

**PHILIPPINE INFRADEV HOLDINGS INC.
2023 ANNUAL STOCKHOLDERS' MEETING**

AGENDA
Action Outline

1. Call to order

Upon the request of the Chairman of the Board of Directors, Mr. Ren Jinhua, the Executive Vice President, Ms. Georgina A. Monsod, will call the meeting to order.

2. Proof of notice of meeting and certification of quorum

The Corporate Secretary, Atty. Delfin P. Angcao, will certify that copies of the Notice of the meeting with the Definitive Information Statement (“DIS”) made accessible via website link were sent via courier to the stockholders of record at least 21 days before the meeting.

A copy of the Notice of the meeting, together with the DIS, Minutes of the previous annual meeting of the stockholders, and other documents related to the meeting were made available through the Company’s website at <https://www.infra.com.ph/news/2023-annual-stockholders-meeting/> and at the PSE Edge portal at <https://edge.pse.com.ph>.

Further, the Corporate Secretary will confirm whether a quorum exists for the valid transaction of business.

3. Approval of the minutes of the previous meeting of the stockholders

In accordance with SEC’s Notice dated April 20, 2020, a copy of the draft Minutes of the previous annual meeting of the stockholders was made available for examination at the Company’s website at <https://www.infra.com.ph/news/2023-annual-stockholders-meeting/>. The stockholders will be requested to approve the draft minutes. The following is the proposed resolution:

*“RESOLVED, that the Stockholders of the **PHILIPPINE INFRADEV HOLDINGS INC.** (the ‘Corporation’) approve, as it hereby approves, the minutes of the Annual Stockholders’ Meeting of the Corporation held on December 5, 2022.”*

4. Management report and approval of the 2022 audited financial statements

The EVP and COO, Ms. Georgina A. Monsod, will present the Management Report, the Corporation’s operational highlights and financial results, Audited Financial Statements for the year ended December 31, 2022, and interim period financial report. The 2022 Financial Statements were audited by the Corporation’s external auditor, Isla, Lipana & Co., and approved by the Corporation’s Audit and Related Party Transactions Committee and the Board of Directors. In compliance with regulatory requirements, the Audited Financial Statements have also been submitted to the Securities and Exchange Commission and the Bureau of Internal Revenue.

The stockholders will be requested to approve the Management Report and Audited Financial Statements for the year ended December 31, 2022. The following is the proposed resolution:

*“RESOLVED, that the Stockholders of the **PHILIPPINE INFRADEV HOLDINGS INC.** (the ‘Corporation’) approve, as it hereby approves, the*

Management Report as presented by Ms. Georgina A. Monsod, EVP and COO, and the Corporation's Audited Financial Statements for year ended December 31, 2022."

5. Ratification of resolutions, contracts, and acts of the Board of Directors and Management

The acts, proceedings, transactions, contracts, agreements, resolutions and deeds of the Board of Directors, Management and/or Officers of the Corporation that were significant towards achieving the Corporation's performance and results, and the stockholders will be requested to ratify the same. The following is the proposed resolution for approval of the stockholders:

*"RESOLVED, that the Stockholders of the **PHILIPPINE INFRADEV HOLDINGS INC.** (the 'Corporation') ratify, confirm, and approve, as it hereby ratifies, confirms, and approves, all acts, proceedings, transactions, contracts, agreements, resolutions and deeds, authorized and entered into by the Board of Directors, Management, and/or Officers of the Corporation from the date of the last annual stockholders' meeting up to the present."*

6. Approval of the Amendment of the Articles of Incorporation and By-laws to reduce the number of directors from eleven (11) to seven (7)

The stockholders will then be asked to approve the amendment of Article 6 of the Amended Articles of Incorporation and Article II, Section 1 of the Amended By-laws of the Corporation to reduce the number of the members of the Board of Directors from eleven (11) to seven (7) members. The following is the proposed resolution for the approval of the stockholders:

*"RESOLVED, that the Stockholders of **PHILIPPINE INFRADEV HOLDINGS INC.** (the 'Corporation') approve, as it hereby approves, the amendment of the Amended Articles of Incorporation of the Corporation to reduce the number of members of the Board of Directors from eleven (11) to seven (7) thereby amending Article Six of its Amended Articles of Incorporation, to read as follows:*

***SIXTH:** That the number of directors of said corporation shall be **SEVEN (7)** and that the names and residences of the directors of the corporation who are to serve until their successors are elected and qualified as provided by the By-Laws are as follows, to wit (As amended at the special meeting of the Board of Directors and annual meeting of the Stockholders held on November 10, 2023 and December 12, 2023, respectively):*

...

***RESOLVED, FURTHER,** that the Stockholders of the Corporation hereby approve the amendment of the Amended By-laws of the Corporation to remove any reference to the number of the members of the Board of Directors thereby amending Article II, Section 1, to read as follows:*

ARTICLE II - THE BOARD OF DIRECTORS

*Section 1. Qualifications and Elections. - The general management of the corporation shall be vested in the **board of directors** who shall be stockholders and who shall be elected annually by the*

stockholders and who shall serve until the election and qualification of their successors. Any vacancy in the Board of Directors shall be filled by the stockholders owning a majority of the subscribed capital stock of the corporation at a meeting specially called for that purpose, and the director or directors so chosen shall serve the unexpired term. (As amended at the special meeting of the Board of Directors and annual meeting of the Stockholders held on November 10, 2023 and December 12, 2023, respectively)

***RESOLVED, FINALLY**, that the directors and officers of the Corporation be authorized, as they are hereby authorized, to sign, execute, and deliver any and all documents which may be required to implement the foregoing resolution and secure the approval by the Securities and Exchange Commission of the amendment to the Corporation's Amended Articles of Incorporation and Amended By-laws."*

7. Election of directors

It is proposed to elect the following individuals to the Board of Directors. The biographical profiles of the Nominee-Directors were provided in the Definitive Information Statement that was made accessible through the Company's website. The Nominee-Directors are the following:

For Regular Directors:

1. Ren Jinhua
2. Georgina A. Monsod
3. Ren Youmin
4. Claro F. Certeza
5. Laiza Rose R. Lamzen

For Independent Directors:

6. Benedict Lim
7. Eduardo V. De Mesa

8. Appointment of external auditors

Upon the favorable recommendation of the Corporation's Audit and Related Party Transactions Committee, the Corporation's external auditor, Isla, Lipana & Co., is proposed to be reappointed as the Corporation's external auditor for the current year 2022-2023. The audit partner-in-charge is currently Mr. Zaldy D. Aguirre. The following is the proposed resolution for approval of the stockholders:

***"RESOLVED**, that the Stockholders of **PHILIPPINE INFRADEV HOLDINGS INC.** (the 'Corporation') approve, as it hereby approves, the re-appointment of the accounting firm of Isla, Lipana & Co. as the external auditors of the Corporation for the year 2023-2024."*

9. Other Matters

Stockholders may propose to discuss other issues and matters.

10. Adjournment

After all matters in the agenda have been taken up, the meeting will be adjourned.