

## **Tamares, John Joseph S.**

---

**Subject:** FW: Notice of Joint Annual Stockholders and Organizational Board Meeting of ELGAP on 19 March 2024 at 09:00am

**Attachments:** Notice of 19 March 2024 Joint Annual Shareholders and Organizational Board Meeting of ELGAP.pdf; Profiles of Nominated ELGAP Board of Directors 2024-2025.pdf; Editable Proxy Form EIHSB.docx; Editable Proxy Form E-Marc Consultants.docx; Editable Proxy Form Maybank Capital.docx; Editable Proxy Form Other Shareholders.docx

**From:** Tamares, John Joseph S.

**Sent:** Wednesday, 21 February 2024 2:14 am

**To:** Mohd Din Bin Merican; Din Merican; Loh Lee Soon; Bautista, Rico T.; Tordesillas, Manuel N.; Manuel Tordesillas; Mendoza, Eulogio A.; Eulogio Mendoza; Jacinto, Ricardo N.; Ricardo Nicanor Jacinto; Helen de Guzman; De Guzman, Helen; Dayrit, Aurelio Noel; Reyes, Joven D.; fundmanager\_07@yahoo.com

**Cc:** Hebron, Raul M.; Ruhaizat Bin Ehwan; Azrie Hafiz Bin Azmi; Ahmad Shaifuldin bin Mahamad Sharudi; Eng Poh Yoon; Shahril Azwan Bin Ismail; Yap Pooi Choo; Vilasini Devi A/P Govendan Kutty; Gardose, Zulein May; Oliva, Donabelle L.; Joji Domantay

**Subject:** Notice of Joint Annual Stockholders and Organizational Board Meeting of ELGAP on 19 March 2024 at 09:00am

### **TO ALL STOCKHOLDERS OF ETIQA LIFE AND GENERAL ASSURANCE PHILIPPINES, INC.:**

NOTICE IS HEREBY GIVEN THAT the 2024 Joint Annual Stockholders and Organizational Board Meeting of **Etiqa Life and General Assurance Philippines, Inc.** will be held on 19 March 2024, Tuesday, 09:00 in the morning, at ELGAP Training Room, 2F Morning Star Center, 347 Sen. Gil J. Puyat Avenue, Makati City, Metro Manila, to consider the following:

#### **A G E N D A**

1. Administrative Matters:
  - a. Call to Order
  - b. Certification of Notice & Quorum
2. As Ordinary Businesses:
  - a. Confirmation of the Minutes of the Previous Meetings of the Stockholders held on 21 March 2023 and 21 November 2023.
    - ❖ The Chairman will present the Minutes of the Stockholders' Meetings held on 21 March 2023 and 21 November 2023 for review, comments and approval of the stockholders.
  - b. Ratification of the Acts of the Board of Directors, the Board Committees and Management
    - ❖ The Chairman will present to the stockholders for their approval, ratification and confirmation, all the acts of the Board of Directors, the Board Committees, and Management performed during the Fiscal Year 2023.
  - c. Approval of the President's Annual Report
    - ❖ The President will submit for approval of the stockholders the President's Annual Report for the Fiscal Year 2023.
  - d. Nomination and Election of the Board of Directors
    - ❖ As required by the Revised Corporation Code of the Philippines, and the Company By-Laws, the stockholders are required to elect/re-elect the members of the Board of Directors of Etiqa Life and General Assurance Philippines, Inc., who will hold office for a period of one (1) year or until their successors are duly elected and qualified.

In line with the Charter of the Corporate Governance Committee of the Board, the following are the nominees as members of the Board of Directors:

1. Mohd Din Bin Merican (Chairman) (Independent Director)

2. Loh Lee Soon (Vice Chairman) (Independent Director)
3. Rico T. Bautista
4. Manuel N. Tordesillas
5. Eulogio A. Mendoza
6. Ricardo Nicanor N. Jacinto (Independent Director)
7. Helen T. De Guzman (Independent Director)

All independent directors are subject to the term limit(s) provided under IC Circular No. 2018-36.

e. Appointment of Members of Board Committees

- ❖ The newly-elected members of the Board of Directors will appoint the members of the Audit Committee of the Board (ACB), Corporate Governance Committee (CGC), Related Party Transaction Committee (RPTC), and Board Risk and Compliance Oversight Committee (BRCOC), who will hold office for a period of one (1) year or until their successors are duly elected and qualified.

f. Approval of the following proposed amendment to the Amended Articles of Incorporation to reflect takaful undertaking as additional primary purpose of the Company:

- ❖ The Chairman will present to the Stockholders for their approval, the inclusion of takaful undertaking as additional primary purpose of the Company, and the corresponding amendment to Article II of the Amended Articles of Incorporation of the Company.

g. Approval of 2023 Audited Financial Statements

- ❖ The President will submit for approval of the stockholders the Company's Audited Financial Statements as at 31 December 2023, as audited by Sycip Gorres Velayo & Co. (SGV&Co.). As approved, the Audited Financial Statements of the Company will be submitted to the Securities and Exchange Commission (SEC) and the Bureau of Internal Revenue (BIR).

h. Re-appointment of Sycip Gorres Velayo & Co. (SGV&Co.) as Independent Auditors of the Company

- ❖ As recommended by Management, the stockholders are requested to approve the re-appointment of SGV&Co. as the Independent Auditors of the Company for the Fiscal Year 2024.

i. Confirmation of 2023 Related Party Transactions (RPTs)

- ❖ The Chairman will present for confirmation of the stockholders the material related party transactions of the Company for the fiscal year 2023.

j. Confirmation of Mission and Vision of the Company

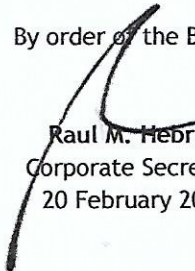
- ❖ The Chairman will present for review and confirmation of the stockholders the Company's Mission and Vision Statements.  
Mission: "A Life, Health, and Non-Life Insurance Company that makes the Philippines a better place."  
Vision: "To Be A Leading ASEAN Insurer in the Philippines"

3. As Special Business:

- a. To transact any other business of the company.
  - ❖ The Chairman will open the floor for comments or queries by the stockholders.

4. Adjournment

By order of the Board:

  
Raul M. Hebron  
Corporate Secretary  
20 February 2024

Notes:

1. Participants who will not be able to attend physically may attend and participate in the meeting via remote communication in accordance with the provision of SEC Memorandum Circular No. 06, Series of 2020. A link will be provided in the calendar invite you will receive.

2. A stockholder entitled to attend, speak, and vote at the stockholders meeting is entitled to appoint proxy(ies) to attend, speak and vote in his stead.
3. If you cannot attend the said meeting, kindly accomplish and return the attached proxy form to the Office of the Corporate Secretary at the 3<sup>rd</sup> Floor Morning Star Center, 347 Sen. Gil J. Puyat Avenue, Makati City, 1209 Metro Manila no later than 18 March 2024 at 5:00 p.m. You may also email the Corporate Secretary at [rmhebron@etiqa.com.ph](mailto:rmhebron@etiqa.com.ph).