



# CIRTEK

## Holdings Philippines Corporation

### NOTICE OF THE SPECIAL MEETING OF THE STOCKHOLDERS OF CIRTEK HOLDINGS PHILIPPINES CORPORATION

TO ALL STOCKHOLDERS:

NOTICE IS HEREBY GIVEN that the special meeting of the stockholders of **CIRTEK HOLDINGS PHILIPPINES CORPORATION** will be held via videoconferencing on **Friday, 27 November 2020, at 10:30 a.m.** The meeting will be conducted virtually and registration can be accessed through the following link: <http://www.cirtekholdings.com/content/investor-relations/special-stockholders-meeting-2020>

The Agenda of the Special Meeting is as follows:

1. Call to Order
2. Certification of Service of Notice and Existence of Quorum
3. Approval of the Minutes of the 2020 Annual Stockholders' Meeting Held on 30 July 2020
4. Ratification of the Matters Taken Up During the 2020 Annual Stockholders' Meeting
5. Approval of the following amendments of the Articles of Incorporation:
  - (i) change in the corporate term;
  - (ii) increase in the Authorized Capital Stock and the delegation to the Board of Directors of the power and authority to determine:
    - a. the manner by which the proposed increase in the Authorized Capital Stock will be implemented; and
    - b. 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.
6. 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:
  - (i) the conduct of the Stock Rights Offering with Detachable Warrants
  - (ii) the issuance of the Detachable Warrants
  - (iii) the listing of the Rights Shares, the Detachable Warrants and the underlying common shares subject of the Detachable Warrants with the Philippine Stock Exchange.
  - (iv) 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.
7. Adjournment

The Board of Directors has fixed **29 October 2020** as the record date for determining the stockholders entitled to notice of, and to vote at the Special Meeting. Only holders of shares of stock as of the record date will be entitled to vote at the Special Meeting. The stock and transfer books of the Company will be closed twenty (20) working days prior to the meeting.



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Given the current circumstances and pursuant to the rules issued by the Philippine government prohibiting mass gathering, stockholders may only attend the meeting by remote communication.

IF YOU DO NOT EXPECT TO ATTEND THE SPECIAL MEETING, YOU MAY EXECUTE AND SEND A PROXY FORM TO THE OFFICE OF THE CORPORATION AT **116 EAST MAIN AVENUE, PHASE V-SEZ, LAGUNA TECHNOPARK, BIÑAN, LAGUNA, 4024** or by e-mail to [corporate\\_secretary@cirtek.ph](mailto:corporate_secretary@cirtek.ph). THE DEADLINE FOR THE SUBMISSION OF PROXIES IS ON **18 November 2020, 10:00 A.M.**

PROXY VALIDATION WILL BE ON **18 November 2020, 10:00 A.M.** AT **116 EAST MAIN AVENUE, PHASE V-SEZ, LAGUNA TECHNOPARK, BIÑAN, LAGUNA, 4024.**

Stockholders intending to participate by remote communication should notify the Corporation by email to [corporate\\_secretary@cirtek.ph](mailto:corporate_secretary@cirtek.ph) on or before **18 November 2020, 10:00 A.M.**

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

The procedures for participating in the meeting through proxy, remote communication, and for casting their votes *in absentia* are set forth in the Information Statement.

**EVERLENE O. LEE**  
Corporate Secretary