



NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

NOTICE IS HEREBY GIVEN that the annual meeting of stockholders of **ROXAS HOLDINGS, INC.** will be conducted virtually via <https://asm2023.rhi.com.ph/> on Wednesday, **March 22, 2023** 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 March 16, 2022
- (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
 - a. Amendment of Chapter VI, Article 32.0 of the By-Laws to change Fiscal Year
 - b. Amendment of Chapter II, Article 8.0 of the By-Laws to change Date of Annual Stockholders' Meeting, to be conducted in person or through remote communication, at the discretion of the Board
- (9) Adjournment

The Board of Directors has fixed the close of business on December 29, 2022 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 March 10, 2023 to the Office of the Assistant Corporate Secretary at the 14F Net One Center, 26th St. cor. 3rd Avenue, Bonifacio Global City, Taguig, Metro Manila or by email to: corporatesecretary@rhi.com.ph. Validation of proxies is set for March 15, 2023 at 2:00 p.m.

Stockholders intending to participate by remote communication should notify the Corporation by email to corporatesecretary@rhi.com.ph on or before March 10, 2023.

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. The Notice of the Meeting shall also be published in the business section of two (2) newspaper of general circulation, in print and online format, for two (2) consecutive days no later than twenty-one (21) days prior to the date of the Annual Meeting of the Stockholders.

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 December 31, 2022 with Management Discussion and Analysis are herein attached to the Information Statement. A hard copy of the same Interim Unaudited Financial Statements will be provided to any requesting shareholder, free of charge.


AIMEE E. PEDAYO
Assistant Corporate Secretary

February 7, 2023