



MANILA JOCKEY CLUB, INC.

NOTICE OF 2023 SPECIAL STOCKHOLDERS' MEETING

Notice is hereby given that the 2023 Special Stockholders' Meeting ("2023 SSM") of **MANILA JOCKEY CLUB, INC.** (the "Company") will be conducted virtually through <http://manilajockeyclubinc.com.ph/SSM2023.php> on **November 15, 2023 (Wednesday)** at **9:00 a.m.**

AGENDA

- (1) Call to Order
- (2) Certification of Notice and of Quorum
- (3) Approval of the amendment of the ***Amended Articles of Incorporation*** to amend: (i) Article Second, to change the Primary Purpose, and (ii) Article First, to change the corporate name
- (4) Other Matters
- (5) Adjournment

A brief description of the Agenda items for stockholders' approval is attached as **Annex "A"** of this Notice.

Only stockholders of record as of **September 29, 2023** shall be entitled to notice of, and to vote at, the 2023 SSM, and any adjournment thereof.

For health and safety considerations, stockholders of record may only participate via remote communication, and vote *in absentia* or by proxy.

Stockholders of record who intend to participate via remote communication, or to vote in *absentia* or by proxy, shall notify the Company via email at SSM2023@mjc150.com no later than **October 31, 2023**. The **Procedures for Participating via Remote Communication, and For Voting in Absentia or by Proxy** are set forth in the Information Statement and attached as **Annex "B"** of this Notice.

Votes can be only be cast through Ballots or Proxies. The Ballot/Proxy is attached as **Annex "C"** of this Notice, and can be downloaded at <http://manilajockeyclubinc.com.ph/ssm2023.php>. All Ballots and Proxies shall be submitted via email at corporate_secretary@mjc150.com no later than **November 13, 2023**. Validation of proxies is set for **November 13, 2023 at 5:00 p.m.**

We are not asking for proxies and stockholders are requested not to send us a proxy.

Pasig City, SEP 11 2023.


Atty. Ferdinand A. Domingo
Corporate Secretary

**Rationale
for
Agenda Items**

1. **Call to Order.** The Chairman of the Meeting will formally open the **2023 Special Stockholders' Meeting ("2023 SSM")** of **MANILA JOCKEY CLUB, INC.** (the "Company").
2. **Certification of Notice and of Quorum.** The Corporate Secretary, Atty. Ferdinand A. Domingo, will certify the notice requirements of the 2023 SSM have been complied with, and will attest whether a quorum is present in accordance with the Company's By-Laws and the Revised Corporation Code.
3. **Approval of the Amendment of the Amended Articles of Incorporation.** The act submitted for approval is contained in the Information Statement posted in the Company website and PSE EDGE.
4. **Other Matters.** All other matters that arise after the Notice and Agenda and Information Statement have been sent out, may be presented to the stockholders for consideration. Stockholders may raise such matters as may be relevant.
5. **Adjournment.** After consideration of all business, the Chairman shall declare the 2023 SSM adjourned.

**PROCEDURES FOR PARTICIPATING VIA REMOTE COMMUNICATION,
AND FOR VOTING IN ABSENTIA OR BY PROXY**

The **2023 Special Stockholders' Meeting ("2023 SSM")** of **MANILA JOCKEY CLUB, INC.** (the "**Company**") will be conducted virtually through <http://manilajockeyclubinc.com.ph/SSM2023.php> on **November 15, 2023 (Wednesday)** at **9:00 a.m.**

For health and safety considerations, stockholders of record as of **September 29, 2023** may only participate via remote communication, and vote *in absentia* or by proxy.

A. Registration Procedure

A stockholder who intends to participate via remote communication, or to vote *in absentia* or by proxy, must submit the following documentary requirements to the Company via email at SSM2023@mjc150.com no later than **October 31, 2023**.

- *Certificated Stockholders (Individual)*
 1. Stockholder's valid government-issued ID (e.g., Passport, Driver's License) showing photo, signature and personal details, preferably with residential address;
 2. A valid and active e-mail address and contact number of the Individual Stockholder;
 3. Stock Certificate Number/s; and
 4. If appointing a proxy, duly accomplished and signed Proxy Form.

- *Certificated Stockholders (Corporate)*
 1. Notarized Secretary's Certificate on the resolution attesting to the authority of the representative to vote for, and on behalf of the corporate stockholder;
 2. Authorized Representative's valid government-issued ID (e.g., Passport, Driver's License), showing photo, signature and personal details, preferably with residential address;
 3. A valid and active e-mail address and contact number of the Authorized Representative;
 4. Stock Certificate Number/s; and
 5. If appointing a proxy, duly accomplished and signed Proxy Form

- *Stockholders with Shares PCD Participant/Broker Account*
 1. Broker's Certification on the number of shares owned by the Stockholder;
 2. Stockholder's valid government-issued ID (e.g., Passport, Driver's License), showing photo, signature and personal details, preferably with residential address;
 3. A valid and active e-mail address and contact number of the Stockholder; and
 4. If appointing a proxy, duly accomplished and signed Proxy Form.

All documents submitted shall be subject to the verification and validation of the Company. Stockholders who have successfully registered shall receive an email providing the link and log-in credentials to access the meeting room for the 2023 SSM.

Only stockholders who have notified the Company of their intention to participate, and vote in the 2023 SSM by remote communication, and have been validated to be stockholders of record of the Company will be considered in computing stockholder attendance in the SSM.

Annex “B”
Procedures for Participating via Remote Communication

B. Voting Procedure

Stockholders who have successfully registered may cast their votes on the sole Agenda item through Ballots or Proxies. The Ballot/Proxy can be downloaded at <http://manilajockeyclubinc.com.ph/SSM2023.php>

All Ballots or Proxies shall be submitted via email at **corporate_secretary@mjc150.com** no later than **November 13, 2023**.

Below are the voting instructions.

For the sole Agenda item, the stockholder or proxy has the option to vote: “For”, “Against”, or “Abstain”.

The Corporate Secretary will count and tabulate the votes cast by Ballot or Proxy.

C. SSM Participation via Remote Communication

Stockholders who have successfully registered can participate in the 2023 SSM via remote communication. Stockholders who have successfully registered shall receive an email providing the and log-in credentials to access the meeting room for the 2023 SSM.

Stockholders may send their questions related to the agenda by email to **corporate_secretary@mjc150.com** no later than the schedule of the 2023 SSM. The Company will endeavor to answer the questions during the Special Meeting. For questions received but not entertained during the Special Meeting due to time constraints, the Company will endeavor to answer said questions via email at a later time.

The proceedings of the 2023 SSM shall be recorded in audio and video format.

BALLOT/PROXY

Please mark as applicable:

Vote by ballot: The undersigned stockholder of **MANILA JOCKEY CLUB, INC.** (the “**Company**”) casts his/her vote on the Agenda item for the **2023 Special Stockholders’ Meeting (“2023 SSM”)**, as expressly indicated with “X” below.

Vote by proxy: The undersigned stockholder of the Company hereby names, constitutes, and appoints _____ or in his/her/its absence, the Chairman of the Meeting, as attorney-in-fact and proxy, to represent and vote all shares registered in his/her/its name at the **2023 SSM**, and any adjournment(s) thereof, as fully as the undersigned can if present and voting in person, ratifying all action taken on matters that may properly come before such meeting or its adjournment(s). The undersigned directs the proxy to vote on the Agenda item which have been expressly indicated with “X” below.

	Agenda Item for Approval	FOR	AGAINST	ABSTAIN
1.	Approval of the amendment of the Amended Articles of Incorporation to amend: (i) Article Second, to change the Primary Purpose, and (ii) Article First, to change the corporate name			

Signed this _____ 2023, at _____.

PRINTED NAME OF STOCKHOLDER

SIGNATURE OF STOCKHOLDER/
AUTHORIZED SIGNATORY

This Ballot/Proxy should be received by the Corporate Secretary of **Manila Jockey Club, Inc.** via email at corporate_secretary@mjc150.com **no later than November 13, 2023**. This Ballot/Proxy, when properly executed, will be voted in the manner as marked/directed herein by the stockholder. If no direction is made, this proxy will be voted for the approval of the matter stated above and for such other matters as may properly come before the meeting as recommended by the Chairman. A stockholder giving a proxy has the power to revoke it at any time before the right granted is exercised. Notarization of the proxy is not required. For corporate stockholders, please attach to this proxy form the secretary’s certificate on the authority of the signatory to appoint the proxy and sign this form.

SECURITIES AND EXCHANGE COMMISSION

SEC Form 20-IS

INFORMATION STATEMENT PURSUANT TO SECTION 20
OF THE SECURITIES REGULATION CODE

1. Check the appropriate box:
 Preliminary Information Statement
 Definitive Information Statement
2. Name of Registrant as specified in its charter: **MANILA JOCKEY CLUB, INC.**
3. Province, Country or other jurisdiction of incorporation or organization: **Philippines**
4. SEC Identification Number: **PW803**
5. BIR Tax Identification Number: **000-786-765**
6. Address of principal office: **San Lazaro Leisure and Business Park
Brgy. Lantic, Carmona, Cavite 4116**
7. Registrant's telephone number, including area code: **(02) 8687-9889**
8. Date, Time and Place of the meeting of security holders

**November 15, 2023, Wednesday, 9:00 a.m.
Via Remote Communication**

For health and safety considerations, the Special Stockholders' Meeting (the "Special Meeting") shall be conducted via remote communication at <http://manilajockeyclubinc.com.ph/SSM2023.php>. The Chairman of the Meeting will be presiding the Special Meeting from his residence in Makati City.

9. Approximate date on which the Information Statement is first to be sent or given to security holders: **October 18, 2023**
10. Securities registered pursuant to Section 8 and 12 of the Securities Regulation Code:

<u>Title of Each Class Outstanding</u>	<u>Number of Shares of Common Stock Outstanding or Amount of Debt Outstanding</u>
Common	1,494,241,674

11. Are any or all of registrant's securities listed on the Philippines Stock Exchange?

Yes No

If yes, disclose the name of such Stock Exchange and the class of securities listed therein:

Philippine Stock Exchange – Common Shares

MANILA JOCKEY CLUB, INC.

INFORMATION STATEMENT

**WE ARE NOT ASKING FOR A PROXY AND
YOU ARE REQUESTED NOT TO SEND US A PROXY.**

A. GENERAL INFORMATION

Item 1. Date, time and place of Special Meeting of Security Holders (the “Special Meeting”)

(a) Date: November 15, 2023 (Wednesday)

Time: 9:00 a.m.

**Place: San Lazaro Leisure and Business Park
Brgy. Lantic, Carmona, Cavite 4116**

For health and safety considerations, the Special Meeting shall be conducted via remote communication at: <http://manilajockeyclubinc.com.ph/SSM2023.php>. The Chairman of the Meeting will be presiding the Special Meeting from his residence in Makati City.

**Principal Office: San Lazaro Leisure and Business Park
Brgy. Lantic, Carmona, Cavite 4116**

(b) Approximate date on which the Information Statement will first be sent or given to Security Holders:

This Information Statement shall be available for downloading beginning **October 18, 2023** at the Company’s website: <http://manilajockeyclubinc.com.ph/SSM2023.php> and PSE EDGE.

Item 2. Dissenters’ Right of Appraisal

Section 80 of the Revised Corporation Code (“**RCC**”) provides that any stockholder of the Company shall have the right to dissent and demand payment of the fair value of his shares in in the following instances: (1) in case an amendment to the Articles of Incorporation has the effect of changing or restricting the rights of any stockholder or class of shares, or of authorizing preferences in any respect superior to those of outstanding shares of any class, or of extending or shortening the terms of corporate existence; (2) in case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets as provided in the Revised Corporation Code; (3) in case of merger or consolidation; and (4) in case of investment of corporate funds for any purpose other than the primary purpose of the Company.

Pursuant to Section 81 of the RCC, the appraisal right may be exercised by the dissenting stockholder who votes against the proposed corporate action, by making a written demand on the Company within thirty (30) days after the date on which the vote was taken, for payment of the fair market value of shares held. Failure to make the demand within such period shall be deemed a waiver of the appraisal right.

If the proposed corporate action is implemented, the Company shall pay the stockholder, upon surrender of the certificate or certificates of stock representing the stockholder's shares, the fair value thereof as of the day before the vote was taken, excluding any appreciation or depreciation in anticipation of such corporate action.

If within sixty (60) days from the approval of the corporate action by the stockholders, the withdrawing stockholder and the corporation cannot agree on the fair value of the shares, it shall be determined and appraised by three (3) disinterested persons, one of whom shall be named by the stockholder, another by the Company, and the third by the two (2) thus chosen. The findings of the majority of the appraisers shall be final, and their award shall be paid by the Company within thirty (30) days after such award is made. No payment shall be made to any dissenting stockholder unless the Company has unrestricted retained earnings in its books to cover such payment. Upon payment by the Company of the agreed or awarded price, the stockholder shall forthwith transfer the shares to the Company.

No matter will be presented for stockholders' approval during the Special Meeting that may occasion the exercise of the right of appraisal.

Item 3. Interest of Certain Persons in Matters to be Acted Upon

No director or officer of the Company since the beginning of the last fiscal year, or any nominee for election as director, or any of their associates, has any substantial interest, direct or indirect, by security holdings or otherwise, in any matter to be acted upon at the Special Meeting.

No director of the Company has informed the Company in writing that he intends to oppose any action to be taken by the Company at the Special Meeting.

B. CONTROL AND COMPENSATION INFORMATION

Item 4. Voting Securities and Principal Holders Thereof

(a) Voting securities entitled to vote at the Special Meeting

As of **September 29, 2023**, the total number of common shares outstanding and entitled to vote at the Special Meeting is 1,494,241,674 shares.

(b) Record Date

Only stockholders of record at the close of business on **September 29, 2023** (the "**Record Date**") are entitled to notice of, and to vote at, the Special Meeting. Each stockholder shall be entitled to one (1) vote for each common share of stock held as of the Record Date.

(c) Election of Directors and Voting Rights

There is no action to be taken with respect to the election of directors.

(d) Security Ownership of Certain Record and Beneficial Owners and Management

(1) Security Ownership of Record and Beneficial Owners of more than 5% of voting securities

As of **September 29, 2023**, the following are the persons or groups known to the Company to be directly or indirectly the record and/or beneficial owner of more than 5% of the Company's voting securities:

Title of Class	Name, Address of Record Owner and Relationship with Issuer	Name of Beneficial Owner and Relationship with Record Owner	Citizenship	No. of Shares Held	Percent
Common	PCD Nominee Corporation 37F Tower 1, The Enterprise Center, 6766 Ayala Ave. cor. Paseo de Roxas, Makati City Stockholder	PCD Participants*	Filipino	827,931,933	55.41%
Common	ARCO Equities, Inc. 12/F, Strata 100 Building F. Ortigas Jr., Ortigas Center Pasig City Stockholder	Alfonso R. Reyno, Jr., Alfonso Victorio G. Reyno III, Christopher G. Reyno and Patrick G. Reyno are the controlling shareholders	Filipino	198,713,048	13.30%
Common	Exequiel D. Robles Sta. Lucia Realty East Grandmall 3/F, Bldg. 2, Marcos Highway cor. Felix Avenue, Cainta, Rizal Stockholder	Same as Record Owner	Filipino	85,366,850	5.71%

*PCD Nominee Corporation ("PCNC") is a wholly owned subsidiary of Philippine Central Depository, Inc. ("PCD") and is registered owner of the shares in the books of the Company's transfer agent. PCD participants deposit eligible securities in PCD through a process of lodgment, where legal title to the securities is transferred and held in trust by PCNC. The participants of PCD are the beneficial owners of such shares. ARCO Equities, Inc. owns 139,484,784 shares or 9.33%, which are lodged under PCNC.

The table below shows persons or groups known to the Company as of **September 29, 2023** to be directly or indirectly the record or beneficial owner of more than 5% of the Company's voting securities under the PCD Nominee Corporation:

Title of Class	PCD Participant	Citizenship	No. Shares Held	Percent
Common	BDO SECURITIES CORPORATION 27/F Tower I & Exchange Plaza Ayala Ave., Makati City	Filipino	380,910,270	25.49%
Common	FIRST INTEGRATED CAPITAL SECURITIES Units 1211-1212 Tower I & Exchange Plaza, Ayala Ave. Cor. Paseo de Roxas, Makati City	Filipino	105,581,705	7.07%
		TOTAL	486,491,975	32.56%

As of **September 29, 2023**, the number of shares held by foreign stockholders is **4,440,351** common shares, or **0.30%** of the Company's total issued and outstanding shares.

(2) Security Ownership of Management

As of **September 29, 2023**, the following are the securities beneficially owned by all directors and officers of the Company:

<u>Title of Class</u>	<u>Name of Beneficial Owner</u>	<u>Amount and Nature of Beneficial Ownership</u>	<u>Citizenship</u>	<u>%</u>
Common	Alfonso R. Reyno, Jr.	99,498,065 (Direct) 36,791,938 (Indirect)	Filipino	9.12%
Common	Mariza Santos-Tan	7,785 (Direct)	Filipino	0.00%
Common	Alfonso Victorio G. Reyno III	20,000,000 (Direct) 52,179,990 (Indirect)	Filipino	4.83%
Common	Pedro O. Tan	125,500 (Direct)	Filipino	0.01%
Common	Christopher G. Reyno	20,000,000 (Direct) 27,310,629 (Indirect)	Filipino	3.17%
Common	John Anthony B. Espiritu	1 (Direct)	Filipino	0.00%
Common	Ferdinand A. Domingo	5,322,045 (Direct)	Filipino	0.36%
Common	Lucas C. Carpio, Jr.	1 (Direct)	Filipino	0.00%
Common	Patrick G. Reyno	20,000,000 (Direct) 26,525,623 (Indirect)	Filipino	3.11%
Common	Danilo E. Ignacio	2,538,701 (Direct)	Filipino	0.17%
Common	Victor C. Fernandez	1 (Direct)	Filipino	0.00%
Common	Victor B. Valdepeñas	1 (Direct)	Filipino	0.00%
Common	Anel Martin S. Antero	1 (Direct)	Filipino	0.00%
Common	Lemuel M. Santos	1,312,909 (Direct)	Filipino	0.09%

As of **September 29, 2023**, Directors and Executive Officers as a group hold a total of **311,613,190** common shares (Direct and Indirect Shares), equivalent to approximately **20.86%** of the Company's issued and outstanding capital stock.

(3) Voting Trust Holders of 5% or More

No person holds 5% or more of the issued and outstanding shares of stock of the Company under a voting trust or similar agreement.

(4) Changes in Control

The Company is not aware of any change in control or arrangement that may result in a change in the control of the Company since the beginning of the Company's last fiscal year.

Item 5. Directors and Executive Officers

There is no action or matter to be taken with respect to the election of directors or executive officers of the Company.

Item 6. Compensation of Directors and Executive Officers

There is no action or matter to be taken with respect to the compensation of directors or executive officers of the Company.

Item 7. Independent Public Accountants

There is no action or matter to be taken with respect to the election, approval or ratification of the Company's independent public accountant/external auditor.

Item 8. Compensation Plans

There is no action or matter to be taken with respect to any plan pursuant to which cash or non-cash compensation may be paid or distributed.

C. ISSUANCE AND EXCHANGE OF SECURITIES

Item 9. Authorization or Issuance of Securities other than for Exchange

Not applicable.

Item 10. Modification or Exchange of Securities

Not applicable.

Item 11. Financial and Other Information

Not applicable.

Item 12. Mergers, Consolidations, Acquisitions and Similar Matters

There is no action or matter to be taken with respect to any mergers, consolidations, acquisitions or similar matters.

Item 13. Acquisition or Disposition of Property

There is no action or matter to be taken with respect to any acquisition or disposition of property.

Item 14. Restatement of Accounts

There is no action or matter to be taken with respect to the restatement of any of the Company's assets, capital or surplus account.

D. OTHER MATTERS

Item 15. Action with Respect to Reports and Other Proposed Action

There is no action or matter to be taken with respect to any report of the Company or of its directors, officers or committees, or minutes of any meeting of security holders, except for the approval of the following resolutions approved by the Board of Directors of the Company on **August 17, 2023**:

- (1) Amendment of **Article Second** of the **Amended Articles of Incorporation** to change the primary purpose of the Company; and
- (2) Amendment of **Article First** of the **Amended Articles of Incorporation** to change the corporate name of the Company.

The approval of the aforementioned amendments of the Amended Articles of Incorporation requires the affirmative vote of at least two-thirds (2/3) of the outstanding capital stock of the Company.

Item 16. Matters Not Required to be Submitted

There is no action to be taken with respect to any matter which is not required to be submitted to a vote of security holders.

Item 17. Amendment of Charter, By-Laws or Other Documents

On August 17, 2023, the Board approved the amendment of the Company's **Amended Articles of Incorporation**, as follows:

(1) Amendment of Article Second to Change the Primary Purpose

From:	"To engage in horseracing and gaming activities authorized by law."
To:	"To invest in, purchase, or otherwise acquire and own, receive, hold, use, manage, sell, assign, transfer, mortgage, pledge, exchange, lease or otherwise dispose of real property and personal property of every kind and description, including but not limited to shares of stock, debentures, notes, evidence of indebtedness and other securities, contracts, or obligations of any corporation or corporations, association or associations, domestic or foreign, for whatever lawful purpose or purposes the same may have been organized and to pay therefor, in whole or in part, in cash or by exchanging therefor, stocks, bonds or other evidence of indebtedness of this or any other corporation, and while the owner or holder of any such real or personal property, stocks, bonds, debentures, notes, evidence of indebtedness or other securities, contracts or obligations, to receive, collect and dispose of the interest, dividends and income arising from such property and to possess and exercise in respect thereof all the rights, powers and privileges of ownership, including all voting powers on any stock so owned, without however engaging in the business of a dealer of securities or as a real estate broker or an investment company under the Investment Company Act."

(2) Amendment of Article First to Change the Corporate Name

From:	"MANILA JOCKEY CLUB, INC."
To:	"MJC HOLDINGS, INC."

Rationale for the Amendments:

In view of the Company's non-renewal of its horseracing franchise, the Company intends to shift to the business of a holding company for the purpose of investing in diversified business interests, including real estate development, property management, tourism, and technology.

Item 18. Other Proposed Action

There is no action to be taken with respect to any matter which is not specifically referred to above.

Item 19. Voting Procedures

(a) Vote Required

Matters for Stockholders' Approval

At each stockholders' meeting of the Company, a quorum shall consist of a majority of the outstanding capital stock of the Company, except where otherwise provided by law. The majority of such quorum shall decide any matter submitted to the stockholders, except in those cases where the law requires a greater number. A majority of the quorum at the Special Meeting shall decide the matters taken up at the meeting.

The approval of the amendments of the Amended Articles of Incorporation requires the affirmative vote of at least two-thirds (2/3) of the outstanding capital stock of the Company.

(b) Method of counting votes

Stockholders may vote at all meetings either in person or by proxy. All proxies must be in the hands of the Corporate Secretary before the time set for the meeting.

Unless required by law or demanded by a stockholder present or represented at the meeting and entitled to vote thereat, voting need not be by ballot and may be done by show of hands.

The Corporate Secretary will primarily be responsible for counting votes based on the number of shares entitled to vote owned by the stockholders who are present or represented by proxies at the Special Meeting of the stockholders.

(c) Participation via Remote Communication and Voting in Absentia or by Proxy

On **August 31, 2023**, the Board of Directors approved the (i) conduct of the Special Meeting via remote communication, (ii) the participation by the stockholders via remote communication, and (iii) voting by the stockholders *in absentia* or by proxy. Attached as **Annex "A"** is the Secretary's Certificate on the Board Resolution authorizing the conduct of the Special Meeting via remote communication.

The procedures for participating via remote communication, and for voting *in absentia* or by proxy is attached to this Information Statement as **Annex "B"**.

The agenda for the Special Meeting is as follows:

- (1) Call to Order
- (2) Certification of Notice and of Quorum
- (3) Approval of the amendment of the ***Amended Articles of Incorporation*** to amend: (i) Article Second, to change the Primary Purpose, and (ii) Article First, to change the corporate name
- (4) Other Matters
- (5) Adjournment

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in the City of Pasig, Metro Manila, on

OCT 04 2023

MANILA JOCKEY CLUB, INC.

By:


ATTY. FERDINAND A. DOMINGO
Corporate Secretary & General Counsel

Annex "A"
Secretary's Certificate on Board Resolution
Authorizing Conduct of Special Meeting

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

SECRETARY'S CERTIFICATE

I, **FERDINAND A. DOMINGO**, of legal age, Filipino, and with office address at 12th Floor, Strata 100 Bldg., F. Ortigas Jr. Road, Ortigas Center, Pasig City, after having been sworn in accordance with law, hereby certify that:

1. I am the duly elected and incumbent Corporate Secretary of **MANILA JOCKEY CLUB, INC. ("Corporation")**, a corporation duly organized and existing under Philippine laws, with principal office address at San Lazaro Leisure and Business Park, Brgy. Lantic, Carmona, Cavite.

2. On **August 31, 2023**, the Board of Directors of the Corporation passed and approved the following resolutions:

"RESOLVED, AS IT IS HEREBY RESOLVED, that the Corporation hereby authorizes and approves the postponement of the **Special Stockholders' Meeting** for year 2023 ("**SSM**") previously scheduled on November 10, 2023 (Friday) at 9:00 A.M. to **November 15, 2023 (Wednesday) at 9:00 A.M.**, in view of schedule conflict;

"RESOLVED, FURTHER, that the Corporation hereby approves **September 29, 2023** as the Record Date for determining the shareholders entitled to notice of and to vote at the SSM;

"RESOLVED, FURTHER, that the Corporation hereby authorizes and approves (i) the conduct of the SSM via remote communication; (ii) the participation by the stockholders in the SSM via remote communication; and (iii) voting in the SSM by the stockholders *in absentia* or by ballot/proxy;

"RESOLVED, FURTHER, that the Corporation hereby delegates to Management the approval of the internal procedures for the SSM via remote communication and voting *in absentia* or by ballot/proxy;

"RESOLVED, FINALLY, that the Corporation hereby delegates to the Corporate Secretary the authority to finalize the Agenda and other matters relevant to the SSM."

3. The foregoing resolutions have not been amended nor rescinded, are still in force and effect, and are in accordance with the records of the Corporation.

IN WITNESS WHEREOF, this Certification is signed this AUG 31 2023 at Pasig City.

Ferdinand A. Domingo
FERDINAND A. DOMINGO
Corporate Secretary

SUBSCRIBED AND SWORN to before me this AUG 31 2023 in Pasig City, affiant exhibiting to me his TIN 145-006-236.

Doc. No. 490;
Page No. 99;
Book No. XII;
Series of 2022.

Chino Paolo Z. Roxas
CHINO PAOLO Z. ROXAS
NOTARY PUBLIC
APPOINTMENT NO. 81 (2022-2023)
December 31, 2023
PTR No. 8979188/1-04-2023/PASIG CITY
IBP No. 264965/1-03-2023/PASIG CITY
CITIES OF PASIG SAN JUAN AND PATEROS
ROLL OF ATTORNEY NO. 57018

Annex "B"
**Procedures for Participating via Remote
Communication, and for Voting in Absentia
or by Proxy**

**PROCEDURES FOR PARTICIPATING VIA REMOTE COMMUNICATION,
AND FOR VOTING IN ABSENTIA OR BY PROXY**

The **2023 Special Stockholders' Meeting ("2023 SSM")** of **MANILA JOCKEY CLUB, INC.** (the "**Company**") will be conducted virtually through <http://manilajockeyclubinc.com.ph/SSM2023.php> on **November 15, 2023 (Wednesday)** at **9:00 a.m.**

For health and safety considerations, stockholders of record as of **September 29, 2023** may only participate via remote communication, and vote *in absentia* or by proxy.

A. Registration Procedure

A stockholder who intends to participate via remote communication, or to vote *in absentia* or by proxy, must submit the following documentary requirements to the Company via email at SSM2023@mjc150.com no later than **October 31, 2023**.

- *Certificated Stockholders (Individual)*
 1. Stockholder's valid government-issued ID (e.g., Passport, Driver's License) showing photo, signature and personal details, preferably with residential address;
 2. A valid and active e-mail address and contact number of the Individual Stockholder;
 3. Stock Certificate Number/s; and
 4. If appointing a proxy, duly accomplished and signed Proxy Form.

- *Certificated Stockholders (Corporate)*
 1. Notarized Secretary's Certificate on the resolution attesting to the authority of the representative to vote for, and on behalf of the corporate stockholder;
 2. Authorized Representative's valid government-issued ID (e.g., Passport, Driver's License), showing photo, signature and personal details, preferably with residential address;
 3. A valid and active e-mail address and contact number of the Authorized Representative;
 4. Stock Certificate Number/s; and
 5. If appointing a proxy, duly accomplished and signed Proxy Form

- *Stockholders with Shares PCD Participant/Broker Account*
 1. Broker's Certification on the number of shares owned by the Stockholder;
 2. Stockholder's valid government-issued ID (e.g., Passport, Driver's License), showing photo, signature and personal details, preferably with residential address;
 3. A valid and active e-mail address and contact number of the Stockholder; and
 4. If appointing a proxy, duly accomplished and signed Proxy Form.

All documents submitted shall be subject to the verification and validation of the Company. Stockholders who have successfully registered shall receive an email providing the link and log-in credentials to access the meeting room for the 2023 SSM.

Only stockholders who have notified the Company of their intention to participate, and vote in the 2023 SSM by remote communication, and have been validated to be stockholders of record of the Company will be considered in computing stockholder attendance in the SSM.

Annex “B”
Procedures for Participating via Remote Communication

B. Voting Procedure

Stockholders who have successfully registered may cast their votes on the sole Agenda item through Ballots or Proxies. The Ballot/Proxy can be downloaded at <http://manilajockeyclubinc.com.ph/SSM2023.php>

All Ballots or Proxies shall be submitted via email at **corporate_secretary@mjc150.com** no later than **November 13, 2023**.

Below are the voting instructions.

For the sole Agenda item, the stockholder or proxy has the option to vote: “For”, “Against”, or “Abstain”.

The Corporate Secretary will count and tabulate the votes cast by Ballot or Proxy.

C. SSM Participation via Remote Communication

Stockholders who have successfully registered can participate in the 2023 SSM via remote communication. Stockholders who have successfully registered shall receive an email providing the and log-in credentials to access the meeting room for the 2023 SSM.

Stockholders may send their questions related to the agenda by email to **corporate_secretary@mjc150.com** no later than the schedule of the 2023 SSM. The Company will endeavor to answer the questions during the Special Meeting. For questions received but not entertained during the Special Meeting due to time constraints, the Company will endeavor to answer said questions via email at a later time.

The proceedings of the 2023 SSM shall be recorded in audio and video format.