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(Company's Full Name)

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

ATTY. MA. FLORENCE THERESE DG. MARTIREZ-CRUZ
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Contact Person

8884-1106
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Company Telephone Number

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Annual Meeting					

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Amended Articles Number/Section

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Total No. Of Stockholders

Total Amount of Borrowings																			
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Domestic					Foreign														

Domestic

Foreign

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To be accomplished by SEC Personnel concerned

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**SECURITIES AND EXCHANGE COMMISSION**

**SEC FORM 17-C**

**CURRENT REPORT UNDER SECTION 17  
OF THE SECURITIES REGULATIONS CODE (SRC)  
AND SRC RULE 17.2(c) THEREUNDER**

1. March 24, 2025  
Date of Report (Date of earliest event reported)
2. 163671 SEC Identification Number      3. 000-804-342-000 BIR Tax Identification Number
4. AYALALAND LOGISTICS HOLDINGS CORP. (formerly PRIME ORION PHILIPPINES, INC.)  
Exact Name of registrant as specified in its charter
5. METRO MANILA, PHILIPPINES Province, country or other jurisdiction of incorporation      6. [REDACTED] (SEC Use Only) Industry Classification Code
7. 3<sup>rd</sup> Level Glorietta 5, Ayala Center, Makati City Address of principal office      1224 Postal code
8. (632) 8884-1106  
Registrant's telephone number, including area code
9. N/A  
Former name or former address, if changed since last report
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA
- Common Shares      6,301,591,987

Indicate the item numbers reported herein : Please refer to attached letter

**Re: Revised Detailed Notice and Agenda of the Annual Stockholders' Meeting**

Pursuant to the requirements of the Securities Regulations Code, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**AYALALAND LOGISTICS HOLDINGS CORP.  
(formerly PRIME ORION PHILIPPINES, INC.)**

Registrant

Date **March 24, 2025**

  
**MICHELLE MARIE T. VALBUENA**

Senior Compliance Manager

\* Print name and title of the signing officer under the signature.

March 24, 2025

**Securities and Exchange Commission**  
17/F SEC Headquarters, 7907 Makati Avenue  
Barangay Bel-Air, Makati City

Attention: Atty. Oliver O. Leonardo  
*Director, Markets and Securities Regulation Department*

**Philippine Stock Exchange, Inc.**  
6th Floor, PSE Tower  
5<sup>th</sup> Avenue corner 28<sup>th</sup> Street  
Bonifacio Global City, Taguig City

Attention: Atty. Johanne Daniel M. Negre  
*Officer-in-Charge, Disclosure Department*

Gentlemen:

Please see attached updated detailed notice and agenda of our annual stockholders' meeting which is set for April 24, 2025.

Thank you.

Very truly yours,



**MA. FLORENCE THERESE dG. MARTIREZ-CRUZ**  
Corporate Secretary

**NOTICE OF ANNUAL STOCKHOLDERS' MEETING**

NOTICE IS HEREBY GIVEN that the annual meeting of stockholders of **AYALALAND LOGISTICS HOLDINGS CORP.** will be conducted virtually via <https://conveneagm.com/ph/ALLHC2025ASM> on **Thursday, April 24, 2025 at 1 o'clock in the afternoon** with the following

**A G E N D A<sup>1</sup>**

1. Call to Order
2. Certification of Notice and Quorum
3. Matters for Approval of Stockholders<sup>2</sup>
  - i. Approval of Minutes of Previous Meeting
  - ii. Ratification of the Acts of the Board of Directors and Management
  - iii. Approval of Issuance of Common Shares in Exchange for Shares of Stock and Listing thereof, including the waiver of the requirement to conduct a rights or public offering of the shares
  - iv. Election of Directors (Including the Independent Directors)
  - v. Appointment of External Auditor and Fixing of its Remuneration
  - vi. Approval of the Audited Financial Statements, including noting of Annual Report
4. Consideration of Such Other Business as May Properly Come Before the Meeting
5. Presentation of Management and Open Forum
6. Adjournment

Pursuant to the Company's By-Laws, the Chairman, acting on the authority delegated by the Board of Directors during its meeting on November 14, 2024, has approved that the Annual Stockholders' Meeting be conducted in a fully virtual format. Stockholders may only attend the meeting by remote communication and by voting in absentia, electronically or by proxy.

Only stockholders of record as of **March 10, 2025** are entitled to notice of, and to vote at, this meeting. Stockholders intending to participate by remote communication should notify the Company by email on or before **April 11, 2025**. Stockholders may likewise register online via Convene AGM starting March 28, 2025. Voting may be *in absentia*, electronically or by proxy, subject to validation procedures. The procedures for participating in the meeting through remote communication and for casting of votes *in absentia*, electronically or by proxy, will be set forth in the Information Statement<sup>3</sup>.

Duly accomplished proxy forms and voting instructions shall be submitted on or before **April 11, 2025** at 37/F Ayala Triangle Gardens Tower 2, Paseo de Roxas corner Makati Avenue, Makati City or by email. Validation of proxies is set for April 15, 2025 at 9 o'clock in the morning.

Stockholders of record as of March 10, 2025 owning at least 5% of the total outstanding capital stock of the Company may submit proposals on items for inclusion in the agenda on or before **April 16, 2025**<sup>4</sup>.

All email communications should be sent to [corporate.secretary@ayalalandlogistics.com](mailto:corporate.secretary@ayalalandlogistics.com) on or before the designated deadlines.

This notice supersedes the notice filed on February 24, 2025 with the Securities and Exchange Commission and Philippine Stock Exchange.

Makati City, March 12, 2025.

  
**MA. FLORENCE THERESA dG. MARTIREZ-CRUZ**  
Corporate Secretary

<sup>1</sup> See next page for the explanation for each agenda item.

<sup>2</sup> Proposed resolutions are indicated below and will be included in the proxy form with voting instructions and in the electronic ballot.

<sup>3</sup> Stockholders should notify the Company by email of their preference to receive hard copies of the Information Statement and other ASM materials on or before March 10, 2025.

<sup>4</sup> The inclusion of the proposed agenda item shall be in accordance with SEC Memorandum Circular No. 14, Series of 2020, and the Company's internal guidelines.

## EXPLANATION OF AGENDA ITEMS WITH PROPOSED RESOLUTIONS

### Call to order

The Chairman will formally open the meeting at approximately 1 o' clock in the afternoon.

### Certification of notice and quorum (and rules of conduct and procedures)

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 Company has set up a designated online web address, <https://conveneagm.com/ph/ALLHC2025ASM>, which may be accessed by the stockholders to register and vote electronically *in absentia* on the matters for resolution at the meeting<sup>5</sup>. A stockholder participating by remote communication or voting *in absentia*, electronically or by proxy, shall be deemed present for purposes of quorum.

The following are the rules of conduct and procedures for the meeting to be conducted in virtual format:

- (i) Stockholders may attend the meeting remotely through the online web address (URL) provided. Questions and comments may be sent prior to or during the meeting at [corporate.secretary@ayalalandlogistics.com](mailto:corporate.secretary@ayalalandlogistics.com).
- (ii) Each of the proposed resolutions will be shown on the screen during the meeting as the same is taken up at the meeting.
- (iii) Stockholders must notify the Company through [corporate.secretary@ayalalandlogistics.com](mailto:corporate.secretary@ayalalandlogistics.com) on or before April 11, 2025 of their intention to participate in the Meeting by remote communication in order to be included in the determination of the existence of a quorum, together with the stockholders who voted *in absentia*, electronically and by proxy.
- (iv) Voting shall only be allowed for validated stockholders registered in Convene AGM or who submitted a duly accomplished proxy form. Stockholders registered in the Convene AGM may cast their votes through the said system at any time prior to or at real time during the meeting. Vote tabulation shall be completed and finalized after the meeting.
- (v) All the items in the agenda for approval by the stockholders will need the affirmative vote of stockholders representing at least a majority of the issued and outstanding voting stock present at the meeting unless the law requires otherwise.
- (vi) Election of directors will be by plurality of votes and every stockholder will be entitled to cumulate his votes. Each outstanding share of stock entitles the registered stockholder to one vote.
- (vii) The Committee of Inspectors of Proxies and Ballots will tabulate all votes received and an independent third party will validate the results. The Corporate Secretary shall report the results of initial voting during the meeting.
- (viii) The meeting proceedings shall be recorded in audio and video format.

### Matters for Stockholders' Approval

#### 1. Approval of minutes of previous meeting

The minutes of the meeting held on April 25, 2024 are available at the Company's website, <https://www.ayalalandlogistics.com> and shall be presented for stockholders' approval. Below is the proposed resolution:

*"RESOLVED, to approve the minutes of the annual stockholders' meeting held on April 25, 2024."*

#### 2. Ratification of the acts of the Board of Directors and Management

The actions of the Board and its committees taken and the acts of the officers to implement the resolutions of the Board or its committees or made in the general conduct of business since the annual stockholders' meeting on April 25, 2024 until April 24, 2025 shall be presented for stockholders' ratification. They include the approval of the Company's agreements, projects, investments, capital allocations, treasury-related matters and other matters covered by disclosures to the Securities and Exchange Commission and the Philippine Stock Exchange. Below is the proposed resolution:

*"RESOLVED, to ratify each and every act and resolution, from April 25, 2024 to April 24, 2025 (the "Period"), of the Board of Directors (the "Board"), the Executive Committee and other Board committees exercising powers delegated by the Board, and each and every act of the officers of the Corporation, during the Period, performed in accordance with the resolutions of the Board, the Executive Committee and other Board committees as well as with the By-laws of the Corporation."*

#### 3. Approval of Issuance of Common Shares in Exchange for Shares of Stock and Listing thereof, including the waiver of the requirement to conduct a rights or public offering of the shares

Approval of the stockholders is sought for the issuance of 1,225,370,620 ALLHC common shares (the "Shares") to Ayala Land, Inc (ALI) in exchange for ALI's 75% equity in Laguna Technopark, Inc. (LTI), equivalent to 30,186 common shares of stock, with an aggregate value of P3,030,750,000.00, as validated by a third party fairness opinion, under a property-for-share swap. The stockholders will be asked to waive the required rights or public offering for listing of the Shares. Below is the proposed resolution:

*"RESOLVED, to approve the issuance of 1,225,370,620 common shares (the "Shares") to Ayala Land, Inc. (ALI), in exchange for 30,186 common shares of stock in Laguna Technopark, Inc., with aggregate value of Three Billion Thirty Million Seven Hundred Fifty Thousand Pesos (P3,030,750,000.00), under a property-for-share swap, at the issue price of P2.47 per share;*

*RESOLVED FURTHER, to waive the required rights or public offering and proceed with the listing of the Shares with the Philippine Stock Exchange."*

#### 4. Election of directors (including the independent directors)

The nine (9) nominees for directors, including the nominees for independent directors, as evaluated by the Corporate Governance and Nomination Committee of the Board to have all the qualifications and competence necessary for the effective performance of the Board's roles and responsibilities, and none of the disqualifications to serve as members of the Board, shall be presented for election to the stockholders. Below is the proposed resolution:

*“RESOLVED, to elect the following as directors of the Corporation to serve as such beginning today until their successors are elected and qualified:*

1. *Anna Ma. Margarita B. Dy*
2. *Felipe U. Yap*
3. *Robert S. Lao*
4. *Bernard Vincent O. Dy*
5. *Jaime Alfonso E. Zobel de Ayala*
6. *Nathanael C. Go*
7. *Cassandra Lianne S. Yap (Independent Director)*
8. *Emilio Lolito J. Tumbocon (independent Director)*
9. *Agustin R. Montilla IV (Independent Director).”*

The profiles of the nominees to the Board will be provided in the Information Statement.

#### 5. Appointment of external auditor and fixing of its remuneration

As endorsed by the Audit Committee, the appointment of Isla Lipana & Co. as the external auditor for the ensuing year as well as its proposed remuneration shall be presented for stockholders' approval. The external auditor conducts an independent verification of the Company's financial statements and provides an objective assurance on the accuracy of its financial statements. Below is the proposed resolution:

*“RESOLVED, as endorsed by the Board of Directors, to approve the appointment of Isla Lipana & Co. as the external auditor of the Corporation for the year 2025 for an audit fee of Five Hundred Twenty-Two Thousand Pesos (PhP522,000.00), net of value-added tax and out-of-pocket expenses, with inflationary allowance of up to 5%.”*

The profile of the external auditor will be provided in the Information Statement.

#### 6. Approval of the Audited Financial Statements and Noting of Annual Report

The Audited Financial Statements as of December 31, 2024 (AFS), as approved by the Board upon the recommendation of the Audit Committee, will be included in the Information Statement to be sent to the stockholders at least 15 business days prior to the meeting. The Audited Financial Statements shall be presented for stockholders' approval during the meeting, together with the noting of the Company's annual report. The annual report will contain the “Message from the Chairman” and the “Report of the President”. Below is the proposed resolution:

*“RESOLVED, to approve the consolidated audited financial statements of the Corporation and its subsidiaries as of December 31, 2024, as audited by the Corporation's external auditor, Isla Lipana & Co.”*

#### Consideration of such other business as may properly come before the meeting

The Chairman will take up agenda items received from stockholders on or before April 16, 2025 in accordance with existing laws, rules and regulations of the Securities and Exchange Commission and the Company's internal guidelines<sup>6</sup>.

#### Presentation of Management and Open Forum

The Chairman, Ms. Anna Ma. Margarita B. Dy, and the President and Chief Executive Officer, Mr. Robert S. Lao, will report on the performance of the Company in 2024 and the outlook for 2025. The Company's performance is also embodied in the Company's Annual Report. A soft copy of the Annual Report will be posted on the Company's website, [www.ayalalandlogistics.com](http://www.ayalalandlogistics.com).

The Chairman will open the floor for comments and questions of the stockholders.

<sup>5</sup> The detailed instructions pertaining to the URL and the use thereof will be provided in the Information Statement.

<sup>6</sup> SEC Memorandum Circular No. 14, series of 2020 or “Shareholders' Right to Put items on the Agenda for Regular/Special Stockholders' Meetings”: <https://www.sec.gov.ph/mc-2020/mc-no-14-s-2020shareholders-right-to-put-items-on-the-agenda-for-regular-special-stockholders-meetings/>.