

April 14, 2025

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**  
**May 8, 2025**

The Annual Meeting of the Stockholders of **SMC SLEX INC.** will be held on **May 8, 2025 (Thursday) at 3:25 p.m.** which will be presided by the Chairman at the principal office of the Corporation. Stockholders are requested to attend through online videoconferencing.

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 May 9, 2024
3. Report to Stockholders
4. Approval of the 2024 Audited Financial Statements
5. Election of the Board of Directors
6. Re-election of Independent Director
7. Ratification of Acts and Proceedings of the Board of Directors and Corporate Officers
8. Appointment of External Auditors
9. Other Matters
10. Adjournment

  
**Shaina Anella B. Ramirez**  
Assistant Corporate Secretary

## **RATIONALE AND BRIEF DISCUSSION OF THE AGENDA OF THE 2025 ANNUAL STOCKHOLDERS' MEETING**

### **1. Certification of Notice and Quorum**

#### **a. Call to Order**

The Chairman of the Board of Directors (or the Chairman of the meeting, as the case may be) (the "Chairman") will call the meeting to order.

#### **b. Notice and quorum**

The Corporate Secretary (or the Secretary of the meeting, as the case may be) (the "Secretary") will certify the date when the written notice of the 2025 Annual Stockholders' Meeting was sent to the stockholders as of the record date of April 21, 2025.

The Corporate Secretary will also certify the presence of a quorum, which under the Company's Amended By-laws, consists of at least fifty percent (50%) plus one share of the outstanding capital stock being present or represented at the meeting.

#### **c. Voting and voting procedure**

A stockholder may vote the number of common shares held in his name in the Company's stock and transfer book as of April 21, 2025. Holders of common shares have the right to vote on all matters requiring stockholders' approval, and are entitled to vote at the meeting by submission of the ballots or proxies in accordance with the procedure set forth in the Notice.

Every stockholder entitled to vote shall be entitled to one (1) vote for each share of stock registered in his name in the books of the Company, on all items on the Agenda except for the election of directors, as set forth in the next paragraph.

With respect to the election of directors, a stockholder may vote such number of common shares for as many persons as there are directors to be elected or he may cumulate said common shares and give one candidate as many votes as the number of directors to be elected multiplied by the number of his common shares shall equal, or he may distribute them on the same principle as 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 common shares owned by him as indicated in the books of the Company multiplied by the total number of directors to be elected.

The total number of votes that may be cast by a stockholder of the Company computed as follows: number of common shares held on record as of record date multiplied by eleven (11) directors.

The counting of votes shall be done by the Corporate Secretary or Assistant Corporate Secretary, as the case may be.

### **2. Approval of the Minutes of the Annual Stockholders' Meeting held on 9 May 2024**

A copy of the draft Minutes of the Annual Stockholders' Meeting held on 9 May 2024 is included in this Preliminary Information Statement (attached as "**Exhibit 11**") and is available for viewing in the Company's website [www.smcslex.com.ph](http://www.smcslex.com.ph). The stockholders will be requested to approve the Minutes of the 2024 Annual Stockholders' Meeting.

### **3. Report to Stockholders**

The Management of the Company shall deliver the report of the performance of the Company as of 31 December 2024 to the stockholders. A copy of the same will also be furnished to the stockholders prior to the stockholders' meeting.

### **4. Approval of the 2024 Audited Financial Statements**

The Management of the Company will also deliver the financial reports and financial statements of the Company as of 31 December 2024 and present the same for the approval of the stockholders of the Company.

5. Election of the Board of Directors

Pursuant to the Company's Revised Manual on Corporate Governance, the Corporate Governance Committee pre-screened and evaluated the qualifications of the nominees.

The eleven (11) nominees as set out in this Information Statement will be submitted for election to the Board of Directors by the stockholders at the 2025 Annual Stockholders' Meeting. The profiles of the nominees, as well as the certification of their qualifications are provided in this Information Statement.

6. Ratification of Acts and Proceedings of the Board of Directors and Corporate Officers

The acts and proceedings of the Board of Directors and corporate officers since the 2024 Annual Stockholders' Meeting, as reflected in the minutes of the meetings, are set out in this Information Statement. The acts of management and corporate officers were taken in furtherance of the conduct of the business of the Company and in the implementations of the matters approved by the Board of Directors. The relevant disclosures relating thereto were submitted to the SEC and the Philippine Dealing & Exchange Corp and are posted on the Company's website [www.smcslex.com.ph](http://www.smcslex.com.ph).

7. Appointment of External Auditors

The Audit and Risk Oversight Committee shall endorse the re-appointment of Reyes Tacandong & Co. as the external auditor of the Company for the year 2025. The relevant background and description on the extent of the audit services, tax advisory, and other related services rendered by the external auditor, including their fees, are provided in this Preliminary Information Statement.

The stockholders will be requested to approve the re-appointment of Reyes Tacandong & Co. for the year ended 31 December 2025.

8. Other Matters

The Chairman will inquire whether there are other relevant matters and concerns to be discussed. The Chairman shall accordingly respond to other matters that may be raised by the stockholders.

9. Adjournment

Upon determination that there are no other relevant matters to be discussed, the meeting will be adjourned on motion duly made and seconded.

## **Appendix 1**

### **PROCEDURE FOR THE 2025 ANNUAL STOCKHOLDERS' MEETING OF SMC SLEX INC. THROUGH VIDEO CONFERENCE**

1. The Chairman shall preside over the 2025 Annual Stockholders' Meeting at its principal office.
2. Stockholders of record as of April 21, 2025 who intend to attend the meeting through video conference are requested to notify the Company by email to [corsec.sbr@smhc.sanmiguel.com.ph](mailto:corsec.sbr@smhc.sanmiguel.com.ph) by May 5, 2025 at 12 noon.
3. Only the stockholders who have notified the Company of their intention to participate through video conferencing 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.
4. On or before May 5, 2024, the Assistant Corporate Secretary shall inform the stockholders of the password for the online videoconferencing either by email and/or SMS.
5. On May 8, 2025 at 3:00 p.m., the stockholders participating via online videoconferencing may enter through the password provided.
6. Votes of all stockholders will be cast through ballots or proxies submitted on or before 3:00 p.m., May 8, 2025. A sample of the ballot and proxy is included in this Information Statement.
7. All ballots and proxies should be received by the Corporate Secretary on or before 3:00 p.m., May 8, 2025 by email sent to [corsec.sbr@smhc.sanmiguel.com.ph](mailto:corsec.sbr@smhc.sanmiguel.com.ph) or by mail sent to the Office of the Corporate Secretary at the 11/F San Miguel Properties Centre, 7 St. Francis Street, Mandaluyong City.
8. 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.
9. The nominees for election to the Board were submitted in writing to the Board of Directors through the Corporate Secretary. The Corporate Governance Committee was tasked to pre-screen and evaluate the qualifications of the nominees in accordance with the Amended Manual on Corporate Governance of the Company.
10. The voting procedure for all items in the Agenda, including the election of the members of the Board, are set out in this Information Statement.
11. Stockholders may send their questions and/or comments during the meeting, or prior thereto by email to [corsec.sbr@smhc.sanmiguel.com.ph](mailto:corsec.sbr@smhc.sanmiguel.com.ph). Questions and comments may also be written in the space provided in the sample ballot/proxy form.
12. The proceedings of the meeting will be recorded.

Should you have questions or requests for clarification on the procedure for the 2025 Annual Stockholders' Meeting, please email them to [corsec.sbr@smhc.sanmiguel.com.ph](mailto:corsec.sbr@smhc.sanmiguel.com.ph).

**ANNUAL STOCKHOLDERS' MEETING**  
**8 May 2025**  
**3:25 p.m. via video conference**  
**("2025 Annual Stockholders' Meeting")**

Please mark as applicable:

☐ **Vote by ballot:** The undersigned stockholder of SMC SLEX Inc. (the "Company") casts his/her vote on the agenda items for the 2025 Annual Stockholders' Meeting, as expressly indicated with the "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 2025 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 7.

PROPOSAL	ACTION			
	VOTE FOR ALL	WITHHOLD FOR ALL	VOTE ONLY FOR	FULL DISCRETION OF PROXY FORM (IF FORM USED AS PROXY)
1. Election of Directors				
The nominees are: a. Ramon S. Ang b. Aurora T. Calderon c. Joseph N. Pineda d. Lorenzo G. Formoso III e. Jose P. de Jesus f. John Paul L. Ang g. Susan Y. Yu h. Catherine L. Fong i. Michael Peter A. Alejandro j. Consuelo Ynares-Santiago ( <i>Independent Director</i> ) k. Martin S. Villarama, Jr. ( <i>Independent Director</i> )			a. b. c. d. e. f. g. h. i. j. k.	
	FOR	AGAINST	ABSTAIN	
2. Approval of the Minutes of the 2024 Annual Stockholders' Meeting				
3. Approval of the Report to Stockholders				
4. Re-election of Independent Director				
5. Approval of the 2024 Audited Financial Statements				
6. Ratification of all Acts and Proceedings of the Board of Directors and Corporate Officers				
7. Appointment of External Auditor for 2025				

Signed this \_\_\_\_ day of \_\_\_\_\_ 2025 at \_\_\_\_\_.

\_\_\_\_\_  
Printed Name of Stockholder

\_\_\_\_\_  
Signature of Stockholder/Authorized Signatory

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

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NOTE: This ballot/proxy should be received by the Office of the Corporate Secretary on or before 3:00 p.m., 8 May 2025 by e-mail sent to [corsec.sbr@smhc.sanmiguel.com.ph](mailto:corsec.sbr@smhc.sanmiguel.com.ph) or by mail sent to the Office of the Corporate Secretary at 11/F San Miguel Properties Centre. 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 2024 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 2025 Annual Stockholders' Meeting ("Secretary's Certificate"). 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 as soon as reasonably possible.