signature bar, The Whisky Library. And most recently, on November 11, we officially launched our newest VIP gaming and dining area called The Grand Club.

Our key performance indicators for the first three quarters of 2023 show further improvements, with net revenues from January to September at PHP23.3 billion, up by

27.2% compared to the same period last year as foot traffic returned to pre-pandemic levels. Gross gaming revenue is up by 14% to PHP26 billion; hotel and food and beverage revenues up by 74% to P2.7 billion; and other revenues up by 33% to PHP1 billion. Our EBITDA as of September is at PHP6 billion, or up by 12% over the previous year.

With your continued support, we look forward to maintaining and further improving our performance for the rest of the year, going into 2024 as we celebrate our 15th year of operations in Newport World Resorts.

Thank you very much.”

V. OPEN FORUM

The Presiding Officer requested the Assistant Corporate Secretary to read the questions sent by the Stockholders through the Office of the Corporate Secretary. Below is a summary of the questions asked and answers given during the open forum:

QUESTION: *What contributed to the increase in the Company’s gross gaming revenue?*

ANSWER: Gross gaming revenues grew by 90% year-on-year driven by the Non-VIP segment growing by 109% while the VIP segment grew by 81% as COVID-19 restrictions were eased by the end of the First Quarter of 2022.

QUESTION: *How did the Company’s non-gaming business perform during the year?*

ANSWER: Average daily foot traffic reached 67% of 2019 levels while hotels recovered faster than expected in the Second Half of 2022. Occupancy Rates averaged 70% in Second Half of 2022 which is a welcome increase from the 63% Occupancy Rate in the First Half of 2022 and average rates hit pre-covid levels for the full year of 2022. Non-gaming revenue amounted to Php 5.3B, which is 79% of 2019 levels.

QUESTION: *What is the revenue and earnings outlook for 2023?*

ANSWER: We expect continued growth in both gaming and the non-gaming segments as 2023 will be the first “full year” without any COVID-19 disruptions which would translate to EBITDA surpassing the previous year.

We see opportunities in gaming as the Company continues to improve its online platform and introduce new offerings. For the tourism sector, international arrivals are expected to continue to grow. We are also hopeful that the strong Philippine economic outlook will translate to an increase in local discretionary spending.

VI. RATIFICATION OF THE AMENDMENT OF THE AMENDED ARTICLES OF INCORPORATION AND AMENDED BY-LAWS

The Presiding Officer informed the Stockholders of the need to amend the Company’s Amended Articles of Incorporation and Amended By-Laws. The proposed amendments are as follows:

1. The First Clause of the Amended Articles of Incorporation to update the trademarks owned or used by the Company;
2. The Third Clause of the Amended Articles of Incorporation to update the principal office address of the Company;



3. The title/heading of the By-Laws to reflect the updated trademarks owned or used by the Company; and
4. Sections 4 & 6 of Article 1 and Section 2 of Article II of the Amended By-Laws to allow the Stockholders to participate and vote in the Annual Meeting through remote communication or alternative modes of communication, and also allow the Board of Directors to participate and vote in the board meetings through remote communication.

The Assistant Corporate Secretary announced that more than two-third ($\frac{2}{3}$) of the Company's outstanding capital have voted in favor of the amendment.

Thus, the following resolution has been approved:

A. Amendment of the Amended Articles of Incorporation

"RESOLVED, that the Company be authorized, as it is hereby authorized, to amend its Amended Articles of Incorporation, as follows:

1. *The amended FIRST CLAUSE of the Amended Articles of Incorporation shall henceforth be read as follows:*

FIRST: That the name of said Corporation shall be:

Travellers International Hotel Group, Inc.
doing business under the name and style of:

Newport World Resorts
Arena
Bar 360
Cabaret
Casa Buenas
Cigar Lounge
Cinemas & Snack Bar
El Calle Bar
Franks Craft Beers Manila
GAMEZOO
Garden Wing Cafe
Ginzadon
Grand Bar Lounge
Grand Club
Happy 8
Kim Chi
M-Spa Fitness Center
Newport Cinemas
Newport Dormitory
Newport Entertainment and Commercial Center
Newport Mansion
Newport Performing Arts Theater
NWR Exclusives
Paqman
Passion Chinese Restaurant
PIT BAR
Ratpak & 007
Royal Flush
Silk Road

Silogue
SLOT BAR
Sparkles 'n Ice
Sushi Tu
The Terrace
The Whisky Library
Theatre Bar
Victoria Harbour Cafe
WET-REPUBLIC
Wiski's
Marriott Hotel Manila
Banquets at Marriott
Business Center at Marriott
Crema
CRU Steakhouse
Great Room Lounge
In-Room Dining
Man Ho
Marriott Café
Marriott Grand Ballroom
Marriott West Wing
MC Bakery
Mian
Pool Bar at Marriott
Quan Spa at Marriott
Still Bar

(as amended by the Board of Directors and Stockholders in their respective meetings held on October 9, 2023 and 07 December 7, 2023.)

2. *The amended THIRD CLAUSE of the Amended Articles of Incorporation shall henceforth be read as follows:*

THIRD: That the place where the principal office of the Corporation is to be established or located is at 10/F **NECC Building**, Newport Boulevard, Newport Cybertourism Economic Zone, **Barangay 183**, Pasay City, Philippines. (as amended by the Board of Directors and Stockholders on October 9, 2023 and December 7, 2023)

B. Amendment of the Amended By-Laws

“RESOLVED FURTHER, that the Company be, as it is hereby, authorized to amend its Amended By-Laws, as follows:

1. *The title/heading of the By-Laws shall henceforth reflect the name of the Company as appearing in the FIRST CLAUSE of the Company's Amended Articles of Incorporation;*
2. *SECTION 4, ARTICLE I (PLACE OF MEETINGS) shall henceforth added and read as follows:*

Section 4. Place of Meetings - Notwithstanding Section 1 of this Article I, the Board of Directors may order that any annual or special meeting of the stockholders may be held within the city or municipality where the

principal office of the Corporation is located; provided that proper notice is sent to all stockholders indicating the date, time and place of the meeting, and that any city or municipality in Metro Manila shall, for purposes of this section, be considered a city or municipality in accordance with Section 50 of the Revised Corporation Code. (As amended by the Board of Directors and Stockholders in their respective meetings held on October 9, 2023 and December 7, 2023.)

3. *SECTION 6, ARTICLE I (CONDUCT OF MEETINGS) OF STOCKHOLDERS shall henceforth be added and read as follows:*

Section 6. Conduct of Meetings - Meetings of the stockholders shall be presided by the Chairman of the Board or President, or, if both are absent, by a chairman to be chosen by the stockholders for said meeting.

The Secretary or Assistant Secretary shall act as secretary of every meeting. If neither is present, the chairman of the meeting shall appoint a secretary of the meeting.

The Corporation may opt to hold virtual meetings, subject to applicable laws, rules and regulations of the Securities and Exchange Commission, as may be amended from time to time. (As amended by the Board of Directors and Stockholders in their respective meetings held on October 9, 2023 and December 7, 2023.)

4. *SECTION 2, ARTICLE II (BOARD MEETINGS; NOTICE) shall henceforth be amended and read as follows:*

Section 2. Board Meetings; Notice - The Board of Directors shall hold regular monthly meetings either in person or through teleconference, videoconference or through similar modes of modern communication technology at such time and place or platform as said Board may prescribe. Special meetings of the Board of Directors shall be held when called by the Chairman, by the President, or by the Secretary at the request of any two (2) directors. Written notice of the date, time, place and agenda of meetings of the Board shall be given to each director at least seven (7) business days prior to a regular meeting and three (3) business days prior to a special meeting by the Secretary or Assistant Secretary by personal delivery or by regular mail or electronic means at his/her last known residential or office address, or electronic mail address. Each director shall provide his/her current residential or office address and electronic mail address to the Secretary not later than thirty (30) days after the organizational meeting of the directors, and shall notify the Secretary of any change in his/her residential or office address or electronic mail address within five (5) days from the said change. The Secretary shall maintain a record of the current residential or office address, and the electronic mail address of each director of the Corporation. Any notice of any regular or special meeting sent by electronic mail to the last known electronic mail address of a director shall be considered a valid service of the notice upon said director. A director may waive this requirement, either expressly or impliedly. (As amended by the Board of Directors and Stockholders in their respective meetings held on October 9, 2023 and December 7, 2023.)

RESOLVED FINALLY, that the foregoing resolution shall remain valid and subsisting unless revoked or amended in writing by the Company."

VII. RATIFICATION OF ACTS AND RESOLUTIONS OF THE BOARD OF DIRECTORS, BOARD COMMITTEES, AND MANAGEMENT

The Presiding Officer informed the Stockholders of the proposal for the ratification of all acts of the Board of Directors, Board Committees, and Management of the Company covering the period 10 December 2022 until the date of the Annual Stockholders' Meeting for 2023. These acts include resolutions duly adopted by the Board of Directors and/or its Board Committees in the ordinary course of business.

The Assistant Corporate Secretary certified that the majority of the voting shares represented in the Meeting have voted in favor of the ratification of all acts of the Board of Directors, Board Committees, and Management of the Company covering the period 14 June 2019 until the date of the Meeting.

Thus, the following resolution has been approved:

"RESOLVED, that all acts and resolutions of the Board of Directors, Board Committees, and Management of the Company from 10 December 2022 until the date of the Annual Stockholders Meeting for 2023 be ratified."

VIII. APPOINTMENT OF EXTERNAL AUDITORS

The Board of Directors, upon recommendation of its Audit Committee, resolved to appoint Punongbayan & Araullo as external auditors of the Company for the audit of financial statements for the year ending 31 December 2023.

The Assistant Corporate Secretary announced that the majority of the voting shares represented in the Meeting have voted in favor of the engagement of Punongbayan & Araullo as external auditors of the Company.

Thus, the following resolution has been approved:

"RESOLVED, that Punongbayan & Araullo is hereby appointed as External Auditors of the Company for the audit of financial statements for the year ending 31 December 2023."

IX. ELECTION OF DIRECTORS

The Presiding Officer, on behalf of the Nomination Committee, presented the final list of nominees to the Board of Directors, as follows: Dr. Andrew L. Tan, Mr. Kevin Andrew L. Tan, Mr. Chua Ming Huat, Mr. Kingson U. Sian, and Mr. Jose Alvaro D. Rubio, as regular directors; and, Mr. Jesus B. Varela and Mr. Enrique M. Soriano III as independent directors.

The Presiding Officer, on behalf of the Board of Directors, relayed that while Mr. Soriano has served as Independent Director for 9 years since his first election, his extensive experience in the fields of Leadership, Innovation, and Strategic Management, in addition to his familiarity with the Company's operations, render him more than qualified to provide continuous guidance to the Company and effectively perform the duties of an Independent Director. Further, his advocacy on

Corporate Governance lends credence to his unquestionable dedication to his role as an Independent Director. As such, Mr. Soriano's re-nomination as one of the Company's Independent Directors for the term 2023 to 2024 was submitted for stockholders' approval.

The Assistant Corporate Secretary then certified that each of the nominees for directors have obtained the required number of votes to be elected as members of the Board.

It was then moved and duly seconded that the nominees for directors, namely Dr. Andrew L. Tan, Kevin Andrew L. Tan, Chua Ming Huat, Kingson U. Sian, and Jose Alvaro D. Rubio be elected as regular directors of the Company; and Jesus B. Varela and Enrique M. Soriano III be elected as independent directors of the Company.

Since there were only seven (7) nominees to the Board and there being no objection, all the seven (7) nominees were declared elected to the Board of Directors.

X. ADJOURNMENT

There being no other matters to discuss, the Meeting was adjourned at about 9:30 a.m.

CERTIFIED CORRECT:


ATTY. WALTER L. MACTAL
Assistant Corporate Secretary

NOTED BY:


ATTY. RONALD MARK C. LLENO
Corporate Secretary

ATTESTED BY:


KINGSON U. SIAN
Presiding Officer

