



## NOTICE OF ANNUAL MEETING OF STOCKHOLDERS<sup>1</sup>

NOTICE IS HEREBY GIVEN that the annual meeting of stockholders of **ROXAS HOLDINGS, INC.** will be conducted virtually via <https://asm2020.rhi.com.ph/> on Thursday, **June 4, 2020** at **10:00 o'clock in the morning** with the following Agenda:

- (1) Call to Order
- (2) Certification of Notice and Quorum
- (3) Approval of the Minutes of the Annual Meeting of Stockholders held on April 30, 2019
- (4) Presentation and Approval of the Annual Report to Stockholders
- (5) Ratification of All Acts and Resolutions of the Board of Directors and Management
- (6) Election of the Board of Directors
- (7) Appointment of External Auditor and Fixing its Remuneration
- (8) Other Matters
- (9) Adjournment

The Board of Directors has fixed the close of business on December 31, 2019 as the Record Date for the determination of stockholders entitled to notice of and to vote at the Annual Meeting of Stockholders.

Given the current circumstances, stockholders may only attend the meeting by remote communication, by voting in absentia, or by appointing the Chairman of the meeting as proxy.

Duly accomplished proxies shall be submitted on or before May 26, 2020 to the Office of the Assistant Corporate Secretary at the 14F Net One Center, 26th cor. 3rd Avenue, Bonifacio Global City, Taguig, Metro Manila or by email to: [corporatesecretary@rhi.com.ph](mailto:corporatesecretary@rhi.com.ph). Validation of proxies is set for May 29, 2020 at 2:00 p.m.

Stockholders intending to participate by remote communication should notify the Corporation by email to [corporatesecretary@rhi.com.ph](mailto:corporatesecretary@rhi.com.ph) on or before May 26, 2020.

Stockholders may vote electronically in absentia, subject to validation procedures.

The explanation on the Agenda items and the procedures for participating in the meeting through remote communication and for casting their votes in absentia are set forth in the Information Statement.

Copies of the Information Statement and Management Report, the Annual Report of the Company and other pertinent documents necessary under the circumstances are available in the Company's website and PSE Edge.

In compliance with the SEC Advisory dated May 6, 2015, a copy of the Interim Unaudited Financial Statements of the Company as of and for the quarter ended March 31, 2020 with Management Discussion and Analysis shall be posted in the website of the Company, as may be available under the SEC rules. A hard copy of the same Interim Unaudited Financial Statements will be provided to any requesting shareholder, free of charge, as soon as said Interim Unaudited Financial Statements becomes available.

**(sgd.) MA. HAZEL L. RABARA-RETARDO**  
Assistant Corporate Secretary

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<sup>1</sup> This supersedes the Notice of Stockholders' Meeting submitted to the Philippine Stock Exchange and the Securities and Exchange Commission on February 10, 2020 and distributed via mail to the shareholders as of December 31, 2020 record date.

May 13, 2020

## EXPLANATION OF AGENDA ITEMS

### Call to order

The Chairman will formally open the meeting at approximately 10:00 o' clock in the morning.

### Certification of notice and quorum (and rules of conduct and procedures)

The Corporate Secretary will certify that written notice for the meeting was duly sent to stockholders and that a quorum exists for the transaction of business.

Pursuant to Sections 57 and 23 of the Revised Corporation Code which allow voting *in absentia* by the stockholders, the Corporation has set up a designated online web address which may be accessed by the stockholders to register and vote *in absentia* on the matters presented for resolution at the meeting. A stockholder who votes *in absentia* as well as a stockholder participating by remote communication shall be deemed present for purposes of quorum.

The following are the rules of conduct and procedures for the meeting:

- (i) Stockholders may attend the meeting remotely through the online web address (URL) provided. Questions and comments may be sent prior to or during the meeting at [corporatesecretary@rhi.com.ph](mailto:corporatesecretary@rhi.com.ph) and shall be limited to the Items in the Agenda. The Company will endeavor to answer all questions submitted prior to and in the course of the meeting, or separately through the Company's Investor Relations Office within a reasonable period after the meeting.
- (ii) Each of the proposed resolutions will be shown on the screen during the live streaming as the same is taken up at the meeting.
- (iii) Stockholders must notify the Company of their intention to participate in the Meeting by remote communication to be included in determining quorum, together with the stockholders who voted *in absentia* and by proxy.
- (iv) Voting shall only be allowed for Stockholders registered in the Electronic Voting in Absentia system or through the Chairman of the meeting as proxy.
- (v) Stockholders voting *in absentia*, who have previously registered, may cast their votes electronically at any time after validation, using such online web address prior to or during the meeting.
- (vi) All the items in the Agenda for the approval by the stockholders will need the affirmative vote of stockholders representing at least a majority of the issued and outstanding voting stock present at the meeting.
- (vii) Election of directors will be by plurality of votes and every stockholder will be entitled to cumulate his votes.
- (ix) The Office of the Corporate Secretary will tabulate all votes received and report the results of voting, immediately after the meeting.
- (x) The meeting proceedings shall be recorded in audio and video format.

### Approval of minutes of previous meeting

The minutes of the meeting held on April 30, 2019 are available at the Company's website, [www.roxasholdings.com.ph](http://www.roxasholdings.com.ph).

### Annual report

The Chairman, Mr. Pedro E. Roxas, and the President and Chief Executive Officer, Mr. Hubert D. Tubio will report on the performance of the Company for Fiscal Year ending September 30, 2019.

The Company's Annual Report, titled "2019 Annual Report Sustainability Report" contains the "Message from the Chairman" and the "Message from the President and CEO". Copies of the Annual Report have been posted on the Company's website, [www.roxasholdings.com.ph](http://www.roxasholdings.com.ph).

The Audited Financial Statements as of September 30, 2019 (AFS) will be embodied in the Information Statement to be sent to the stockholders at least twenty-one days prior to the meeting.

#### Ratification of the acts of the Board of Directors and Officers

The actions of the Board and its committees were those taken since the annual stockholders' meeting on April 30, 2019 until June 4, 2020. The acts of the officers were those taken to implement the resolutions of the Board or its committees or made in the general conduct of business. A detailed list is provided in the Information Statement.

#### Election of directors (including the independent directors)

The Corporate Governance Committee of the Board would have evaluated and determined that the seven (7) nominees for directors, including the nominees for independent directors, have all the qualifications and competence necessary for the effective performance of the Board's roles and responsibilities, and none of the disqualifications to serve as members of the Board.

The profiles of the nominees to the Board are provided in the Information Statement.

#### Election of external auditor and fixing of its remuneration

The Audit Committee of the Board will endorse to the stockholders the election of the external auditor for the ensuing year as well as its proposed remuneration. The external auditor conducts an independent verification of the Company's financial statements and provides an objective assurance on the accuracy of its financial statements.

The profile of the external auditor is provided in the Information Statement.

#### Consideration of such other business as may properly come before the meeting

The Chairman will open the floor for comments and questions by the stockholders. Stockholders may raise other matters or issues that may be properly taken up at the meeting.