

ANNEX “A”

AGENDA

CLI Special Stockholders’ Meeting

26 February 2021

10:00 – 10:45AM

Via Teleconferencing and/or Videoconferencing

9:30 – 10:00AM	Registration	Secretariat
10:00 – 10:03AM	Opening Prayer	Dir. J. Franco B. Soberano
10:03 – 10:04AM	Call to Order	Chairman
10:04 – 10:06AM	Certification of Notice and Quorum	Corporate Secretary
10:06 – 10:10AM	Review and Approval of Previous Minutes	Shareholders
	New Business	
10:10 – 10:30AM	A. Rationale for the proposed increase of CLI’s Authorized Capital Stock	Dir. B. Grant L. Cheng / Dir. J. Franco B. Soberano
10:30 – 10:40AM	B. Resolutions for Approval: 1. Resolve that the shareholders ratify the decision of the Board during its meeting on 24 November 2020 to: (1) increase in the authorized capital stock (“ACS”) of the Corporation from Php 2,500,000,000.00 divided into (a) Two Billion Four Hundred Million (2,400,000,000) common shares with a par value of One Peso (Php 1.00) per share; and (b) One Billion (1,000,000,000) voting preferred shares with a par value of Ten Centavo (Php0.10) per share, to Ten Billion One Hundred Million Pesos (Php 10,100,000,000.00), Philippine Currency, divided into (a) Ten Billion (10,000,000,000) common shares with a par value of One Peso (Php 1.00) per share; and (b) One Billion (1,000,000,000) voting preferred shares with a par value of Ten Centavo (Php0.10) per share; and (2) to amend for this purpose Article SEVENTH of the Amended Articles of Incorporation to reflect the increase in ACS;	Shareholders

	<p>2. Resolve, as it is hereby resolved, that the shareholders authorize the President, Treasurer, Corporate Secretary and their respective assistants and/or duly appointed substitutes or attorneys-in-fact to file the necessary documents to accomplish the increase of the ACS and the amendment of the Articles of Incorporation;</p> <p>3. Resolve, as it is hereby resolved, that the shareholders approve the declaration of stock dividends of at least 1,900,000,000 or such number of common shares as sufficient to pay the required subscription for the increase in the authorized capital stock and as necessary to avoid fractional shares, to be issued and paid for out of the unrestricted retained earnings of the Corporation as of 30 September 2020, which shall be sourced from the increase in authorized capital stock of the Corporation, to be issued to stockholders of record as of the record date fixed and approved by the Securities and Exchange Commission, and to be paid on such payment date as shall be fixed by the Board of Directors after the determination of the record date.</p>	
10:40 – 10:44AM	Other Matters	Chairman / Shareholders
10:45AM	Adjournment	Chairman