

**MABUHAY HOLDINGS CORPORATION
2020 ANNUAL STOCKHOLDERS' MEETING**

AGENDA
Action Outline

1. Call to order

The Chairman of the Board of Directors, Atty. Roberto V. San Jose, will call the meeting to order.

2. Proof of notice and certification of quorum

The Corporate Secretary, Atty. Delfin P. Angcao, will certify that copies of the Notice of the meeting with the Definitive Information Statement ("DIS") made accessible via QR Code and links to certain portals were sent via courier to the stockholders of record at least 21 days before the meeting.

A copy of the Notice of the meeting, together with the Definitive Information Statement, Minutes of the previous annual meeting of the stockholders, and other documents related to the meeting were made available through the Company's website at <http://www.mabuhayholdingscorp.com/news/2020-Annual-Stockholders-Meeting-November-5-2020>, at <https://agm.conveneagm.com/mhcagm2020> and at PSE Edge portal.

Further, the Corporate Secretary will confirm whether a quorum exists for the valid transaction of business.

3. Approval of the minutes of the previous meeting of the stockholders

In accordance with SEC's Notice dated April 20, 2020, a copy of the draft Minutes of the previous annual meeting of the stockholders was made available for examination at the Company's website at <http://www.mabuhayholdingscorp.com/news/2020-Annual-Stockholders-Meeting-November-5-2020>. The stockholders will be requested to approve the draft minutes. The following is the proposed resolution:

***"RESOLVED**, that the minutes of the Annual Stockholders' Meeting of the Corporation held on September 24, 2019 be, as it is hereby, approved."*

4. Management report and approval of the 2019 audited financial statements

The President, Mr. Esteban G. Peña Sy, will present the Management Report, the Corporation's operational highlights and financial results, Audited Financial Statements for the year ended December 31, 2019, and interim period financial report. The 2019 Financial Statements were audited by the Corporation's external auditor, Isla, Lipana & Co., and approved by the Corporation's Audit and Related Party Transactions Committee and the Board of Directors. In compliance with regulatory requirements, the

Audited Financial Statements have also been submitted to the Securities and Exchange Commission and the Bureau of Internal Revenue.

The stockholders will be requested to approve the Management Report and Audited Financial Statements for the year ended December 31, 2019. The following is the proposed resolution:

“RESOLVED, that the Management Report as presented by the President and the Corporation’s Audited Financial Statements for year ended December 31, 2019 be, as they are hereby, approved.”

5. Ratification of resolutions, contracts, and acts of the Board of Directors and Management

The acts, proceedings, transactions, contracts, agreements, resolutions and deeds of the Board of Directors, Management and/or Officers of the Corporation that were significant towards achieving the Corporation’s performance and results, and the stockholders will be requested to ratify the same. The following is the proposed resolution for approval of the stockholders:

“RESOLVED, that all acts, proceedings, transactions, contracts, agreements, resolutions and deeds, authorized and entered into by the Board of Directors, Management, and/or Officers of Mabuhay Holdings Corporation (the “Corporation”) from the date of the last annual stockholders’ meeting up to the present be, as they are hereby ratified, confirmed, and approved.”

6. Election of directors

It is proposed to elect the following individuals to the Board of Directors. The biographical profiles of the Nominee-Directors were provided in the Definitive Information Statement that was made accessible through the Company’s website. The Nominee-Directors are the following:

Regular Directors

1. Roberto V. San Jose
2. Esteban G. Peña Sy
3. Anselm Wong
4. Ana Maria A. Katigbak-Lim

Independent Directors

5. Rodrigo B. Supeña
6. Steven G. Virata
7. Rodolfo D. Santiago

7. Appointment of external auditors

Upon the favorable recommendation of the Corporation’s Audit and Related Party Transaction Committee, the Corporation’s external auditor, Isla, Lipana & Co., is proposed to be reappointed as the Corporation’s external auditor for the current year

2020-2021. The audit partner-in-charge is currently Ms. Imelda Ronnie de Guzman-Castro. The following is the proposed resolution for approval of the stockholders:

***“RESOLVED,** that the accounting firm of Isla, Lipana & Co. be re-appointed as external auditors of the Corporation for the year 2020-2021.”*

8. Other Matters

Stockholders may propose to discuss other issues and matters.

9. Adjournment

After all matters in the agenda have been taken up, the meeting will be adjourned.