



MACROASIA CORPORATION

NOTICE OF ANNUAL STOCKHOLDERS' MEETING

Notice is hereby given that the Annual Stockholders' Meeting of MACROASIA CORPORATION will be conducted virtually through <http://www.macroasiacorp.com/asm> on Thursday, 12 May 2022, at 3:00 P.M.

The Agenda for the meeting is as follows:

1. Call to Order
2. Certification of Notice and Quorum
3. Approval of the Minutes of the Annual Stockholders' Meeting held on 13 May 2021
4. President's Report
5. Financial Report on Results of Operations for 2021
6. Approval of the Audited Financial Statements for the year ended 31 December 2021
7. Ratification of all Acts, Proceedings and Resolutions of the Board of Directors and Management since the Annual Stockholders' Meeting held on 13 May 2021 up to 12 May 2022
8. Election of Directors
9. Appointment of External Auditor
10. Other Matters
11. Adjournment

Record Date. The Board of Directors has fixed 12 April 2022 as the record date for the determination of stockholders entitled to notice of, to participate and to vote at, the Annual Stockholders' Meeting.

Attendance and Pre-Registration. In order to safeguard the health and ensure the safety of our stockholders and stakeholders, stockholders may attend and participate in the meeting only by remote communication, and may vote either *in absentia* or by voting through the Chairman of the meeting as their proxy.

Stockholders who wish to participate in the meeting via remote communication and to vote *in absentia* should pre-register through <http://www.macroasiacorp.com/asm> by 3 May 2022.

Qualified pre-registered stockholders will be provided access to the live streaming of the meeting and can then cast their votes *in absentia* through the

Company's secure online voting facility. All votes cast shall be subject to validation.

Proxies. The Company is not soliciting your proxies. Stockholders who wish to vote by proxy must submit their duly accomplished proxy forms through email to macasm@macroasiacorp.com not later than 28 April 2022.

Procedural Information. The procedure and requirements for participating in the meeting through remote communication, as well as voting *in absentia* or by proxy, are set forth in the Definitive Information Statement.

Queries. You may send your questions regarding the agenda items through <http://www.macroasiacorp.com/asm> or via email at macasm@macroasiacorp.com on or before 6 May 2022.

Electronic Copies of Relevant Documents. Pursuant to the SEC Notice dated 16 February 2022, electronic copies of the Company's Definitive Information Statement, Management Report, SEC Form 17-A, and other relevant documents are accessible through the Company's website at the following link <http://www.macroasiacorp.com/asm>.

Video and Audio Recording. Pursuant to SEC Memorandum Circular No. 6, Series of 2020, please be informed that there will be an audio and video recording of the meeting.

Makati City, 1 April 2022.



FLORENTINO M. HERRERA III
Corporate Secretary

Explanation and Rationale for Each Agenda Item

1. Call to Order

The Chairman of the Board of Directors, Dr. Lucio C. Tan, will call the meeting to order. Thereafter, the Chairman shall ask the President and Chief Operating Officer, Mr. Eduardo Luis T. Luy, to preside over the meeting.

2. Certification of Notice and Quorum

The Corporate Secretary, Atty. Florentino M. Herrera III, will certify that the Notice of the Annual Stockholders' Meeting (i) was duly sent to the stockholders of record of the Corporation at least twenty-one (21) days before the date of the meeting; and (ii) was published in the business section of two (2) newspapers of general circulation for two (2) consecutive days.

The Corporate Secretary will thereafter certify to the presence of a quorum. The number of the shares represented at the meeting shall be validated by PNB Trust, the stock transfer agent of the Corporation.

3. Approval of the Minutes of the Annual Stockholders' Meeting held on 13 May 2021

The Minutes of the Annual Stockholders' Meeting of the Corporation held on 13 May 2021 is posted at the Corporation's website, <http://www.macroasiacorp.com/>.

The affirmative vote of stockholders representing at least a majority of the outstanding capital stock of the Corporation present at the meeting shall be necessary to approve the Minutes of the Meeting.

4. President's Report

The President and Chief Operating Officer of the Corporation, Mr. Eduardo Luis T. Luy, will deliver the President's Report on the results of operations of the Corporation and its subsidiaries, together with the projected business outlook for 2022.

5. Financial Report on Results of Operations for 2021

The Corporation's Chief Financial Officer, Mr. Amador T. Sendin, will present the Financial Report for the year ended 31 December 2021.

6. Approval of the Annual Report and the Audited Financial Statements for the year ended 31 December 2021

The Audited Financial Statements of the Corporation, as audited by SyCip Gorres Velayo & Co., for the year ended 31 December 2021 will be contained in the Annual Report to be emailed to the stockholders upon their successful registration for the Annual Stockholders' Meeting. The same shall also be posted on the Corporation's website at <http://www.macroasiacorp.com/asm>, as part of its Definitive Information Statement (SEC Form 20-IS).

The Audit Committee has recommended, and the Board of Directors has approved the Audited Financial Statements of the Corporation for the year ended 31 December 2021.

A resolution for the approval of the Annual Report and Audited Financial Statements shall be submitted to the stockholders.

The affirmative vote of stockholders representing at least a majority of the outstanding capital stock of the Corporation present at the meeting shall be necessary to approve the resolution.

7. Ratification of all Acts, Proceedings and Resolutions of the Board of Directors and Management since the Annual Stockholders' Meeting held on 13 May 2021 up to 12 May 2022

The acts and resolutions of the Board of Directors and Management since the 2021 Annual Stockholders' Meeting are enumerated in Item 18 of SEC Form 20-IS.

A motion for the approval, confirmation, and ratification of the acts, proceedings and resolutions of the Board of Directors and Management since the 2021 Annual Stockholders' Meeting shall be presented to the stockholders.

The affirmative vote of stockholders representing at least a majority of the outstanding capital stock of the Corporation present at the meeting shall be necessary to approve the resolution.

8. Election of Directors

In accordance with the Corporation's By-Laws and Manual on Corporate Governance, the Corporate Governance Committee received the nominations to the Board of Directors.

During its meeting on 29 March 2022, the Corporate Governance Committee determined that all the nominees, including the nominees for independent directors, possess all the qualifications of a director pursuant to the Corporation's By-Laws, Manual on Corporate Governance, and applicable laws, rules and regulations. Copies of the directors' profiles are provided in the Information Statement and posted on the Corporation's website: <http://www.macroasiacorp.com/>.

The Corporate Secretary shall present to the stockholders the names of the individuals who were nominated in the Final List of Candidates for directors of the Corporation.

The eleven (11) directors receiving the highest number of votes will be declared elected as directors of the Corporation.

The Office of the Corporate Secretary shall oversee the tabulation of the votes, subject to verification by the external auditor, SyCip Gorres Velayo & Co.

9. Appointment of External Auditor

The Audit Committee has recommended, and the Board of Directors has approved the appointment of SyCip Gorres Velayo & Co. as the external auditor of the Corporation.

The profile of the proposed external auditor is provided in the Information Statement.

A resolution for the appointment of SyCip Gorres Velayo & Co. as the Corporation's external auditor will be presented to the stockholders for their approval.

The affirmative vote of stockholders representing at least a majority of the outstanding capital stock of the Corporation present at the meeting shall be necessary to approve the resolution.

10. Other Matters

The Chairman of the Meeting will hold an Open Forum to address the queries of the stockholders.

Only questions submitted in advance by the stockholders will be addressed during the Meeting. As stated in the Notice, the questions must be submitted through <http://www.macroasiacorp.com/asm> or via email at macasm@macroasiacorp.com on or before 6 May 2022.

Questions received but not entertained during the Open Forum due to time constraints will be addressed separately by the Corporation's Investor Relations Officer.

11. Adjournment

Upon confirmation by the Corporate Secretary that there are no other matters to be considered, and on motion by a stockholder duly seconded, the Chairman of the meeting will declare the meeting adjourned.