

# PrimeOrion Philippines, Inc.

## NOTICE OF SPECIAL STOCKHOLDERS' MEETING

### TO ALL STOCKHOLDERS:

NOTICE IS HEREBY GIVEN that a special meeting of the stockholders of **PRIME ORION PHILIPPINES, INC.** (the "Corporation"/"POPI") will be held on:

**Date** : 20 October 2015 (Tuesday)  
**Time** : 2:00 p.m.  
**Venue** : Parañaque AB Function Room, Makati Shangri-La Manila, Ayala Avenue corner Makati Avenue, Makati City

The agenda for the meeting will be as follows:

1. Call to Order
2. Proof of Due Notice of the Meeting and Determination of Quorum
3. Approval of Minutes of the Previous Annual Stockholders' Meeting on 2 December 2014
4. Consideration and Approval of the Increase in POPI's Authorized Capital Stock from P2.4 Billion to P7.5 Billion and the Subscription by Ayala Land, Inc. (ALI) to 2.5 Billion POPI Shares of Stock (out of the said Increase) (the "ALI Subscription")
5. Consideration and Approval of the following Amendments to POPI's Articles of Incorporation (AOI):
  - a. Increase in Authorized Capital Stock from P2.4 Billion to P7.5 Billion
  - b. Increase in the Number of Directors from Seven (7) to Nine (9)
6. Consideration and Approval of the Application for Listing of the ALI Subscription with the Philippine Stock Exchange
7. Consideration of Such Other Business As May Properly Come Before the Meeting
8. Adjournment

For the purpose of the meeting, only stockholders of record at the close of business on **4 September 2015** shall be entitled to vote thereat.

Stockholders who cannot attend the meeting in person are requested to accomplish the attached proxy and return the same to the office of the Corporation not later than 12 October 2015. If the stockholder is a corporation, a Secretary's Certificate quoting the board resolution authorizing the corporate officer to execute the proxy should also be submitted.

Validation of the proxies will be held on 13 October 2015 at 2:00 p.m. at the office of the Corporation at 20/F LKG Tower, 6801 Ayala Avenue, Makati City.

Makati City, 14 September 2015.

By Resolution of the Board  
of Directors:



**DAISY L. PARKER**  
Director/Corporate Secretary

Attachments.: Explanation of Agenda Items for Stockholders' Approval  
Proxy Form  
SEC Form 20-IS (Information Statement)  
2014/2015 POPI Management Report (including FY 2014 Audited Financial Statements)  
SEC Form 17-Q (Quarterly Report for the period ended 31 March 2015)