



20 March 2020

**Charter Ping An Insurance Corporation**

**NOTICE OF SCHEDULE OF THE  
ANNUAL MEETING OF THE STOCKHOLDERS**

**To: All Stockholders as of 20 March 2020**

Notice is hereby given that the annual meeting of the stockholders is called by the Board of Directors. The meeting will be held at the date, time and place stated below:

|        |  |
|--------|--|
| Date:  | April 20, 2020 (Monday)  |
| Time:  | 10:00 AM   |
| Venue: | Board Room, 34/F GT Tower International 6813 Ayala Avenue corner H.V. dela Costa Street, Makati City, 1227 |

If the stockholder is a juridical entity, its proxy must submit to the Corporate Secretary prior to the meeting (i) a proxy and (ii) an original secretary's certificate on the resolution of the board of directors (if a corporation) or the general partner/management committee (if a limited partnership) appointing the proxy.

If the stockholder is an individual who cannot attend the meeting in person, he/she may appoint a proxy to represent him/her. The proxy must be submitted to the Corporate Secretary prior to the meeting.

The agenda for the meeting and the form of the proxy are enclosed.

**(original signed)**  
**ANGELICA S. REYES**  
Corporate Secretary



**Charter Ping An Insurance Corporation**  
**ANNUAL MEETING OF THE STOCKHOLDERS**

April 20, 2020  
10:00 AM

Board Room, 34/F GT Tower International 6813 Ayala Avenue corner  
H.V. dela Costa Street, Makati City

**AGENDA**

**1. Call to Order**

**2. Proof of Notice and Determination of Quorum**

The Corporate Secretary will certify on the date when written notice of the time, date, place and purpose of the meeting was sent to all stockholders of record as of 20 March 2020, and the date of publication of the notice in the newspaper of general circulation. Likewise, the Corporate Secretary will attest to the attendance at the meeting and whether a quorum is present.

Except as otherwise provided by law, a quorum shall consist of stockholders owning a majority of the outstanding capital stock, represented in person or by proxy.

**3. Approval of minutes of the Annual Meeting held on 25 April 2019**

The minutes of the Annual Meeting of the Stockholders held on 25 April 2019 will be submitted for approval.

The minutes of the 25 April 2019 meeting contain the following matters: approval of the minutes of the previous meeting, the ratification of all resolutions adopted and approved by the Board of Directors and the Committees during the preceding year, presentation of the 2018 Audited Financial Statement and market update, appointment of external auditor, and election of 2019-2020 Directors.

The minutes of the 25 April 2019 Annual Stockholders' Meeting is available at the AXA Philippines website, [www.axa.com.ph](http://www.axa.com.ph). Copies of the minutes will also be made available at the annual stockholders' meeting on 20 April 2020 for any stockholder who wants to review the same.

**4. Ratification of all the acts of the Board of Directors and its Committees from the date of the last Annual Stockholders' Meeting up to date of this meeting**

Ratification by the stockholders will be sought for all the acts and the resolution of the Board of Directors and its committees since the Annual Stockholders' Meeting on 25 April 2019 up to the date of this meeting.

The acts and resolutions of the Board and its committees include approval of contract and agreements, projects and investments, transactions relating to the regular business of the Company wherein, either by law or regulations issued by the



Insurance Commission, is required to act upon. All resolutions of the Board of Directors from the last stockholders' meeting held on 25 April 2019 up to the present are available for examination upon reasonable notice to the Company and during office hours at 29/F GT Tower International 6813 Ayala Avenue corner H.V. dela Costa Street, Makati City.

The floor will be open for questions from the stockholders after the presentation.

#### **5. President's Report**

The President will present the highlights of the 2019 performance of the Company and the outlook for 2020.

#### **6. For Information: 2019 Audited Financial Statement and Market Update**

The Audited Financial Statement (AFS) as of December 31, 2019 will be presented for approval of the stockholders.

#### **7. Appointment of External Auditor**

The appointment of SGV as the Company's external auditor for the year 2020 will be presented to the stockholders for confirmation and ratification.

#### **8. Election of 2020-2021 Directors**

The shareholders will approve the election of the members of the Board of Directors, including the Independent Directors, to hold office until the next stockholders' meeting and until their respective successors have been elected and qualified. The nominees were evaluated on the basis of the selection criteria of the Company for Board members. They possess all qualifications required by applicable laws, rules and regulations and the Company's By-Laws and none of the disqualifications to serve as members of the Board.

The profile and qualifications of the nominees are available on the Company's website and will be made available at the special stockholders' meeting on 20 April 2020 for any stockholder who want to review the same.

#### **9. Other matters/Adjournment**

Matters that are relevant to and appropriate for the annual stockholder's meeting may be taken up. Stockholders may also propose to consider such other relevant matters or issues.



## PROXY

The undersigned stockholder ("Stockholder") of **CHARTER PING AN INSURANCE CORPORATION** (the "Corporation"), hereby appoints:

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or, in case of the his/her non-attendance,

\_\_\_\_\_  
as the Stockholder's proxy to represent the Stockholder and vote all shares registered in the name of the Stockholder in the stock and transfer book of the Corporation and/or such shares as the Stockholder is authorized to represent and vote at the annual meeting of the stockholders to be held at the Board Room, 34/F GT Tower International 6813 Ayala Avenue corner H.V. dela Costa Street, Makati City, 1227, on 20 April 2020 at 10:00 AM, and any adjournments and postponements thereof, as fully to all intents and purposes as the Stockholder might do if present and acting in person.

This proxy revokes and supersedes any previously executed proxy or proxies and shall continue until such time as the same is revoked or withdrawn. This proxy shall be valid for the purpose only of the annual meeting of the stockholders on 20 April 2020.

Signed on [date] at [place].

**[NAME OF STOCKHOLDER]**

\_\_\_\_\_  
By:  
Name:  
Title:

SIGNED IN THE PRESENCE OF:

\_\_\_\_\_  
Name: