

# 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 2019 (Friday)  
**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 12 April 2018
4. Annual Report for Calendar Year 2018 (including the Consolidated Audited Financial Statements for the Calendar Year ended 31 December 2018)
5. Ratification of All Acts and Resolutions of the Board of Directors and Management During the Preceding Year
6. Amendment of the First Article of the Articles of Incorporation and the By-Laws to Change the Corporate Name to Ayalaland Logistics Holdings Corp.
7. Amendment of Article II, Section 5 of the By-Laws on the Submission of Proxies for the Annual and Special Stockholders' Meetings
8. Approval of the Delegation to the Board of Directors of the Power to Amend, Modify, Repeal or Adopt New By-Laws
9. Election of Directors (including the Independent Directors)
10. Appointment of External Auditor and Fixing of its Remuneration
11. Consideration of Other Business as May Properly Come Before the Meeting
12. Adjournment

For the purpose of the meeting, only stockholders of record at the close of business on **26 February 2019** shall be entitled to notice of, and to vote at, this meeting.

This notice supersedes the notice filed on 11 February 2019 with the Securities and Exchange Commission and the Philippine Stock Exchange.

Makati City, 19 February 2019.

  
**JUNE VEE D. MONTECLARO-NAVARRO**  
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, except for a) the amendment of the First Article of the Articles of Incorporation to change the corporate name, and b) the approval of the delegation to the Board of Directors of the power to amend, modify, repeal or adopt new By-Laws which requires the affirmative vote of stockholders representing not less than two-thirds of the of the outstanding capital stock.
- (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 12 April 2018

The minutes of the annual stockholders' meeting held on 12 April 2018 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 for Calendar Year (CY) 2018 (including the Consolidated Audited Financial Statements (FS) for the CY ended 31 December 2018)

The President and Chief Executive Officer of the Company will deliver a report to the stockholders on the performance of the Company in 2018 and the outlook for 2019. The FS covering CY 2018 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 present at the meeting.

### Ratification of all acts and resolutions of the Board of Directors and Management during the preceding year

Ratification by the stockholders will be sought for all the acts and the resolutions of the Board of Directors, Executive Committee, and other board committees as well as for all the acts of management of the company taken or adopted since the annual stockholders' meeting on April 12, 2018 until April 12, 2019. The acts and resolutions of the Board and its committees include the approval of contracts and agreements, projects and investments, treasury matters and other matters covered by disclosures to the Securities and Exchange Commission and the Philippine Stock Exchange. The acts of management were those made to implement the resolutions of the Board or its committees or made in the general conduct of business.

A resolution on this agenda item will be presented to the stockholders for approval by the vote of the stockholders representing at least a majority of the outstanding stock present at the meeting.

Amendment of the First Article of the Articles of Incorporation and the By-Laws to change the corporate name to Ayalaland Logistics Holdings Corp.

The Board will endorse to the stockholders the amendment of the First Article of the Articles of Incorporation and the By-Laws of the Company to change the corporate name from Prime Orion Philippines, Inc, to Ayalaland Logistics Holdings Corp.

A resolution for the amendment of the Articles of Incorporation and the By-Laws will be presented to the stockholders for adoption by the affirmative vote of stockholders representing not less than two-thirds and representing at least a majority of the outstanding capital stock of the Company, respectively..

Amendment of Article II, Section 5 of the By-Laws on the submission of proxies for the annual and special stockholders' meetings

The Board will endorse for approval of the stockholders the amendment of the provision on proxies. At present, only a *bona fide* stockholder of the Company may be appointed as proxy by a stockholder. Under the amendment, the stockholder may appoint any person as proxy. Also, the proxy has to be submitted to the Office of the Corporate Secretary at least seven (7) business days before the meeting date and there will be a validation of proxies by the Inspectors of Proxies and Ballots Committee not later than five (5) business days before the meeting date. The inclusion of due dates for submission and validation of proxies are in compliance with the requirements of the SEC.

A resolution for the amendment of the Article II, Section 5 of the By-Laws will be presented to the stockholders for adoption by the affirmative vote of stockholders representing at least a majority of the outstanding capital stock of the Company.

Approval of the delegation to the Board of Directors of the power to amend, modify, repeal or adopt new By-Laws

The Corporate Secretary will present for stockholders' approval the delegation to the Board of Directors of the power to amend, modify, repeal or adopt new by-laws which is authorized under Section 1, Article VII of the Company's By-Laws.

A resolution for the delegation to the Board of Directors of the power to amend, modify, repeal or adopt new by-laws will be presented to the stockholders for approval by the affirmative vote of stockholders representing not less than two-thirds of the outstanding capital stock of the Company.

Election of Directors (Including the Independent Directors)

Any stockholder may submit to the Corporate Governance and Nomination Committee nominations to the Board of Directors not later than 15 February 2019. The Corporate Governance and 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 Committee will endorse to the stockholders the appointment of Sycip Gorres Velayo & Co. (SGV) as the external auditor of the Company for the current calendar year. The profile of SGV 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, Sycip Gorres Velayo & Co., 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.