



SMC GLOBAL POWER

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
June 2, 2020

The Annual Meeting of the Stockholders of **SMC GLOBAL POWER HOLDINGS CORP.** will be held on **June 2, 2020 (Tuesday) at 10:00 a.m., which will be presided by the Chairman at No. 40 San Miguel Avenue, Mandaluyong City. Stockholders are requested to attend through teleconferencing by dialing-in the telephone number (02) 8-8046593.**

The Agenda of the Meeting is as follows:

1. Certification of Notice and Quorum
2. Approval of the Minutes of the Annual Stockholders' Meeting held on June 4, 2019
3. Approval of the 2019 Audited Financial Statements
4. Election of the Board of Directors
5. Ratification of Acts and Proceedings of the Board of Directors and Corporate Officers
6. Appointment of External Auditors
7. Other Matters
8. Adjournment

A copy of the Minutes of the Annual Stockholders' Meeting held on June 4, 2019 is included in the Definitive Information Statement and is available for viewing on the Company's website www.smcglobalpower.com.ph.

Due to CoVID-19 health concerns, the Company will not hold a physical meeting and will instead conduct the meeting through teleconferencing. Stockholders can attend the meeting by teleconferencing. Stockholders intending to attend the meeting by teleconferencing should notify the Company by email to 2020ASM@smcqph.sanmiguel.com.ph by **May 26, 2020** at 12 noon. The procedure and further details for attending the meeting, participation therein and casting of votes are set forth in Appendix 1 and in the Definitive Information Statement.

Votes will be cast through ballots or proxies. The deadline for the submission of ballots and proxies is on **May 19, 2020**. For your convenience, a sample of a ballot/proxy is attached to the Definitive Information Statement. For an individual, his/her ballot or proxy must be accompanied by a valid government-issued ID with a photo. For a corporation, its proxy must be accompanied by its Corporate Secretary's certification setting the representative's authority to represent the corporation in the meeting. Ballots and proxies may be sent through email at 2020ASM@smcqph.sanmiguel.com.ph or by mail to the Office of the Corporate Secretary at No. 40 San Miguel Avenue, Mandaluyong City. Proxies need not be notarized. Validation of ballots and proxies will be on **May 26, 2020** at 2:00 p.m. at the Office of the Corporate Secretary at the above-mentioned address. Hard copies of the ballots and proxies and notarized Secretary's Certificates will be immediately sent after the lifting of the enhanced community quarantine and when offices resume normal operations.

Questions and comments to the Board of Directors and/or Management may be sent in advance by email to 2020ASM@smcqph.sanmiguel.com.ph.

Mandaluyong City, May 11, 2020.

Virgilio S. Jacinto
Corporate Secretary and
Compliance Officer

**PROCEDURE FOR THE 2020 ANNUAL STOCKHOLDERS' MEETING OF
SMC GLOBAL POWER HOLDINGS CORP. THROUGH TELECONFERENCING**

1. The Chairman shall preside the 2020 Annual Stockholders' Meeting at No. 40 San Miguel Avenue, Mandaluyong City.
2. Stockholders of record as of May 5, 2020 who intend to attend the meeting through teleconferencing are requested to notify the Company by email to 2020ASM@smcgph.sanmiquel.com.ph by May 26, 2020 at 12 noon.
3. For validation purposes, the email should contain the following information: (i) name, (ii) address, (iii) telephone number that the stockholder will use to dial-in for the teleconferencing, and (iv) a scanned copy of any valid government-issued identification (ID) card with photo of the stockholder.
4. Only the stockholders who have notified the Company of their intention to participate through teleconferencing as above-described and have been validated to be stockholders of record of the Company will be considered in computing stockholder attendance at the meeting, together with the stockholders attending through proxies.
5. On June 1, 2020, the Corporate Secretary and/or the Assistant Corporate Secretary shall inform the stockholders of the Access Code for the teleconferencing either by email and/or SMS.
6. On June 2, 2020, 9:45 a.m., the stockholders participating via teleconferencing shall each dial-in the telephone number (02) 8-8046593. Thereafter, the stockholder will hear a recorded message acknowledging the call and will prompt him/her to enter the Access Code. The stockholder will have to enter the Access Code so provided to him/her in order to successfully join the teleconferencing.
7. Votes of all stockholders can only be cast through ballots or proxies submitted on or before May 19, 2020. A sample of the ballot and proxy is included in the Definitive Information Statement.
8. All ballots and proxies should be received by the Corporate Secretary on or before May 19, 2020 by email sent to 2020ASM@smcgph.sanmiquel.com.ph or by mail sent to the Office of the Corporate Secretary at No. 40 San Miguel Avenue, Mandaluyong City.
9. For an individual, his/her ballot or proxy must be accompanied by a valid government-issued ID with a photo. For a corporation, its proxy must be accompanied by its corporate secretary's certification stating the representative's authority to represent the corporation in the meeting. Validation of ballots and proxies will be on May 26, 2020 at 2:00 p.m. at the Office of the Corporate Secretary at the above-mentioned address.
10. The nominees for election to the Board were submitted in writing to the Board of Directors through the Corporate Secretary. The Corporate Governance Committee is tasked to pre-screen and evaluate the qualifications of the nominees in accordance with the Amended Manual on Corporate Governance of the Company.
11. The voting procedure for all items in the Agenda, including the election of the members of the Board, are set out in the Definitive Information Statement.
12. Stockholders may send their questions and/or comments during the meeting, or prior thereto by email to 2020ASM@smcgph.sanmiquel.com.ph. Questions and comments may also be written in the space provided in the sample ballot/proxy form.
13. The proceedings of the meeting will be recorded.

Should you have questions or requests for clarification on the procedure for the 2020 Annual Stockholders' Meeting, please email them to 2020ASM@smcgph.sanmiquel.com.ph.

**SMC GLOBAL POWER HOLDINGS CORP.
ANNUAL STOCKHOLDERS' MEETING
JUNE 2, 2020
10:00 a.m. via Teleconferencing
("2020 Annual Stockholders' Meeting")**

Please mark as applicable:

Vote by ballot: The undersigned stockholder of SMC Global Power Holdings Corp. (the "Company") casts his/her vote on the agenda items for the 2020 Annual Stockholders' Meeting, as expressly indicated with "X" below in this ballot.

Vote by proxy: The undersigned stockholder of the Company hereby appoints _____ or, in his/her/its absence, the Chairman of the meeting, as attorney and proxy, to represent and vote all the shares registered in his/her/its name at the 2020 Annual Stockholders' Meeting and any of its adjournment(s), as fully as the undersigned can do if present and voting in person, ratifying all action taken on matters that may properly come before such meeting or its adjournment(s). The undersigned directs the proxy to vote on the agenda items which have been expressly indicated with "X" below. If the undersigned fails to indicate his/her/its vote on the agenda items specified below, his/her/its proxy shall vote in accordance with the recommendation of Management. Management recommends a "FOR ALL" vote for proposal 1, and a "FOR" vote for proposals 2 through 5.

PROPOSAL	ACTION			
	VOTE FOR ALL	WITHHOLD FOR ALL	VOTE ONLY FOR	FULL DISCRETION OF PROXY (IF FORM USED AS PROXY)
1. Election of Directors The nominees are: a. Ramon S. Ang b. Ferdinand K. Constantino c. Aurora T. Calderon d. Virgilio S. Jacinto e. Jack G. Arroyo, Jr. (<i>Independent Director</i>) f. Consuelo M. Ynares-Santiago (<i>Independent Director</i>) g. Josefina Guevara-Salonga (<i>Independent Director</i>)			a. b. c. d. e. f. g.	
	FOR	AGAINST	ABSTAIN	
2. Approval of the Minutes of the 2019 Annual Stockholders' Meeting				
3. Approval of the 2019 Audited Financial Statements				
4. Ratification of all Acts of the Board of Directors and Corporate Officers since the 2019 Annual Stockholders' Meeting				
5. Appointment of External Auditors for 2020				

Signed this _____ day of _____ 2020 at _____.

PRINTED NAME OF STOCKHOLDER

SIGNATURE OF STOCKHOLDER/AUTHORIZED SIGNATORY

Questions/Comments to the Board of Directors and/or Management:

NOTE: This ballot/proxy should be received by the Office of the Corporate Secretary on or before May 19, 2020 by email sent to 2020ASM@smcgph.sanmiguel.com.ph or by mail sent to the Office of the Corporate Secretary at No. 40 San Miguel Avenue, Mandaluyong City. This ballot/proxy, when properly executed, will be voted in the manner as marked/directed herein by the stockholder. If no direction is made in the proxy, such proxy will be voted for the election of all nominees and for the approval of the matters stated above and for such other matters as may properly come before the meeting as recommended by the management or the Board of Directors. A stockholder giving a proxy has the power to revoke it either in an instrument in writing duly presented to and recorded with the Corporate Secretary at least five (5) days prior to the 2020 Annual Stockholders' Meeting. Notarization of this proxy is not required. For an individual, his/her ballot/proxy must be accompanied by a valid government-issued ID with a photo. For a corporation, its proxy must be accompanied by a certification issued by its corporate secretary setting the representative's authority to represent the corporation in the 2020 Annual Stockholders Meeting ("Secretary's Certificate"). Validation of ballots and proxies will be on May 26, 2020 at 2:00 p.m. at the above-mentioned address of the Office of the Corporate Secretary. For ballots, proxies and Secretary's Certificates sent to the Office of the Corporate Secretary via email, the hard copies of the ballots, proxies, and notarized Secretary's Certificate should be immediately sent to the Office of the Corporate Secretary at the above-mentioned address after the lifting of the enhanced community quarantine and when offices resume normal operations.