

P W - 9 9 8

SEC Registration Number

MACAY HOLDINGS, INC. &  
SUBSIDIARIES

(Company's Full Name)

137 YAKAL STREET, SAN ANTONIO  
VILLAGE, MAKATI CITY

(Business Address: No. Street City/Town/Province)

20IS

(Form Type)

MSRD

Department requiring the report

Secondary License  
Type, If Applicable

### COMPANY INFORMATION

investor.relations@macayholings.com.ph  
Company's email address

+632-8893-0733

Company's Telephone Number

n/a

Mobile Number

388

No. of Stockholders

August 6

Annual Meeting (Month/Day)

2021

Fiscal Year

### CONTACT PERSON INFORMATION

Renato Jamlang

Name of Contact Person

investor.relations@macayholings.com.ph

Email Address

+632-8893-0733

Telephone Number

n/a

Mobile Number

### CONTACT PERSON'S ADDRESS

137 Yakal Street, San Antonio Village, Makati City 1203

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20-IS

**INFORMATION STATEMENT PURSUANT TO SECTION 20  
OF THE SECURITIES REGULATION CODE**

1. Check the appropriate box:  
[ ] Preliminary Information Statement  
[  ] Definitive Information Statement
2. Name of Registrant as specified in its charter **MACAY HOLDINGS, INC.**
3. **PHILIPPINES**  
Province, country or other jurisdiction of incorporation or organization
4. SEC Identification Number **PW-998**
5. BIR Tax Identification Code **000-410-269-000**
6. **137 Yakal Street, San Antonio Village, Makati City, Philippines** **1203**  
Address of principal office Postal Code
7. Registrant's telephone number, including area code **(632) 8893-0733**
8. **August 6, 2021, 2:00 p.m. virtually from 137 Yakal Street, San Antonio Village, Makati City, Philippines**  
Date, time and place of the meeting of security holders
9. Approximate date on which the Information Statement is first to be sent or given to security holders **on or before July 6, 2021.**
10. **In case of Proxy Solicitations:**  
**THE COMPANY IS NOT SOLICITING PROXIES.**
11. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA (information on number of shares and amount of debt is applicable only to corporate registrants):
- | Title of Each Class  | Number of Shares of Common Stock<br>Outstanding or Amount of Debt Outstanding |
|----------------------|---|
| <b><u>Common</u></b> | <b><u>1,068,393,223</u></b>   |
12. Are any or all of registrant's securities listed in a Stock Exchange?  
Yes  No \_\_\_\_\_
- If yes, disclose the name of such Stock Exchange and the class of securities listed therein:  
**PHILIPPINE STOCK EXCHANGE** **COMMON SHARES OF STOCK**

## NOTICE OF ANNUAL STOCKHOLDERS' MEETING

To all stockholders:

**NOTICE IS HEREBY GIVEN** that the 2021 Annual Stockholders' Meeting ("ASM") of **MACAY HOLDINGS, INC. ("Macay" or the "Company")** will be held on Wednesday, August 6, 2021, 2:00pm to be conducted virtually from 137 Yakal Street, San Antonio Village, Makati City, Philippines due to the COVID-19 pandemic situation to discuss the following agenda:

### A G E N D A

- (1) Call to Order
- (2) Proof of Required Notice of Meeting and Determination of Quorum
- (3) Reading and Approval of the Minutes of the Annual Stockholders Meeting held on 30 September 2020
- (4) Presentation of Annual Report and Financial Statements of the Preceding Year
- (5) Action on Acts and Proceedings of the Board of Directors and Management in 2020-2021
- (6) Appointment of Inspectors of Election to Serve Until the Close of the Next Annual Meeting
- (7) Appointment of External Auditor, for 2021-2022
- (8) Election of Directors, including Independent Directors, for 2021-2022
- (9) Amendment to Article II Section 1 of the By-Laws
- (10) Other Matters
- (11) Adjournment

The Board of Directors has fixed the record date for the determination of stockholders entitled to notice of and to vote at such meeting and any adjournment thereof to be at the end of trading hours of the Philippine Stock Exchange (PSE) on June 30, 2021.

### REQUIREMENTS AND PROCEDURES FOR ELECTRONIC VOTING IN ABSENTIA AND PARTICIPATION BY REMOTE COMMUNICATON

#### A. Registration

Stockholders with the intention to participate in the virtual meeting are advised to pre-register at [asmpreregistration@macayholdings.com.ph](mailto:asmpreregistration@macayholdings.com.ph) on or before July 27, 2021 along with the following requirements below.

- A clear copy of the stockholder's valid government-issued ID (such as passport, driver's license, or unified multipurpose ID) showing photo, signature and personal details, preferably with residential address.
- A valid and active e-mail address and contact number of stockholder
- For Corporate stockholders, scanned copy of Secretary's Certificate authorizing the representative to participate in the virtual meeting for and on behalf of the corporation.
- For stockholders with Scripless shares under PCD Participant/Broker Account, certification from broker as to the number of shares owned by stockholder with contact details of PCD Participant/Broker for verification. Please note that should Macay be unable to verify the shares of a shareholder because the PCD Participant/Broker is inaccessible, this may result in failure of registration of concerned shareholder.

If sending via email, complete/accurate documents should be found in one email and attachment/s should be clear copies in JPG or PDF format, with each file size no larger than 2MB. Email of all the documentary requirements should be made no later than July 28, 2021.

Validation process will be conducted together with Stock Transfer Services, Inc. (STSI). Stockholders will receive an e-mail reply from the Office of the Corporate Secretary of Macay as soon as practicable. The Office of the Corporate Secretary's email reply will either confirm successful registration and provide the instructions on how to attend Macay's 2021 virtual ASM or require submission of additional/deficient documents to complete validation process. If you have not received any email reply, please call +632-8893-0733.

**B. Electronic Voting in Absentia**

All agenda items will be made available to the stockholders. Stockholders can vote on each agenda item and may choose to vote "Vote for Approval", "Vote Against" or "Abstain"

For the election of directors, a stockholder may distribute his votes equally among all the nominees or cash such number of votes for each nominee as preferred by the stockholder, provided that the total number of votes cast shall not exceed the number of shares owned by the stockholder, multiplied by the number of directors to be elected.

The Office of the Corporate Secretary, with the assistance of STSI representatives, will count and tabulate the votes cast in absentia together with the votes cast by proxy.

**C. Participation through remote communication**

Macay's 2021 ASM will be streamed live and stockholders who have successfully registered can participate via remote communication. Instructions and procedures on how to attend the meeting through remote communication will be sent to stockholders indicated in the registration form.

Stockholders who will not, are unable to, or do not expect to attend the virtual meeting may, at their option, designate their authorized representatives by means of proxy on manually filled ballot. The Proxy instrument must be duly notarized and must be submitted with transmittal letter to the Office of the Corporate Secretary at 137 Yakal Street, San Antonio Village, Makati City, Philippines 1203 for inspection, validation and recording at least ten (10) days before the opening of the Annual Stockholders' meeting, on or before July 27, 2021.

For Proxy forms and other concerns, you may email us at [asmpreregistration@macayholdings.com.ph](mailto:asmpreregistration@macayholdings.com.ph).

Pursuant to SEC Notice dated April 20, 2020, copies of the Notice of Meeting, Definitive Information Statement and other relevant documents in relation to the ASM may be accessed through [www.macayholdings.com.ph](http://www.macayholdings.com.ph) and through the PSE EDGE portal at <https://edge.pse.com.ph>.

**BY THE ORDER OF THE BOARD OF DIRECTORS**

  
ATTY. GABRIEL A. DEE  
Corporate Secretary  
Macay Holdings, Inc

## EXPLANATORY NOTES TO AGENDA ITEMS

### 1. Proof of Required Notice of Meeting and Determination of Quorum

*Rationale: To inform the stockholders that the notice requirements for the 2021 ASM have been complied with in accordance with the Company's By-Laws and applicable laws and regulations, that a quorum exists for the transaction of business and the procedures to govern the conduct of voting for the agenda items being put to a vote.*

The Corporate Secretary will certify that written notice for the meeting was duly sent to stockholders and that a quorum exists for the transaction of business. Pursuant to Sections 57 and 23 of the Revised Corporation Code which allow voting in absentia by the stockholders, the Corporation has provided guidelines for stockholders to register and vote in absentia on the matters presented for resolution at the meeting. A stockholder who votes in absentia as well as a stockholder participating by remote communication shall be deemed present for purposes of quorum.

### 2. Reading and Approval of the Minutes of the Annual Stockholders Meeting held on 30 September 2020

*RATIONALE: To allow the stockholders to confirm that the proceedings of the ASM held on 30 September 2020 were recorded accurately and truthfully.*

A resolution approving the minutes will be presented to the stockholders for approval by the affirmative vote of the stockholders representing at least a majority of the outstanding voting stock present at the meeting.

### 3. Presentation of Annual Report and Financial Statements of the Preceding Year

*RATIONALE: To apprise the stockholders of the Company's operating performance, financial condition and outlook and present to the stockholder the audited financial results of the Company's operations in 2019, in accordance with Section 74 of the Revised Corporation Code.*

The President Antonio I. Panajon will render a report to the stockholders on the highlights of the Company's operating performance and financial condition in 2020. Such performance results are summarized in the Company's 2020 Annual Report by Management to the Stockholders.

The Company's audited financial statements (AFS) as of December 31, 2020 will be included in the Definitive Information Statement to be sent to the stockholders at least 21 days prior to the meeting. The AFS has been reviewed by the Audit Committee and by the Board of Directors and were audited by the Independent Auditors who have expressed an unqualified opinion.

A resolution noting the annual report and approving the 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 voting stock present at the meeting.

### 4. Action on Acts and Proceedings of the Board of Directors and Management in 2020 to 2021

*RATIONALE: To allow the stockholders to ratify the acts and resolutions of the Board and Management in the conduct of business of the Corporation*

The Company regularly discloses material transactions approved by the Board and these disclosures are available and posted on PSE EDGE [www.edge.pse.com.ph](http://www.edge.pse.com.ph). Other resolutions approved by the Board since the annual stockholders' meeting of 30 September 2020 are described in the Information Statement sent to all stockholders.

A resolution to ratify the acts and resolutions of the Board of Directors and Management since the meeting of the stockholders on 30 September 2020 to up to the date of the meeting shall be presented to the stockholders for approval.

#### 5. Appointment of Inspectors of Election to Serve Until the Close of the Next Annual Meeting

*RATIONALE:* To appoint inspectors to monitor and oversee election proceedings for the 2022 Annual Stockholders Meeting.

Pursuant to Macay's By-laws under Section 5 Article one stockholders may, at each annual meeting, appoint two persons (who need not be stockholders), to act as inspectors of election at all meetings of stockholders until the close of the next annual meeting.

A resolution to ratify the appointment of Inspectors of Election to Serve Until the Close of the 2021 annual meeting next year shall be presented to the stockholders for approval.

#### 6. Appointment of External Auditor, for 2021-2022

*RATIONALE:* To appoint an independent auditor that can provide assurance to the directors and stockholders on the integrity of the Company's financial statements and adequacy of its internal controls, as evaluated and endorsed by the Company's Audit and Risk Management Committee and to authorize the Board of Directors to fix their remuneration.

The Board of Directors, acting through its Audit Committee, will endorse to the stockholders the appointment of an independent auditor for the current fiscal year.

A resolution for the appointment of the independent auditor will be presented to the stockholders for adoption by the affirmative vote of stockholders representing a majority of the voting stock present at the meeting.

#### 7. Election of Directors, including Independent Directors, for 2021-2022

*RATIONALE:* To allow stockholders to elect the Company's Board of Directors in the exercise of their rights as stockholder in accordance with Section 23 of the Revised Corporation Code and the Company's By-Laws.

The following persons have been nominated for election to the Board of Directors and have accepted their nominations:

Alfredo M. Yao  
Antonio I. Panajon  
Armando M. Yao  
Carolyn S. Yao  
Jeffrey S. Yao  
Mary Grace S. Yao  
Albert S. Toribio  
Gerardo T. Garcia  
Rinaldi C. Aves  
Roberto A. Atendido  
Jesus G. Gallegos, Jr. - Independent Director  
Roberto F. Anonas, Jr. - Independent Director  
Valentin T. Chua - Independent Director

All nominees with the exception of Valentin T. Chua are incumbent members of the Board of Directors of the Company. Mr. Chua is also being nominated as an independent director but his term will be effective from the time the Securities and Exchange Commission approves the amendment to the by-laws of the Corporation providing for a third independent director. The nominees were formally nominated by shareholders to the Nomination Committee who reviewed their qualifications. All nominee-directors have been found to possess all the qualifications and none of the disqualifications prescribed for directors, including independent directors, under the Securities Regulations Code and its implementing rules, SEC Code of Corporate Governance, Company's Manual of Corporate Governance and such other applicable laws and regulations. The nominees eligible for election as independent directors, in accordance with SRC Rule 38 and its implementing rules and regulations, are Jesus G. Gallegos, Jr. and Roberto F. Anonas, Jr.

The directors may be elected by plurality of votes using the cumulative voting method. A stockholder may distribute his voting shares for as many nominees as there are directors to be elected, or he may cumulate his voting shares and give one candidate as many votes as the number of directors to be elected, provided that the total number of votes cast does not exceed his shares in the Company. The thirteen nominees receiving the highest number of votes will be declared elected as directors of the Company. The total number of votes that may be cast by stockholder of the Company is computed as follows: no. of shares held on record as of record date x 13 directors.

8. The amendment to Article II Section 1 of the Company's By-Laws

RATIONALE: To allow the Company greater flexibility in relation to future regulatory changes with regard to the composition of directors and independent directors as provided for in the Company's By-Laws.

Pursuant to the provisions set forth in the Revised Corporation Code of the Philippines as well as the provisions set forth on the Company's Corporate Governance Manual released in September 2020 the Company proposes to amend the By-Laws in reference to the composition of the board to directors and independent directors in compliance with the prevailing requirements of existing laws or regulations.

The Chairman of the meeting will open the floor for comments and questions by the stockholders. Stockholders may raise other matters or issues that may be properly taken up at the meeting.

MACAY HOLDINGS, INC.

**SEC FORM 20-IS**

INFORMATION REQUIRED IN INFORMATION STATEMENT

**A. GENERAL INFORMATION**

**Item 1. Date, time and place of meeting of security holders.**

Date : August 6, 2021  
Time : 2:00 p.m.  
Place : To be conducted virtually from 137 Yakal Street, San Antonio Village, Makati City, Philippines due to COVID pandemic

Mailing Address of Principal Office:

137 Yakal Street, San Antonio Village  
Makati City, Philippines 1203

This information statement may be accessed through Macay's official website [www.macayholdings.com.ph](http://www.macayholdings.com.ph) and through PSE EDGE portal at <https://edge.pse.com.ph> on or before July 16, 2021.

**Record Date**

The record date for the purpose of determining the stockholders entitled to notice of and to vote at the Annual Meeting is June 30, 2021 (the "Record Date").

**Item 2. Dissenters' Right of Appraisal**

At the scheduled meeting, there are no corporate matters or actions that will entitle dissenting stockholders to exercise their right of appraisal as provided in Sections 81 and 82, Title X of the Revised Corporation Code of the Philippines.

In any event, under Section 81 of the Revised Corporation Code of the Philippines, the dissenting stockholder who votes against a proposed corporate action may exercise the right of appraisal by making a written demand on the corporation for the payment of the fair value of shares held within thirty (30) days from the date on which the vote was taken: Provided, That failure to make the demand within such period shall be deemed a waiver of the appraisal right.

**Item 3. Interest of Certain Persons in or Opposition to Matters to be Acted Upon**

- (a) No current director or officer of Macay, or nominee for election as director of the Company or any associate of any of the foregoing persons has any substantial interest, direct or indirect, by security holdings or otherwise, in any matter to be acted upon in stockholders' meeting, other than election to office.
- (b) No director has informed the Company in writing that he intends to oppose any action to be taken by the Company at the meeting.

**B. CONTROL AND COMPENSATION INFORMATION**

**Item 4. Voting Securities and Principal Holders Thereof**

- (a) Class of Voting Securities : 1,068,393,223 Common Shares are entitled to vote during the August 6, 2021 Annual Stockholders Meeting.
- (b) Record Date : Only the stockholders of record as of June 30, 2021 are entitled to be given notice of and to vote at the meeting.

Foreign Ownership : 138,041,827 shares or 12.92% as of 31 May 2021



(c) Nomination and Election of Directors and Independent Directors and Manner of Voting:

At every meeting of the stockholders of the Company, every stockholder shall be entitled to one vote for each share of stock standing in his name on the books of the company; provided, however, that in the case of the election of directors, every stockholders may so vote by proxy, provided that the proxy shall have been appointed in writing by the stockholders himself, or by his duly authorized attorney. The instrument authorizing a proxy to act shall be exhibited to the secretary and to the inspectors of election, and shall be lodged with the secretary at least ten (10) days before the scheduled time of the meeting. At any meeting of stockholders, the holders as of record date, of a majority of the stock of the company then issued and outstanding, and represented in person or by proxy, shall constitute a quorum for the transaction of business.

At all meetings of the stockholders, all elections and all questions shall be decided by the plurality of vote of stockholders present in person or by proxy and entitled to vote thereat, a quorum being present, except in cases where other provision is made by statute.

With respect to the election of directors, in accordance with Section 23 of the Revised Corporation Code of the Philippines, a stockholder may vote the number of shares held in his/her name in the Company's stock books as of June 30, 2021, and may vote such number of shares for as many persons as there are directors to be elected, or he may cumulate said shares and 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 shall see fit; Provided, that the total number of votes cast by him shall not exceed the number of shares owned by him as shown in the books of the Company multiplied by the total number of directors to be elected. Discretionary authority to cumulate votes is solicited. The total number of votes that may be cast by a stockholder of the Company is computed as follows: no. of shares held on record as of record date x 13 directors.

Unless required by law, or demanded by a stockholder present in person or by proxy at any meeting, and entitled to vote thereat, the vote on any question need not be by ballot. On a vote by ballot, each ballot shall be signed by the stockholder voting, or in his name by proxy if there be by proxy, and shall state the number of shares voted by him.

In accordance with the Company's By-Laws, the stockholders may, at each annual meeting, appoint two persons (who need not be stockholders), to act as inspectors of election at all meetings of the stockholders until the close of the next annual meeting. If any inspector shall refuse to serve, or neglect to attend, at any meeting of the stockholders, or his office shall become vacant, the stockholders may, during the meeting, appoint an inspector in his place.

Macay is not soliciting proxy from any of its stockholders.

(d) Security Ownership of Certain Record and Beneficial Owners and Management

Security Ownership of Certain Record and Beneficial Owners of More Than 5%

The following persons/entities own at least five per cent (5%) of the Company's outstanding common shares as of March 31, 2021:

Title of Class	Name, Address of Record Owner and Relationship with Issuer	Name of Beneficial Owner and Relationship with Record Owner	Citizenship	No. of Shares Held	Percentage (%)
Common Shares	Mazy's Capital, Inc. 84 Dapitan Street corner Banawe Street, Quezon City Controlling Shareholder of Issuer	Zest-O Corporation 574 EDSA, Caloocan City Shareholder  Mega Asia Bottling Corporation Barangay Calulut San Fernando Pampanga Shareholder	Filipino	905,942,329	84.79%

The Chairman ([Alfredo M. Yao](#)), or his assigns, is authorized to vote the shares of Mazy's Capital, Inc. upon the direction of the Board of Directors of Mazy's Capital, Inc.

Security Ownership of Management (as of March 31, 2021)

Title of Class	Name of the Beneficial Owner (D) Director/ (ID) Independent Director (O) Officer	Amount and Nature of Beneficial Ownership (D) direct/(I) indirect	Citizenship	Percent of Class
Common	Alfredo M. Yao (D)	1 (D)	Filipino	0%
Common	Armando M. Yao (D)	1 (D)	Filipino	0%
Common	Carolyn S. Yao (D)	1 (D)	Filipino	0%
Common	Jeffrey S. Yao (D) (O)	1 (D)	Filipino	0%
Common	Mary Grace S. Yao (D)	1 (D)	Filipino	0%
Common	Antonio I. Panajon (D) (O)	1 (D) 7,539,900 (I)	Filipino	0.71%
Common	Roberto A. Atendido (D) (O)	1 (D)	Filipino	0%
Common	Albert S. Toribio (D)	7,649,901 (D)	Filipino	0.72%
Common	Jesus G. Gallegos, Jr. (ID)	1 (D)	Filipino	0%
Common	Roberto F. Anonas, Jr. (ID)	1 (D)	Filipino	0%
Common	Gerardo T. Garcia (D)	6,283,201 (I)	Filipino	0.59%
Common	Rinaldi C. Aves (D)	5,026,601 (I)	Filipino	0.47%
n/a	Gabriel A. Dee (O)	-	Filipino	-
<b>Aggregate No. of Shares for Directors and Officers</b>		<b>26,499,612</b>		2.49%

(e) Voting Trust Holders of 5% or More

There are no persons holding more than 5% of a class under a voting trust or any similar agreements as of balance sheet date.

(f) Change in Control

The Company is not aware of any change in control or arrangement that may result in a change in control of the Company since the beginning of its last fiscal year.

There are no existing or planned stock warrant offerings. There are no arrangements which may result in a change in control of the Company.

Item 5. **Directors and Executive Officers of the Registrant**

(a) The following are the names of the incumbent Directors of the Company:

Board of Directors

<u>Office</u>	<u>Name</u>	<u>Age</u>	<u>Citizenship</u>
Chairman	Alfredo M. Yao	77	Filipino
Director/President	Antonio I. Panajon	72	Filipino
Director	Armando M. Yao	69	Filipino
Director	Jeffrey S. Yao	53	Filipino
Director	Carolyn S. Yao	54	Filipino
Director	Mary Grace S. Yao	48	Filipino
Director	Roberto A. Atendido	73	Filipino
Director	Albert S. Toribio	69	Filipino
Director	Gerardo T. Garcia	74	Filipino
Director	Rinaldi C. Aves	59	Filipino
Independent Director	Jesus G. Gallegos, Jr.	74	Filipino
Independent Director	Roberto F. Anonas, Jr.	65	Filipino

No other director has resigned or declined to stand for re-election to the Board of Directors since the date of the last stockholders' meeting.

Business Experience

The following are summaries of the business experiences and credentials of each of the Directors of the Company:

**Alfredo M. Yao**, Filipino, 77, has been the chairman of the Company since 25 October 2013. He serves as the Chairman Emeritus of the Board of Directors of Philippine Business Bank, a listed company on the Philippines Stock Exchange. He is Chairman and President of Asiawide Refreshments Corp. He is also the Chairman of Zest-O Corporation, and Semexco Marketing Corporation. He is currently serving as President of Solmac Marketing Inc., Harman Foods (Phil.) Inc., and Amchem Marketing, Inc. Mr. Yao has participated in the following seminars: Corporate Governance; AML and Risk Management; CISA for the Credit Bureau; SME Related Issues; and other Chamber of Thrift Banks related seminars. He has also attended several Business Fora given by the Philippine Chambers of Commerce & Industry, the International Trade Organization, and the Department of Trade and Industry. Mr. Yao is a graduate of Bachelor of Science in Chemical Engineering at MAPUA Institute of Technology.

**Antonio I. Panajon**, Filipino, 72, has been a director and President of the Company since 25 October 2013. He currently serves as Director in ARC Refreshments Corporation. At present, he is the Chairman of Summit Leasing and Financing Company. He also serves as a member of the board of directors of Tao Corporation, New MarketlinkPharma Corporation and Asiawide-Kalbe Corporation. He has over 40 years of experience in the beverage industry. He worked for Pepsi Cola Bottling Company from 1974 to 1989, his last position being its Executive Vice President and Chief Operating Officer. He then moved to Cosmos Bottling Corporation from 1990 to 2001 as its President and Chief Operating Officer. He earned his Bachelor of Arts in Public Administration degree from the University of the Philippines in 1970 and completed the Strategic Business Economics Program of the University of Asia and the Pacific.

**Armando M. Yao**, Filipino, 69, has been a director of the Company since 25 October 2013. He is the President of Mega Asia Bottling Corporation. He also has been a director of various companies, such as AMY Holdings, Inc., Zest-O Corporation, Semexco Marketing Corporation, Harman Foods, Uni-Ipel, Solmac Marketing, Inc., Asiawide Refreshments Corporation, SMI Development Corporation, Bev-Pack Inc., and Downtown Realty and Investment Corporation. He earned his Bachelor of Science Degree in Mechanical Engineering from MAPUA Institute of Technology.

**Carolyn S. Yao**, Filipino, 54, has been a director of the Company since 25 October 2013. She obtained her degree in Commerce from the University of Sto. Tomas. She has served as a director of various companies such as Zest-O Corporation, SMI Development Corporation, Mega Asia Bottling Corporation, AMY Holdings, Inc., Semexco Marketing Co., Downtown Realty Investment Corporation, and Bev-Pack, Inc.

**Jeffrey S. Yao**, Filipino, 53, has been a director of the Company since 25 October 2013 and Vice President since 25 July 2014. He currently serves as Treasurer of the Company and concurrently the Chairman of the Board of Directors of Philippine Business Bank (PBB) and has been a Director since 1999. PBB is listed on the Philippine Stock Exchange. Jeff also currently serves as a director in ARC Refreshments Corporation, Mazy's Capital Inc., AMY Holdings Inc., Semexco Marketing Corp., Zemar Development Inc. and Onnea Holdings, Inc. He is at present the Chief Executive Officer of Zest-O Corporation. He earned his Bachelor of Science Degree in Management Engineering from the Ateneo de Manila University.

**Mary Grace S. Yao**, Filipino, 48, has been a director of the Company since 25 October 2013. She is a graduate of Food Technology from the University of the Philippines. She has served as director of various companies such as AMY Holdings, Inc., Zest-O Corporation, Semexco Mktg. Co., SMI Development Corporation, Downtown Realty Investment Corporation, and Bev-Pack, Inc.

**Roberto A. Atendido**, Filipino, 73, has been a director of the Company since 25 October 2013. He currently serves as Vice Chairman of Asian Alliance Investment Corporation and President and Director of Asian Alliance Holdings and Development Corporation. In addition, he is a member of the Board of Directors of listed companies Paxys, Inc. and Philippine Business Bank. He is also a member of the Board of Directors of Sinag Energy Philippines, Inc. He graduated from Ateneo de Manila University in 1970 after obtaining his degree in Bachelor of Science in Management Engineering, with honors. He completed his Master's Degree in Business Management from the Asian Institute of Management in 1973.

**Albert S. Toribio**, Filipino, 69, has been a director of the Company since 25 October 2013. He was appointed as the Company's Assistant Corporate Secretary on 25 June 2015. He was the Chief Finance Officer and Director of Zest Airways, Inc. from 2008 until 2013. He has more than 20 years experience in the food and beverage business, beginning with Cosmos Bottling Corporation from 1990 until 2001, in which he last served as Senior Vice President/Chief Financial Officer, responsible for its comptrollership, accounting, management information system, financial planning, and treasury. He was concurrently an Assistant Vice President of RFM Corporation from 1992 to 1994. He is at present connected with Asiawide Refreshments Corporation, serving as a director since 2003. He was also its Chief Financial Officer from 2007 to 2008. Mr. Toribio was likewise previously connected with Arthur Andersen & Co. from 1987 to 1990 and SGV & Co. from 1973 to 1987. He finished his degree in Bachelor of Science in Business Administration - Accounting with magna cum laude honors from the University of the East in 1972 and his Master's Degree in Business Management from the Asian Institute of Management in 1980.

**Gerardo T. Garcia**, Filipino, 74, was elected as Director of the Company on July 25, 2014. He is concurrently a Director of ARC Refreshments Corporation and Asiawide. From 2005 to 2018 he served as Executive Vice President and Chief Operating Officer of ARC Refreshments He was Senior Vice President of Marketing and Sales in Cosmos Bottling Corporation from 1993 to 2002. Concurrently, he held the position of Executive Vice President and Chief Operating Officer of Filipinas Water Bottling Corp. and Vice President for Franchising and International Operations of Jollibee Foods Corporation. He also worked in Pepsi Cola Bottling Co. He graduated from Letran College with a degree in Political Science.

**Rinaldi C. Aves**, Filipino, 59, was elected as Director of the Company on July 25, 2014. In 2018 he was appointed Executive Vice President and Chief Operating Officer of ARC Refreshments where he was previously Vice President for Technical Services. He is concurrently a Director in Asiawide. Prior to joining ARC Refreshments, he worked in Cosmos Bottling Corporation and Pepsi Cola Bottling Co. He graduated from the University of the Philippines with a degree in Industrial Engineering.

**Jesus G. Gallegos, Jr.**, Filipino, 74, has been an Independent Director of the Company since 25 October 2013 (Eight Years). Currently a Professor Emeritus (after being a full time professor for 40 years) at the Asian Institute of Management (AIM), Prof. Gallegos focuses on strategic management, strategic innovation, and ethics. He was also the Institute Dean and Chief Operating Officer of AIM from 1995 to 2000. He is presently the Chairman of the Board of Trustees of the Institute for Pastoral Development. He was previously the Chairman of the Board of Directors of Solutions Insurance Brokers, Inc. and Solutions Inc for seven years. Prior to his stint with AIM, he was Vice President for Operations and General Manager of International Food

and Agriculture Resources Management Services, Inc. and Senior Consultant to the Secretary of the Department of Agriculture and Natural Resources. He taught at the De la Salle University (Doctor in Business Administration Program), Institute of International Studies and Training in Japan (Visiting Professor), Ateneo de Manila University Graduate School of Business, and Maryknoll College. A licensed engineer, Prof. Gallegos completed his degree in Bachelor of Science in Chemical Engineering from De la Salle University. He then obtained his Master's Degree in Business Management from AIM and his doctorate in Business Administration (with High Distinction) from De la Salle University. He was a recipient of AIM's Alumni Achievement Award (Triple A) and the De la Salle University Graduate School of Business's Most Outstanding Alumnus Excellence Award. In 2019, Professor Gallegos was voted by the AIM alumni as one of the Top 3 Most Popular Professors over the past 50 years..

**Roberto F. Anonas, Jr.**, Filipino, 65, has been an independent director of the Company since 25 October 2013 (Eight Years). He also serves as independent director of SBS Philippines Corporation. He is currently a Director at Fujihaya Electric Corporation. He has been a member of the faculty of the Entrepreneurial Management Program of the University of Asia and the Pacific since 2001 until present. He was also an adjunct faculty member of the Bachelor of Science in Business Administration Program of Enderun Colleges from 2010 until 2016. He served as President of Marizza Manufacturing Corporation (1995 - 2012) and The Finalist Corporation (2005 till 2014). He was also President of Cyberland Global Corporation (2009 to 2014), and Partner at Pacific Star Technologies, Inc from 1999 to 2001. Prior to this he was with PCI Capital Corporation (1981 to 1987) and (Philippine Long Distance Telephone Company (1987 to 1998). He completed his degree in Bachelor of Arts in Economics from the Ateneo de Manila University in 1976 and obtained his Masters in Business Administration degree from IMEDE, a Management Development Institute under the University of Lausanne in Switzerland in 1978.

#### Executive Officers

The following are the Executive Officers of the Company, and their respective age, citizenship and position as of December 31, 2020:

**Antonio I. Panajon**, Filipino, 72, has been the President of the Company since 25 October 2013. His business experience and qualifications are stated above.

**Jeffrey S. Yao**, Filipino, 53, has been the Treasurer of the Company since April 10, 2018. He previously served as Vice President from 25 October 2013. His business experience and qualifications are stated above.

**Gabriel A. Dee**, Filipino, 56, assumed the position of Corporate Secretary on June 25, 2015. He graduated from the University of the Philippines in 1984 with a degree of Bachelor of Arts major in History and finished his Bachelor of Laws in the same school in 1988. He has been affiliated with and has occupied the following positions in various institutions in the last six (6) years: Director (2013 to present) MJC Investments Corporation; Senior Partner (2006 to present) and Junior Partner (1994 to 2006), Picazo Buyco Tan Fider & Santos Law Offices; Senior Associate (1992 to 1994) and Junior Associate (1988 to 1992), Bautista Picazo Buyco Tan & Fider Law Offices; and Research Assistant (1998), University of the Philippines, College of Law.

#### Election of Members of the Board

There will be an election of the members of the Board during the annual stockholders' meeting. The Stockholders of the Company may nominate individuals to be members of the Board of Directors. The Directors of the Company elected during the meeting shall hold office for one year and until their successors are elected and shall have qualified.

All nominations shall be in writing duly signed by the nominating stockholders or their duly authorized (in writing) representatives, with the written acceptance and conformity of their nominee. The nomination must indicate whether the nominees are intended to be independent directors and shall contain the nominee's age, educational attainment, full disclosure of work and/or business experience and/or affiliations. The Directors and Independent Directors shall be elected from among the Company's Stockholders. All nominees for Directors and Independent Directors must possess the minimum requirements/qualifications and none of the disqualifications prescribed by the By-Laws and the applicable laws and rules and regulations.

The members of the Nomination Committee of the Company are:

Jesus G. Gallegos, Jr., Chairman  
Antonio I. Panajon, Member  
Carolyn S. Yao, Member

The Nomination Committee created under Company's Revised Manual on Corporate Governance endorsed the nominees for independent directors for re-election at the upcoming annual stockholders' meeting, in accordance with the qualifications set forth under Sec. 3.2.1.2.c. of the Manual, as follows:

- (1) Holder of at least one (1) share of stock of the Corporation;
- (2) The Nominee must be at least a college graduate or possess an equivalent academic degree or have at least five (5) years experience in business to substitute for such formal education;
- (3) The Nominee shall be at least twenty-five (25) years old at the time of his/her election or appointment;
- (4) The Nominee shall have proven to possess integrity and probity; and
- (5) The Nominee shall be assiduous and diligent.

#### Independent Directors

In accordance with Art. II, Sec. 1 of the Company's By-Laws, as amended by the Board of Directors on 5 October 2005, approved by the Company's stockholders on 8 December 2005, and approved by the Securities and Exchange Commission on 8 February 2006, the requirements for the nomination and election of independent directors as specified in SRC Rule 38.1 of the Amended Implementing Rules and Regulations of the Securities Regulation Code shall be adopted.

The Nomination Committee has determined that the nominees for independent directors possess all the qualifications and have none of the disqualifications for independent directors as set forth in the Revised Manual on Corporate Governance.

#### Recommended Directors For 2021-2022

The Nomination Committee of the Board of Directors of the Company has determined that the following, all of whom are incumbent directors, possess all the qualifications and none of the disqualifications for directorship set out in the Company's Revised Manual on Corporate Governance.

Below is the final list of thirteen (13) candidates prepared by the Nomination Committee, nominated as Members of the Board of Directors for the ensuing year:

Alfredo M. Yao  
Antonio I. Panajon  
Armando M. Yao  
Jeffrey S. Yao  
Carolyn S. Yao  
Mary Grace S. Yao  
Roberto A. Atendido  
Albert S. Toribio  
Gerardo T. Garcia  
Rinaldi C. Aves  
Jesus G. Gallegos, Jr. (Independent Director) Nominated by Jeffrey S. Yao. Not related to the nominee.  
Roberto F. Anonas, Jr. (Independent Director) Nominated by Rinaldi C. Aves. Not related to the nominee.  
Valentin T. Chua (Independent Director) Nominated by Alfredo M. Yao. Not related to the nominee.

All of the above nominees with the exception of Valentin T. Chua are incumbent directors. Information on the incumbent directors can be viewed in the immediately preceding section. The nominees were formally nominated to the Nomination Committee of the Board during its meeting on June 15, 2021. Mr. Chua is also being nominated as an independent director but his term will be effective from the time the Securities and Exchange Commission approves the amendment to the by-laws of the Corporation providing for a third independent director.

Below is information on Mr. Chua:

**Valentin T. Chua** Filipino, 72. Currently he is President and Chairman of the Board of gum manufacturer Marantch Marketing Corporation since 1993. He is also President & Director of VC Holdings, Inc. (since 1990). From 1973 to 2021 he served as Vice-President and Director of Thermo Engineering Corporation. In 1970 to 2006 he was a board member of SPI Corporation (formerly Storck Products, Inc.) where he was Executive Vice-President & Director from 1970 to 2003 and appointed Vice President & General Manage from 2003 to 2006. ). He completed his degree in Bachelor of Science in Business administration from the De La Salle College in 1970 and obtained his Masters in Business Administration degree De La Salle College 1973.

(b) Significant Employees

Although the Company has relied on and will continue to rely on, the individual and collective contributions of each of its executive officers, senior operational personnel and non-executive employees, the Company does not believe that its business is dependent on the services of any particular employee nor is there an employee the resignation or loss of whom would have a material adverse impact on its business.

Directorships in Other Reporting Companies

The following are directorships held by Directors and Executive Officers in other reporting companies during the last five (5) years:

Name of Corporation	Position
<b>Jeffrey S. Yao</b>	
Philippine Business Bank .....	Chairman
<b>Roberto A. Atendido</b>	
Philippine Business Bank.....	Director
Paxys Inc. ....	Director
<b>Roberto F. Anonas, Jr.</b>	
SBS Philippines Corporation .....	Independent Director
<b>Gabriel A. Dee</b>	
Alliance Select Foods International, Inc. ....	Vice-Chairman
MJC Investments Corporation .....	Director & Assistant Corporate Secretary

(c) Family Relationships

Mr. Armando M. Yao is the brother of Mr. Alfredo M. Yao. Mr. Jeffrey S. Yao, Ms. Carolyn S. Yao, and Ms. Mary Grace S. Yao are the children of Mr. Alfredo M. Yao. All other directors and officers are not related either by consanguinity or affinity. There are no other family relationships known to the registrant other than the ones disclosed herein.

(d) Certain Relationships and Related Transactions

There are no known related party transactions other than those described in Note 19 (Related Party Transactions) of the Notes to the Consolidated Financial Statements (see Annex "B").

(e) Involvement in Legal Proceedings

The Company is not aware of any of the following events having occurred during the past five years up to the date of this report that are material to an evaluation of the ability or integrity of any director, nominee for election as Director, executive officer, underwriter or controlling person of the Company:

- (1) any bankruptcy petition filed by or against any business of which such person was general partner or executive officer either at the time of the bankruptcy or within two years prior to that time;

- (2) any conviction by final judgment, including the nature of the offense, in a criminal proceeding, domestic or foreign, or being subject to a pending criminal proceeding, domestic or foreign, excluding traffic violations and other minor offenses;
- (3) being subject to any order, judgment or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring suspending or otherwise limiting his involvement in any type of business, securities, commodities or banking activities;
- (4) being found by a domestic or foreign court of competent jurisdiction (in a civil action), the SEC or comparable foreign body, or a domestic or foreign exchange or other organized trading market or self-regulatory organization, to have violated a securities or commodities law or regulation, and the judgment has not been reversed, suspended or vacated; and
- (5) a securities or commodities law or regulation, and the judgment has not been reversed, suspended or vacated.

**Item 6. Compensation of Directors and Executive Officers**

Executive Compensation of Macay Holdings

Name and Principal Position	Year	Salary (Php Million)	Bonus (Php Million)	Other Annual Compensation (Php Million)
President and five (5) highest-paid executive officers, as a group	2018*	9.97	0.00	6.35
	2019**	6.87	0.00	4.41
	2020**	9.86	0.00	2.45
	2021***	9.86	0.00	2.45
Directors as a group	2018	0.00	0.00	1.68
	2019**	0.00	0.00	1.98
	2020**	0.00	0.00	1.98
	2021***	0.00	0.00	1.95

\* The group includes Antonio I. Panajon (President), Renato J. Jamlang (Controller), Andrea A. Pama (Director, Marketing and Business Development) Nicole R. Jayme (Director, Business Development and Investor Relations), Mhark A. Serato (Senior Manager, Business Development and Investor Relations).

\*\*This groups includes those mentioned above with the exception of Andrea A. Pama (Director, Marketing and Business Development) beginning March 2019 and Mhark A. Serato (Senior Manager, Business Development and Investor Relations) beginning August 2019. Gerardo T. Garcia (Consultant) and Juan V. Panajon (Sr. Manager Marketing and Business Development) also joined the team in this period.

\*\*\* Estimated figures

Employment contracts between the Company and named executive officers

The Company has no special employment contracts with the named executive officers.

Warrants and Options Outstanding

There are no outstanding warrants or options held by the President, the named executive officers, and all officers and directors as a group.

Stock Option Plan

The Company has no employee stock option plan.

Compensation of Directors

Each Director of the Company receives a per diem allowance of Thirty Thousand Pesos (Php30,000.00) as determined by the Board of Directors for attendance in a Board meeting. Except as disclosed above, none of these Directors receive any additional compensation for any special assignments.

Except for each of the individual Directors' participation in the Board, no Director of the Company enjoys other arrangements such as consulting contracts or similar arrangements.



**Item 7. Independent Public Accountants**

The consolidated financial statements of the Company and its subsidiaries as of and for the years ended December 31, 2020, 2019 and 2018 have been audited by SGV & Co. (a member firm of Ernst & Young Global Limited), independent auditors, as stated in their reports appearing herein. In 2018, Ms. Ana Lea C. Bergado was the engagement partner assigned by SGV & Co. to lead the audit of the Company's financial statements. The Board of Directors, upon the endorsement of the Audit Committee of the Company, nominated SGV & Co. as the independent external auditor of the Company for fiscal year 2019 and the stockholders approved the nomination at the annual stockholders' meeting held on September 30, 2020. For 2021 the same external auditor and engagement partner will be recommended for re-appointment at the scheduled stockholders' meeting. Representatives of SGV & Co. are expected to be present at the stockholders' meeting and they will have the opportunity to make a statement if they desire to do so and are expected to be available to respond to appropriate questions.

The Company has not had any disagreements on accounting and financial disclosures with its current external auditors for the same periods or any subsequent interim period. SGV & Co. has neither shareholdings in the Company nor any right, whether legally enforceable or not, to nominate persons or to subscribe for the securities in the Company. SGV & Co. will not receive any direct or indirect interest in the Company or in any securities thereof (including options, warrants or rights thereto) pursuant to or in connection with the Offer. The foregoing is in accordance with the Code of Ethics for Professional Accountants in the Philippines set by the Board of Accountancy and approved by the Professional Regulation Commission.

The following table sets out the aggregate fees for December 31, 2020 and December 31, 2019 for professional services rendered by SGV & Co. to the Macay Group.

	<u>For the year ended December 31</u>	
	<u>2019</u>	<u>2020</u>
Audit and Non-Audit-Related Services*	PHP 2,618,750	PHP 4,124,000

\*SGV & Co. did not provide any non-audit related services.

The members of the Audit Committee of the Company are as follows:

Roberto F. Anonas, Jr., Chairman  
Jesus G. Gallegos, Jr., Member  
Jeffrey S. Yao, Member

The Audit Committee assists the Board in the performance of its oversight responsibility for the financial reporting process, system of internal control, audit process, and monitoring of compliance with applicable laws, rules, and regulations.

In the last two years, no external auditor was engaged by the company to provide tax accounting, compliance, advice, planning and other forms of tax services.

**Item 8. Compensation Plans**

Not applicable.

**C. ISSUANCE AND EXCHANGE OF SECURITIES**

**Item 9. Authorization or Issuance of Securities Other than for Exchange**

Not applicable

**Item 10. Modification or Exchange of Securities**

Not applicable.

**Item 11. Financial and Other Information**

Not applicable.

**Item 12. Mergers, Consolidations, Acquisitions and Similar Matters**

Not applicable.

Item 13. **Acquisition or Disposition of Property**

Not applicable.

Item 14. **Restatement of Accounts**

Not applicable.

**D. OTHER MATTERS**

Item 15. **Action with Respect to Reports**

The following matters will be submitted for approval of the stockholders at the Annual Stockholders Meeting on August 6, 2021.

- (1) Call to Order
- (2) Proof of Required Notice of Meeting and Determination of Quorum
- (3) Reading and Approval of the Minutes of the Annual Stockholders Meeting held on 30 September 2020
- (4) Presentation of Annual Report and Financial Statements of the Preceding Year
- (5) Action on Acts and Proceedings of the Board of Directors and Management in 2020-2021
- (6) Appointment of Inspectors of Election to Serve Until the Close of the Next Annual Meeting
- (7) Appointment of External Auditor
- (8) Election of Directors, including Independent Directors, for 2021-2022
- (9) Amendment to Article II Section 1 of the By-Laws
- (10) Other Matters
- (11) Adjournment

In the 2020 Annual Stockholders' Meeting the following matters were presented before the body:

- (1) Call to Order
- (2) Proof of Required Notice of Meeting and Determination of Quorum
- (3) Reading and Approval of the Minutes of the Annual Stockholders Meeting held on 26 June 2019
- (4) Presentation of Annual Report and Financial Statements of the Preceding Year
- (5) Action on Acts and Proceedings of the Board of Directors and Management in 2019
- (6) Appointment of Inspectors of Election to Serve Until the Close of the Next Annual Meeting
- (7) Appointment of External Auditor
- (8) Election of Directors, including Independent Directors, for 2020-2021
- (9) Other Matters
- (10) Adjournment

**Requirements under Section 49 of the Revised Corporation Code of the Philippines**

**a. Description of the voting and vote tabulation procedures used in the 2020 Annual Stockholders' Meeting**

The Company has an effective shareholder voting mechanism which are included in the Company's By-laws, Manual on Corporate Governance and SEC Form 20-IS.

During the virtual Annual Stockholders' Meeting held on 20 September 2020 (the "2020 Annual Stockholders' Meeting"), only stockholders of record were entitled to notice and to vote at the 2020 Annual Stockholders' Meeting. The common stock voted on matters scheduled to be taken up at the 2020 Annual Stockholders' Meeting, with each share being entitled to entitled to cast one vote for each share of stock held as of the established record date of 22 July 2020, except in the election of directors where one share is entitled to as many votes as there are Directors to be elected.

The votes of the stockholders registered as present in the online meeting remotely or by proxy, or voting *in absentia*, were counted by the Stock Transfer Agent of the Corporation electronically. The Office of the Corporate Secretary and the Stock Transfer Agent validated the results during the proxy validation date.

**b. Record of the questions asked and answers given during the 2020 Annual Stockholders' Meeting**

The stockholders were given the opportunity to ask questions during the 2020 Annual Stockholders' Meeting and the Company answered the same. The questions and answers may be found in the minutes of the annual stockholders' meeting, which are posted in the company website, and may be viewed through this link: <http://www.macayholdings.com.ph/disclosures>

**c. Matters discussed and resolutions reached during the 2020 Annual Stockholders' Meeting**

The following are the matters discussed and resolutions reached for the 2020 Annual Stockholders Meeting:

- i. Approval of Minutes of the Annual Meeting held on 26 June 2019
- ii. Presentation of Annual Report and Financial Statements of the Preceding Year
- iii. Action on Acts and Proceedings of the Board of Directors and Management in 2019-2020
- iv. Appointment of Inspectors of Election to Serve Until the Close of the Next Annual Meeting
- v. Appointment of External Auditor for 2020-2021
- vi. Election of Directors, including Independent Directors, for 2020-2021

**d. Voting results of the 2020 Annual Stockholders' Meeting**

The voting results\* of the 2020 Annual Stockholders' Meeting are as follows:

Agenda Items	Voting Results*		
	Votes in Favor	Votes Against	Abstentions
Approval of Minutes of the Annual Meeting held on 26 June 2019	905,942,329		
Presentation of Annual Report and Financial Statements of the Preceding Year	905,942,329		
Action on Acts and Proceedings of the Board of Directors and Management in 2019	905,942,329		
Appointment of Inspectors of Election to Serve Until the Close of the Next Annual Meeting	905,942,329		
Appointment of External Auditor for 2020-2021	905,942,329		
Election of Directors, including Independent Directors, for 2020-2021	905,942,329		
Alfredo M. Yao	905,942,329		
Antonio I. Panajon	905,942,329		
Armando M. Yao	905,942,329		
Jeffrey S. Yao	905,942,329		
Carolyn S. Yao	905,942,329		
Mary Grace S. Yao	905,942,329		
Roberto A. Atendido	905,942,329		
Albert S. Toribio	905,942,329		
Gerardo T. Garcia	905,942,329		
Rinaldi C. Aves	905,942,329		
Jesus G. Gallegos, Jr. (independent director)	905,942,329		
Roberto F. Anonas, Jr. (independent director)	905,942,329		

\*Every resolution for approval of the stockholders in the 2020 Annual Stockholders' Meeting was introduced by a motion duly seconded through the online platform of the virtual meeting. The Chairman asked if there was any objection to every motion. Since there were no objections, all the

motions were carried without a vote. The number of votes indicated here are the votes on the resolution from: (a) votes of proxies with instructions; (b) votes submitted through the online voting platform of the virtual meeting; and (c) votes of the Chairman as holder of proxies, which would have been counted if there was a voting on the resolution.

**e. Directors or trustees, officers and stockholders or members attendees of the 2020 Annual Stockholders' Meeting**

During the 2020 Annual Stockholders' Meeting, there were represented at the meeting, in person or by proxy, stockholders owning 905,942,329 shares, representing 84.79% of the total issued and outstanding capital stock of the Company.

The Directors and Officers who attended the 2020 Annual Stockholders' Meeting were as follows:

- i. Alfredo M. Yao. - Chairman
- ii. Antonio I. Panajon - President
- iii. Armando M. Yao
- iv. Jeffrey S. Yao - Treasurer
- v. Carolyn S. Yao
- vi. Mary Grace S. Yao
- vii. Roberto A. Atendido
- viii. Albert S. Toribio
- ix. Gerardo T. Garcia - Assistant Corporate Secretary
- x. Rinaldi C. Aves
- xi. Jesus G. Gallegos, Jr., Independent Director
- xii. Roberto F. Anonas, Jr., Independent Director
- xiii. Gabriel A. Dee - Corporate Secretary
- xiv. Renato J. Jamlang - Controller

**f. Material information on the current stockholders, and their voting rights for the 2020 Annual Stockholders' Meeting**

Material information on the current stockholders and voting rights for the 2020 Annual Stockholders' Meeting were provided during the meeting and in Items 2 and 19 of the 2020 SEC Form 20-IS. The Corporate Secretary informed the stockholders that stockholders as of record date of 22 July 2020 were entitled to vote in the meeting. There were represented at the meeting, in person or by proxy, stockholders owning 905,942,329 shares, representing 84.79% of the total issued and outstanding capital stock of the Company.

**g. Appraisals and performance report for the board and the criteria and procedure for assessment**

To determine and measure the effectiveness of the Board of Directors, the Company is guided by its Manual on Corporate Governance which is available on the Company website: <http://www.macayholdings.com.ph/corp-governance-manual-policies>

The Board shall conduct an annual self-assessment of its performance, including the performance of the Chairperson, individual Directors and committees.

The Board shall have in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, the individual directors, committees and such system should allow for a feedback mechanism from the shareholders. In establishing the criteria, attention is given to the values, principles and skills required for the Corporation. The Corporate Governance Committee shall oversee the evaluation process.

**h. Directors' disclosures on self-dealing and related party transactions**

On director disclosure on self-dealings, the Company follows the 2015 Implementing Rules and Regulations of the Securities Regulation Code, which requires Directors and Officers to report their dealings in Company shares within five (5) trading days from the date of the Company's share-related transactions. The Company discloses to the PSE and SEC the ownership (direct and indirect) and any acquisition or disposal of its securities by its Directors, Officers and controlling shareholders pursuant to the PSE Revised Disclosures and the Securities Regulations Code.

As provided in the Company's Policy on Related Party Transactions (RPTs), any contract, agreement, transaction, arrangement, or dealing of the Corporation with a director, officer, or any related party (each such transaction, a "Related Party Transaction") are allowed and shall be negotiated, conducted and entered into by the Corporation on an "arm's length basis," and under such terms that inure to the

benefit and best interest of the Corporation and its shareholders as a whole, considering relevant circumstances. The approval, award, processing and payment of RPTs shall follow the same procedures as the other transactions and contracts of the Company. Material Related Party Transactions or those which involve an amount or value equal to or greater than ten percent (10%) or higher of the Company's total consolidated assets based on its latest audited financial statements, either individually or in aggregate, over a period of twelve (12)-months.

**Item 16. Matters Not Required to be Submitted**

Not applicable.

**Item 17. Amendment of Charter, Bylaws or Other Documents**

At its meeting on June 15, 2021, the Board of Directors of the Company approved the amendment to Article II Section 1 of the By-Laws of the Company. The approval by the stockholders of the proposed amendment to Article II Section 1 of the By-Laws of the Company will be sought pursuant to the provisions set forth in the Revised Corporation Code of the Philippines as well as those in the Company's Corporate Governance Manual released in September 2020.

As proposed to be amended, Article II Section 1 will read as follows:

"The corporate powers of the company shall be exercised, its business conducted, and its property controlled by its Board of Directors, composed **of thirteen (13) directors, including such number of independent directors as may be required by law or regulations,** who shall be chosen by the stockholders of the Company at the annual meeting and they shall hold office for one year and until their successors are elected and qualified. **The company shall conform with the with the procedures for the nomination and election of independent directors as prescribed by law or regulations.**"

**Item 18. Other Proposed Action**

The following are to be presented for approval during the stockholders' meeting:

- (1) Appointment of inspectors of election to serve until the close of the next annual meeting;
- (2) Appointment of external auditor; and
- (3) Election of Directors, including Independent Directors, for 2020-2021.
- (4) Ratification of all acts and resolutions of the Board and management to implement the resolutions since the annual stockholders' meeting on 30 September 2020 until this year's annual stockholders' meeting on August 6, 2021 including but not limited to:
  - a. Annual (Fiscal Year 2020) and Quarterly Financial Reports (Quarters 1, 2 & 3)
  - b. Forms 17-A and 17-Q
  - c. Sustainability Report
  - d. Reports on changes in shareholdings of Directors and Officers
  - e. Statement of Changes Beneficial Ownership of Securities
  - f. Participation of Directors and Officers in corporate governance seminars
  - g. Quarterly reports on Public Ownership
  - h. Quarterly Report on List of Top 100 shareholders
  - i. Monthly reports on number of shareholders
  - j. Setting of the 2020 Annual Shareholders' Meeting
  - k. Notice and Agenda of the 2020 Annual Shareholders' Meeting
  - l. Results of the ASM and organizational meetings of the Board of Directors
  - m. Information Statement
  - n. Integrated Annual Corporate Governance Report
  - o. Update on Material Information/Transactions
  - p. Renewal of Management Agreements
  - q. Clarification of New Reports
  - r. Extension of Corporate Suretyship
  - s. Revised Corporate Governance Manual
  - t. Revised Related Party Transaction Policy
  - u. Change in Directors and/or Officers Appointment

**Item 19. Voting Procedures**

- (a) Appointment of External Auditor - The stockholders representing the majority of the outstanding capital stock approves the appointment of the external auditor.
- (b) For Election of Directors - Under Art. II, Sec. 1 of the By-Laws, the directors declared elected shall hold office for one year and until their successors are elected and shall have qualified. Pursuant to and in accordance with Section 23 of the Revised Corporation Code, which provides that "At all elections of directors or trustees, there must be present, either in person or through a representative authorized to act by written proxy, the owners of majority of the outstanding capital stock... entitled to vote," the nominees receiving the highest number of votes shall be deemed elected.

***Amendment of the By-Laws of Macay Holdings Inc. (the "Company")***

*On 15 June 2021, the Board of Directors of the Company approved the amendment to Article II, Section 1 of its By-Laws.*

<i>Article and Section Nos.</i>	<i>From</i>	<i>To</i>
<i>ARTICLE II SECTION 1</i>	<i>The corporate powers of the company shall be exercised, its business conducted, and its property controlled by its Board of Directors, composed of eleven (11) directors and two (2) independent directors, who shall be chosen by the stockholders of the Company at the annual meeting and shall hold office for one year and until their successors are elected and qualified. The requirements for the nomination and election of independent directors as specified in Rule 38.1 of the Amended Implementing Rules and Regulations of the Security Regulation Code shall be adopted.</i>	<i>Substantially as follows: The corporate powers of the company shall be exercised, its business conducted, and its property controlled by its Board of Directors, composed of thirteen (13) directors, including such number of independent directors as may be required by law or regulations, who shall be chosen by the stockholders of the Company at the annual meeting and they shall hold office for one year and until their successors are elected and qualified. The company shall conform with the with the procedures for the nomination and election of independent directors as prescribed by law or regulations.</i>

*The amendment to Article II Section 1 of the Company's By-Laws is pursuant to the provisions set forth in the Revised Corporation Code of the Philippines as well as the provisions set forth on the Company's Corporate Governance Manual released last September 2020, In particular, this amendment will provide the Company's By-Laws flexibility in relation to future regulatory changes with regard to the composition of directors and independent directors.*

- (c) Amendment of Amended By-Laws - The stockholders representing the majority of the outstanding capital stock approves the amendment
- (d) Amendment of Amended Articles and Stock Dividends - The stockholders representing at least two-thirds of the outstanding capital stock approves both the amendment and the stock dividend declaration

- (e) For other matters submitted to a vote, a majority vote of the shareholders present either in person or by proxy is necessary for the approval of such matter.

The method of counting the votes of the shareholders shall be in accordance with the general provisions of the Revised Corporation Code of the Philippines. Counting will be done by tabulation of the votes by the election inspectors, assisted by the Corporate Secretary and the stock and transfer agent.

**The Company undertakes to provide without charge to each stockholder, upon written request of such person, a copy of the Company's annual report on SEC Form 17-A. Note that at the discretion of management, a charge may be made for exhibits.) Requests may be sent to Renato J. Jamlang, Controller, 137 Yakal Street, San Antonio Village, Makati City, Philippines 1203.**

Attached herewith are the following: "Annex A" is the Management Report of the Company; "Annex B" is the audited financial statements of the Company as of December 31, 2020; "Annex C" is the unaudited financial statements as of March 31, 2021 and Annex "D" is the financial soundness indicators of the Company.

SIGNATURE PAGE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in the City of MAKATI on JUL 14 2021, 2021

By: .....  
(Signature)

ATTY. GABRIEL A. DEE  
Corporate Secretary



**CERTIFICATION OF INDEPENDENT DIRECTORS**

I, **ROBERTO FAUSTO ANONAS JR.**, Filipino, of legal age and a resident of Muntinlupa City, after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for Independent Director of Macay Holdings, Inc. (the "Company") and have been its Independent Director since July 25, 2014.
2. I am affiliated with the following companies or organizations:

Company/Organization	Position/Relationship	Period of Service
Fuji Haya Electric Corporation	Director	3 years
SBS Philippines Corporation	Independent Director	4 years
University of Asia & Pacific	Faculty	20 years
Pentarch Stalwart Builders, Inc.	Director	5 years

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of the Company, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.
4. I am not related to any director/officer/substantial shareholder of the Company.
5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.
6. I am not in government service/affiliated with government agency or government owned and controlled corporation.
7. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.
8. I shall inform the Corporate Secretary of the Company of any changes in the above-mentioned information within five (5) days from its occurrence.

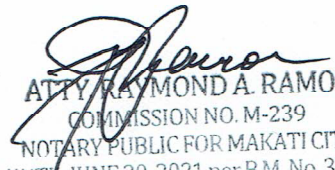
Done this 25th day of May 2021 at Makati City, Philippines.

  
**Roberto F. Anonas, Jr.**  
Affiant

Republic of the Philippines       )  
City of **MAKATI**                       ) S.S.

**SUBSCRIBED AND SWORN** to before me this 01 JUN 2021, affiant exhibiting to me his Philippine Passport (P4279751B) issued at DFA NCR South on January 2, 2020 and expires on January 1, 2030.

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Page No. 05  
Book No. 68  
Series of 2021.

  
**ATTY. RAYMOND A. RAMOS**  
COMMISSION NO. M-239  
NOTARY PUBLIC FOR MAKATI CITY  
UNTIL JUNE 30, 2021 per B.M. No. 3795  
11 KALAYAAN AVENUE EXTENSION,  
BARANGAY WEST REMBO, MAKATI CITY  
SC Roll No. 62179/04-26-2013  
IBP NO. 137312/01-04-2021/Pasig City  
PTR NO. MKT 8531022/01-04-2021/Makati City  
MCLE Compliance No. VI-0007878/04-06-2018

**CERTIFICATION OF INDEPENDENT DIRECTORS**

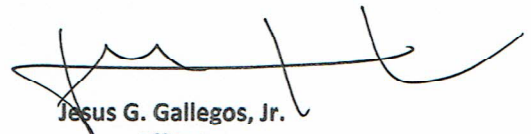
I, **JESUS G. GALLEGOS JR.**, Filipino, of legal age and a resident of Paranaque City, after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for Independent Director of Macay Holdings, Inc. (the "Company") and have been its Independent Director since July 25, 2014.
2. I am affiliated with the following companies or organizations:

Company/Organization	Position/Relationship	Period of Service
Asian Institute of Management	Professor Emeritus	3 years
	Adjunct Professor	5 years
	Professor	39 years
	Dean/COO	5 years
Institute for Pastoral Development	Chairman of the Board of Trustees	4 years
Solutions Insurance Brokers, Inc.	Chairman	7 years
Solutions, Inc	Chairman	7 years
International Food and Agricultural Resources Management Services, Inc.	Vice President/General Manager	2 years
Department of Agriculture and Natural Resources	Senior Consultant	2 years

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of the Company, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.
4. I am not related to any director/officer/substantial shareholder of the Company.
5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.
6. I am not in government service/affiliated with government agency or government owned and controlled corporation.
7. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.
8. I shall inform the Corporate Secretary of the Company of any changes in the above-mentioned information within five (5) days from its occurrence.

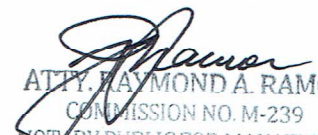
Done this 26th day of May 2021.

  
**Jesus G. Gallegos, Jr.**  
 Affiant

Republic of the Philippines        )  
 City of **MAKATI**                        ) S.S.

**SUBSCRIBED AND SWORN** to before me this 01 JUN 2021, affiant exhibited to me his Philippine Passport (No. P3680844A) issued at DFA NCR South on 13 July 2017 and expires on 12 July 2022.

Doc No. 517;  
 Page No. 105;  
 Book No. 108;  
 Series of 2021.

  
**ATTY. RAYMOND A. RAMOS**  
 COMMISSION NO. M-239  
 NOTARY PUBLIC FOR MAKATI CITY  
 UNTIL JUNE 30, 2021 per B.M. No. 3795  
 11 KALAYAAN AVENUE EXTENSION,  
 BARANGAY WEST REMBO, MAKATI CITY  
 SC Roll No. 62179/04-26-2013  
 IBP NO. 137312/01-04-2021/Pasig City  
 PTR NO. MKT 8531022/01-04-2021/Makati City  
 MCLE Compliance No. VI-0007878/04-06-2018

**CERTIFICATION OF INDEPENDENT DIRECTORS**

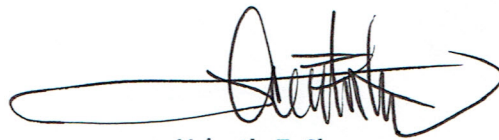
I, **VALENTIN T. CHUA**, Filipino, of legal age and a resident of Quezon City, after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for Independent Director of Macay Holdings, Inc. (the "Company").
2. I am affiliated with the following companies or organizations:

Company/Organization	Position/Relationship	Period of Service
Storck Products, Inc.	Director	15 years
	Vice-President & General Manger,	3 years
	Director	
	Executive Vice-President & Director	33 years
Marantch Marketing Corporation	President & Chairman of the Board	29 years
VC Holdings, Inc. (Investment Company of the Chua Group of Companies)	President & Director	29 years
Thermo Engineering Corporation	Director	11 years
	Vice-President & Director	37 years
EZ Chew Corporation	Treasurer	6 years

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of the Company, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.
4. I am not related to any director/officer/substantial shareholder of the Company.
5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.
6. I am not in government service/affiliated with government agency or government owned and controlled corporation.
7. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.
8. I shall inform the Corporate Secretary of the Company of any changes in the above-mentioned information within five (5) days from its occurrence.

Done this 7th day of July 2021.




**Valentin T. Chua**  
Affiant

Republic of the Philippines )  
City of **MAKATI** ) S.S.

**SUBSCRIBED AND SWORN** to before me this 12 JUL 2021, affiant exhibited to me his Senior Citizen Card (Control No.00942-B) issued on 28 September 2011.

Doc No. 435;  
Page No. 88;  
Book No. 113;  
Series of 2021.

  
**ATTY. RAYMOND A. RAMOS**  
COMMISSION NO. M-239  
NOTARY PUBLIC FOR MAKATI CITY  
UNTIL DECEMBER 31, 2021 per B.M. No. 3795  
11 KALAYAAN AVENUE EXTENSION,  
BARANGAY WEST TIMBO, MAKATI CITY  
SC Roll No. 62179/04-26-2013  
IBP NO. 137312/01-04-2021/Pasig City  
PTR NO. MNT 8531022/01-04-2021/Makati City  
MCLE Compliance No. VI-0007878/04-06-2018

## CERTIFICATION

DATE

SECURITIES AND EXCHANGE COMMISSION  
G/F Secretariat Building  
PICC Complex, Roxas Boulevard  
Pasay City, 1307

Attention: Vicente Graciano P. Felizmenio Jr.  
Director, Markets and Securities Regulation Department

Dear Director Felizmenio,

As required by the Securities and Exchange Commission, this is to certify that the following (a) candidates for election as directors of Macay Holdings, Inc. for its Annual Shareholders' Meeting scheduled on 6 August, 2021 and (b) officers of Macay do not hold any position and are not connected with any Philippine government agency:

Chairman	Alfredo M. Yao
Director/President	Antonio I. Panajon
Director	Armando M. Yao
Director/Treasurer	Jeffrey S. Yao
Director	Carolyn S. Yao
Director	Mary Grace S. Yao
Director	Roberto A. Atendido
Director	Albert S. Toribio
Director	Gerardo T. Garcia
Director	Rinaldi C. Aves
Independent Director	Jesus G. Gallegos, Jr.
Independent Director	Roberto F. Anonas, Jr.
Controller	Renato J. Jamlang
Corporate Secretary	Gabriel A. Dee
Candidate for Independent Director	Valentin T. Chua

Very truly yours,



**GABRIEL A. DEE**  
*Corporate Secretary*