

# PHILIPPINE INFRADEV HOLDINGS INC.

38F Rufino Pacific Tower, 6784 Ayala Avenue, Makati City  
Tel No. 8283-8459 and 8283-8294 Fax No. 8751-0773

November 17, 2023

## NOTICE OF ANNUAL STOCKHOLDERS' MEETING

Dear Stockholders:

Please be notified that the annual meeting of the stockholders of **PHILIPPINE INFRADEV HOLDINGS INC.** (formerly IRC PROPERTIES, INC.; the "Company") will be held on December 12, 2023, Tuesday, at 2:00 p.m. through remote communication or *in absentia*. The Chairman of the meeting shall call and preside the meeting in Metro Manila which is the place where the principal office of the Company is located. The meeting may be accessed thru the link provided by the Corporation to all the stockholders of record as of November 15, 2023 or their proxies who have registered to attend the meeting. The agenda of the meeting is as follows:

1. Call to Order;
2. Proof of notice of meeting and certification of quorum;
3. Approval of the minutes of the previous meeting of the stockholders;
4. Management report and approval of the 2022 audited financial statements;
5. Ratification of resolutions, contracts and acts of the Board of Directors and Management;
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);
7. Election of directors;
8. Appointment of external auditors;
9. Other Matters; and
10. Adjournment.

For purposes of the meeting, the stockholders of record as of November 15, 2023 shall be entitled to notice of, participation via remote communication, and voting *in absentia* at such meeting and any adjournment thereof.

You may vote *in absentia* or through proxy by submitting (i) the original signed and accomplished Proxy/Ballot form attached to this notice by mail, courier or manual delivery to the front desk of the Corporation's principal office at 38th Floor, Rufino Pacific Tower, 6784 Ayala Avenue, Makati City 1223; or (ii) **a scanned copy thereof by email at the Corporation's email address at admin@infra.com.ph** Deadline for submission of Proxy/Ballot is on or before 5:00 pm of November 30, 2023. Corporate stockholders should attach to the Proxy/Ballot a notarized Secretary's Certificate attesting to the authority of their representative to execute the Proxy/Ballot. When signing as attorney-in-fact, executor, administrator, guardian or in any representative

capacity, please give full title and file papers showing your authority. Validation of proxies shall be held on December 5, 2023 at 2:00pm.

Successfully verified stockholders voting in absentia or by proxy will receive an email from the Corporation providing them the weblink to be able to access the live streaming of the meeting.

Electronic copies of the Notice of the Meeting, Definitive Information Statement, Management Report, SEC Form 17A, and other related documents in connection with the annual meeting may be accessed through the QR Code below or the Corporation's website at <https://www.infra.com.ph/news/2023-annual-stockholders-meeting/> and through the PSE Edge portal at <https://edge.pse.com.ph/>.

For any concerns, please reach us through [admin@infra.com.ph](mailto:admin@infra.com.ph)

For complete information on the Corporation's annual meeting, please visit <https://www.infra.com.ph/news/2023-annual-stockholders-meeting/>



**DELFIN P. ANGCAO**  
Corporate Secretary

