**CIRTEK HOLDINGS PHILIPPINES CORPORATION**

**STOCKHOLDER PROXY**

 The undersigned hereby appoints **\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_** (the “Proxy”) with full power of substitution and delegation, as the proxy of the undersigned, to represent and vote all \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ shares of common stock of the undersigned in the books of **CIRTEK HOLDINGS PHILIPPINES CORPORATION** (the “Company”) for all matters to be taken up during the Special Stockholders’ Meeting to be held on 27 November 2020 at 10:30 a.m. and at any and all adjournments or postponements thereof, as fully and for all intents and purposes, as the undersigned might or could do if present and acting in person, and hereby ratifies and confirms any and all actions taken on matters which may properly come before said meeting or any adjournment thereof.

 In case of absence of the Proxy and any substitute proxy designated by him at any meeting of stockholders, the undersigned hereby grants to the designated Chairman of the meeting, full power and authority to act as alternate proxy of the undersigned, for the same purposes specified in the preceding paragraph.

 This Proxy shall be in full force and effect for all matters relating to the special stockholders meeting scheduled on 27 November 2020 at 10:30 a.m. and at any and all adjournments or postponements thereof, unless withdrawn by written notice delivered to the Corporate Secretary of the Company, but shall not apply in instances wherein the undersigned personally attends the meeting.

 **IN WITNESS WHEREOF**, the undersigned has executed this Proxy this \_\_\_\_ day of \_\_\_\_\_\_\_\_\_\_\_\_\_.

**\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

by:

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Address: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

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 STOCKHOLDERS’ INSTRUCTIONS TO PROXY FOR THE **27 NOVEMBER 2020**

SPECIAL STOCKHOLDERS’ MEETING

The Stockholder may provide his/her instructions to the Proxy here. Should the Stockholder opt not to give instructions, the Stockholder authorizes the Proxy to vote according to the recommendation of Management:

1. Approval of the Minutes of the 2020 Annual Stockholders’ Meeting held on 30 July 2020
* FOR ⬜ AGAINST ⬜ ABSTAIN
1. Ratification of the Matters taken up during the 2020 Annual Stockholders’ Meeting, namely:
	1. Approval of the Minutes of the 2019 Annual Stockholders’ Meeting;

 ⬜ FOR ⬜ AGAINST ⬜ ABSTAIN

* 1. Approval of the Audited Financial Statements for the year ended 31 December 2019;

 ⬜ FOR ⬜ AGAINST ⬜ ABSTAIN

* 1. Approval of the ratification of all acts of the Board and Management from the 2019 Annual Stockholders’ Meeting (31 May 2019) up to the 2020 Annual Stockholders’ Meeting (30 July 2020);

 ⬜ FOR ⬜ AGAINST ⬜ ABSTAIN

* 1. Approval of the election of the following directors who received 891,975,801 votes each:
		1. Jerry Liu
		2. Jorge Aguilar
		3. Justin Liu
		4. Michael Stephen Liu
		5. Brian Gregory Liu
		6. Ernest Fritz Server
		7. Hector Villanueva (ID)
		8. Corazon Guidote (ID)
		9. Bernardino M. Ramos (ID)

 ⬜ FOR ⬜ AGAINST ⬜ ABSTAIN

* 1. Appointment of R.S. Bernaldo & Associates, with Romeo De Jesus, Jr. as handling partner, as external auditor for the calendar year 2020.

 ⬜ FOR ⬜ AGAINST ⬜ ABSTAIN

1. Approval of the following amendments of the Articles of Incorporation:
2. the change in the corporate term (from 50 years to perpetual);

 ⬜ FOR ⬜ AGAINST ⬜ ABSTAIN

1. the increase in the Authorized Capital Stock and the delegation to the Board of Directors of the power and authority to determine:
	1. the manner by which the proposed increase in the Authorized Capital Stock will be implemented; and
	2. the manner by which the increase in the Authorized Capital Stock will be subscribed and paid for, such as but not limited to, a private placement transaction, or public or rights offering.

 ⬜ FOR ⬜ AGAINST ⬜ ABSTAIN

1. Approval of the conduct of an offering to eligible stockholders of the Corporation (subject to the determination by management of the record date) rights to subscribe to the common shares (the “Rights Shares”) of the Corporation (the “Stock Rights Offering”) with bonus detachable warrant (the “Detachable Warrants”). Specifically, the stockholders shall approve:
	1. the conduct of the Stock Rights Offering with Detachable Warrants.
	2. the issuance of the Detachable Warrants.
	3. the listing of the Rights Shares, the Detachable Warrants and the underlying common shares subject of the Detachable Warrants with the Philippine Stock Exchange.
	4. the delegation to certain members of the Corporation’s Senior Management the Power and Authority to Fix the Terms and Conditions of the Stock Rights Offering with Detachable Warrants.

 ⬜ FOR ⬜ AGAINST ⬜ ABSTAIN

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**GENERAL INFORMATION AND INSTRUCTIONS**

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| **1. Submission of Proxy**a. The proxy form must be completed, signed and dated by the stockholder or his duly authorized representative, and received at 116 East Main Avenue, Phase V-SEZ Laguna Technopark, Biñan, Laguna, 4024 or e-mailed to corporate\_secretary@cirtek.ph not later than 18 November 2020, 10:00 A.M.b. If the shares of stock are owned by two or more joint owners, the proxy form must be signed by all the joint owners.c. If the shares of stock are owned in and “and/or” capacity, the proxy form must be signed by either one of the owners.d. If the shares of stock are owned by a corporation, association or partnership, the proxy form must be accompanied by a certification, signed by a duly authorized officer, partner or representative of such corporation, association or partnership, to the effect that the person signing the proxy form has been authorized by the governing body or has the power pursuant to the By-Laws, constitutive documents or duly approved polices of such corporation, association or partnership for such purpose.**2. Revocation of Proxy**An owner of shares of stock who has given a proxy has the power to revoke it by a written instrument duly signed and dated, which must be received by the Corporate Secretary not later than the last day for the submission of proxies as indicated in the Notice to Stockholders. A proxy is also considered revoked for a particular meeting if an individual stockholder attends the meeting in person and expresses his intention to vote in person. | **3. Validation of Proxies**The last day for validation of proxies for the Annual Stockholders’ Meeting is on 18 November 2020, 10:00 A.M. Validation of proxies will be done by the Proxy Validation Committee.For the purpose of validation, the Stockholder must include the following in transmitting the completed and signed proxy form: a. Full name of contact person; b. Phone/Mobile number of contact person; c. Scanned copy of valid government-issued ID of the Stockholder and his/her appointed proxy (if not the Chairman of the Corporation); and d. For corporate Stockholders, in addition to the above, scanned copy of Secretary’s Certificate or Board Resolution authorizing the representative to act as the proxy.  |
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