

# PrimeOrion Philippines, Inc.

## NOTICE OF ANNUAL STOCKHOLDERS' MEETING

### TO ALL STOCKHOLDERS:

NOTICE IS HEREBY GIVEN that the annual meeting of the stockholders of **PRIME ORION PHILIPPINES, INC.** will be held on:

**Date :** 12 April 2018 (Thursday)  
**Time :** 9:00 a.m.  
**Venue :** Dasmariñas Magallanes San Lorenzo and Bel-Air Function Rooms,  
Makati Sports Club, L.P. Leviste St. corner Gallardo St., Makati  
City

The agenda for the meeting will be as follows:

1. Call to Order
2. Proof of Notice, Determination of Quorum and Rules of Conduct and Procedures
3. Approval of Minutes of the Annual Stockholders' Meeting on 13 January 2017
4. Annual Report covering July to December 2016
5. Annual Report for Calendar Year 2017 (including the Consolidated Audited Financial Statements for the Calendar Year ended 31 December 2017)
6. Election of Directors (including the Independent Directors)
7. Appointment of External Auditor and Fixing of its Remuneration
8. Consideration of Other Business as May Properly Come Before the Meeting.
9. Adjournment

For the purpose of the meeting, only stockholders of record at the close of business on **26 February 2018** shall be entitled to notice of, and to vote at, this meeting.

Stockholders who cannot attend the meeting in person are requested to accomplish the attached proxy and return the same to the office of the Corporation not later than 2 April 2018. If the stockholder is a corporation, a Secretary's Certificate quoting the board resolution authorizing the corporate officer to execute the proxy should also be submitted.

Validation of the proxies will be held on 4 April 2018 at 2:00 p.m. at the office of the Corporation at 10/F Tower One and Exchange Plaza, Ayala Triangle, Ayala Avenue, Makati City.

Makati City, 9 February 2018.

  
**NIMFA AMBROSIA L. PEREZ-PARAS**  
Assistant Corporate Secretary

## EXPLANATION OF AGENDA ITEMS FOR STOCKHOLDERS' APPROVAL

### Proof of Notice, Determination of Quorum and Rules of Conduct and Procedures

The Corporate Secretary will certify the date the notice of the meeting was sent to all stockholders of record and the date of publication of the notice in newspapers of general circulation.

The Corporate Secretary will further certify the existence of a quorum. The stockholders of record, present in person or by proxy, representing a majority of the outstanding capital stock shall constitute a quorum for the transaction of business.

The following are the rules of conduct and procedures:

- (i) The polls are open for the stockholders to cast their votes manually or electronically.
- (ii) A stockholder may vote manually using the ballot provided to him upon registration and placing the voted ballot in the ballot boxes located at the registration table and inside the function rooms.
- (iii) A stockholder may vote electronically using any of the computers at the station for electronic voting outside the function rooms. The paper ballot and the website platform for electronic voting set forth the proposed resolutions for consideration by the stockholders and each proposed resolution would be shown on the screen in front of the function rooms as it is taken up at the meeting.
- (iv) In general, the stockholders act by the affirmative vote of stockholders representing at least a majority of the outstanding capital stock present at the meeting.
- (v) Each outstanding share of stock entitles the registered holder to one (1) vote.
- (vi) The election of the directors shall be by plurality of votes. Every stockholder shall be entitled to cumulate his votes.
- (vii) The stockholders may cast their votes anytime during the meeting.
- (viii) All votes received shall be tabulated by the Office of the Corporate Secretary, and the results of the tabulation shall be validated by SyCip Gorres Velayo and Co. (SGV).
- (ix) During the meeting, as the stockholders take up an item on the Agenda, the Corporate Secretary will report the votes already received and tabulated on that item.

### Approval of Minutes of the Annual Stockholders' Meeting on 13 January 2017

The minutes of the annual stockholders' meeting held on 13 January 2017 are available at the Company website, [www.primeorion.com](http://www.primeorion.com). Copies of the minutes will also be distributed to the stockholders before the meeting.

A resolution approving the minutes will be presented to the stockholders and approved by the vote of the stockholders representing at least a majority of the outstanding capital stock present at the meeting.

### Annual Report covering July to December 2016 and Annual Report for Calendar Year 2017 (including the Consolidated Audited Financial Statements (FS) for the CY ended 31 December 2017)

The President and Chief Executive Officer of the Company will deliver a report to the stockholders on the performance of the Company in 2017 and the outlook for 2018. The FS covering July to December 2016 and calendar year 2017 are included in the Information Statement to be sent to the stockholders at least fifteen (15) business days before the meeting.

A resolution noting the report and approving the consolidated audited financial statements will be presented to the stockholders for approval by the affirmative vote of the stockholders representing at least a majority of the outstanding capital stock.

### Election of Directors (Including the Independent Directors)

Any stockholder may submit to the Nomination Committee nominations to the Board of Directors not later than 12 February 2018. The Nomination Committee will determine whether the nominees for directors, including the nominees for independent directors, have all the qualifications and none of the disqualifications to serve as members of the Board before submitting the nominees for election by the stockholders. The profiles of the nominees to the Board will be provided in the Information Statement and in the Company website for examination by the stockholders.

Each stockholder entitled to vote may cast the votes to which the number of shares he owns entitles him, for as many persons as are to be elected as directors, or he may give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or he may distribute them on the same principle among as many candidates as he may see fit, provided that the whole number of votes cast by him shall not exceed the number of shares owned by him multiplied by the whole number of Directors to be elected. The nine (9) nominees receiving the highest number of votes will be declared elected as directors of the Company.

A resolution on the election of directors will be presented to and approved by the stockholders representing at least a majority of the outstanding capital stock present at the meeting.

### Appointment of External Auditor and Fixing of its Remuneration

The Audit and Risk Management Committee will endorse to the stockholders the appointment of an external auditor for the current fiscal year. The profile of the external auditor will be provided in the Information Statement and in the Company website for examination by the stockholders.

A resolution for the appointment of the external auditor and for the approval of its remuneration will be presented to the stockholders for adoption by the affirmative vote of stockholders representing a majority of the outstanding capital stock present at the meeting.

### Consideration of Other Business which May Properly Come before the Meeting

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