

ANNEX "C"

PROXY FORM (for corporate stockholder)

I, _____, Filipino, of legal age, with office address at _____, after being duly sworn in accordance with law, do hereby depose and state THAT:

1. I am the duly elected and incumbent Corporate Secretary of _____ (the "Corporation"), a domestic corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines with principal address at _____;

2. According to corporate records, at the regular/special meeting of the Board of Directors of the Corporation held _____, with prior notice given to all directors and duly called for the purpose at which a quorum was present, the following resolutions were duly approved:

"BE IT RESOLVED, as it is hereby RESOLVED –

1. That the Board authorize _____, to be the Corporation's authorized proxy to attend all meetings of the stockholders of Cebu Landmasters, Inc., whether regular or special, with full authority to vote the shares of the Corporation and to act upon all matters and resolutions that may come before or presented during the said meetings, in the name, place and stead of the Corporation;

2. RESOLVED FURTHER, that in the absence of the above authorized officer of the Corporation during the actual stockholders of Cebu Landmasters, Inc., the following shares of the Corporation shall be voted and counted for the following items in the Agenda:

I. Review and Approval of Previous Minutes

A. Review and Approval of the Minutes of the Annual Stockholders' Meeting on 3 June 2020

Yes No Abstain No. of Shares Voted: _____

B. Review and Approval of the Minutes of the Annual Stockholders' Meeting on 26 February 2021

Yes No Abstain No. of Shares Voted: _____

II. New Business

A. CFO's Report

Yes No Abstain No. of Shares Voted: _____

B. COO's Report

Yes No Abstain No. of Shares Voted: _____

C. Chairman's Report

Yes No Abstain No. of Shares Voted: _____

D. Approval of Audited Financial Statements as of December 31, 2019

Yes No Abstain No. of Shares Voted: _____

E. Ratification of all acts of the Board of Directors in 2020

(The list of acts is available on the CLI website)

Yes No Abstain No. of Shares Voted: _____

F. Election of Directors for the 2021-2022 Term

Jose R. Soberano III

Yes No Abstain No. of Shares Voted: _____

Ma. Rosario B. Soberano

Yes No Abstain No. of Shares Voted: _____

Jose Franco B. Soberano

Yes No Abstain No. of Shares Voted: _____

Joanna Marie Soberano-Bergundthal

Yes No Abstain No. of Shares Voted: _____

Stephen A. Tan

Yes No Abstain No. of Shares Voted: _____

Beauregard Grant L. Cheng

Yes No Abstain No. of Shares Voted: _____

Rufino Luis Manotok

Yes No Abstain No. of Shares Voted: _____

Ma. Aurora D. Geotina-Garcia

Yes No Abstain No. of Shares Voted: _____

M. Jasmine S. Oporto

Yes No Abstain No. of Shares Voted: _____

G. Appointment of Independent Auditor for Fiscal Year 2021

Yes No Abstain No. of Shares Voted: _____

H. Proposed amendment to Article III, Section 4 of CLI By-Laws.

Resolution for approval:

1. RESOLVED, as it is hereby resolved, that the stockholders of Cebu Landmasters, Inc. (the "Corporation") amend Article III, Section 4 of its By-laws, to read as follows:

"Section 4. Notice of Meeting. Notice for annual and special meetings of stockholders may be sent by the Secretary or Assistant Secretary by personal delivery or by sending the notice by mail, telegraph, cable, facsimile, electronic mail or other electronic means to each stockholder of record entitled to vote thereat at the address and/or facsimile, telegraph number or electronic mail address last known to the Secretary or Assistant Secretary of the Corporation, at least twenty-one (21) calendar days before the date of the meeting. Except where expressly required by law, no publication of any notice of a meeting of stockholders shall be required. Each stockholder shall provide

his current residential or office address and electronic mail address to the Secretary not later than thirty (30) days after the regular meeting of the stockholders as provided for in Section 2 of Article III hereof, and shall notify the Secretary of any change in his residential or office address or electronic mail address within five (5) days from the said change. The Secretary shall maintain a record of the current residential or office address, and the electronic mail address of each stockholder of the Corporation. Any notice of any regular or special meeting sent by electronic mail to the last known electronic mail address of a stockholder shall be considered a valid service of the notice upon said stockholder. The notice shall state the date, time and place of the meeting and the agenda or purpose or purposes for which the meeting is called. Such requirements aforesaid and notice of any meetings may be waived, expressly or impliedly, by any stockholder.

“When the meeting of stockholders is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At the reconvened meeting, any businesses may be transacted at the meeting originally convened.”

2. RESOLVED FINALLY, as it is hereby resolved, that the shareholders authorize the President, the Treasurer, the Corporate Secretary and their respective assistants and/or duly appointed substitutes or attorneys-in-fact to file the necessary documents to accomplish the above amendment to the Corporation's By-laws.

Yes No Abstain No. of Shares Voted: _____

III. Other Matters

Yes No Abstain No. of Shares Voted: _____

IV. Adjournment

Yes No Abstain No. of Shares Voted: _____

3. I attest to the truth of the foregoing and issue this certification for whatever legal purpose it may serve.

IN WITNESS WHEREOF, I have hereunto set my hand this _____ in _____, Philippines.

Corporate Secretary

SUBSCRIBED AND SWORN to before me this _____ at _____, Philippines, abovenamed Affiant who presented to me his/her government-issued ID: _____ and by virtue thereof I sufficiently identified him/her to be the same person who signed the foregoing Secretary's Certificate in my presence and swore as to said document that he/she understood the contents thereof and that the same is his/her free and voluntary act and deed as well as the corporation represented therein.

Witness my hand and seal on the date and place abovementioned.

Doc. No. : _____;
Page No.: _____;
Book No.: _____;
Series of 2021.

REMINDER: THIS PROXY FORM MUST BE RECEIVED BY THE CORPORATE SECRETARY OR HIS ASSISTANT ON OR BEFORE 20 MAY 2021 FOR ANY VOTES CONTAINED HEREIN TO BE COUNTED DURING THE ANNUAL STOCKHOLDERS' MEETING.