



**Minutes of the Special Meeting
of the Stockholders
of
PREMIERE HORIZON ALLIANCE CORPORATION¹**

Held on 31 July 2025, 10:00 am

At Unit 1705, 17/F East Tower, Tektite Towers, Exchange Road, Ortigas Center, Pasig City, Metro Manila, Philippines via Zoom teleconferencing platform at:
<https://uso2web.zoom.us/j/84727562768?pwd=AFWpXGJR7zvKXTpvNPMmQw7UJuC2GX.1>

STOCKHOLDERS PRESENT: Eugenio T. Tan Marian Peña Brandon P. Leong Geronimo B. Halili Esteban G. Peña Sy Christina Leong Ernest Sze Lok Yeung Maria Clara A. Camacho Leslie Tan.	ALSO PRESENT: Abdussabor Sawadjaan, Jr. Christine Galita Wincel Chang Mariflor Sandoval Jarodelyn N. Mabalot Kristina Durana Ma. Venica Gerardine Audrey I. Jose Alfonso Cay-an (Valdes) Nangiela Estanislao(Valdes) Russie Ericka Dela Cruz (STSI) Andrea Tan Helenita Ong
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Prior to the start of the meeting proper, a video of the Philippine National Anthem was shown, which was followed by an invocation led by Ms. Christina Leong.

I. Call to Order

The Corporate Secretary, Atty. Jarodelyn Mabalot (“Atty. Mabalot”) of Premiere Horizon Alliance Corporation (“PHA” or the “Corporation”) confirmed that Chairman Emmanuel G. Herbosa was not present to preside over the meeting. Thus, after some discussion, Director Esteban G. Peña Sy (“Mr. Peña Sy”) was nominated to act as the Chairman of the meeting.

Mr. Peña Sy acknowledged the presence of the following members of the Board of Directors (“Board”), and Management at the meeting:

¹ These draft minutes shall still be subject to the approval of the stockholders during the next stockholders’ meeting.

Director, President & CEO
Director & Executive Vice President
Director & Treasurer
*Director & Group Chief Financial
Adviser*
Director
Director
Director & Chief Investment Officer
Independent Director
Corporate Secretary

Eugenio T. Tan
Marian Peña
Brandon P. Leong
Ernest Sze Lok Yeung

Esteban Peña Sy
Atty. Geronimo B. Halili
Christina P. Leong
Maria Clara A. Camacho
Atty. Jarodelyn M. Mabalot

The meeting was called to order at 10:00 a.m.

Atty. Mabalot recorded the meeting in compliance with the Securities and Exchange Commission's ("SEC") requirements for meetings held via remote communication. Atty. Mabalot advised all in attendance that there will be visual and audio recordings of the meeting. All participants verified that they can clearly see and hear the proceedings.

II. Proof of Notice and Certification of Quorum

Atty. Mabalot certified that the notice of the Special Stockholders' Meeting ("SSM"), along with the Definitive Information Statement, have been uploaded in Philippine Stock Exchange ("PSE") Edge and the Corporation's website. Atty. Mabalot added that the notice of the SSM was also published in the business sections of the Daily Tribune on 4 July and 5 July 2025 and of the Manila Times on 3 July and 4 July 2025, in compliance with the rules issued by the SEC.

Atty. Mabalot reported that based on the attendance record issued by Stock and Transfer Services Inc. ("STSI"), the Corporation's stock and transfer agent, as of 10:00am, the stockholders who were participating in the meeting virtually and by proxy totaled 3,148,443,529 of the Corporation's shares, constituting 55.15% of its total outstanding capital stock as of 23 June 2025 record date. Based on this, Atty. Mabalot stated that there was a quorum for the transaction of business.

Mr. Peña Sy stated that although the Corporation was holding the meeting virtually, PHA had taken steps to ensure that the stockholders would have an opportunity to participate in the meeting to the same extent as possible as they would have had they attended in person. Mr. Peña Sy turned the floor to Atty. Mabalot to discuss the participation and voting procedures adopted for the meeting.

Atty. Mabalot explained that under the Corporation's By-Laws, every stockholder is entitled to one vote for each share of stock standing in his/her name in the books of the Corporation.

Stockholders who have successfully registered for the meeting were given the opportunity to cast their votes through the submission of proxy forms or voting forms.

There were four (4) items for approval excluding the adjournment, as indicated in the agenda set out in the Notice. The proposed resolutions for each of these items were shown on the screen. For each item, the stockholders have the option to either vote in favor of or against a matter for approval, or to abstain. Votes received through proxy forms and voting forms were validated by STSI. The results of the voting, with full details of the affirmative and negative votes, as well as abstentions, will be reflected in the minutes of the meeting.

For all items in the agenda to be approved, the vote of the stockholders representing at least a majority of the quorum present shall be sufficient to approve the matter.

Finally, stockholders, once successfully registered, were also given an opportunity to raise questions or express comments limited to the agenda items by submitting the same through email prior to the meeting, or through the Zoom portal, or by email during the meeting. Questions and comments will be replied to via email. These participation and voting procedures are also contained in the Definitive Information Statement, accessible to all stockholders through the Corporation's website and on PSE Edge.

III. Approval of Minutes of the Annual Stockholders' Meeting held on 28 June 2024

There being a quorum, Mr. Peña Sy proceeded to the next item on the agenda which was the approval of the minutes of the Annual Stockholders' Meeting ("ASM") held on 28 June 2024. Atty. Mabalot certified that an electronic copy of the minutes of the meeting was made available on the Corporation's website after the adjournment of the stockholders' meeting last year. Atty. Mabalot also certified that the minutes were appended to the Definitive Information Statement, which was made available on the PSE Edge and the Corporation's website for stockholders to download prior to the meeting.

Mr. Peña Sy stated that since the minutes had been made available to all stockholders, it is presumed that these have been read and reviewed. Nonetheless, Mr. Peña Sy stated that any stockholder may send comments or questions in the chatbox or via email to CorpSec1@pha-corp.com, which shall be responded to via email after the meeting.

There being no comments made, Mr. Peña Sy entertained a motion to dispense with the reading of the minutes of the ASM dated 28 June 2024, and for the approval of the same.

A motion to dispense with the reading and approve the minutes of the ASM dated 28 June 2024 was duly made and seconded.

Atty. Mabalot noted for the record that 99.95% shares of the quorum voted in favor of approving the minutes of the ASM dated 28 June 2024. Thus, the requisite majority for the approval of the minutes had been obtained, and the following resolution was approved:

“**WHEREAS**, the Board of Directors of Premiere Horizon Alliance Corporation (‘Corporation’) duly convened and held an Annual Stockholders’ Meeting on 28 June 2024 (‘Meeting’);

“**WHEREAS**, the minutes of the Meeting had been prepared and sent to each of the stockholders for their review and approval;

“**NOW, THEREFORE**, for and in consideration of the foregoing premises, the stockholders hereby resolve as follows:

“**RESOLVED**, that the Corporation hereby approves the minutes of the Meeting.”

IV. Approval of Minutes of the Special Stockholders’ Meeting held on 28 March 2025

Mr. Peña Sy moved on to the next item on the agenda which was the approval of the minutes of the Special Stockholders’ Meeting (“SSM”) held on 28 March 2025. Atty. Mabalot certified that the minutes of the meeting were posted on the Company’s website after the adjournment of the stockholders’ meeting last 28 March 2025. Atty. Mabalot also certified that a copy of the minutes was also appended to the Definitive Information Statement, which was made available on the PSE Edge and the Corporation’s website for stockholders to download prior to the meeting.

Mr. Peña Sy stated that since the minutes had been made available to all stockholders, it is presumed that these had been read and reviewed. Nonetheless, Mr. Peña Sy likewise stated that any stockholder may send comments or questions in the chatbox or via email to CorpSec1@pha-corp.com, which shall be responded to via email after the meeting.

There being no comments made, Mr. Peña Sy entertained a motion to dispense with the reading of the minutes, and for the approval of the same.

A motion to dispense with the reading and approve the minutes of the SSM dated 28 March 2025 was duly made and seconded.

Atty. Mabalot noted for the record that stockholders owning 99.99% shares of the quorum voted in favor of approving the minutes of the SSM dated 28 March 2025. Thus, the requisite majority for the approval of the minutes had been obtained, and the following resolution was approved:

“**WHEREAS**, the Board of Directors of Premiere Horizon Alliance Corporation (‘Corporation’) duly convened and held a Special Stockholders’ Meeting on 28 March 2025 (‘Meeting’);

“**WHEREAS**, the minutes of the Meeting had been prepared and sent to each of the stockholders for their review and approval;

“**NOW, THEREFORE**, for and in consideration of the foregoing premises, the stockholders hereby resolve as follows:

“**RESOLVED**, that the Corporation hereby approves the minutes of the Meeting.”

V. Approval of the Replacement of Reyes Tacandong & Co. to Valdes Abad & Company, CPAs as the External Auditor of the Company for the year ended 2024

The next item on the agenda was the approval of the replacement of Reyes Tacandong & Co. (“RT”) and appointment of Valdes Abad & Company, CPAs (“Valdes”) as the External Auditor of the Corporation for the year ended 2024.

Mr. Peña Sy explained that on 10 January 2025, the Audit & Risk Oversight Committee (“AROC”) of the Corporation recommended the replacement of its external auditor for the year 2024, RT, due to perceived conflict of interest. Accordingly, in a Special Board Meeting held on 15 January, 2025, the Board, by majority vote, approved the change of its external auditor for the year 2024, subject to the approval of the stockholders at this meeting.

Mr. Peña Sy explained that the reason the AROC recommended the replacement of RT was because it found that RT became the external auditor of companies whose President is currently entangled in litigation with PHA. Hence, there exists a serious conflict of interest which the AROC and Board considered in reaching the decision to replace RT with an equally competent and independent external auditor, Valdes, by a majority vote

of 7-2. Mr. Peña Sy further explained that the present SSM was called to obtain the stockholders' approval of the resolution.

The services and profile of Valdes were likewise flashed on the screen for the stockholders' reference.

Mr. Peña Sy stated that any stockholder may send comments or questions in the chatbox or via email to CorpSec1@pha-corp.com, which shall be responded to via email after the meeting.

There being no comments or objections made, Mr. Peña Sy entertained a motion to approve the replacement of RT to Valdes as the External Auditor of the Corporation for the year ended 2024.

A motion was duly made and seconded.

Atty. Mabalot noted for the record that stockholders owning 99.99% shares of the quorum voted in favor of approving the replacement of RT to Valdes as the External Auditor of the Company for the year ended 2024. Thus, the requisite majority had been obtained, and the following resolution was approved:

“WHEREAS, the Board of Directors of Premiere Horizon Alliance Corporation (‘Corporation’) approved the replacement of Reyes Tacandong & Co. and appointment of Valdes Abad & Company, CPAs as the Corporation’s External Auditor for the year ending 31 December 2024 in its 15 January 2025 special meeting, subject to the stockholders’ approval;

“NOW, THEREFORE, for and in consideration of the foregoing premises, the stockholders hereby resolve as follows:

“RESOLVED, that the Corporation hereby approves the replacement of Reyes Tacandong & Co. and appointment of Valdes Abad & Company, CPAs as the Corporation’s External Auditor for the year ending 31 December 2024.”

VI. Approval of the Appointment of Valdes Abad & Company, CPAs as the External Auditor of the Company for the year ended 2025

The next item on the agenda was the approval of the appointment of Valdes as the External Auditor of the Corporation for the year ended 2025.

Mr. Peña Sy stated that any stockholder may send comments or questions in the chatbox or via email to CorpSec1@pha-corp.com, which shall be responded to via email after the meeting.

There being no comments or objections made, Mr. Peña Sy entertained a motion to approve the appointment of Valdes as the External Auditor of the Company for the year ended 2025.

A motion was duly made and seconded.

Atty. Mabalot noted for the record that stockholders owning 99.99% shares of the quorum voted in favor of the appointment of Valdes as the External Auditor of the Corporation for the year ended 2025. Thus, the requisite majority had been obtained, and the following resolution was approved:

“RESOLVED, that the Corporation hereby approves the appointment of Valdes Abad & Company, CPAs as the Corporation’s External Auditor for the year ending 31 December 2025.”

VII. Other Matters

A. Chief Executive Officer’s (“CEO”) Message

Mr. Peña Sy turned over the floor to the CEO, Mr. Eugenio Tan, to address the stockholders with the following message:

“On behalf of this management and our entire team at Premiere Horizon Alliance Corporation, I extend my heartfelt gratitude and appreciation for your unwavering support, your presence today, and most importantly, your continued confidence in our Company. Today marks a meaningful step forward. With the appointment of the new external auditor, Valdes Abad & Company, CPAs, we reaffirm our commitment to transparency, accountability, and progress.

This is not merely a procedural change. It is a signal of our renewed momentum and determination to move our Company boldly to a brighter, and more stable future. Just like the storms that swept through our Country over the past week, our Company, too, has

weathered challenging times. But storms pass, and when they do, we will rise, we will rebuild, and we will move forward stronger, wiser and more united. That is our promise to you, our Shareholders.

Together, with the foundation of your trust and our shared vision, we look ahead with confidence. There is still a lot to do, and we are committed to working harder than ever to create lasting value for you, all our Shareholders, and for the communities we serve. Thank you again for standing with us, and again I thank all of you - Board members, Chairmans Steve, Management, Colleagues, Shareholders - many, many thanks.”

B. On the Trading Suspension

Mr. Peña Sy then handed over the floor to Atty. Mabalot to address the issue on the trading suspension imposed by the PSE. Atty. Mabalot explained that the suspension was prompted by the Corporation’s failure to submit its Annual Report within the prescribed period. While the Corporation acknowledged that it was unable to file its Annual Report by the extended deadline of 30 April 2025, it clarified that the non-compliance was neither intentional nor due to neglect. Rather, the delay arose from circumstances beyond its control. Specifically, PHA was unable to produce its audited financial statements (“AFS”) for the year ended 31 December 2024, which is a mandatory attachment to the Annual Report.

This was primarily because the appointment of the external auditor had yet to be approved by the stockholders. To address this, the Corporation called an SSM last 28 March 2025, ahead of the Annual Report submission deadline, in an effort to comply with the said requirement. However, it was unable to secure stockholders’ approval for the appointment of an external auditor due to the absence of a quorum. The Corporation thus resolved to call the SSM on 31 July 2025. With the presence of a quorum and the successful appointment of Valdes during this SSM, the PHA is now in a position to proceed with the finalization of its 2024 AFS, and subsequently, the submission of its Annual Report. With this development, the Corporation is hopeful that it may soon comply with the reporting requirements and formally appeal for the lifting of the trading suspension.

Mr. Peña Sy added that in simple terms, the suspension was imposed because PHA could not submit the AFS on time. Despite the Board approving the replacement of RT as early as January 2025, and the SSM being held in March 2025, the appointment of Valdes was not achieved as a quorum was not reached, there being proxies withdrawn at the last minute. Since PHA was not able to appoint an external auditor, the AFS was not submitted, and trading was subsequently suspended by the PSE.

Mr. Peña Sy expressed his happiness in achieving a quorum at the present meeting, and to finally officially appoint Valdes as PHA’s external auditor. He likewise mentioned that the Corporation is looking forward to submit its AFS and the resumption of the trading of PHA shares.

Mr. Peña Sy asked Atty. Mabalot whether there were questions raised or comments made on the agenda. Atty. Mabalot responded that there were no other questions raised or comments made by email prior to the meeting. In any case, should there be any questions, comments, or clarifications from the stockholders, such would be replied to via email as mentioned during the start of the meeting.

Atty. Mabalot then read the following resolutions:

“**RESOLVED**, that the Corporate Secretary is authorized to issue certifications to attest to the foregoing resolutions; and

“**RESOLVED, FINALLY**, that the foregoing resolutions shall continue and remain in full force and effect until revoked and/or amended by a subsequent resolution of the stockholders.”

VIII. Adjournment

There being no other matters on the agenda, on motion duly made and seconded, Mr. Peña Sy adjourned the meeting. He advised the stockholders that the minutes of the meeting will be made available on the Corporation’s website and thanked everyone present.

CERTIFIED TRUE AND CORRECT:



JARODELYN N. MABALOT
Corporate Secretary

ATTESTED BY:

ESTEBAN G. PEÑA SY
Director

BRANDON BENITO P. LEONG
Director

MARIAN PEÑA
Director

EUGENIO T. TAN
Director

GERONIMO B. HALILI
Director

ERNEST SZE LOK YEUNG
Director

MARIA CLARA A. CAMACHO
Director

ANNEX A
(Voting Results)

AGENDA ITEMS	ACTION		
Item 1. Call to Order	No action necessary.		
Item 2. Proof of notice and certification of quorum	No action necessary.		
	FOR	AGAINST	ABSTAIN
Item 3. Approval of the Minutes:			
a. Annual Stockholders' Meeting ("ASM") held on 28 June 2024	3,146,919,529 (99.95%)	0 (0%)	1,524,000 (0.048%)
b. SSM held on 28 March 2025	3,148,363,529 (99.99%)	0 (0%)	80,000 (0.0025%)
Item 4. Replacement of Reyes Tacandong & Co. ("RT") with Valdes Abad & Company, CPAs ("Valdes") as the external auditor of the Company for the year ended 2024	3,148,363,529 (99.99%)	0 (0%)	80,000 (0.0025%)
Item 5. Appointment of Valdes as the external auditor of the Company for the year ended 2025	3,148,363,529 (99.99%)	0 (0%)	80,000 (0.0025%)
Item 6. Other Matters <i>According to Proxy's Discretion</i>	No action necessary.		
Item 7. Adjournment	No action necessary.		

Percentage is based on total shares of PHA represented by proxy or in person during the meeting (3,148,443,529).