



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

The SEC Headquarters
7909 Makati Avenue, Salcedo Village,
Barangay Bel-Air, Makati City, 1209, Metro Manila

COMPANY REG. NO. 13174

CERTIFICATE OF FILING OF AMENDED BY-LAWS

KNOW ALL PERSONS BY THESE PRESENTS:

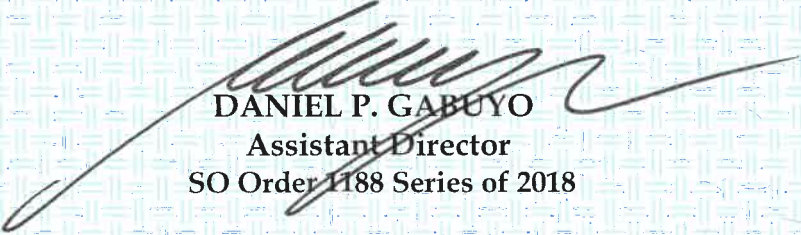
THIS IS TO CERTIFY that the Amended By-Laws of

DigiPlus Interactive Corp.

(Formerly: LEISURE & RESORTS WORLD CORPORATION)

copy annexed, adopted on September 15, 2022 by at least a majority of the Board of Directors and on November 24, 2022 by the vote of the stockholders owning or representing 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, Philippines, this 28th day of February, Twenty Twenty Three.


DANIEL P. GABUYO
Assistant Director
SO Order 1188 Series of 2018

JS/jkl

AMENDED BY-LAWS

OF

DigiPlus Interactive Corp.

(Formerly, LEISURE & RESORTS WORLD CORPORATION)

(as amended on 24 November 2022 by the Stockholders and 15 September 2022 by the Board of Directors)

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)'.

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 stock.

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.

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.

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 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.

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 e-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 22 March 2013)

5. QUORUM - A quorum at any 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 vote of a greater proportion of the members.

6. OFFICERS 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 13 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 filing of vacancies in the Board; (3) the amendment or repeal of these By-Laws or the adoption of new by-laws; (4) the amendment or 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)

ARTICLE IV

OFFICERS

1. THE OFFICERS 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 so 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 functions:

- 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, prescribe 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 stock;
- 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 the moneys, funds, securities, bonds, and similar valuable effects belonging to the Company which may come under his control;
- d. To render annual statements showing the financial 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 the same to the proper government agencies; and,
- 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 or 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 this Article.

ARTICLE VI

DIVIDENDS AND FINANCE

1. THE FISCAL YEAR of the Company shall commence with the opening of the business on the 1st of January of each calendar year, and shall close on the 31st day of December of 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 the words “INCORPORATED” followed immediately below by the figure “1957”. (as amended on 22 March 2013)

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.

<p>A. SORIANO Y. CIA For: ANDRES SORIANO By: (SGD) ANDRES SORIANO, JR..</p>	<p>(SGD) JOSE M. SORIANO</p>
<p>(SGD) ANDRESSORIANO, JR.</p>	<p>(SGD)RAOUL E. KHAN</p>

(SGD) B.L. ANDERSON

(SGD) SEBASTIAN UGARTE

DIRECTORS' CERTIFICATE



KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned majority of the Directors and the Corporate Secretary of **LEISURE & RESORTS WORLD CORPORATION** (the "Corporation"), do hereby certify that the Articles of Incorporation of the said corporation was amended by at least a majority vote of the directors and the vote of stockholders representing at least two-thirds (2/3) of the outstanding capital stock at a meeting held on 15 September 2022 and 24 November 2022, respectively, at the principal office of the Corporation.

The amended provisions of the attached Amended By-Laws refers to Article IV and the corporate name.

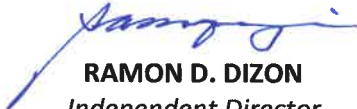
We further certify that the attached Amended By-Laws is a true and correct copy thereof.

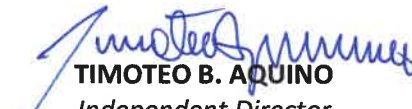
IN WITNESS WHEREOF, we have hereunto signed this certificate this 2nd day of December 2022 at Pasig City.


CAROL V. PADILLA
Corporate Secretary
TIN No. 271-536-697



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


TSUI KIN MING
Director
TIN: 507-239-740


RAMON D. DIZON
Independent Director
TIN: 102-085-577


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



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


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

SUBSCRIBED AND SWORN to before me this DEC 02 2022 at
PASIG CITY by the above-named persons who exhibited to me their valid
government identification cards as indicated below:

<u>Name</u>	<u>Competent Evidence of Identity</u>
Eusebio H. Tanco	TIN: 141-978-255
Tsui Kin Ming	TIN: 507-239-740
Ramon D. Dizon	TIN: 102-085-577
Timoteo B. Aquino	TIN: 115-929-361
Mardomeo N. Raymundo Jr.	TIN: 175-154-748
Rafael Jasper S. Vicencio	TIN: 912-883-660
Carol V. Padilla	TIN: 271-536-697

Doc. No.: 9;
Page No.: 3;
Book No.: 54;
Series of 2022.


FERDINAND D. AYAHAO
Notary Public
For Pasig City, Pagcor and San Juan City
Appointment No. 108 (2022-2023) valid until 12/31/2023
MCLE Exemption No. VII-BHP003719 valid until 04/14/25
Roll No. 46377; IBP LRN 62459; OR 535886; 06/21/2001
TIN 123-011-785; PTR 8129984; 01/05/22; Pasig City
Unit 5, West Tower PSE, Exchange Road
Ortigas Center, Pasig City Tel. +632-86314090

Republic of the Philippines)
PASIG CITY) S.S.

UNDERTAKING TO CHANGE NAME

I, **TSUI KIN MING**, of legal age, Chinese, and with office address at 26th Floor West Tower, Philippine and Stock Exchange Center, Exchange Road, Ortigas Center, Pasig City, after having been duly sworn to in accordance with law depose and state that:

That I am a Director and President of **LEISURE & RESORTS WORLD CORPORATION** (the "Corporation"), which is in the process of amending its corporate name with the Securities and Exchange Commission to:

DigiPlus Interactive Corp.

That I in behalf of said corporation, hereby undertake to change its corporate name as herein provided, or as amended thereafter, immediately upon receipt of notice or directive from the Commission that another corporation, partnership or person has acquired a prior right to the use of that name or that name has been declared as misleading, deceptive, confusingly, similar to a registered name, or contrary to public morals, good custom or public policy.

This affidavit is executed to attest to the truth of the foregoing and for whatever legal purpose and intent it may serve.

DEC 13 2022

IN WITNESS WHEREOF, I hereby signed this affidavit this ___ day of _____
2022 at _____

PASIG CITY


TSUI KIN MING
Affiant

DEC 13 2022

SUBSCRIBED AND SWORN to before me this _____ at
PASIG CITY, affiant exhibiting to me his Passport # 0624497

Doc No.: 243 ;
Page No.: 1D ;
Book No.: 1D ;
Series of 2022.

FERDINAND D. AYAHAO
Notary Public
For Pasig City, Luterios and San Juan City
Appointment No. 108 (2022-2023) valid until 12/31/2023
MCLE Exemption No. VII-BEP003719 valid until 04/14/25
Roll No. 46377; IBP LRN 02459; OR 535886; 06/21/2001
TIN 123-011-785; PTR 8129984; 01/05/22; Pasig City
Unit 5, West Tower PSE, Exchange Road
Ortigas Center, Pasig City Tel.+632-86314090