

Minutes of the Annual Meeting
of the Stockholders of

CIRTEK HOLDINGS PHILIPPINES CORPORATION

Held on 26 May 2023 at 10:30 a.m.
via videoconferencing

**VOTING SHARES PRESENT IN PERSON, IN ABSENTIA OR BY
PROXY DURING THE MEETING**

COMMON SHARES	110,487,520
PREFERRED A SHARES	700,000,000
TOTAL VOTING SHARES PRESENT	810,487,520
TOTAL VOTING SHARES	1,368,505,825

**NON-VOTING SHARES PRESENT IN PERSON, IN ABSENTIA
OR BY PROXY DURING THE MEETING**

PREFERRED B1 SHARES	70,000,000
PREFERRED B2 SHARES	500
TOTAL NON-VOTING SHARES PRESENT	70,000,500
TOTAL NON-VOTING SHARES	202,561,900

<u>TOTAL ISSUED AND OUTSTANDING SHARES</u>	<u>1,571,067,725</u>
<u>% OF VOTING SHARES PRESENT</u>	<u>59.22%</u>
<u>% OF TOTAL SHARES PRESENT INCLUDING NON- VOTING</u>	<u>56.04%</u>

**VOTING SHARES WHO REGISTERED THEIR VOTES IN
PERSON, IN ABSENTIA, OR BY PROXY DURING THE
MEETING**

COMMON SHARES	110,487,520
PREFERRED A SHARES	700,000,000
TOTAL VOTING SHARES WHO REGISTERED THEIR VOTES	810,487,520
NO. OF SHARES WHO REGISTERED (VOTING AND NON-VOTING)	880,488,020

I. CALL TO ORDER

The President, Mr. Jorge Aguilar, called the meeting to order and presided over the same as Chairman of the meeting. The Corporate Secretary, Atty. Dyan Danika G. Lim-Ong, recorded the minutes of the proceedings.

The President welcomed the stockholders and noted that the Annual Stockholders' Meeting is being done through videoconferencing due to the Coronavirus Disease 2019 ("COVID-19") pandemic, in accordance with the Revised Corporation Code as well as the SEC Memorandum Circular No. 06, Series of 2020, which allow stockholders to participate and vote in stockholders' meetings through remote communication when so provided in the Corporation's By-Laws or when approved by a resolution of the majority of the Board of Directors. Upon the request of the Chairman, the Corporate Secretary laid down the ground rules for the orderly conduct of the meeting.

II. CERTIFICATION OF QUORUM

The Corporate Secretary certified that Notices of the 2023 Annual Stockholders' Meeting stating the time, date, place, and the agenda were sent to the stockholders *via* electronic mail, personal delivery, or registered mail on 4 May 2023 in accordance with the period provided in the Corporation's By-Laws. On even date, said Notices were also posted on the Company's official website, and on the Philippine Stock Exchange Edge after the required disclosure has been submitted. The Notice of the Meeting was also published in the business section of two (2) newspapers of general circulation namely, Malaya and Daily Tribune, in print and online format, for two (2) consecutive days, specifically on 4 and 5 May 2023.

The Corporate Secretary confirmed that with the presence, either in person or by proxy, of stockholders holding **810,487,520 shares representing 59.22% of the total issued and outstanding shares of the Corporation entitled to vote**, a quorum existed for the proper transaction of business. The breakdown of the attendance for the certification of the existence of a quorum is, as follows:

VOTING SHARES PRESENT IN PERSON, IN ABSENTIA OR BY PROXY DURING THE MEETING	
COMMON SHARES	110,487,520
PREFERRED A SHARES	700,000,000
TOTAL VOTING SHARES PRESENT	810,487,520
TOTAL VOTING SHARES	1,368,505,825
% of VOTING SHARES PRESENT	59.22%

III. APPROVAL OF THE MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING HELD ON 27 MAY 2022

The reading of the Minutes of the Annual Stockholders' Meeting held on 27 May 2022 was dispensed with as copies of the Minutes were made available to the public in the Corporation's website and may be downloaded thereon.

With stockholders holding 810,475,291 shares representing 99.99% of the total issued and outstanding capital stock of the Corporation entitled to vote, who registered their votes during the meeting, and who voted in favor of the approval of the Minutes of the Annual Stockholders' Meeting held 27 May 2022, the Minutes was approved by the stockholders. The breakdown of the votes is as follows:

	FOR		AGAINST		ABSTAINED	
VOTING SHARES	810,475,291	99.99%	0	0%	12,220	0.002%

IV. PRESIDENT'S REPORT

The President gave a report on the performance of the Corporation. The highlights of the report are as follows:

- Cirtek is growing since it was founded in 1984 and since its initial listing in 2011.
- Cirtek currently has 1,920 employees across the globe.
- Through its subsidiaries, the company is primarily engaged in 3 major activities:
 - Design, development and delivery of the wireless industry's most advanced high-efficiency high-performance antenna solutions;
 - Manufacture of value-added, highly integrated microwave and millimeter wave technology products; and
 - Manufacture and sales of semiconductor packages as an independent subcontractor for outsourced semiconductor assembly test and packaging services
- Business Pillars of the Corporation include:
 - Cirtek Electronics Corporation:
 - Its revenue contribution is at USD 37.6 Million, which translates to 44.33% of the Corporation's total sales.
 - Cirtek Advanced Technologies Corporation Solutions, Inc.:
 - Its revenue contribution is at USD 19.8 Million, which translates to 23.32% of the Corporation's total sales.
 - Quintel USA Quintel Technology Ltd
 - Its revenue contribution is at USD 27.4 Million, which translates to 32.35% of the Corporation's total sales)

Attached is a copy of the presentation.

V. PRESENTATION AND APPROVAL OF AUDITED FINANCIAL STATEMENTS

Mr. Brian Gregory Liu presented the audited financial statements of the Corporation as of and for the year ended 31 December 2022 to the stockholders for approval.

Attached is a copy of the presentation.

With stockholders holding 810,475,291 shares representing 99.99% of the total issued and outstanding capital stock of the Corporation entitled to vote, who registered their votes during the meeting, and who voted in favor of the approval of the approval of the 2022 Annual Financial Statements, the 2022 Audited Financial Statements of the Corporation was approved by the stockholders. The breakdown of the votes is as follows:

	FOR		AGAINST		ABSTAINED	
VOTING SHARES	810,475,291	99.99%	0	0%	12,220	0.002%

VI. RATIFICATION OF ALL ACTS OF THE BOARD OF DIRECTORS AND MANAGEMENT

With stockholders holding 810,475,291 shares representing 99.99% of the total issued and outstanding capital stock of the Corporation entitled to vote, who registered their votes during the meeting, and who voted in favor of the approval of the ratification of all acts of the Board and Management of the Corporation since the last Annual Stockholders' Meeting held on 27 May 2022, the approval of the ratification of all acts of the Board and Management was ratified by the stockholders. The breakdown of the votes is as follows:

	FOR		AGAINST		ABSTAINED	
VOTING SHARES	810,475,291	99.99%	0	0%	12,220	0.002%

VII. ELECTION OF DIRECTORS

With each of the nominees for Director obtaining 810,475,291 votes from the voting shares, the following nominees are elected members of the Board of Directors for 2023-2024:

For Regular Directors:

1. Mr. Jerry Liu
2. Mr. Jorge Aguilar
3. Mr. Justin Liu

4. Mr. Brian Gregory Liu
5. Mr. Michael Stephen Liu
6. Mr. Ernest Fritz Server

For Independent Directors:

7. Mr. Hector Villanueva
8. Ms. Corazon P. Guidote
9. Mr. Bernardino M. Ramos

VIII. APPOINTMENT OF EXTERNAL AUDITORS

With stockholders holding 810,475,291 shares representing 99.99% of the total issued and outstanding capital stock of the Corporation entitled to vote, who registered their votes during the meeting, and who voted in favor of the reappointment of R.S. Bernaldo & Associates, with Romeo De Jesus, Jr. as the handling partner, as the Company's external auditor was ratified by the stockholders. The breakdown of the votes is as follows:

	FOR		AGAINST		ABSTAINED	
VOTING SHARES	810,475,291	99.99%	0	0%	12,220	0.002%
	FOR		AGAINST		ABSTAINED	
VOTING SHARES	810,475,291	99.99%	0	0%	12,220	0.002%

IX. OTHER MATTERS

The Chairman of the meeting opened the floor for questions from the stockholders. The following questions/matters were answered/clarified by the Chairman during the meeting:

1. The need to ratify the matters taken up since the 2023 Annual Stockholders' Meeting;
2. Identification of the subsidiaries that contributed majority of the increase of sales in Year 2022;
3. Business condition of the Corporation considering the worldwide business slowdown; and
4. Reason for the increase in the sales of Quintel and the major products that contributed in said increase.

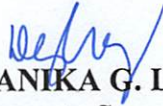
The Chairman then informed the stockholders that should they have any concerns or questions, they may send their questions by email, and the Management will endeavor to answer such questions as soon as possible.

X. ADJOURNMENT

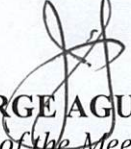
There being no other matters to discuss, the meeting was, upon motion duly made and seconded, adjourned.

[The remainder of the page is intentionally left blank. Signature page to follow.]

Prepared by:


DYAN DANIKA G. LIM-ONG
Corporate Secretary

Noted by:


JORGE AGUILAR
Chairman of the Meeting/Director

CIRTEK HOLDINGS PHILIPPINES CORPORATION ANNUAL STOCKHOLDER'S MEETING

Management Presentation

May 26, 2023 Friday

SAFE HARBOR STATEMENT & CONFIDENTIALITY

THIS PRESENTATION HAS BEEN PREPARED BY CIRTEK HOLDINGS PHILIPPINES CORPORATION ("CIRTEK" OR THE "COMPANY") SOLELY FOR USE AT THE COMPANY'S ANNUAL STOCKHOLDER MEETING HELD IN LAGUNA ON 28 MAY 2021. THE CONTENTS OF THIS PRESENTATION MAY NOT BE REPRODUCED, REDISTRIBUTED OR PASSED ON, DIRECTLY OR INDIRECTLY, TO ANY OTHER PERSON OR PUBLISHED, IN WHOLE OR IN PART, FOR ANY PURPOSE.

THIS PRESENTATION MADE BY REPRESENTATIVES OF THE COMPANY INCLUDES CERTAIN STATEMENTS THAT ARE NOT DESCRIPTIONS OF HISTORICAL FACT, BUT ARE FORWARD-LOOKING STATEMENTS. THESE FORWARD-LOOKING STATEMENTS MAY INCLUDE STATEMENTS ABOUT OUR PLANS AND OBJECTIVES FOR FUTURE EXPANSION AND OPERATIONS, AND OTHER STATEMENTS CONTAINING FORWARD LOOKING TERMINOLOGY SUCH AS "MAY," "BELIEVES," "ANTICIPATES," "INTENDS," "EXPECTS," "PROJECTS," "LOOKING FORWARD," "TARGETS," "PLANS," OR SIMILAR TERMS, VARIATIONS OF SUCH TERMS OR THE NEGATIVE OF SUCH TERMS.

SUCH INFORMATION IS BASED UPON VARIOUS ASSUMPTIONS MADE BY, AND EXPECTATIONS OF, OUR MANAGEMENT THAT WERE REASONABLE WHEN MADE BUT MAY PROVE TO BE INCORRECT. ALL OF SUCH ASSUMPTIONS ARE INHERENTLY SUBJECT TO UNCERTAINTIES AND CONTINGENCIES BEYOND OUR CONTROL AND UPON ASSUMPTIONS WITH RESPECT TO FUTURE BUSINESS DECISIONS WHICH ARE SUBJECT TO CHANGE. ACCORDINGLY, THERE CAN BE NO ASSURANCE THAT ACTUAL RESULTS WILL MEET EXPECTATIONS AND ACTUAL RESULTS MAY VARY (PERHAPS MATERIALLY) FROM CERTAIN OF THE RESULTS ANTICIPATED HEREIN.

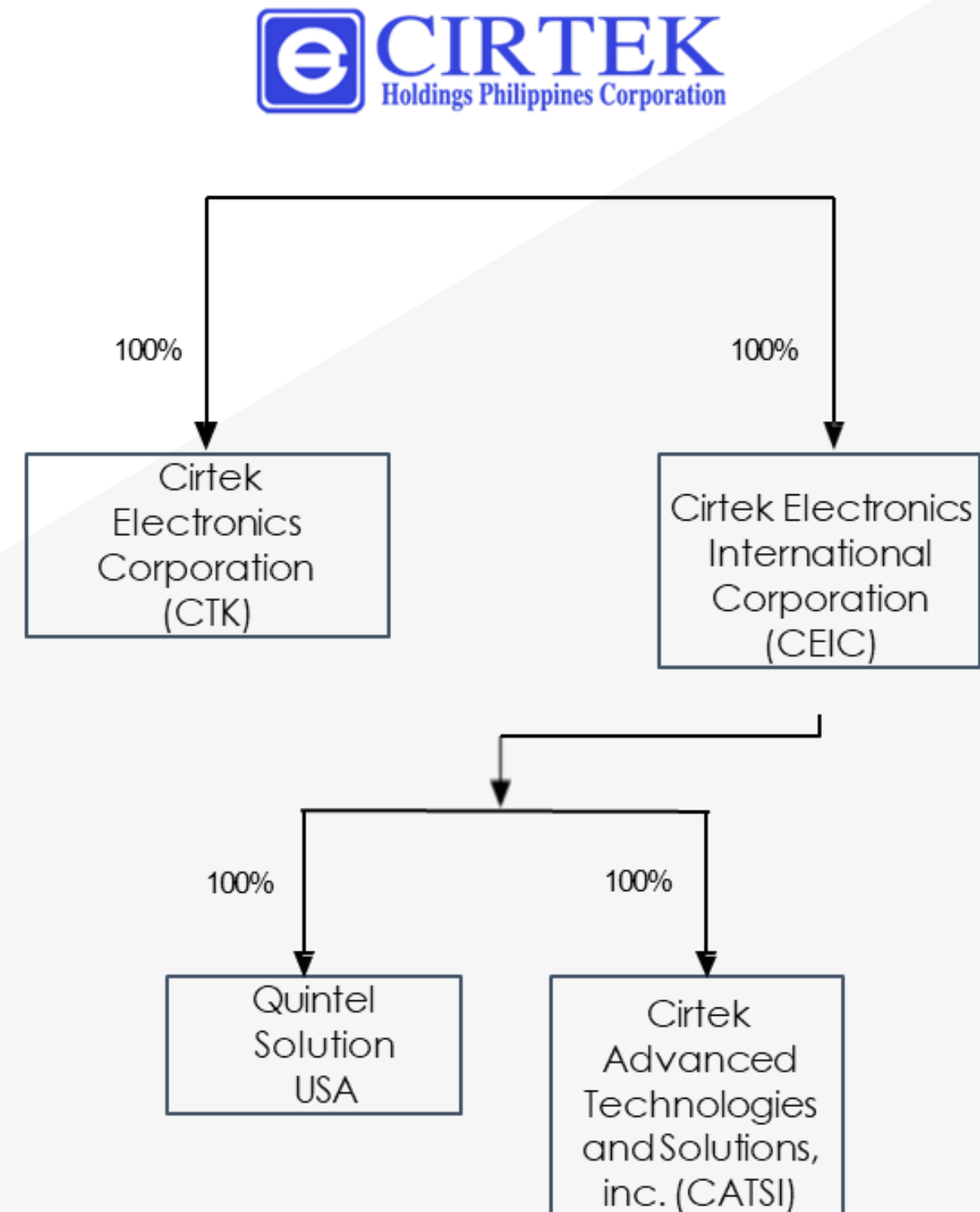
THE COMPANY UNDERTAKES NO OBLIGATION, AND DISCLAIMS ANY OBLIGATION, TO PUBLICLY UPDATE OR ALTER ANY FORWARD LOOKING STATEMENTS, WHETHER AS A RESULT OF NEW INFORMATION, FUTURE EVENTS OR OTHERWISE.

A FULLY – INTEGRATED, GLOBAL TECHNOLOGY COMPANY

Summary

- Cirtek Holdings Philippines Corporation (“Cirtek”) is a Philippine-incorporated entity listed in the PSE; a **technology company in the Philippines**.
- Founded in 1984 and headquartered in Laguna Technopark, a special economic zone; currently has 1,920 employees across the globe.
- Through its subsidiaries, the company is primarily engaged in three major activities:
 - The design, development and delivery of the wireless industry’s most advanced high-efficiency, high-performance **antenna solutions**.
 - The manufacture of value-added, highly integrated
 - **microwave and millimeter wave technology products**.
 - The manufacture and sales of **semiconductor packages** as an independent subcontractor for outsourced semiconductor assembly, test and packaging services.

Ownership Structure



BUSINESS PILLAR



CIRTEK Electronics Corp.



Description

- CTK is primarily engaged in the business as an independent subcontractor for semiconductor assembly, test, and packaging services
- Provides turnkey solutions that include package design and development, wafer probing, wafer back grinding, assembly and packaging, and final testing of semiconductor devices
- Has over 64 regular customers spread across Europe, the US, and in Asia
- The end application covers a diverse range of industries from consumer products to high reliability industrial and military products
- Acquired Remec Broadband Wireless in 2014 and renamed to CATSI
- CATSI offers a broad range of microwave products that go into various applications
- The end application covers microwave/wireless solutions for carrier and private data networks catering to mobile backhaul, service provider, education, enterprise, government/municipalities, and healthcare
- Founded in 2007, Quintel designs and develops high efficiency and high-performance Base Station antenna solutions for wireless cellular networks
- Allows mobile operators to increase efficiency, enhance quality of service and reduce cost
- Core technology, QTilt, which provides variable linear phase slope across the antenna array to increase site output

2022 Rev. Contrib & Product List

USD 37.6 Mn (44.33%)

- Protection products ESD protection devices for PC and Smartphone
- Voltage control oscillators (VCO) Opto Electronics Relays
- Power management devices for battery chargers & power supply
- Proximity Sensors for Automotive
- Operational Amplifiers IC's for Medical Equipments
- Digital to Analog IC Converters
- Micro Electro Mechanical IC's for Automotive
- Mixed Signal IC's for Power Management
- High Voltage Gallium Nitride IC's for Battery Chargers
- Transient Blocking Units for Surge Protection
- Voltage Regulators for Power Supply
- Discrete IC's for Switching Devices
- Hybrid Power Modules

USD 19.8 Mn (23.32%)

- CTT Out Door Unit ("ODU")
- Indoor Radio Frequency Unit ("IRFU") for
- wireless application
- Outdoor Internet Protocol Radio ("OIPR") FLEX4G-Ultra High Availability ("UHA")

USD 27.4 Mn (32.35%)

- MultiServ – Single
- Antenna – Multiple Frequency Bands
- SONWav – Directional
- Antenna – Passive Real-Time Beamforming
- Passive antennas for 5G networks









Key Customers



CIRTEK NEW BUSINESS OPPORTUNITIES







CIRTEK Electronics Corp.

			
<ul style="list-style-type: none"> Completed Texas Instruments Metal Cans (Power IC regulators and Amplifiers) for medical and Industrial Applications – 2020 onwards ESD protection chips ESD-protection diode array designed to protect sensitive electronics attached to communication lines like USB , Ethernet Video/Audio and Cell Phones Voltage Regulation IC's for power supply. 	<ul style="list-style-type: none"> Maxim -Cirtek captured a new business with Maxim and Analog late last year for devices intended for Battery powered computers, Smart intelligent instrument and robotic applications Analog – In Parallel, Analog released latest wireless battery products intended for healthcare, portable instrumentation and wearable devices that measure temperatures and pressure Increased demand of Hybrid IC power modules for transport system Continues production of mem's (micro eletromechanical sensor IC's) 	<ul style="list-style-type: none"> Bourns in UK. Bourns products for medical applications such as thermal scanners, sensors and imaging devices as well as big data storage specially for the wireless infrastructure application ESD over voltage stress and ESD protection Consumer electronics, etc. Medical equipments Power transient voltage suppressors for surge protection 	<ul style="list-style-type: none"> EM Micro in Switzerland and member of swatch group of companies EM expertise in RFID technologies include miniature devices that are commonly used for Animal tags, Smartcard, Biometrics products which has become mandatory in other countries Animal identification has become mandatory in most countries and EM provides contactless RFID transponders to help manage and safeguard livestock, pets, lab
			
<ul style="list-style-type: none"> Littelfuse in Chicago Illinois, USA. Protection for electronic devices and advanced driver assistance systems (ADAS) New devices was launched by Littelfuse in 2021 that are supplied to home and industrial internet of things Aerospace and defense. Home appliances. EV charging Led lighting 	<ul style="list-style-type: none"> Currently expanding Cirtek capacity to accommodate growth in GaN products for high power application for use in automotive and high-voltage for both consumer and EV chargers as well as for computing infrastructure and IT segment Battery chargers for electric vehicles, IT power supplies, power adaptors, and RF applications 	<ul style="list-style-type: none"> Cirek has signed an agreement with HMT for the manufacture of devices used in various sensing products for industrial and medical application as optical sensors used in the industrial and medical fields in the fabrication of automation (touch screens) 	<ul style="list-style-type: none"> Microchip Technology Incorporated, Headquartered in Chandler, Arizona, is a leading provider of smart, connected and secure embedded control solutions. Products includes customer solutions for industrial, consumer, communications and computing markets. Product popularly used in the security and safety devices specifically intended for Battery-Powered Devices such as Alarm Circuits, Smoke Detectors, CO2 Detectors as well as for consumer markets like cameras and portable video equipment pagers and cellular phone Micro controller chips for file communications and industrial applications.



CIRTEK NEW BUSINESS OPPORTUNITIES



			
<ul style="list-style-type: none">▪ LTC DC Evaluation Boards for power system management▪ ADRF Evaluation Boards for telecommunication, aerospace and defense, and instrumentation applications▪ System Level / Box Build Project of a Battery Monitoring System (BMS) for the growing Electric Vehicle (EV) space▪ Time of Flight (ToF) Module for high-resolution 3D depth sensing and vision systems for robotics, machine vision system, augmented reality (AR), and building automation applications	<ul style="list-style-type: none">▪ Next generation licensed microwave and millimeter wave system (Project Navigator) supporting the 6-42GHz frequency bands▪ Multi-Gigabit All-Outdoor Licensed Microwave Radio Systems▪ Navigator systems support wide range of applications such as fiber extension/replacement/backup, 3G/4G backhaul and seamless transition to 5G, mobile fronthaul, and WAN/LAN connectivity	<ul style="list-style-type: none">▪ Next generation of Signal Processing Units and Channel Units and Microwave Transceiver modules for or public safety, government, utilities, and industrial customers.▪ Microwave Networks radios support native TDM and native IP for mission critical P25 and LTE high speed, low latency networks.	<ul style="list-style-type: none">▪ Broadest portfolio of RF and microwave amplifiers and mixers from 0.3MHz to 20GHz ready for customization to optimize the next block diagram design for commercial, scientific, military, and government applications.








Quintel Business Outlook

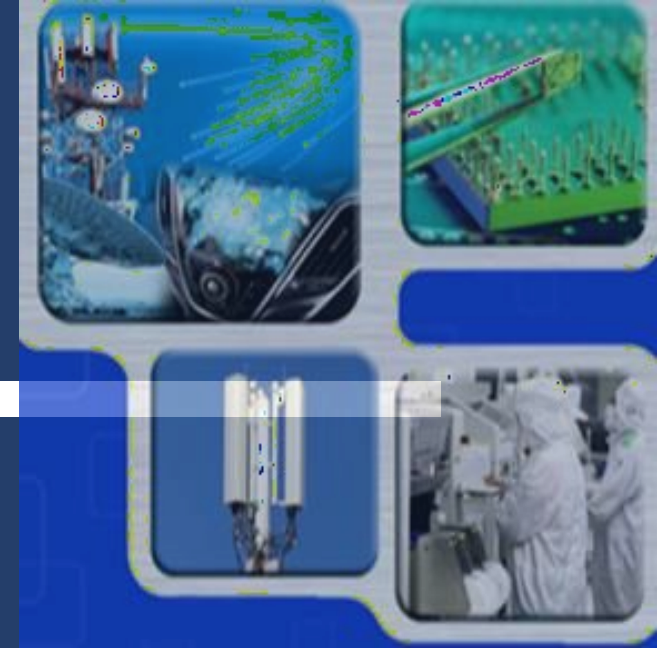
Macro Trends – Slow CapEx spending in 2023

- Slower growth than hoped, mid to low \$20M vs mid \$30M revenue
- Focusing on remaining a key solutions supplier to AT&T, VZW, and T-Mobile
- Core offering enables tower space for C-Band active arrays
- Solutions targeting Spectrum Consolidation are still in favor



				
<ul style="list-style-type: none">• Slow Cap Ex spend in 2023• Market share 8% vs 6% expected for 2023• New platforms released with improved features and 45 deg (high capacity) performance• New PIM solutions for market driven problems (core strength)• Continued Success in niche solutions, while focusing on higher volume commodity products.	<ul style="list-style-type: none">• Solid Revenue growth 2023• Market share up 50% YTD compared to 2022.• Innovative flagpole antenna solution gains traction with network• Expanding 45deg product portfolio with lighter weight & independent tilt• Continuing to lead the way on higher value products in VZW Network	<p>Proving value with PIM Solutions</p> <ul style="list-style-type: none">• Antennas developed for customer trials• Trials established and in progress• Market relationship in development.• Product model identified, developing trial units	<p>Positioning for 2024 offering</p> <ul style="list-style-type: none">• New 600MHz platform developed for BSA.• Working to establish sales channel with Manufacturers Reps	<ul style="list-style-type: none">• On going antenna supply of antennas• Sales team working on new opportunities





Annual Stockholders' Meeting

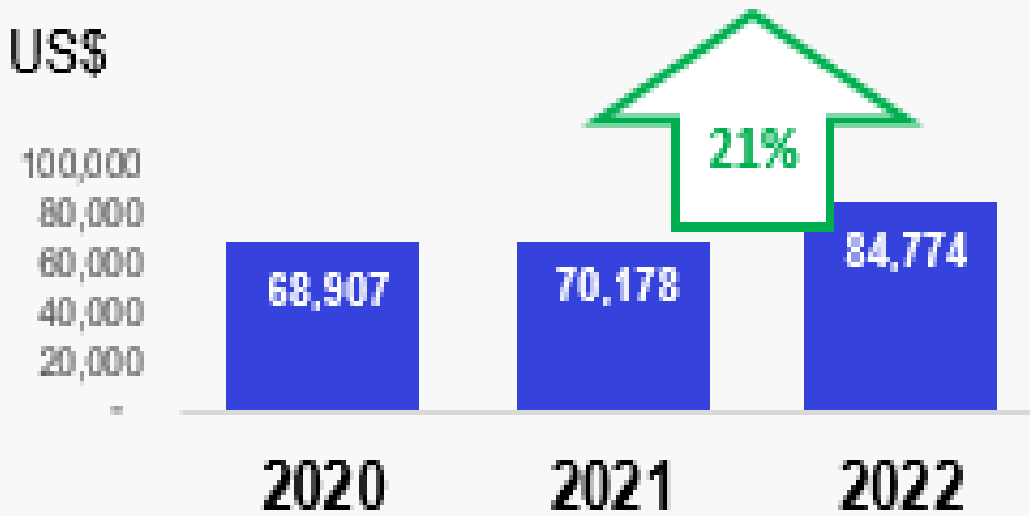
Presentation on Financial

- Highlights
- 2022 Audited Financial Statements
- First quarter of 2023 financial results

FINANCIAL HIGHLIGHTS

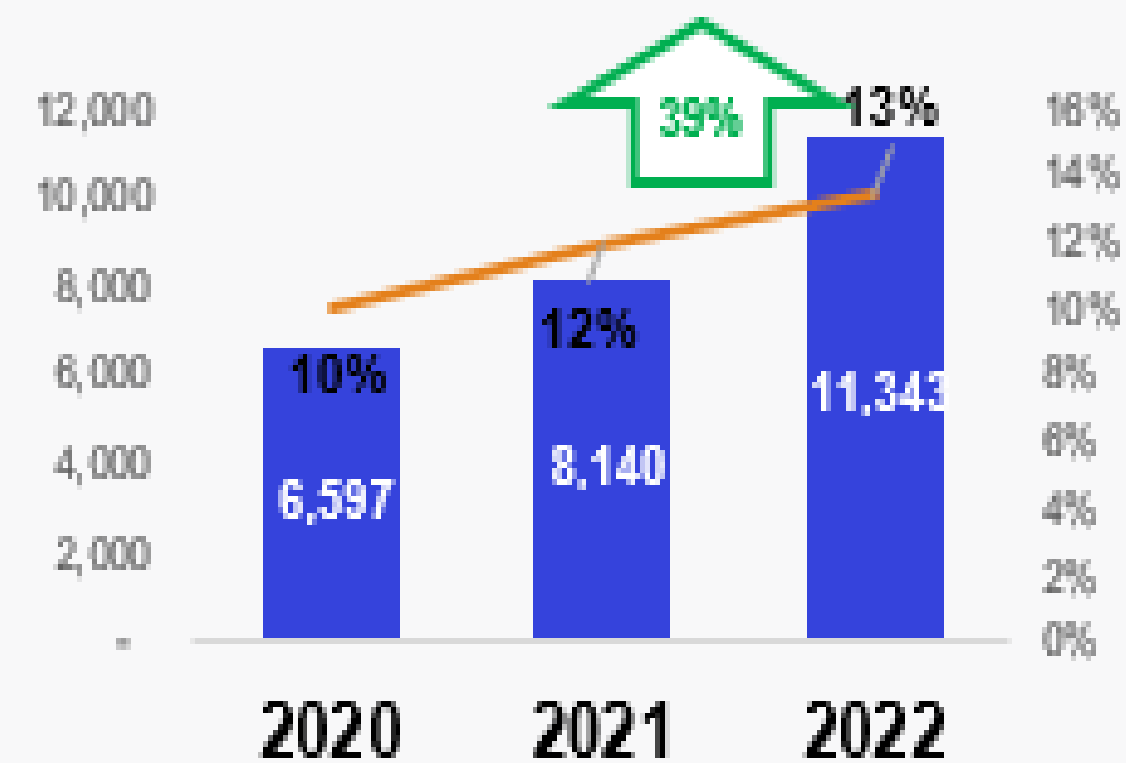
REVENUE

In thousand US\$



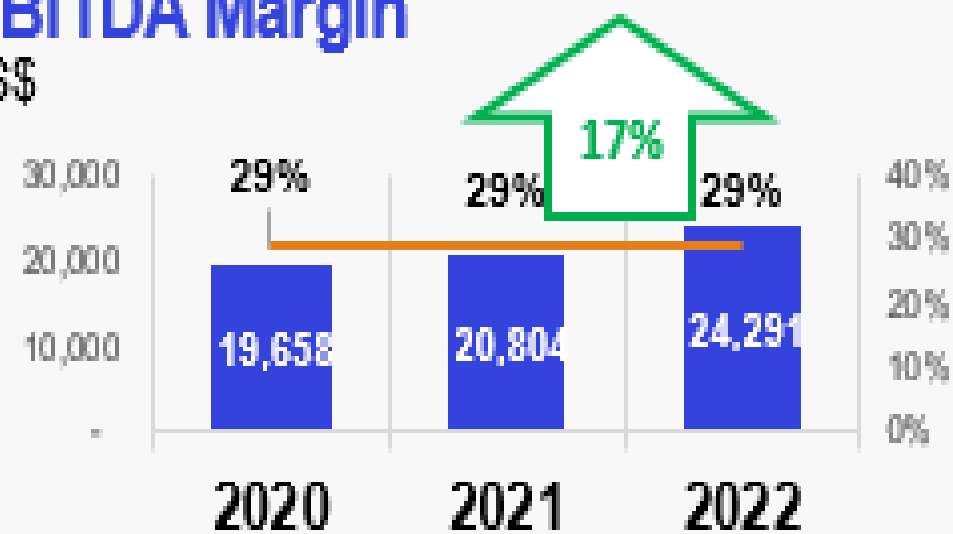
Net Income / Net Income Margin

In thousand US\$ / %



EBITDA / EBITDA Margin

In thousand US\$



CIRTEK: FISCAL YEAR 2022

Financial summary

Except for per share amounts and ratios (US\$000s)

Consolidated		As of and for the years ended December 31			2021-2022 Inc. (Dec.)%
Income statement data		Audited 2020	Audited 2021	Audited 2022	
Net sales		68,907	70,178	84,774	21%
Cost of sales		(48,264)	(49,648)	(62,496)	26%
Gross profit		20,643	20,530	22,278	9%
GP Margin		30%	29%	26%	
Net Income		6,597	8,140	11,343	39%
Net profit margin		10%	12%	13%	
EBITDA		19,658	20,804	24,291	17%
Ebitda Margin		29%	30%	29%	
Earnings per share		0.006	0.004	0.004	
Consolidated Balance sheet data					
Current assets		166,875	197,632	155,724	-21%
Total Assets		309,084	339,614	311,462	-8%
Current liabilities		110,509	83,918	63,169	-25%
Total Liabilities		167,651	122,640	93,681	-24%
Total Equity		141,433	216,974	217,781	0%
Current ratio (x)		1.5	2.4	2.5	
D/E ratio		1.19	0.42	0.28	



CIRTEK: Q1 2023

Financial summary

Except for ratios (US\$000s)

(FIRST QUARTER) Q1 2023 vs. Q1 2022					
Consolidated		As of and for the period ended March 31			
Income statement data		Unaudited 2022	Unaudited 2023		2022-2023 Inc. (Dec.)%
Net sales		19,758	17,111		-13%
Cost of sales		(13,929)	(12,423)		-11%
Gross profit		5,829	4,688		-20%
GP Margin		29.5%	27.4%		
Net Income		1,774	1,571		-11%
Net profit margin		9.0%	9.2%		
EBITDA		5,562	4,900		-12%
Ebitda Margin		28.2%	28.6%		
Consolidated Balance sheet data		Audited Dec 2022	Unaudited March 31, 2023		
Current assets		155,724	149,560		-4%
Total Assets		311,463	304,458		-2%
Current liabilities		63,169	57,386		-9%
Total Liabilities		93,681	88,178		-6%
Total Equity		217,781	216,280		-1%
Current ratio (x)		2.5	2.6		
D/E ratio		0.28	0.27		



THANK YOU



APPENDIX A
PROCEDURE FOR VOTING AND PARTICIPATION
VIA REMOTE COMMUNICATION
in compliance with Section 49 of the Revised Corporation Code
and MC No. 3, series of 2020

Cirtek Holdings Philippines Corporation (the "Corporation") shall be conducting its Annual Stockholders' Meeting ("ASM") on **Friday, 26 May 2023, at 10:30 a.m.**, via remote communication. In this regard, stockholders of record as of 27 April 2023 shall be entitled to attend, participate, and vote in the ASM, in accordance with the procedure outlined below:

I. VOTING VIA REMOTE COMMUNICATION OR IN ABSENTIA

1. The Stockholders who would like to vote via remote communication or *in absentia* shall register at https://us06web.zoom.us/join/joinmeeting/register/tZ0lfu-qrzsoG9FI_d8CRc5z3KJJwVgdIAO from 5 May 2023 to 16 May 2023, 10:00 a.m., where they will be asked to provide the following information:

- a. For individual Stockholders
 - a. Full name;
 - b. Address;
 - c. Birthdate;
 - d. Email address;
 - e. Phone/Mobile number;
 - f. Current photograph, with face fully visible;
 - g. Scanned copy of a valid Government-issued ID;
 - h. For Stockholders with joint accounts, a scanned copy of an authorization letter signed by the other Stockholders, indicating who among them is authorized to cast the vote for the account; and
 - i. For Uncertificated Stockholders, certification from their brokers attesting to the number of shares they are holding.
- b. For corporate Stockholders
 - i. Corporate name;
 - ii. Address;
 - iii. Email address;
 - iv. Phone/Mobile number;
 - v. Scanned copy of the notarized Secretary's Certificate or Board Resolution authorizing the representative of the corporation to cast the vote;
 - vi. Current photograph of the representative authorized to cast the vote for the corporation, with face fully visible;
 - vii. Scanned copy of a valid Government-issued ID of the authorized representative; and
 - viii. For Uncertificated Stockholders, certification from their brokers attesting to the number of shares they are holding.

The submissions of Stockholders shall immediately be validated by the Stock and Transfer Agent of the Corporation in coordination with the Corporate Secretary.

2. Upon validation, the Stockholder will receive an e-mail for the link to join the meeting.
3. The Stockholder may then download the Voting Form at the link below: <https://cirtekholdings.com/annual-stockholders-meeting-2023> to be submitted to the Office of the Corporate Secretary, Atty. Dyan Danika G. Lim-Ong, at: corporate_secretary@cirtek.ph to be able to cast his/her vote in all the matters included in the agenda of the Corporation's ASM.

Registered Stockholders shall only be allowed to vote until 22 May 2023, 10:00 a.m. Only the votes submitted before the said date and time shall be tallied. The votes shall be considered cast for all the shares of the Stockholder.

4. The Stockholders who register and vote via remote communication or *in absentia* are deemed to have given their permission to the collection, use, transfer, disclosure, sharing, storage, and other forms of processing (collectively "Processing"), by the Corporation or any relevant third party, of the personal data they have provided. The Processing of the Stockholders' personal data shall be used for the purpose of voting via remote communication or *in absentia* during the ASM, including for any reason necessary or incidental thereto.

II. VOTING BY PROXY

The Stockholders of the Corporation may also vote by completing the Proxy Form downloadable at the link <https://cirtekholdings.com/annual-stockholders-meeting-2023>. The completed and signed proxy form shall be submitted by the Stockholder to the Corporate Secretary, through electronic mail and/or personal service, from 5 May 2023 to 16 May 2023, **10:00 A.M.** The Corporate Secretary will then be the one to send the Proxy Forms to the Corporation's Stock and Transfer Agent for validation. Please refer to the details provided below:

Through Electronic Mail:

corporate_secretary@cirtek.ph

Through Personal Service:

116 EAST MAIN AVENUE, PHASE V-SEZ, LAGUNA TECHNOPARK BIÑAN, LAGUNA, 4024

Fax : (63) 49-541-2317

Contact Person: Justin Liu – Corporate Information Officer

For the purpose of validation, the Stockholder must include the following in transmitting the completed and signed proxy form:

- a. Full name of contact person;
- b. Phone/Mobile number of contact person;
- c. Scanned copy of valid government-issued ID of the Stockholder and his/her appointed proxy (if not the Chairman of the Corporation); and
- d. For Corporate Stockholders, in addition to the above, scanned copy of Secretary's Certificate or Board Resolution authorizing the representative to act as the proxy.

III. TABULATION OF VOTES

Thereafter, the Stock and Transfer Agent of the Corporation shall tabulate the votes cast via remote communication, *in absentia* and by proxy. The results shall be confirmed by the Corporation's independent auditors, R.S. Bernaldo & Associates.

The total votes made via remote communication, *in absentia* and by proxy, as well as the number of shares represented by the same, shall be announced during the ASM.

IV. PARTICIPATION IN THE 2023 ASM THROUGH REMOTE COMMUNICATIONS

1. The Stockholders shall attend the meeting on **26 May 2023, at 10:30 A.M.**, through the link to be provided. The ASM shall be broadcasted live via Zoom, which may be accessed either through a web browser or through the Zoom mobile application.
2. The Stockholders who have not voted via remote communication, *in absentia* or submitted their proxies may still attend the ASM through the link provided above provided they are duly validated as stockholders of record. However, to be included in the determination of the quorum, they must notify the Corporate Secretary of the Corporation of their intention to attend the ASM by registering at the link: https://us06web.zoom.us/meeting/register/tZ0lfu-grzsoG9FI_d8CRc5z3KJJwVgdlAO starting 5 May 2023 to 16 May 2023. Stockholders (or their proxies) whose registration are validated will receive an email

containing their usernames and passwords, along with the instructions on how to participate in the Zoom virtual meeting.

3. Uncertificated stockholders (those who hold shares through PCD Nominee accounts), should submit a certification from their brokers attesting to the number of shares they are holding together with a scanned copy of a valid identification card by email to the Office of the Corporate Secretary, Atty. Dyan Danika G. Lim-Ong, at the following e-mail address: corporate_secretary@cirtek.ph.
4. The Proxy Form, Information Statement, Audited Financial Statements and Quarterly Financial Statements can be downloaded via the Company website: <https://cirtekholdings.com/annual-stockholders-meeting-2023>.
5. In view of the foregoing, the quorum for the ASM shall be determined based on the following:
 1. The Stockholders who were validated and voted *in absentia*;
 2. The Stockholders who submitted their proxy forms and were validated; and
 3. The Stockholders who notified the Corporate Secretary of their intention to attend the ASM and were validated.

Voting Procedures

The vote required for the election of Directors and Independent Directors

At all elections of Directors and Independent Directors, there must be present, either in person or by representative authorized to act by written proxy, or by voting *in absentia*, the owners of a majority of the outstanding capital stock. The election must be by ballot if requested by any voting stockholder or member. Every stockholder entitled to vote shall have the right to vote in person or by proxy, or *in absentia* the number of shares of stock standing, at the time fixed in the by-laws, in his own name on the stock books of the Corporation, and said stockholder may vote such number of shares for as many persons as there are directors to be elected or he may cumulate said shares and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or he may distribute them on the same principle among as many candidates as he shall see fit: Provided, That the total number of votes cast by him shall not exceed the number of shares owned by him as shown in the books of the Corporation multiplied by the whole number of directors to be elected.

The method by which votes will be counted

Each shareholder may vote in person, by proxy, by remote communication, or by voting *in absentia* by the number of shares of stock standing in his name of the books of the Corporation. Each share represents one vote. Voting shall be done through remote communication, in accordance with SEC Memorandum Circular No. 06, Series of 2020. The manner and procedure by which shareholders may vote is described in "**Appendix A**". The Corporate Secretary, Atty. Dyan Danika G. Lim-Ong, shall assist the Corporation's Stock and Transfer Agent in counting the votes to be cast.

No director has informed the Corporation of any intention to oppose the matters to be taken up in the Annual Stockholders' Meeting.

Vote entitlement of the Common and Preferred Shares of the Corporation

Both Common and Preferred A shares are entitled to one (1) vote per one (1) share while Preferred B-1, B-2A, B-2B, B-2C and B-2D Shares are not entitled to vote except in cases provided for by law.