

# MABUHAY HOLDINGS CORPORATION

35/F Rufino Pacific Tower, 6784 Ayala Avenue, Makati City  
Tel No. 7750-2000 Fax No. 7751-0773

September 30, 2021

## **NOTICE OF ANNUAL STOCKHOLDERS' MEETING**

Dear Stockholder:

Please be notified that the annual meeting of the stockholders of **MABUHAY HOLDINGS CORPORATION** (the "Corporation") will be held on November 26, 2021, Friday, at 2:00 p.m. through remote communication. The Chairman of the meeting shall call and preside the meeting in Metro Manila which is the place where the principal office of the Corporation is located. The meeting may be accessed at the link to be provided by the Corporation to all stockholders of record as of September 30, 2021 or their proxies who have registered to attend the meeting with the following agenda:

1. Call to order
2. Proof of notice and certification of quorum
3. Approval of the minutes of the previous meeting of the stockholders
4. Management report and approval of the 2020 audited financial statements
5. Ratification of resolutions, contracts, and acts of the Board of Directors and Management
6. Election of directors
7. Appointment of external auditors
8. Other matters
9. Adjournment

For purposes of the meeting, the stockholders of record as of September 30, 2021 shall be entitled to notice of, participation via remote communication, and voting *in absentia* at such meeting and any adjournment thereof.

You may vote *in absentia* or through proxy by submitting (i) the original signed and accomplished Proxy/Ballot form attached to this notice by mail, courier or manual delivery to the front desk of the Corporation's principal office at 35th Floor, Rufino Pacific Tower, 6784 Ayala Avenue, Makati City 1223; or (ii) **a scanned copy thereof by email at the Corporation's email address at admin@mabuhayholdingscorp.com**. Deadline for submission of Proxy/Ballot is on or before 5:00 pm of November 16, 2021. Corporate stockholders should attach to the Proxy/Ballot a notarized Secretary's Certificate attesting to the authority of their representative to execute the Proxy/Ballot. When signing as attorney-in-fact, executor, administrator, guardian or in any representative capacity, please give full title and file papers showing your authority. Validation of proxies shall be held on November 19, 2021 at 2:00pm.

Successfully verified stockholders voting in absentia or by proxy will receive an email from the Corporation providing them the weblink to be able to access the live streaming of the meeting.

Electronic copies of the Notice of the Meeting, Definitive Information Statement, Management Report, SEC Form 17A, and other related documents in connection with the annual meeting may be accessed through the Corporation's website at <http://mabuhayholdingscorp.com/news/2021-Annual-Stockholders-Meeting-November-26-2021> and through the PSE Edge portal at <https://edge.pse.com.ph/>.

For any concerns, please reach us through [admin@mabuhayholdingscorp.com](mailto:admin@mabuhayholdingscorp.com).

For complete information on the Corporation's annual meeting, please visit <http://mabuhayholdingscorp.com/news/2021-Annual-Stockholders-Meeting-November-26-2021>.

  
**DELFIN P. ANGCAO**  
Corporate Secretary

**[For Individual Stockholder]**

**INSTRUCTIONS:**

1. Material erasures or alterations shall not affect the validity of the Proxy/Ballot provided that the stockholder affixes his/her full signature beside such erasures or alterations. The initials of the said stockholder are not sufficient to validate the Proxy/Ballot unless the said initials are also the said stockholder's customary signature.
2. Please submit either (i) the original signed and accomplished Proxy/Ballot form by mail, courier or manual delivery to the front desk of the Corporation's principal office at 35th Floor, Rufino Pacific Tower, 6784 Avala

**PROXY/BALLOT FORM**

**MABUHAY HOLDINGS CORPORATION**

*[PLEASE CHECK OR MARK THE APPROPRIATE BOX BELOW]*

<b>VOTING IN ABSENTIA:</b>	<b>VOTING BY PROXY:</b>
The undersigned hereby votes as indicated below.	The Undersigned hereby appoints the Chairman of the Board of Directors of <b>MABUHAY HOLDINGS CORPORATION</b> (the "Corporation"), or in his absence, the President of the Corporation to act for me/us and on my/our behalf at the <b>MABUHAY HOLDINGS CORPORATION</b> Annual Stockholders' Meeting to be held on November 26, 2021 (and as may be rescheduled and/or adjourned) and to vote for me/us as indicated below, or, if no such indication is given, as my/our proxy thinks fit:

		<i>Please check or mark the appropriate box</i>		
	<b>RESOLUTION</b>	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
1	Approval/ratification of the minutes of the previous meeting of the stockholders			

2	Approval the management report and the 2020 audited financial statements			
3	Ratification of all acts of the Board of Directors and Management from the last stockholders' meeting to date			
4	Appointment of Independent Auditor (Isla Lipana & Co.)			
5	Election of Directors for the term 2021-2022. (Note: If you want to vote by cumulative voting, kindly also indicate opposite the name of the nominee director/s that you are voting FOR, the number of votes that you want to give such nominee director/s, provided that the total number of votes cast shall not exceed the number of shares owned multiplied by the number of directors to be elected).			
	1. Roberto V. San Jose            Director			
	2. Esteban G. Peña Sy            Director			
	3. Ana Maria Katigbak-Lim    Director			
	4. Andrew Charles Ferguson    Director			
	5. Rodolfo D. Santiago        (Independent Director)			
	6. Rodrigo B. Supeña            (Independent Director)			
	7. Steven Gamboa Virata        (Independent Director)			

**IN CASE THIS PROXY/BALLOT IS SIGNED AND RETURNED IN BLANK**

If no instructions are indicated on a returned and duly signed proxy, the shares represented by the proxy will be voted:

- FOR the approval of the minutes of previous meeting of the stockholders;
- FOR the approval of the management report for 2020 audited financial statements;
- FOR the confirmation and ratification of all acts of the Board of Directors and Management from the last stockholders' meeting to date;
- FOR the election of the following directors for the term 2021-2022:

1. Roberto V. San Jose (Director)
2. Esteban G. Peña Sy (Director)
3. Ana Maria Katigbak-Lim (Director)
4. Andrew Charles Ferguson (Director)
5. Rodolfo D. Santiago (Independent Director)
6. Rodrigo B. Supeña (Independent Director)
7. Steven Gamboa Virata (Independent Director)

- FOR the approval of the appointment of Isla Lipana & Co. (PricewaterhouseCoopers-Philippines) as the Corporation's external auditors; and

- TO authorize the Proxy to vote according to the Proxy's discretion on any matter that may come before the meeting

A Proxy/Ballot that is returned without a signature shall not be valid.

**VALIDATION OF PROXIES**

Validation of proxies shall be on November 19, 2021 at 2:00 pm at the principal office of the Corporation.

**REVOCAION OF PROXIES:**

A stockholder giving a proxy has the power to revoke it at any time before the validation of proxies on November 19, 2021 at 2:00 pm by submitting either (i) the original signed letter of revocation by mail, courier or manual delivery to the front desk of the Corporation's principal office at 35th Floor, Rufino Pacific Tower, 6784 Ayala Avenue, Makati City 1223; or (ii) a scanned copy thereof by email at the Club's email address atmabuhayholdings@yahoo.com.

\_\_\_\_\_  
Date

\_\_\_\_\_  
(Signature above printed name of Stockholder)

**[For Corporate Stockholder]**

**INSTRUCTIONS:**

1. This Proxy/Ballot form must be accompanied by a notarized Secretary's Certificate of the company's Board Resolution appointing and authorizing its representative to accomplish this Proxy/Ballot form.
2. Material erasures or alterations shall not affect the validity of the Proxy/Ballot provided that the person authorized to accomplish this Proxy/Ballot form affixes his/her full signature beside such erasures or alterations. The initials of the said authorized person are not sufficient to validate the Proxy/Ballot, unless the said initials are also the said person's customary signature.
3. Please submit either (i) the original signed and accomplished Proxy/Ballot form by mail, courier or manual delivery **to the front desk of the Corporation's principal office at 35th Floor, Rufino Pacific Tower, 6784 Ayala Avenue, Makati City 1223**; or (ii) a scanned copy thereof by email at the Corporation's email address at **mabuhayholdings@yahoo.com**. Deadline for the submission of Proxy/Ballot is on or before 5:00 pm of November 16, 2021.

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	4. Andrew Charles Ferguson    Director			
	5. Rodolfo D. Santiago          (Independent Director)			
	6. Rodrigo B. Supena            (Independent Director)			
	7. Steven Gamboa Virata        (Independent Director)			

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\_\_\_\_\_  
(Printed Name of Corporate Stockholder)

By:

\_\_\_\_\_  
Signature over Printed name of  
Authorized Representative

\_\_\_\_\_  
Address