

COVER SHEET

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S.E.C. Registration Number

H O U S E O F I N V E S T M E N T S I N C .

(Company's Full Name)

9 / F L O O R G R E P A L I F E B U I L D I N G 2 2 1

S E N . G I L P U Y A T A V E N U E M A K A T I

(Business Address: No. Street City/ Town/ Province)

Atty. Lalaine P. Monserate

Contact Person

8815-96-36

Company Telephone Number

1 2

Month Fiscal Year

3 1

Day

SEC FORM 20 - IS (DEFINITIVE)

FORM TYPE

0 8

Month

0 6

Day

Annual Meeting

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

385

Total No. Of Stockholders

Total Amount of Borrowings

96.81%

Domestic

3.09%

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

Remarks= pls. Use black ink for scanning purposes



## NOTICE OF ANNUAL STOCKHOLDERS' MEETING

NOTICE IS HEREBY GIVEN that the Annual Stockholders' Meeting of **HOUSE OF INVESTMENTS, INC.** will be held on **Friday, August 6, 2021** at 2:30 P. M., with proceedings livestreamed and voting conducted via remote communication or *in absentia* through the Company's secure online voting facility.

1. Call to Order
2. Proof of Notice and Certification of a Quorum
3. Approval of the Minutes of the Annual Meeting of the Stockholders held on August 17, 2020
4. Approval of the Management Report and Audited Financial Statements for 2020
5. Ratification and confirmation of the acts, resolutions and proceedings of the Board of Directors, Executive Committee, Other Committees and the Officers of the Company during the year 2020
6. Election of Directors for 2021-2022
  - a. Approval of the extension of the terms of Dr. Roberto F. de Ocampo and Mr. Francisco H. Licuanan, III
7. Appointment of External Auditors
8. Such other business that may properly come before the meeting
9. Adjournment

Only stockholders of record at close of business on **July 6, 2021** shall be entitled to vote at said meeting or any adjournment thereof.

Pursuant to the alternative modes of notice as provided for in the Securities and Exchange Commission's NOTICE dated March 17, 2021, this notice to Stockholders shall be published in the business section of two (2) consecutive newspapers of general circulation, in print and online format, for two (2) consecutive days. The Information Statement and other pertinent meeting documents shall be made available in the Company's website ([www.hoi.com.ph](http://www.hoi.com.ph)) and via PSE Edge.

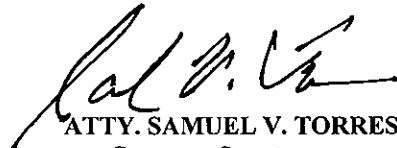
Given the current circumstances, stockholders may only attend and participate in the meeting by remote communication and vote only by proxy or remotely *in absentia*. Stockholders who wish to attend and participate in the meeting by remote communication shall inform and notify the Company by email at [hi\\_asm2021@hoi.com.ph](mailto:hi_asm2021@hoi.com.ph), on or before July 27, 2021. The link to the live webcast of the meeting shall be sent to the email address of the registered stockholder.

For voting via Proxy, duly accomplished proxies shall be submitted by email to the Office of the Corporate Secretary at [hi\\_asm2021@hoi.com.ph](mailto:hi_asm2021@hoi.com.ph), for inspection, validation, and recording at least ten (10) days before the Annual Stockholders' meeting, on or before July 27, 2021. Proxies received thereafter shall not be recognized for the meeting.

For further details of the procedures for attending and participating in the meeting through remote communication, for casting of votes and the proxy form format are set forth in the Information Statement.

The Company shall record the Annual Stockholders' Meeting and post the same in its website.

Makati City, May 28, 2021.

  
ATTY. SAMUEL V. TORRES  
Corporate Secretary

**MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING**  
**OF**  
**HOUSE OF INVESTMENTS, INC.**

Date : 17 August 2020  
Time : 2:30 P.M.  
Place : Via Electronic Means of Communication

and

9<sup>th</sup> Floor, Grepalife Building  
221 Sen. Gil Puyat Avenue, Makati City  
Metro Manila, Philippines.

The Chairman, Ms. Helen Y. Dee, welcomed the Company's stockholders to the 2020 Annual Stockholders' Meeting (ASM). The Chairman noted that due to the persisting threat posed by the COVID-19 pandemic, and to comply with the Inter-Agency Task Force on Emerging Infectious Diseases' advisory to avoid physical mass gatherings, the Company is conducting its 2020 Annual Stockholders' Meeting as an online and recorded video-streaming meeting. She then stated that the procedure for the ASM is embodied in the Company's Definitive Information Statement, which has been approved by the Securities and Exchange Commission (SEC).

The Chairman also advised that to accord the Stockholders the opportunity to participate in the ASM, the Stockholders were informed that they may register online. Further, they were made aware that only questions and concerns submitted online prior to the given deadline will be addressed during the ASM. As for questions during the ASM, they will be addressed via email after the ASM. The Chairman then introduced the other incumbent members of the Board of Directors of the Company who were present, as follows:

- |                              |   |                          |
|------------------------------|---|--------------------------|
| 1. Mr. Lorenzo V. Tan        | – | Director/President & CEO |
| 2. Ms. Yvonne S. Yuchengco   | – | Director                 |
| 3. Mr. Medel T. Nera         | – | Director                 |
| 4. Atty. Wilfrido E. Sanchez | – | Director                 |
| 5. Mr. Gil A. Buenaventura   | – | Director                 |
| 6. Dr. Roberto F. De Ocampo  | – | Independent Director     |
| 7. Mr. Juan B. Santos        | – | Independent Director     |
| 8. Mr. John Mark S. Frondoso | – | Independent Director     |
| 9. Francisco H. Licuanan III | – | Independent Director     |



**I. CALL TO ORDER.**

The Chairman, Ms. Helen Y. Dee, called the meeting to order.

**II. PROOF OF NOTICES.**

The Chairman asked the Corporate Secretary, Atty. Samuel V. Torres, whether proper notices of the meeting were sent to the stockholders entitled thereto.

The Corporate Secretary certified that stockholders of record as of 17 July 2020 were duly notified of the 2020 ASM in four (4) ways, as follows:

First, by publication of the Notice of the ASM, including the agenda, on 26 July 2020 and 27 July 2020 in The Manila Bulletin and the Philippine Star, both in print and online editions for two (2) consecutive days, as evidenced by the Affidavits of Publications executed by the respective representatives of the publishers.

Second, by disclosure with the Philippine Stock and Exchange, Inc.

Third, by posting on the Company's website.

Finally, through email for those who have successfully registered online, consistent with the applicable SEC Rules and the Company's internal guidelines on the holding of the ASM by electronic means of communication.

**III. DETERMINATION OF QUORUM.**

The Corporate Secretary certified that out of the 776,465,281 outstanding shares of stock entitled to participate and vote, a total of 601,284,569 shares are represented in the meeting, with 1,125,930 shares participating remotely or in absentia and 600,158,639 shares represented by proxy. All of the said shares represent 77.44% of those entitled to participate and vote and constitute more than 2/3 of the outstanding capital stock. The Corporate Secretary then confirmed that there was quorum.

**IV. APPROVAL OF THE MINUTES OF THE PREVIOUS STOCKHOLDERS' MEETING.**

The Chairman proceeded to present the next item in the Agenda, which is the approval of the Minutes of the last Annual Stockholders' Meeting held on 19 July 2019. She advised that a copy of the Minutes is posted in the Company's website and available to all stockholders for viewing.

The Corporate Secretary then stated that a total of 601,284,569 shares, representing 77.44% of the total outstanding stock, voted in favor of the following resolution to approve the Minutes of the 2019 Annual Stockholders' Meeting:



“RESOLVED, that the minutes of the last stockholders' meeting held on June 28, 2019 be, as they are hereby, noted and approved.”

V. APPROVAL OF THE 2019 MANAGEMENT REPORT AND THE AUDITED FINANCIAL STATEMENTS.

The Chairman noted the next item on the Agenda, which is the approval of the 2019 Management Report and the 2019 Audited Financial Statements. She then mentioned that the Annual Report is also posted in the Company's website, aside from being presented in the required SEC Form 17-A. The Chairman then requested the Company's President & CEO, Mr. Lorenzo V. Tan, to present a report on the results of the Company's operations last year and the 2019 Audited Financial Statements.

Mr. Tan commenced his report by stating that while global economic growth in 2019 was at its slowest since 2008, the Philippine economy showed considerable growth, which provided a backdrop for the Company achieving a new high of Php34 billion in Consolidated Revenues. The HI Group of Companies (the “HI Group”) saw a 42% growth in Consolidated Net Income and 31% growth in Consolidated Assets. The Company's growth was primarily driven by the construction and education businesses.

Mr. Tan proceeded to particularly discuss the Company's construction business. He detailed the outstanding performance of EEI Corporation in its domestic and overseas operations, posting in 2019 consolidated revenues of Php23.6 Billion, which is the highest in its 89-year history. Mr. Tan then provided a brief update on the recently completed and ongoing projects of EEI Corporation.

With respect to the education business, Mr. Tan noted the merger between iPeople, Inc. and AC Education, Inc. with iPeople, Inc. as the surviving corporation. This merger resulted to a significant increase in iPeople, Inc.'s consolidated assets and solidified its position as a significant player in the education sector. The consolidated revenues for the education business grew by 66% in 2019. Mr. Tan then proceeded to cite some of the significant achievements of the following schools that are part of the education business: Malayan Education System, Inc. (Operating Under the Name of Mapua University); Malayan Colleges Laguna, Inc., A Mapua School; Malayan Colleges Mindanao (A Mapua School), Inc.; National Teachers College; Affordable Private Education Center, Inc. (APEC School); and University of Nueva Caceres

For the cars business, it continued to experience lower sales volume resulting to a decrease in its revenues. The expected market recovery post-2017 TRAIN did not materialize due to fierce competition in the market and falling car demand. As such, the business saw a net loss in 2019. To address the changing landscape and buyer behavior in the car industry and after careful and thorough assessment of the car business organization, Mr. Tan mentioned that five (5) dealerships were closed this year to improve efficiencies. Further, brand mix was expanded by partnering with Japan's Sojitz Corporation as the exclusive distributor of Geely Motors in the Philippines. The Company is committed to innovating the cars business' operations.

Mr. Tan also mentioned the growth in Property Management Services, that Portfolio Investments continued to perform well, and how the Company increased its foothold in the death care industry.



Mr. Tan highlighted the HI Group's conscious decision to make sustainability a vital element of its operations. Its sustainability agenda incorporates the UN Sustainable Development Goals (SDGs), which serves as a guide in identifying the Company's societal, environmental, and economic impact and value creation. In 2019, the HI Group generated Php35 Billion of direct economic value of which 91.35% flowed back to the economy through key stakeholders. Notable as well is that 62.88% of the revenue flows to suppliers. This means that the business supports a whole host of other businesses who also have their own employees and suppliers. This flow of value to suppliers and their stakeholders create a significant ripple of economic activity that affects a vast number of people and enterprises operating in the country. Mr. Tan then proceeded to detail the means by which the Education Group contributes to Quality Education, Gender Equality, Decent Work and Economic Growth, Industry Innovation and Infrastructure, and Reduced Inequalities. As for the Construction Group, it contributes to Decent Work and Economic Growth, Industry Innovation and Infrastructure, Reduced Inequalities, and Sustainable Cities and Communities. With respect to HI Group's other business, Mr. Tan mentioned the contributions to Affordable and Clean Energy, Responsible Consumption and Production and Climate Action, and Good Health and Wellbeing.

Mr. Tan also took note of the present crisis that the country is facing. He described how the HI Group rose to the challenge posed by the COVID19 pandemic and the lockdown resulting from the same. Notwithstanding the difficulties involved, the Company ensured smooth delivery of services, exemplifying the core values that the Company stands for: Excellence, Loyalty, Teamwork, Discipline, and Urgency. This is a testament that the Company's people are its most valuable resource. Further, the Company implemented measures to ensure the safety and well-being of people such as alternative work arrangements, providing PPEs and sanitization supplies, paying salaries in full during the lockdown so that they do not become burdens to the society and the government. Mr. Tan then also briefly mentioned the efforts of the HI Group to fight COVID19 and the support it has provided to the government's initiatives.

Finally, Mr. Tan affirmed that the HI Group is invested in the recovery of the economy, in improving the quality of lives of Filipinos. He shared the belief that through resourcefulness and creativity, the HI Group can hurdle and overcome the challenges ahead.

After Mr. Tan concluded his report, the Corporate Secretary noted the proposal to approve the Management Report and the 2019 Audited Financial Statements under the following resolution:

“RESOLVED, that the Management Report and the 2019 Audited Financial Statements, as made available to the Stockholders, be as they are hereby, noted and approved.”

There being no objections, the Corporate Secretary advised that a total of 601,284,569 shares, representing 77.44% of the total outstanding stock, voted in favor of the above resolution.



**VI. AMENDMENT TO ARTICLE FIRST OF THE COMPANY'S ARTICLES OF INCORPORATION TO REFLECT THE CHANGE IN CORPORATE NAME OF THE COMPANY.**

The Chairman brought up the next item in the Agenda, which is the amendment to Article First of the Company's Articles of Incorporation to reflect the change in corporate name of the Company.

The Corporate Secretary advised that the proposal to change the Company's corporate name was discussed in the Definitive Information Statement. He then called attention to the following resolutions to approve the amendment to Article First of the Company's Articles of Incorporation:

“RESOLVED, as it is hereby resolved, that the Corporation be authorized to amend Article First of its Articles of Incorporation and Bylaws to reflect therein a change in its corporate name;

RESOLVED, FURTHER, that Article First of its Articles of Incorporation and Bylaws be amended to reflect the change in its corporate name, from “House of Investments, Inc. doing business also under the names of Honda Cars Quezon City, Honda Cars Manila, Honda Cars Marikina, Honda Cars Fairview, Honda Cars Tandang Sora, Honda Cars Marcos Highway, Isuzu Manila, Isuzu Commonwealth, Isuzu Greenhills, and Isuzu Leyte” to “House of Investments, Inc.”

There being no objections, the Corporate Secretary advised that a total of 601,284,569 shares, representing 77.44% of the total outstanding stock, which is more than 2/3 of the total outstanding stock, voted in favor of the above resolutions.

**VII. AMENDMENT TO ARTICLE THIRD OF THE COMPANY'S ARTICLES OF INCORPORATION TO REFLECT THE CHANGE IN THE COMPANY'S PRINCIPAL OFFICE ADDRESS.**

The Chairman tackled the next item in the Agenda, which is the amendment to Article Third of the Company's Articles of Incorporation to reflect the change in the Company's principal office address.

The Corporate Secretary advised that the proposal to reflect in the Articles of Incorporation the change in the Company's principal office address was discussed in the Definitive Information Statement. He then called attention to the following resolutions to approve the amendment to Article Third of the Company's Articles of Incorporation:

“RESOLVED, as it is hereby resolved, that the Corporation be authorized to amend Article Third of its Articles of Incorporation to reflect therein the change in its principal office address;

*CVT/s*

RESOLVED, FURTHER, that Article Third of the Articles of Incorporation of the Corporation be amended to read as follows:

THIRD - That the place where the principal office of the corporation is to be established or located is at 9<sup>th</sup> Floor, Grepalife Building, 221 Sen. Gil Puyat Avenue, Makati City, Metro Manila, Philippines.”

There being no objections, the Corporate Secretary advised that a total of 601,284,569 shares, representing 77.44% of the total outstanding stock, which is more than 2/3 of the total outstanding stock, voted in favor of the above resolutions.

**VIII. RATIFICATION AND CONFIRMATION OF THE ACTS, RESOLUTIONS AND PROCEEDINGS OF THE BOARD OF DIRECTORS, EXECUTIVE COMMITTEE, OTHER COMMITTEES AND OFFICERS OF THE COMPANY DURING THE YEAR IN REVIEW.**

The Corporate Secretary noted the proposal that all acts, resolutions and proceedings of the Board of Directors, the Executive Committee, the Other Committees, and Officers of the Company during the year in review be ratified and confirmed under the following resolution:

“RESOLVED, as it is hereby resolved, that all acts, resolutions, and proceedings of the Board of Directors, the Executive Committee, the Other Committees, and the Officers during the year in review be ratified and confirmed.”

There being no objections, the Corporate Secretary advised that a total of 601,284,569 shares, representing 77.44% of the total outstanding stock, voted in favor of the above resolution.

**IX. ELECTION OF DIRECTORS FOR 2020-2021.**

The Chairman proceeded to the next item in the Agenda, which is the election of directors for the year 2020-2021. He then asked the Corporate Secretary if he has the list of nominees to the Board of Directors. The Corporate Secretary replied in the affirmative and stated that, as of 07 August 2020, the deadline for nominations, there were eleven (11) nominees evaluated and qualified by the Corporate Governance, Nomination and Related Party Transactions Committee for election as members of the Board of Directors, namely:

*CUTONG*



**Regular Directors**

1. Ms. Helen Y. Dee
2. Mr. Lorenzo V. Tan
3. Ms. Yvonne S. Yuchengco
4. Mr. Medel T. Nera
5. Atty. Wilfrido E. Sanchez
6. Mr. Gil A. Buenaventura
7. Mr. Lorenzo Andres T. Roxas

**Independent Directors**

8. Dr. Roberto F. De Ocampo
9. Mr. Juan B. Santos
10. Mr. John Mark S. Frondoso
11. Francisco H. Licuanan III

The Corporate Secretary confirmed the results of the election, stating that all the shares represented in the meeting, particularly, a total of 601,284,569 shares, representing 77.44% of the total outstanding stock, voted in favor of the election of all eleven (11) nominees. The Chairman thus declared and proclaimed the above-named nominees as elected members of the Company's Board of Directors for 2020-2021.

**X. APPOINTMENT OF EXTERNAL AUDITOR.**

The Chairman proceeded to tackle the next item on the Agenda, which is the appointment of the Company's external auditor.

The Corporate Secretary noted the proposal for SGV & CO. to be reappointed as the Company's external auditor for the calendar year ending 31 December 2020 under the following resolution:

“RESOLVED, that the auditing firm, SGV & CO. be reappointed as the Company's External Auditor for the calendar year ending December 31, 2020.”

There being no objections, the Corporate Secretary advised that a total of 601,284,569 shares, representing 77.44% of the total outstanding stock, voted in favor of the above resolution.

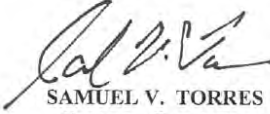
*CWTones*

**XI. OTHER MATTERS.**

The Chairman inquired if there were any other matters that any of the stockholders wished to discuss. The Corporate Secretary confirmed that there was none. The Chairman then also asked if there were any comments and questions submitted to the Company prior to the deadline for submission. The Corporate Secretary replied that no questions were received from the stockholders.

**XII. ADJOURNMENT.**

There being no other questions and with no other business to transact, on motion duly made and seconded, the Annual Stockholders' Meeting was adjourned.

  
SAMUEL V. TORRES  
Corporate Secretary

ATTEST:

  
HELEN V. DEE  
Chairman

## EXPLANATION OF AGENDA ITEMS

The following are the rules of conduct and procedures for the meeting:

1. Stockholders may attend and participate in the meeting by remote communication. Stockholders who intend to attend and participate by remote communication shall inform the Company via email at [hi\\_asm2021@hoi.com.ph](mailto:hi_asm2021@hoi.com.ph), on or before July 27, 2021. After verification of the email request, the link to the live webcast of the meeting shall be sent to the indicated email address of the registered stockholder.
2. Stockholders may vote by appointing a proxy. Stockholders voting by proxy shall email the duly accomplished proxies for examination, validation and recording at least ten (10) days before the Annual Stockholders' Meeting, or on or before July 27, 2021 to the Office of the Corporate Secretary at [hi\\_asm2021@hoi.com.ph](mailto:hi_asm2021@hoi.com.ph).
3. Pursuant to Sections 57 and 23 of the Revised Corporation Code, which allow for voting by remote communication or *in absentia* by the stockholders, the Company has set up a registration and voting mechanism. Stockholders may cast their votes electronically at the time provided for in the notice and mechanism, as detailed in the attachments to the Information Statement, Annex A and Annex B. A stockholder who votes by remote communication or in absentia shall be deemed present for purposes of quorum.
4. The items in the Agenda for the approval by the stockholders will need the affirmative vote of stockholders representing at least a majority of the outstanding voting stock, voting through a proxy or voting electronically in absentia.
5. Each of the proposed resolutions or items in the Agenda will be shown on the screen as the same is taken up at the meeting.
6. Election of directors will be by plurality of votes and every stockholder will be entitled to cumulate his/her/its votes.
7. The Company's stock transfer agent will tabulate, verify and validate all votes received.
8. The Corporate Secretary shall report the results of voting during the meeting.
9. Stockholders may email to [hi\\_asm2021@hoi.com.ph](mailto:hi_asm2021@hoi.com.ph) relevant questions or comments to matters to be taken up, on or before the time of the meeting. Stockholders are advised to send questions early to be assured that these will be taken up in time.
10. A link to the recorded webcast of the meeting will be posted on the Company's website after the meeting.

### **Call to Order**

The Chairperson will formally open the meeting at 2:30 in the afternoon.

### **Certification of Notice and Quorum (& Rules of Conduct and Procedures)**

The Corporate Secretary, will certify that written notice for the meeting was duly sent to the stockholders and that a quorum exists for the transaction of business.

### **Approval of Minutes of the Annual Stockholders' Meeting held on August 17, 2020**

The minutes of the Annual Stockholders' Meeting held on August 17, 2020 is posted on the Company's website, at <https://hoi.com.ph/category/minutes-of-all-general-or-special-stockholder-meeting/>. A copy of the minutes is also attached to the Information Statement. A resolution approving the minutes will be presented to the stockholders for approval.

### **Approval of the Management Report and Audited Financial Statements for 2020**

The President and Chief Executive Officer of the Company, Mr. Lorenzo V. Tan, will deliver a report to the stockholders on the performance of the Company in 2020 and the outlook for 2021. The audited financial statements as of December 31, 2020 will be included in the Information Statement. A resolution noting the report and approving the 2020 audited financial statements will be presented to the stockholders for approval.

### **Approval of the ratification and confirmation of the acts, resolutions and proceedings of the Board of Directors, Executive Committee, Other Committees and the Officers of the Company during the year 2020**

The acts and resolutions of the Board of Directors, all Committees and Management of the Company for ratification were those adopted from August 17, 2020 until August 6, 2021. They include: a) opening/closing of bank accounts and delegation of bank signatories; b) approval of loans; c) appointment/promotion of officers; d) amendment of the Articles of Incorporation and By-laws; and other matters covered by disclosures to the Securities and Exchange Commission and the Philippine Stock Exchange. The acts of Management were those taken to implement the resolutions of the Board of Directors or its Committees and those taken in the general conduct of business. A resolution on this agenda item will be presented to the stockholders for approval.

### **Election of Directors for 2021-2022**

Any stockholder may submit to the Corporate Governance, Nomination and Related Party Transactions Committee nominations to the Board of Directors no later than May 14, 2021. The Corporate Governance, Nomination and Related Party Transactions Committee will determine whether the nominees for Directors, including the nominees for Independent Directors, have all the qualifications and none of the disqualifications to serve as members of the Board of Directors before submitting the nominees for election by the stockholders. The profiles of the nominees to the Board will be included in the Information Statement.

It may be noted, however, that while the Company is guided by the SEC's mandatory term limits for independent directors as provided for in SEC Memorandum Circular No. 4 (Series of 2017), two (2) of the independent director nominees, Dr. Roberto F. de Ocampo, OBE and Mr. Francisco H. Licuanan III, are already serving a cumulative term of nine (9) years as reckoned from the year 2012. Nonetheless, the Company proposes the re-election and retention of Dr. de Ocampo and Mr. Licuanan as independent directors. Meritorious justification for their retention/extension are provided in Item 5 of the Information Statement.

### **Appointment of External Auditors**

The Audit Committee shall endorse to the stockholders the appointment of an external auditor for the ensuing year. The profile of the external auditor will be included in the Information Statement.

A resolution for the appointment of the external auditor will be presented to the stockholders for approval.

### **Such other business that may properly come before the meeting**

The Chairperson will open the floor for comments and questions from the stockholders. Stockholders may raise matters or issues that may be properly taken up at the meeting.

**SECURITIES AND EXCHANGE COMMISSION  
SEC FORM 20-IS  
INFORMATION STATEMENT PURSUANT TO SECTION 20  
OF THE SECURITIES REGULATION CODE**

1. Check the appropriate box:

[ ] Preliminary Information Statement [x] Definitive Information Statement

2. Name of Registrant as specified in its charter **House of Investments, Inc.**

3. **Makati City, Metro Manila, Philippines**

Province, country or other jurisdiction of incorporation or organization

4. SEC Identification Number **15393**

5. BIR Tax Identification Code **000-463-069-000**

6. **9F, Grepalife Bldg., 221 Sen. Gil J. Puyat Ave., Makati City, Metro Manila, Phil. 1200**

Address of principal office

Postal Code

7. Registrant's telephone number, including area code **(632) 8815-9636 to 38**

8. Date, Time and place of the meeting of security holders

**August 6, 2021, 2:30 P.M., with proceedings livestreamed and voting conducted via remote communication or in absentia through the Company's secure online voting facility.**

9. Approximate date on which the Information Statement is first to be sent or given to security holders July 9, 2021.

10. **In case of Proxy Solicitations:**

*Name of Person Filing the Statement/Solicitor: Atty. Samuel V. Torres*

*Address: House of Investments, Inc., 9/F Grepalife Building, 221 Sen. Gil Puyat Avenue, Makati City, Metro Manila*

*Telephone No.: 8815-96-36*

*Email address: [hi\\_asm2021@hoi.com.ph](mailto:hi_asm2021@hoi.com.ph)*

11. Securities registered pursuant to Sections 8 and 12 of the Code (information on number of shares and amount of debt is applicable only to corporate registrants):

Title of Each Class	Number of Shares Outstanding
Common, P1.50 par value	776,465,281

Total Debt Outstanding as of March 31, 2021: P28.6 Billion

12. Are any or all of registrant's securities listed on a Stock Exchange?

Yes  No  **Common Stocks**

The **common stock** of the Corporation is listed on the **Philippine Stock Exchange, Inc.**

**PART 1**  
**INFORMATION REQUIRED IN INFORMATION STATEMENT**

**A. GENERAL INFORMATION**

**Item 1: Date, Time and Place of Meeting of Security Holders:**

Date of meeting : **August 6, 2021**  
Time of meeting : **2:30 pm**  
Place of meeting : **Virtually with the proceedings livestreamed and voting conducted by proxy or *in absentia***  
Approximate date of this statement : **July 9, 2021**  
Registrant's mailing address : **9/F, Grepalife Building  
221 Sen. Gil J. Puyat Avenue  
Makati City, Metro Manila, Philippines**

There will be no physical venue for the meeting. It will instead be held virtually in view of the COVID19 pandemic and quarantine restrictions. The link to the meeting will be provided to stockholders of record who register to confirm their attendance. Actual proceedings shall be livestreamed, and voting will be conducted by proxy or through remote communication or in absentia.

Voting by proxy or through remote communication or *in absentia* shall be adopted. In all items for approval, each voting share entitles its registered owner as of Record Date to one (1) vote.

In the case of the election of Directors, each shareholder may vote such number of shares for as many persons as there are directors to be elected or he may accumulate the aforesaid shares and give one nominee as many votes as the number of directors to be elected multiplied by the number of his shares, or he may distribute them on the same principle among as many nominees as he shall see fit; provided that, the whole number of votes cast by him shall not exceed the number of shares owned by him multiplied by the total number of directors to be elected.

All votes submitted through proxy or voting by remote communication or *in absentia*, within the period indicated in the Notice will be counted and tabulated by the Office of the Corporate Secretary and the results will be validated by the RCBC Stock Transfer Office.

**Item 2: Dissenters' Right of Appraisal**

Pursuant to Title X, Section 80 of the Revised Corporation Code of the Philippines (the "Revised Corporation Code"), a stockholder shall have the right to dissent and demand payment of the fair value of his/her shares in the following instances:

- a. In case an amendment to the Corporation's articles of incorporation has the effect of changing or restricting the rights of any stockholder or class of shares, or of authorizing preferences in any respect superior to those of outstanding shares of any class, or of extending or shortening the term of corporate existence;
- b. In case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets as provided in the Revised Corporation Code;
- c. In case of merger or consolidation; and
- d. In case of investment of corporate funds for any purpose other than the primary purpose of the Corporation.

A stockholder who shall have voted against a proposed corporate action may seek payment of the value of his/her shares by submitting to the Corporation a written demand for such payment within thirty (30) days after the vote was taken. Failure to make such demand within the said period shall be deemed as a waiver of the stockholder's appraisal right. The failure of a dissenting stockholder to submit his/her certificates of stock with the Corporation (for notation that such are dissenting shares) within ten (10) days after the required written demand has been made shall also be deemed as a waiver of the dissenting stockholder's appraisal right.

If, within sixty (60) days from the approval of the corporate action by the stockholders, the dissenting stockholder and the Corporation cannot agree on the fair value of the shares, it shall be determined and appraised by three (3) disinterested persons, one of whom shall be named by the stockholder, another by the corporation and the third by the two (2) thus chosen. The findings of the majority of the appraisers shall be final, and their award shall be paid by the corporation within thirty (30) days after the same is made.

Upon payment of the value of his/her shares, the dissenting stockholder shall forthwith transfer his shares to the Corporation. However, no payment shall be made to any dissenting stockholder unless the Corporation has retained earnings in its books to cover such payment.

A dissenting stockholder's demand for payment may not be withdrawn unless the Corporation consents thereto. If, however, such demand is withdrawn with the Corporation's consent, or if the proposed corporate action is abandoned, rescinded or disapproved, or if it is determined that the stockholder is not entitled to the appraisal right, then the right of the stockholder to be paid the fair value of his/her shares shall cease, the status of the stockholder shall be restored, and all dividends which would have accrued on the shares shall be paid to the stockholder.

There are no corporate matters in the Agenda for the annual meeting that will entitle dissenting stockholders to exercise their right of appraisal as provided in the Title X of the Revised Corporation Code.

**Item 3: Interest of Certain Persons in or Opposition to Matters to be Acted Upon**

- a) No current director or officer of the Company, or nominee, for election as directors of the Company or any associate thereof, has any substantial interest, direct or indirect, by security holdings or otherwise, in any matter to be acted upon other than the election to office.
- b) No director has informed the Company in writing that he intends to oppose any action to be taken by the registrant at the meeting.

**B. CONTROL AND COMPENSATION INFORMATION**

**Item 4: Voting Securities and Principal Holders Thereof**

**(a) Class of Voting shares as of May 31, 2021:**

Common Stocks	776,465,281 shares
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Each common share of the Company's capital stock is entitled to one (1) vote at the Annual Stockholders' Meeting.

**(b) Record Date: July 6, 2021**

Only stockholders of record at the close of business on **July 6, 2021** are entitled to vote at the meeting either in person or by proxy.

**(c) Election of Directors and Cumulative Voting Rights**

In all items for approval except election of directors, each share of stock entitles its registered owner to one (1) vote.

In case of election of Directors, each stockholder may vote the number of shares of stock standing in his own name as of the record date of the meeting 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.

## Security Ownership of Certain Beneficial Owners and Management

### 1. Owners of more than 5% of voting securities as of May 31, 2021.

#### COMMON STOCK

SHARE CLASS	NAME AND ADDRESS OF RECORD OWNER	NAME OF BENEFICIAL OWNER & RELATIONSHIP WITH RECORD OWNER	CITIZENSHIP	NUMBER OF SHARES BENEFICIALLY OWNED	% OF TOTAL
Common	<b>PAN MALAYAN MANAGEMENT &amp; INVESTMENT CORPORATION</b> 48/F, Yuchengco Tower, RCBC Plaza, 6819 Ayala Ave., Makati City <i>Principal Stockholder</i>	<b>Ms. Helen Y. Dee</b> <i>Chairperson</i> is authorized to direct voting of the shares held by Pan Malayan Management & Investment Corporation	Filipino	397,166,274*	51.15%
Common	<b>ESTATE OF ALFONSO T. YUCHENGCO</b> 48/F, Yuchengco Tower, RCBC Plaza, 6819 Ayala Ave., Makati City <i>Principal Stockholder</i>	<b>Ms. Helen Y. Dee</b> <i>In her capacity as Administrator</i> is authorized to direct voting of the shares held the Estate of Alfonso T. Yuchengco	Filipino	90,123,082	11.61%
Common	<b>RCBC SECURITIES, INC.</b> 7/F Yuchengco Tower, RCBC Plaza, 6819 Ayala Ave., Makati City	<b>Mr. Raul M. Leopando</b> <i>Nominee</i> <b>Mr. Raul Ruiz</b> <i>VP - Research</i> are authorized to direct voting of the shares held by RCBC Securities	Filipino	95,009,131	12.31%
Common	<b>BPI SECURITIES CORPORATION</b> 8/F BPI Head Office Bldg., Ayala Ave., cor. Paseo de Roxas Makati City	<b>Mr. John Kennard T. Fajardo</b> <i>Nominee-Applicant</i> is authorized to direct voting of the shares held by BPI Securities Corporation	Filipino	45,867,948	5.90%
Common	<b>GPL Holdings, Inc.</b>	<b>Ms. Helen Y. Dee</b> <i>President</i> is authorized to direct voting of the shares held by GPL Holdings, Inc.	Filipino	41,170,360	5.30%

\* Represents direct and indirect ownership.

Among the above shareholders owning more than 5% of the Company's capital stock, only Pan Malayan Management and Investment Corporation purchased shares of the Company in the past two years using internally generated funds. The details of which are as follows:

Date	# of shares purchased	Price
November 29, 2019	7,029,980	5.400
December 6, 2019	4,649,990	5.410
January 15, 2019	4,000,000	5.400

### 2. Security Ownership of Management

Securities beneficially owned by the directors, nominees, officers, other than qualifying shares, as of April 30, 2021 according to the records of its stock and transfer agent, Rizal Commercial Banking Corp. (RCBC):

NAME OF BENEFICIAL OWNER	CITIZENSHIP	NATURE OF OWNERSHIP	SHARES OWNED	% OF CLASS
Ms. Helen Y. Dee	Filipino	Direct	1,125,345	0.1827%



NAME OF BENEFICIAL OWNER	CITIZENSHIP	NATURE OF OWNERSHIP	SHARES OWNED	% OF CLASS
		Indirect	770,780	0.1251%
Mr. Gil A. Buenaventura	Filipino	Direct	5	0.0000%
Dr. Roberto F. de Ocampo	Filipino	Direct	5	0.0000%
Mr. John Mark S. Frondoso	Filipino	Direct	5	0.0000%
Mr. Francisco H. Licuanan III	Filipino	Direct	500	0.0001%
Mr. Medel T. Nera	Filipino	Direct	5	0.0000%
Mr. Lorenzo Andres T. Roxas	Filipino	Direct	5	0.0000%
Atty. Wilfrido E. Sanchez	Filipino	Direct	5	0.0000%
Mr. Juan B. Santos	Filipino	Direct	5	0.0000%
Mr. Lorenzo V. Tan	Filipino	Direct	5	0.0000%
Ms. Yvonne S Yuchengco	Filipino	Direct	45	0.0000%
		Indirect	90,210	0.0146%
<b>Sub-Total</b>			<b>1,986,920</b>	<b>0.3226%</b>
<b>Total Common Shares</b>			<b>776,765,281</b>	<b>100%</b>

None of the officers have direct or indirect shares other than those mentioned above.

### Changes in Control

There had been no change in control in the Company that had occurred since the beginning of last year.

### Voting Trust Holders of 5% And More

There are no shareholdings holding any Voting Trust Agreement or any such similar agreement.

### Ownership of Foreigners Per Class

As of May 31, 2021, there are 23,992,791 shares or 3.09% of the common stock that are held by foreigners.

### Item 5: Directors and Executive Officers

The Company's Board of Directors ("BOD") has eleven (11) members elected by and from among the stockholders. The Board is accountable for providing overall management and direction of the firm. Board meetings are held on a regular basis or as often as required to discuss HI's operations, business strategy, policies, and other corporate matters. A brief background on each member of the board is provided in the succeeding pages.

The following are the names, ages, positions, and period of service of all incumbent directors, executive officers, and all persons nominated or chosen to become such:

<b>DIRECTORS</b>		
Name	Position	Length of Service
Ms. Helen Y. Dee	Chairperson	18 Years
Mr. Lorenzo V. Tan	Director President & CEO	4 Years as Director 1 Year and 9 Months as President & CEO
Mr. Medel T. Nera	Director	9 Years
Atty. Wilfrido E. Sanchez	Director	20 Years
Mr. Gil A. Buenaventura	Director	1 Year
Ms. Yvonne S Yuchengco	Director	19 Years
Mr. Lorenzo Andres T. Roxas	Director	7 months

<b>INDEPENDENT DIRECTORS</b>		
Name	Position	Length of Service
Dr. Roberto F. de Ocampo	Director	20 Years
Mr. John Mark Frondoso	Director	4 Years
Mr. Francisco H. Licuanan III	Director	13 Years
Mr. Juan B. Santos	Director	6 Years

<b>EXECUTIVE OFFICERS</b>			
<b>Name</b>	<b>Position</b>	<b>Age</b>	<b>Citizenship</b>
Ms. Helen Y. Dee	Chairperson	77	Filipino
Mr. Lorenzo V. Tan	President & CEO	59	Filipino
Ms. Gema O. Cheng	EVP – COO, CFO & Treasurer	56	Filipino
Mr. Alexander Anthony G. Galang	SVP – Internal Audit	60	Filipino
Mr. Joselito D. Estrella	SVP – Chief Information Officer	56	Filipino
Mr. Philippe John S. Fetalvero	SVP – Operations Head, Cars Division	52	Filipino
Ms. Ma. Esperanza F. Joven	VP – Finance	50	Filipino
Ms. Ma. Elisa E. De Lara	VP – Internal Audit	52	Filipino
Ms. Maria Teresa T. Bautista	VP – Corporate Controller	48	Filipino
Mr. Edgardo Augusto R. Grau Jr.*	VP – Chief Risk Officer	54	Filipino
Atty. Lalaine P. Monserate	AVP – Legal & Compliance Officer	57	Filipino
Atty. Samuel V. Torres	Corporate Secretary	56	Filipino
Atty. Ma. Elvira Bernadette G. Gonzalez	Asst. Corporate Secretary	44	Filipino

\* Resigned effective July 16, 2021

### **POSITION AND BACKGROUND WITHIN THE LAST 5 YEARS**

**HELEN Y. DEE, 77 years old, Filipino**, has been **Chairperson of the Board** since 2001 to present. She was also President and CEO of the company from 2001-2011. She is the **Chairperson** of EEI Corporation, House of Investments, Inc., PetroEnergy Resources Corporation, Rizal Commercial Banking Corporation, all of which are PSE-listed companies. She is the Chairperson, Vice Chairperson or a director of several companies engaged in banking, insurance, and real property businesses. Ms. Dee received her Master’s Degree in Business Administration from De La Salle University.

**LORENZO V. TAN, 59, Filipino**, is a **Director** and the **President & CEO** of the Company. He is also the **President & CEO** of Sunlife Grepa Financial, Inc., Philippine National Bank, and United Coconut Planters Bank; **Vice Chairman** of Pan Malayan Management Inc. and TOYM Foundation; **Chairman and President** of Honda Cars Kalookan Inc.; **Director and President** of RCBC Realty Corporation; **Director** at EEI Corp., iPeople, inc., Malayan Insurance Company, Inc., Smart Communications, Inc., Digitel Telecommunications, Sun Life Grepa Financial, Inc., Manila Memorial Park Cemetery, Inc., and Hi-Eisai Pharmaceutical Inc.; **Board of Trustees** at De La Salle Zobel. **His past experiences include: Managing Director** of Primeiro Partners, Inc., **President, Chief Executive Officer and Director** of Rizal Commercial Banking Corporation; **Chairman** of Asian Bankers Association; **President** of Bankers Association of the Philippines (BAP). As BAP president, he led the Association in representing the BAP in the ASEAN Bankers Association (ABA), composed of the national banking associations from the 10-member countries in the Association of Southeast Asian Nations (ASEAN). **Educational Background:** Certified Public Accountant in Pennsylvania, USA and in the Philippines. Mr. Tan graduated from De La Salle University with a Bachelor of Science degree in Accounting and Commerce, and holds a Master in Management degree from the J.L. Kellogg Graduate School of Management, Northwestern University.

**YVONNE S. YUCHENGCO, 67, Filipino**, is a **Director** from 1999-2006, 2008 to present. She is also the **President, Chairman and Director** of Philippine Integrated Advertising Agency, Inc.; **Director and Chairman** of Y Realty Corporation and Yuchengco Museum, Inc.; **Chairperson and President** of Royal Commons, Inc. Y Tower II Office Condominium Corp. and Yuchengco Tower Office Condominium Corp.; **Director and Vice Chairperson** of Malayan Insurance Co., Inc.; **Director and Chairperson** of RCBC Capital Corporation; **Chairperson** of XYZ Assets Corporation; **Director, Treasurer and CFO** of Pan Malayan Management & Investment Corp.; **Director, Vice President and Treasurer** of Pan Managers Inc.; **Director and President** of Alto Pacific Corporation, MICO Equities, Inc. and RCBC Land, Inc.; **Director and Treasurer** of Water Dragon, Inc., Honda Cars Kalookan, Inc., Malayan High School of Science, Inc., Mona Lisa Development Corp. and Petro Energy Resources Corp.; **Director and Vice-President** of AY Holdings, Inc.; **Director and Corporate Secretary** of MPC Investment Corporation; **Trustee and Chairperson** of The Malayan Plaza Condominium Owners; **Director** of Annabelle Y. Holdings & Management Corporation, A.T. Yuchengco, Inc., Enrique T. Yuchengco, Inc., DS Realty, Inc., GPL Holdings, Inc., HYDee Management & Resources Corp., iPeople inc., La Funeraria Paz-Sucac, Inc., Luisita Industrial Park Corp., Malayan Colleges Inc., Malayan International Insurance Corp., Manila Memorial Park Cemetery, Inc., Mapua University, National

Reinsurance Corp. of the Philippines, Pan Malayan Express, Inc., Pan Malayan Realty Corp., Seafront Resources Corp., Shayamala Corporation, YGC Corporate Services, Inc. and Yuchengco Center, Inc.; **Trustee** of Phil-Asia Assistance Foundatio, Inc.; **Advisory Member** of Rizal Commercial Banking Corporation. **Educational Background:** Bachelor of Arts in Interdisciplinary Studies from Ateneo De Manila University, Philippines.

**MEDEL T. NERA, 65, Filipino**, is a **Director** from 2011 to present. He is also a **Director** of iPeople inc., EEI Corp., Seafront Resources Corp., National Reinsurance Corporation of the Philippines, Inc., Generika Pharmaceutical Group, Ionics, Inc. and Holcim Philippines, Inc. His past experiences include: **President & CEO** of House of Investments, Inc.; **President** of Honda Cars Kalookan, Inc., **Director and President** of RCBC Realty Corp.; **Chairman of the Board** of Greyhounds Security & Investigation Agency Corp., Zamboanga Industrial Finance Corporation; **Director and Chairman of Risk Committee** of Rizal Commercial Banking Corp.; **Director and Treasurer** of CRIBS Foundation, Inc., and **Senior Partner** at Sycip Gorres Velayo & Co. **Educational Background:** Master of Business Administration (MBA) from Stern School of Business, New York University, USA and Bachelor of Science in Commerce from Far Eastern University, Philippines, International Management Program at Manchester Business School, UK, Pacific Rim Program at the University of Washington, USA. Mr. Nera is a Certified Public Accountant.

**ATTY. WILFRIDO E. SANCHEZ, 84, Filipino**, is a **Director** from 2000 to present. He is also a **Tax Counsel** of Quiason Makalintal Barot Torres Ibarra Sison and Damaso Law Firm; **Director** in Asiabest Group International Inc. (“ABG”), Asia Brewery, Inc., Asian Institute of Management (AIM) EEI Corporation, EMCOR, Inc., Eton Properties Philippines, Inc. Gokongwei Brothers Foundation, J-DEL Investments and Management Corporation, JVR Foundation, Inc., K-Servico, Inc., Kawasaki Motor Corporation, LT Group, Inc., Magellan Capital Holdings Corp., Tanduary Distillers, Inc. Trimotors Technology Corp. and Universal Robina Corporation. **His past experiences include:** Mr. Sanchez once worked in an accounting firm in the Philippines for almost thirty (30) years as tax consultant and headed its tax practice before his retirement. SGV was at one time the largest accounting firm in Asia until its affiliation with Arthur Andersen and Ernst & Young. He headed the tax practice in the firm for several years until his retirement after almost thirty (30) years of tax practice. While in the firm, he also acted as a business advisor to various entities. With this experience in SGV and QMBTISD, he has collected more than fifty (50) years of Tax and Corporate practice. **Educational Background:** Masters of Law from Yale Law School, USA; Bachelor of Laws and Bachelor of Arts from Ateneo de Manila University, Philippines.

**ROBERTO F. DE OCAMPO, 75, Filipino, former Secretary of Finance**, is an **Independent Director** from 2000 to present. He is a **former President** of the Asian Institute of Management (AIM); **Chairman** of the Philippine Veterans Bank and Foundation for Economic Freedom (FEF); **Chairman of the Board of Advisors** of the RFO Center for Public Finance and Regional Economic Cooperation (an ADB Regional Knowledge Hub); **Vice Chairman** of the Makati Business Club; **Member /Advisory Board Member** of a number of important global institutions including The Conference Board, the Trilateral Commission, the BOAO Forum for Asia and the Emerging Markets Forum, and The Global Reporting Initiative (GRI). **His past experiences:** **President** of Management Association of the Philippines (MAP); **Chairman and Chief Executive Officer** of the Development Bank of the Philippines during the presidency of Cory Aquino; **Chairman** of the Land Bank during the Ramos Administration; **Member** of the Board Governors of the World Bank, IMF, and ADB. He was awarded by Queen Elizabeth the Most Excellent Order of the British Empire (OBE), by France as a Chevalier (Knight) of the Legion d'Honneur, and by the Vatican as Knight of the Holy Sepulchre of Jerusalem. He is the recipient of many other awards including Philippine Legion of Honor, ADFIAP Man of the Year, Ten Outstanding Young Men Award, CEO Excel Award, several Who’s Who Awards and the 2006 Asian HRD Award for Outstanding Contribution to Society. **Educational Background:** Dr. de Ocampo graduated from De La Salle College and Ateneo de Manila University, received an MBA from the University of Michigan, holds a post-graduate diploma in Development Administration from the London School of Economics, and has four doctorate degrees (Honoris Causa) conferred by the De La Salle University in Business Administration, by the University of Angeles City in Public Administration, by the Philippine Women’s University in Laws, and by the San Beda College in Humane Letters.

**JUAN B. SANTOS, 82, Filipino**, was elected as an **Independent Director** in 2014. He is also a **Director** of First Philippine Holdings Inc., Allamanda Management Corporation, Philippine Investment Management, Inc., Philippine Investment Management Corp., Rizal Commercial Banking

Corporation, Sunlife Grepa Financial, Inc.; **Trustee** of Dualtech Training Center Foundation, Inc. and St. Luke's Medical Center; **Member of the Board of Advisors** of East-West Seeds Co., Mitsubishi Motor Phil. Corporation; **Consultant** of Marsman-Drysdale Group of Companies. *His past experiences include:* **Chairman** of Social Security System; **Secretary** of Trade and Industry, Philippines; **Chairman and CEO** of Nestle Philippines, Singapore and Thailand; **Director** of Philex Mining Corporation, Philippine Long Distance Telephone Company (PLDT), San Miguel Corporation; *Educational Background:* Advanced Management from International Institute of Management Development (IMD), Lausanne, Switzerland; Post-graduate studies on Foreign Trade from Thunderbird School of Global Management, Arizona, USA; and Bachelor of Science in Business Administration from Ateneo De Manila University, Philippines.

**GIL A. BUENAVENTURA, 68, Filipino** is a **Director** from 2019 to present. He is also a **Director** in Malayan Insurance Co., Manila Memorial Park Cemetery, Inc. and Rizal Commercial Banking Corporation. *His past experiences include:* **President, Chief Executive Officer and Executive Director** of Rizal Commercial Banking Corporation. As RCBC President, CEO and Executive Director, he led the re-launch and re-branding of the bank to stay relevant amidst the changing banking landscape; **President and Chief Executive Officer** of Development Bank of the Philippines; **Member** of Makati Business Club, Management Association of the Philippines and Investment Committee, De La Salle Philippine School System; **Board Member** of Banker Association of the Philippines, BANCNET and Philippine Payments Management Inc. *Educational Background:* Mr. Buenaventura holds a Master of Business Administration in Finance from University of Wisconsin, Madison, Wisconsin.

**FRANCISCO H. LICUANAN III, 77, Filipino**, is an **Independent Director** since 2006 to present. He is also **Chairman & CEO** of Battery Park Investment, Inc., Geo EState Development Corporation and New Pacific Resources Management Inc.; **President & CEO** of Innovative Property Solutions, Inc.; **President** of Stonebridge Corporation *Educational Background:* Master of Business Administration from Harvard Business School, USA; Bachelor of Arts in Economics (cum laude) from Ateneo De Manila University, Philippines.

**JOHN MARK S. FRONDOSO, 46, Filipino**, was elected as an **Independent Director** in December 2016. He is the **President** of FSG Technology Ventures, Inc. (Digipay); **President** of Star Two Holdings, Inc.; **Trustee and Chairman of the Investment Committee** of the Philippine Public School Teachers Association; **Director** of HC Consumer Finance Philippines, Inc. (Home Credit); **Chairman & President** of FSG Capital, Inc. *His Past experiences include:* **Philippine Chief Representative & Executive Director** of Morgan Stanley (Singapore) Holdings Pte Ltd.; **Associate Director** of Barclays Capital (Investment Banking Division of Barclays Bank PLC). *Educational Background:* Bachelor of Science in Industrial Management (University Honors) from Carnegie Mellon University, USA.

**LORENZO ANDRES T. ROXAS, 57, Filipino**, is a **Director** from 2020 to present. He is the **Managing Director & Nominee** at Philippine Equity Partners, Inc.; **Director** of RCBC Capital Corporation, RCBC Bankard Services Corporation, ATRAM Investment Management Partners Corporation, and ATR Holdings, Inc.; **Advisory Board Member** of PhilExcel Corporation; **Board of Governors and Treasurer** of Philippine Association of Securities Brokers and Dealers, Inc., and **Chairman and President**, LTR Holdings, Inc. *His past experiences include:* **Chairman** of Manila House Private Club, Inc.; **Director** of Asian Life & General Assurance Corporation, Tullett Prebon (Philippines), Inc. and Maybank ATR Kim Eng Capital Partners, Inc.; **Board of Governors** of the Philippine Association of Securities Brokers and Dealers, Inc.; and **Chairman of the Board, President, and Director** of Maybank ATR Kim Eng Securities, Inc. *Educational Background:* Masters in Business Administration, Northwestern University's Kellogg School of Management and The Hong Kong University of Science and Technology and Bachelor of Arts Degree in Interdisciplinary Study, Ateneo de Manila University.

#### **EXECUTIVE OFFICERS:**

**GEMA O. CHENG, 56, Filipino**, is the **Executive Vice President – Chief Operating Officer, Chief Finance Officer and Treasurer**. She also holds the following positions within the group: **Executive Vice President – Chief Financial Officer** of iPeople, inc.; **Chairman and President** of Investment Managers, Inc.; **Director, Vice President for Finance and Treasurer** of Landev Corporation; and serves as **Director** of the following: Malayan Colleges Laguna, Inc., A Mapua School, Malayan Colleges Mindanao, A Mapua School, La Funeraria Paz-Sucat, Inc. and Manila Memorial Park Cemetery, Inc.

She was previously a **Senior Vice President** of SM Investments Corp. seconded as **Treasury Head** of SM Prime and its various business segments (Malls, Hotels & Conventions, Residences, Leisure and Commercial Properties Group) with concurrent role as CFO of the Commercial Properties Group; **Educational Background:** Bachelor of Arts in Economics (Magna Cum Laude) from the University of the Philippines-Diliman, Philippines; Certificate of Special Studies in Administration and Management from Harvard University, USA.

**ALEXANDER ANTHONY G. GALANG, 60, Filipino**, is the **Senior Vice President for Internal Audit** since 2009. He was **Vice President** of the company from 2004 to 2009. He is a Certified Public Accountant (CPA) having placed 12<sup>th</sup> in the 1981 licensure exams. He has a Global Certification as a Certified Fraud Examiner (CFE) and a Certification in Risk Management Assurance (CRMA). **Educational Background:** Bachelor of Science in Business Administration Major in Accounting (Cum Laude) from University of Sto. Tomas, Philippines.

**JOSELITO D. ESTRELLA, 56, Filipino**, is the **Senior Vice President - Chief Information Officer**. **His past experiences include: Senior Vice President – Chief Information Officer** of iPeople inc., **President** of Pan Pacific Computer Center Inc., **Vice President for Sales & Marketing** of AGD Infotech Inc. **Educational Background:** Bachelor of Science in Commerce Major in Management from San Beda College; Master of Science in Information Technology from De La Salle University.

**PHILIPPE JOHN S. FETALVERO, 52, Filipino**, is the SVP – Business Operations Head for the Cars Division. **His past experiences include: General Manager** of Honda Cars Kalookan, Inc. where he started as Sales Manager in 1994. He also served as a faculty member at the De la Salle University Impact Center. **Educational Background:** Bachelor of Science in Computer Science from the De La Salle University.

**MA. ESPERANZA F. JOVEN, 50, Filipino**, is the **Vice President for Finance**. She is also the **Vice President & Treasurer** in HI-Eisai Pharmaceutical, Inc.; and a **Director** in Manila Memorial Park Cemetery, Inc., La Funeraria Paz-Sucat, Inc., and San Lorenzo Ruiz Investment Holdings & Services, Inc. **Her past experiences include: Vice President for Finance** of iPeople, inc.; **Director** of Zamboanga Industrial Finance Corporation; **MSCF Program Coordinator** and **Assistant Professional Lecturer** at De La Salle University. She also held the Series 7, 63, and 24 licenses with the Financial Industry Regulatory Authority (FINRA), The Nasdaq Stock Market, and in the 52 states and territories of the USA. **Educational Background:** Master of Science in Computational Finance and Bachelor of Science in Applied Mathematics from De La Salle University-Manila.

**MARIA ELISA E. DE LARA, 51, Filipino**, is the **Vice President for Internal Audit** since 2013. She joined the company in October 2010 and was appointed as **Assistant Vice President** for Group Internal Audit effective January 2011. She is a Certified Public Accountant and holds a Global Certification in Risk Management Assurance (CRMA). **Educational Background:** Bachelor of Science in Business Administration Major in Accounting (Magna Cum Laude) from the Philippine Women's University.

**MARIA TERESA T. BAUTISTA, 48, Filipino**, is the **Vice President - Controller** since July, 2017. She is also the **Controller** of Landev Corporation; **CFO and Treasurer** of Investment Managers Inc., Xamdu Motors, Inc., Zamboanga Carriers, Inc. and Zambowood Realty and Development Corp. and Hexagon Lounge, Inc.; **Treasurer** of Greyhounds Security and Investigation Agency Corp. and Secon Professional Security. She is a Certified Public Accountant, holds a Global Certification for Internal Auditors (CIA) and has completed the Six Sigma Green Belt Program. **Educational Background:** Bachelor of Science in Commerce, major in Accounting, from St. Paul College, Philippines.

**EDGARDO AUGUSTO R. GRAU, JR., 54, Filipino**, is the **Vice President – Chief Risk Officer**. He holds this position from July 9, 2019 to July 15, 2021. **His previous affiliations include:** Examiner, Financial Analyst and Policy Developer at the Office of The Comptroller of the Currency (an agency under the US Department of Treasury). In this capacity, he provided supervisory monitoring of local and regional financial institutions, both healthy and distressed. He has expertise in mortgage banking, real estate lending, asset securitization, risk management, consumer compliance, and holding company oversight. He has consulting experience with startups as well as small-to-medium sized enterprises. **Educational Background:** Bachelor of Business Administration (Magna Cum Laude) from Seton Hall University, USA.

**RUTH C. FRANCISCO, 58, Filipino**, will assume the position of **Senior Vice President – Chief Risk Office** effective July 16, 2021. She joined the company in July 2010 and was seconded to Malayan Education System, Inc. (Operating under the name of Mapúa University) (“Mapúa”) as the Chief Finance Officer. During her assignment in Mapúa, she also held the following positions: Treasurer for Malayan Colleges Foundation, Inc., Malayan Colleges Mindanao (A Mapua School), Inc., and MIT Retirement Fund, Inc. **Educational Background:** Doctor of Business Administration, Colegio de San Juan de Letran; Master of Business Administration, Philippine Christian University; Bachelor of Science in Commerce, Major in Accounting, Manuel L. Quezon University.

**LALAIN P. MONSERATE, 57, Filipino**, joined the Company in November, 2016 as **Assistant Vice President – Legal and Compliance Officer**. She was appointed **Data Privacy Officer** for the Company on June 2017 up to the present. She is also the Corporate Secretary of Greyhounds Security and Investigation Agency Corporation from August 2018 to present. **Her past experiences include:** **Assistant Director** of the Investigation and Prosecution Division, Enforcement and Investor Protection Department of the Securities and Exchange Commission (SEC). She spent 12 years at the SEC, rising from the ranks, i.e. from Securities Investigator, Securities Counsel, Chief Counsel, Division Head and Assistant Director. **Educational Background:** Bachelor of Laws and Bachelor of Arts in Political Science from the University of Nueva Caceres in Naga City. She passed the Bar Examinations in 1999.

**SAMUEL V. TORRES, 56, Filipino**, is the **Corporate Secretary**. His other present positions include: **General Counsel & Corporate Secretary** of Pan Malayan Management & Investment Corporation and **Corporate Secretary** of A. T. Yuchengco, Inc., A Y Foundation, Inc., A.Y. Holdings, Inc., Bankers Assurance Corp., Bluehounds Security and Investigation Agency, Inc., Luisita Industrial Park Corp., RCBC Bankard Services, Inc., Enrique T. Yuchengco, Inc. Investment Managers, Inc., Sun Life Grepa Financial, Inc., Grepaland, Inc., Grepa Realty Holdings Corporation, PetroEnergy Resources Corp., Seafont Resources Corp., GPL Cebu Tower Office Condominium Corp., Hexagon Integrated Financial & Insurance Agency, Inc., Hexagon Lounge, Inc., iPeople, inc., RCBC Land, Inc., RCBC Forex Brokers Corp., RCBC Realty Corp., RCBC Securities, Inc., RCBC Capital Corporation, Malayan High School of Science, Inc., Malayan Education System, Inc., Malayan Colleges Mindanao (A Mapua School), Inc., Malayan Colleges Foundation, Inc., Malayan Information Technology Center, Inc., Malayan Colleges Laguna, Inc Led by A Mapua School, Affordable Private Education, Inc. doing business under the name of APEC SCHOOLS, GPL Holdings, Pan Pacific Computer Center, Inc., Honda Cars Kalookan, Inc., Hi-Eisai Pharmaceutical, Inc., People eServe Corp., La Funeraria Paz Sucat, Inc., Landev Corp., Pan Malayan Express, Inc., Pan Malayan Realty Corp., Philippine Advertising Agency, Inc., First Nationwide Assurance Corp., Malayan Insurance Co., Inc., MICO Equities, Inc., and Tokio Marine Malayan Insurance Corp. **Educational Background:** Bachelor of Laws, Ateneo De Manila University School of Law; Bachelor of Science in Business Economics, University of the Philippines.

**MA. ELVIRA BERNADETTE G. GONZALEZ, 44, Filipino**, is the **Assistant Corporate Secretary**. She is also the **Assistant General Counsel** of Pan Malayan Management & Investment Corporation and **Corporate Secretary** of Blackhounds Security and Investigation Agency, Inc. and the **Assistant Corporate Secretary** of iPeople, inc., Malayan Colleges Mindanao (A Mapua School), Inc., Affordable Private Education, Inc. doing business under the name of APEC SCHOOLS, Yuchengco Tower Office Condominium Corp., Y Tower II Office Condominium Corp., and GPL Holdings, Inc. **Educational Background:** Juris Doctor, Ateneo De Manila University School of Law; Bachelor of Arts in Political Science, Ateneo De Manila University.

### **Nominations for Independent Directors and Procedures for Nomination**

Following rules and procedures shall apply to the nomination and election of Independent Directors.

- a) The Board shall have at least three (3) independent directors or such number as to constitute one-third (1/3) of the Board, whichever is higher. An independent director is one who is independent of management and free from business or other relationship which could, or could reasonably be perceived to, materially interfere with his exercise of independent judgment in carrying out his responsibilities as director, and must possess all of the qualifications, and none of the disqualifications as prescribed by the Bangko Sentral Ng Pilipinas, Securities and Exchange Commission and other regulatory authorities, from time to time.
- b) The Corporate Governance, Nomination, and Related Party Transactions Committee composed of three (3) members shall promulgate the guidelines or criteria to govern the conduct of the nominations:

- c) Nomination of independent director shall be conducted by the Corporate Governance, Nomination and Related Party Transactions Committee prior to the stockholders' meeting. All recommendations shall be signed by the nominating stockholders together with the acceptance and conformity by the would-be nominees.
- d) The Corporate Governance, Nomination, and Related Party Transactions Committee shall pre-screen the qualifications and prepare a final list of all candidates and put in place screening policies and parameters to enable it to effectively review the qualifications of the nominees for independent directors;
- e) After the nomination, the Corporate Governance, Nomination, and Related Party Transactions Committee shall prepare a Final List of Candidates which shall contain all the information about all the nominees for independent directors, as required by existing and applicable rules, which list, shall be made available to the Commission and to all stockholders through the filing and distribution of the Information Statement, or in such other reports the Company is required to submit to the Commission. The name of the person or group of persons who recommended the nomination of the independent director shall be identified in such report including any relationship with the nominee;
- f) Only nominees whose names appear on the Final List of Candidates shall be eligible for election as Independent Directors. No other nominations shall be entertained after the Final List of Candidates shall have been prepared. No further nominations shall be entertained or allowed on the floor during the actual annual stockholders' meeting.
- g) Election of Independent Directors
  - Subject to pertinent existing rules and regulation of SEC, the conduct of the election of independent directors shall be made in accordance with the standard election procedures of the By-laws.
  - It shall be the responsibility of the Chairman of the Meeting to inform all stockholders in attendance of the mandatory requirement of electing independent directors. He shall ensure that independent directors are elected during the stockholders' meeting.
  - Specific slots for independent directors shall not be filled up by unqualified nominees.

In case of failure of elections for independent directors, the Chairman of the Meeting shall call a separate election during the same meeting to fill up the vacancy.

The following were nominated to the position of directors of the Company for the year 2021-2022:

**Regular Directors**

- 1) Ms. Helen Y. Dee
- 2) Mr. Lorenzo V. Tan
- 3) Atty. Wilfrido E. Sanchez
- 4) Ms. Yvonne S. Yuchengco
- 5) Mr. Medel T. Nera
- 6) Mr. Gil A. Buenaventura
- 7) Mr. Lorenzo Andres T. Roxas

**Independent Directors**

- 1) Dr. Roberto F. de Ocampo
- 2) Mr. Francisco H. Licuanan III
- 3) Mr. Juan B. Santos
- 4) Mr. John Mark S. Frondoso

Mrs. Eliadah Neiel Dela Rama, a stockholder of the Company, who is not in any way related to the nominees, nominated Messrs. Roberto F. de Ocampo, Francisco H. Licuanan III, Juan B. Santos, and John Mark S. Frondoso as independent directors.

The Corporate Governance, Nominations, and Related Party Transactions Committee reviews and evaluates the qualifications of all persons nominated as director as well as those to be nominated to other positions requiring appointment by the Board of Directors. With respect to the nominees for independent directors, **they are neither officers nor employees, consultants or retainers, legal or otherwise, of the Company or any of its affiliates, and do not have any relationship with the Company which would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.** Their nomination and qualification by the Corporate Governance, Nominations, and Related

Party Transactions Committee were in compliance with the Company's By-Laws, Manual of Corporate Governance, and SRC Rule 38. The directors so nominated possess all the qualifications and none of the disqualifications for independent directors. (Attached as Annexes 1 to 5 are the Certifications of Independent Directors)

It may be noted, however, that while the Company is guided by the SEC's mandatory term limits for independent directors as provided for in SEC Memorandum Circular No. 4 (Series of 2017), two (2) of the nominees for independent director, Dr. Roberto F. de Ocampo, OBE and Mr. Francisco H. Licuanan III, are already serving a cumulative term of nine (9) years as reckoned from the year 2012. Nonetheless, the election of Dr. de Ocampo and Mr. Licuanan as independent directors of the Company is being proposed for stockholders' approval based on the invaluable contribution and guidance that they are constantly providing to the Company. The following meritorious justifications may be considered:

Dr. de Ocampo is a product of both the De La Salle and the Ateneo de Manila Universities. He received his MBA from the University of Michigan, postgraduate diploma from the London School of Economics and was conferred four doctorates (Honoris Causa) by various Philippine educational institutions. In the private sector, Dr. de Ocampo has been/is the Chairman and/or Board Member of several companies, both in the Philippines and abroad. He is most well-known nationally and internationally for public and international finance. Dr. de Ocampo was a former Secretary of Finance of the Republic of the Philippines, receiving many local and international accolades while he was in public service, including being named as "Asian Finance Minister of the Year" for two years in a row, in 1996 and 1997. For his initiatives to improve Philippine international relations, Dr. de Ocampo was honored by the Republic of France. He was also conferred by HM Queen Elizabeth II the Most Excellent Order of the British Empire (OBE) for his outstanding efforts to promote Philippine-UK relations. Dr. de Ocampo is a recipient of numerous other international and national honors. He is truly a pioneer, an authority and a leading expert in the field of finance. The Company greatly benefits from the advice and guidance that he provides.

Mr. Licuanan similarly maintains a reputable standing. He has an exceptional educational background, having graduated AB Economics, Cum Laude, from the Ateneo De Manila University and completing his MBA at Harvard Business School in Cambridge, Massachusetts, USA. Thereafter, Mr. Licuanan went on to establish a distinguished career in both the private and public sectors. For more than two (2) decades, Mr. Licuanan immersed himself in and led one of the largest real estate firms in the country, initially as Vice President for Corporate Planning of Ayala Corporation in 1979 to serving as Ayala Land, Inc.'s President and CEO from 1988 to 2004. He was also a highly valued member of the Office of the President, serving as Chairman of the Subic Bay Metropolitan Authority and as an Adviser for the Subic-Clark Area Development. Clearly, Mr. Licuanan's proficiency in finance, real estate, and other various business industries and public sector concerns provides the Company with invaluable direction and guidance.

Given the foregoing, the Company proposes the re-election and retention of Dr. de Ocampo and Mr. Licuanan as independent directors.

#### **Period in Which the Directors and Executive Officers Should Serve**

The Directors of the Company are elected at the Annual Stockholders' Meeting to hold office until the next succeeding annual meeting or until their respective successors have been elected and qualified. In compliance with SEC Memorandum No. 4 dated March 9, 2017, all Independent Directors shall serve a maximum cumulative term limit of nine (9) years from the reckoning year of 2012.

Officers are appointed or elected annually by the Board of Directors at its first Organizational meeting following the Annual Meeting of Stockholders, each to hold office until the corresponding meeting of the Board of Directors in the next year or until a successor shall have been elected, appointed or shall have qualified.

#### **Terms of Office of a Director**

Pursuant to the Company By-Laws, the directors who shall be stockholders are elected annually by the stockholders for a term of one year and shall serve until the election and acceptance of their duly qualified



successors. The composition of the members of the Company's various committees for 2020-2021 are as follows:

#### **Committee Membership of Directors**

##### ***Executive Committee***

Helen Y. Dee	Chairman
Lorenzo V. Tan	Member
Medel T. Nera	Member
Juan B. Santos	Member
Gil A. Buenaventura	Member
Lorenzo Andres T. Roxas	Member

##### ***Remuneration Committee***

Wilfrido E. Sanchez	Chairman
Juan B. Santos	Member
Gil A. Buenaventura	Member

##### ***Audit and Related Party Transactions Committee***

Roberto F. de Ocampo	Chairman
Juan B. Santos	Member
Medel T. Nera	Member

##### ***Board Risk Oversight Committee***

Juan B. Santos	Chairman
John Mark S. Frondoso	Member
Lorenzo Andres T. Roxas	Member

##### ***Corporate Governance, Nomination and Related Party Transactions Committee***

John Mark S. Frondoso	Chairman
Roberto F. De Ocampo	Member
Francisco H. Licuanan	Member

#### **Resignation of Directors**

To date, no director has resigned or declined to stand for re-election for the Board of Directors due to any disagreement with the Corporation relative to the Corporation's operations, policies and practices.

#### **Election of Directors**

The Directors of HI are elected at the annual stockholders' meeting to hold office until the next succeeding annual meeting or until their respective successors have been elected and qualified.

#### **Appointment of Officers**

Officers are appointed or elected annually by the Board of Directors at its first meeting following the Annual Meeting of Stockholders, each to hold office until the corresponding meeting of the Board of Directors in the next year or until a successor shall have been elected, appointed or shall have qualified.

#### **Significant Employees**

There is no person who is not an executive officer that is expected by the issuer to make a significant contribution to the business.

#### **Family Relationships**

Mrs. Helen Y. Dee and Ms. Yvonne S. Yuchengco are siblings.

Other than what is disclosed above, there are no other family relationships known to the registrant.

### **Interest on Certain Matters to be Acted Upon**

No director or officer of the Company has substantial interest, direct or indirect, in any matter to be acted upon in the meeting.

### **Certain Relationships and Related Transactions**

There is no director, executive officer, nominee for director, beneficial holder, or any family member involved in any business transaction with HI and subsidiaries.

There are no material transactions which were negotiated by the Company with parties whose relationship with the Company fall outside the definition of “related parties” under Philippine Accounting Standards 24, Related Party Disclosures, but with whom the Company has relationship that enables such parties to negotiate terms that may not be available from other, more clearly independent parties on an arm’s length basis.

Please refer to Note 22 of the consolidated financial statements for the details of related party transactions. As discussed in the notes, in the normal conduct of business, other transactions with certain affiliates include sharing in general and administrative expenses and cash advances.

### **Involvement in Legal Proceedings**

The Company is not aware and none of the directors and officers or persons nominated to become directors or officers has informed the Company of the following events during the past five years until April 30, 2020:

- (a) any bankruptcy petition filed by or against any business of which any of its director or executive officers was a general partner or executive officer either at the time of bankruptcy or within two (2) years prior to that time.
- (b) any conviction by final judgment of any director or senior executive in a criminal proceeding domestic or foreign or being subject to a pending criminal proceeding domestic or foreign, of any director, executive officer or person nominated to be a director
- (c) any director or senior executive being subject to any order, judgment or decree not subsequently reversed suspended or vacated of any court of competent jurisdiction, domestic or foreign permanently or temporarily enjoining barring, suspending or otherwise limiting such directors’ or executive officer’s involvement in any type of business securities, commodities or banking activities
- (d) any executive officer or director found by a domestic or foreign court of competent jurisdiction, the Commission or other foreign body or a domestic or foreign Exchange or other organized trading market or self-regulatory organization to have violated a securities or commodities law or regulation and the judgment has not been reversed, suspended, or vacated.

## Item 6: Compensation of Directors and Executive Officers

Information as to the aggregate compensation paid or accrued during the last two fiscal years and to be paid in the ensuing fiscal year to the Company's Chief Executive Officer and other officers follows:

NAME AND POSITION	YEAR	SALARY	BONUS	OTHER ANNUAL COMPENSATION	
The top 5 executives of the Company are as follows: 1. Lorenzo V. Tan, President & CEO 2. Gema O. Cheng, EVP – Chief Operating Officer, Chief Financial Officer & Treasurer 3. Alexander Anthony G. Galang, SVP – Internal Audit 4. Joselito D. Estrella, SVP – Chief Information Officer 5. Edgardo R. Grau, Jr., VP – Chief Risk Officer	2021	P 40.6M (est)	P0	P0	
	2020	P 38.7M	P0	P0	
	2019	P 31.8M	P0	P0	
	2021	P42.2M (est)	P0	P1.2M (est)	
	2020	P41.0M	P0	P1.1M	
All other officers and directors as group unnamed.	2019	P43.0M	P0	P0.9M	
	TOTALS	2021	P82.8M(est)	P0	P1.2M (est)
	2020	P79.7M	P0	P1.1M	
	2019	P74.8M	P0	P0.9M	

The table states the aggregate compensation of all directors and executive officers as a group. Other Annual Compensation pertains to per diem allowances given to Directors as discussed below.

Directors are paid a per diem of P25,000 for attendance in a Board meeting. Board meetings are scheduled every quarter in a year. A director is also paid a per diem of P10,000 for participation in Audit, Board Risk Oversight, and Corporate Governance, RPT and Nominations committee meetings and P5,000 in other committee meetings.

## Item 7: Independent Public Accountants

The Accounting firm of Sycip Gorres Velayo and Company (SGV & Co.), with office address at 6760 Ayala Avenue, SGV Building, Makati City, Philippines, has been the Company's Independent Auditors since the Company's incorporation, and has been recommended to serve as such for the current year.

Pursuant to SRC Rule 68, paragraph 3(b)(iv) and Memorandum Circular No. 8, series of 2003 (Five (5) Year Rotation of External Auditors), the Company has engaged Ms. Wenda Lynn M. Loyola, as the Engagement Partner of SGV & Co. effective 2016.

The engagement of the external auditors was favorably endorsed by the Audit Committee to the Board of Directors. The engagement is ultimately submitted for approval of the stockholders.

### Disagreement with Accountants on Accounting and Financial Disclosure

There was no event for the last 5 years where SGV & Co. had any disagreement with regard to any matter relating to accounting principles or practices, financial statement disclosure or auditing scope or procedure.

### Attendance of Accountants at the Meeting

Representatives of SGV & Co. are expected to be present at the annual stockholders meeting on August 17, 2020 with the opportunity to make any statement, if they so desire, and will be available to respond to appropriate questions on the Company's financial statements.

### External Audit Fees and Services

The Company has engaged SGV & Co. as the external auditor, and is tasked to conduct the financial audit of the Company. For this service, SGV & Co. has billed the company the following amounts:

YEAR	AUDIT FEE BILLING
2020	P3,417,000
2019	P3,296,450
2018	P3,182,750

The Company has not engaged SGV & Co. for any other services aside from its annual audit for the last five (5) years.

Tax Fees

The Company has not engaged the services of the external auditor for tax accounting, compliance, advice, planning and any other form of tax services.

All Other Fees

There are no other fees billed in each of the last two years for the products and services provided by the external auditor, other than the services reported under the items mentioned above.

**Item 8: Compensation Plans**

No action shall be taken with respect to any plan pursuant to which cash or non-cash compensation may be paid or distributed.

**C. ISSUANCE AND EXCHANGE OF SECURITIES**

**Item 9: Authorization or Issuance of Securities Other than for Exchange**

No action is to be taken with respect to the following:

1. modification or exchange of securities
2. financial and other information
3. mergers, consolidation, acquisition and similar matters
4. restatement of accounts

**Item 10. Modification or Exchange of Securities**

No action is to be taken with respect to the modification of any class of securities of the registrant, or the issuance or authorization for issuance of one class of securities of the registrant in exchange for outstanding securities of another class.

**Item 11: Financial and Other Information**

The audited financial statements as of December 31, 2020, Management Discussion and Analysis, Market Price of Shares and Dividends and other data related to the Company's financial information is attached hereto as "Annex C"

**Item 12: Mergers, Consolidations, Acquisitions and Similar Matters**

No action is to be taken with respect to any transaction involving the following:

1. the merger or consolidation of the registrant into or with any other person or of any other person into or with the registrant;
2. the acquisition by the registrant or any of its security holders of securities of another person;
3. the acquisition by the registrant of any other going business or of the assets thereof;
4. the sale or other transfer of all or any substantial part of the assets of the registrant; or
5. the liquidation or dissolution of the registrant.

**Item 13: Acquisition or Disposition of Property**

No action is to be taken with respect to the acquisition or disposition of any property.

**Item 14: Restatement of Accounts**

No action is to be taken with respect to the restatement of any asset, capital, or surplus account of the registrant.

## **D. OTHER MATTERS**

### **Item 15: Action With Regard to Reports**

The Minutes of the previous stockholders meeting held on August 17, 2020 and the Management Report as set forth in the Annual Report will be submitted for stockholders approval.

The voting procedure utilized for election and approval of corporate actions in which Stockholders' approval were required was by remotely or in absentia and by proxy. The stockholders present remotely or in absentia and by proxy are represented by 601,284,569 common shares or 77.44% of the total outstanding shares entitled to vote.

The stockholders were given the opportunity to ask questions by submitting their questions electronically to the Company before the meeting and also before the meeting was adjourned. There were no questions submitted before, nor were asked during, the said meeting.

The following matters were discussed and approved with no further comments or objections during the meeting:

1. Approval of the July 19, 2019 Minutes constitutes a ratification of the accuracy and faithfulness of the Minutes of the events that transpired during the said meeting, such as (a) 2018 annual report and audited financial statements, (b) ratification of the actions of the Board of Directors, different Committees and Management during the year 2018, (c) election of directors, and (d) appointment of external auditors.
2. Approval of the 2019 Management and Annual Report constitutes a ratification of the Company's performance during the previous calendar years as contained in the Annual Report.
3. Approval of the amendment of Article First of the Articles of Incorporation reflecting the change in corporate name of the Company
4. Approval of the amendment of Article Third of the Articles of Incorporation reflecting the change in the principal address of the Company
5. Ratification and confirmation of all the acts, resolutions and proceedings of the Board of Directors, Executive Committee and officers of the Company. This pertains to all acts resolutions, proceedings and approval made by the Board of Directors, Executive Committee and Officers of the Company from the last stockholders' meeting on July 19, 2019 for the period 2019 up to the date of meeting (August 17, 2020). This includes, among others, those that involve the day to day operations, administrations and management of the corporate affairs such as: a) opening/closing of bank accounts and delegation of bank signatories; b) approval of loans; c) redemption of preferred shares; d) declaration of cash dividends; and e) appointment/promotion of officers;
6. Election of Directors for 2020-2019.
7. Re-appointment of Sycip Gores Velayo & Co. as external auditor of the Company for the fiscal year ending 31 December 2020.

The record of the voting results for each of the items listed above form part of the Minutes of the Annual Stockholders' Meeting, which is attached herewith.

The following directors and officers were present at the meeting:

Directors:

1. Mrs. Helen Y. Dee, Chairperson
2. Mr. Medel T. Nera, President
3. Ms. Yvonne S. Yuchengco
4. Mr. Lorenzo V. Tan

5. Dr. Reynaldo B. Vea
6. Atty. Wilfrido E. Sanchez
7. Mr. Juan B. Santos
8. Mr. Lorenzo Andres T. Roxas

Officers:

9. Ms. Gema O. Cheng, EVP-COO, CFO and Treasurer
10. Mr. Anthony Alexander G. Galang, SVP-Internal Audit
11. Ms. Ma. Esperanza F. Joven, VP-Finance
12. Ms. Ma. Teresa T. Bautista, VP-Corporate Controller
13. Ms. Maria Elisa E. De Lara, VP-Internal Audit
14. Atty. Lalaine P. Monserate, AVP-Legal and Compliance Officer
15. Atty. Samuel V. Torres, Corporate Secretary
16. Atty. Ma. Elvira Bernadette C. Garcia-Gonzalez, Assistant Corporate Secretary

The President's Report, which includes the financial performance of the Company form part of the minutes which is attached herewith. Approval of the Audited Financial Statements, which is provided to the stockholders is likewise stated in the minutes. All material information on current stockholders and their voting rights are stated in the Minutes.

Copies of the minutes of the stockholders' meeting were made available on the Company's website together with the Information Statement and were likewise available at the Disclosures Section of the Philippine Stock Exchange ([edge.pse.com.ph](http://edge.pse.com.ph)). Likewise a recording of the proceedings were made available on the Company's website.

Approval of the August 17, 2020 Minutes constitutes a ratification of the accuracy and faithfulness of the Minutes of the events that transpired during the said meeting, such as (a) 2019 annual report and audited financial statements, (b) ratification of the actions of the Board of Directors, different Committees and Management during the year 2019, (c) Approval of Article First of the Articles of Incorporation reflecting the change in corporate name of the Company , (d) Amendment of Article Third of the Articles of Incorporation reflecting the change in the principal address of the Company (e) election of directors, and (f) appointment of external auditors.

Approval of the Annual Report constitutes a ratification of the Company's performance during the previous calendar years as contained in the Annual Report.

Ratification and confirmation of all the acts, resolutions and proceedings of the Board of Directors, Executive Committee and officers of the Company. This pertains to all acts resolutions, proceedings and approval made by the Board of Directors, Executive Committee and Officers of the Company from the last stockholders' meeting on July 19, 2019 for the period 2019 up to the date of meeting (August 17, 2020). This includes, among others, those that involve the day to day operations, administrations and management of the corporate affairs such as: a) opening/closing of bank accounts and delegation of bank signatories; b) approval of loans; c) appointment/promotion of officers; d) acquisition of the outstanding common stock of San Lorenzo Ruiz Investment Holdings and Services, Inc. and other matters covered by disclosures to the Securities and Exchange Commission and the Philippine Stock Exchange.

**Item 16: Matters Not Required to be Submitted**

No action is to be taken with respect to any matter, which is not required to be submitted to a vote of security holders.

**Item 17: Amendment of Charter, Bylaws or Other Documents**

No action is to be taken with respect to the amendment of Charter, By-laws of Other Documents.

**Item 18: Other Proposed Action**

The following matters will be submitted to a vote at the meeting:

1. Approval of the Minutes of the Annual Stockholders' Meeting held on August 17, 2020.

2. Approval of the Management Report and the Audited Financial Statements of the Company for the year ended December 31, 2020;
3. Ratification and confirmation of all acts, resolutions and proceedings of the Board of Directors, Executive Committee, Other Committees and Officers of the Company during the year 2020.
4. Election of Directors for 2021-2022;
  - a. Extension of the term of Dr. Roberto F. de Ocampo and Mr. Francisco H. Licuanan, III
5. Appointment of External Auditors

#### **Item 19: Voting Procedures**

All shareholders who wish to cast their votes may do so via the method provided for voting by remote communication or *in absentia*, or by providing the proxy form provided herein. The procedures for voting *in absentia* shall be provided securely through the emails of the stockholders.

At all elections of Directors, each stockholder may vote the shares registered in his/her/its name for as many persons as there are Directors, 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 share, or he may distribute them on the same principle among as many candidates as he shall see fit; provided, however, that the whole number of votes cast by him shall not exceed the number of shares owned by him as shown on the Company's stock transfer books multiplied by the number of Directors to be elected.

The Company will not declare stock dividends during the year.

#### **Corporate Governance**

##### **(a) Evaluation System to Measure Compliance with the Manual on Corporate Governance**

The Company has monitored its compliance with Securities and Exchange Commission (SEC) Memorandum Circulars as well as all relevant Philippine Stock Exchange (PSE) Circulars on Corporate Governance. The Company continues to comply with the leading practices and principles on good corporate governance and appropriate self-rating assessment and performance evaluation to determine and measure its compliance with the Company's Manual on Corporate Governance.

The Company has submitted its Integrated Annual Corporate Governance Report (IACGR) for the period covering the years 2017, 2018 and 2019. For the period covering the year 2020, the Company will submit its IACGR on or before May 30, 2021.

##### **(b) Measures Undertaken to Fully Comply with Leading Practices on Corporate Governance**

In its 2017, 2018 and 2019 Integrated Annual Corporate Governance Reports (IACGRs), the Company has complied with majority of all recommendations specified in the said Report. In 2019, except for two recommendations, the Company is compliant with all of the recommendations. In its 2020 I-ACGR, the Company will endeavor to comply with the said two un-complied recommendations.

##### **(c) Deviation from the Manual on Corporate Governance**

There is no deviation from the Manual on Corporate Governance. This can be gleaned from the Integrated Annual Corporate Governance Report (IACGR) where majority of the recommendations were complied by the Company. In 2019, while there were two (2) recommendations which the Company cannot comply, the Company provided for substantial explanation (pursuant to the "comply or explain" approach required by SEC) including the fact that the principles recommended were still being achieved by the Company despite its non-compliance. In its 2020 report, the Company will endeavor to comply with the said two un-complied recommendations in 2019, however, if it cannot, despite its efforts, then it will provide substantial explanation to the effect that the principles recommended were still achieved by the Company despite its non-compliance.

**(d) Plans to Improve Corporate Governance**

In order to improve the performance of the Chairperson, the Board of Directors and its officers, the Company required them to submit an Annual Self-Assessment Questionnaire which is composed of varying statements on their roles, functions and responsibilities under the Manual on Corporate Governance. Likewise, the Company, as required under its Policy on Related Party Transactions, implemented the annual submission of Related Party Questionnaire in order to elicit information about any potential or actual related party transactions entered into by the Chairperson, the Board of Directors, the Company and its officers on the said year. In addition, the Company also required them to submit a Biographical Data containing their personal information, work experience, family relations, and others, to determine their relatives within the third-degree of consanguinity and their related party transactions with the Company, if there is any. The Committee on Corporate Governance, Nominations and Related Party Transactions has been monitoring their submissions.

The Company continuously monitors all relevant PSE and SEC Circulars on Corporate Governance that maybe used to improve compliance with the Manual on Corporate Governance. With the pandemic (COVID 19), the PSE and SEC have issued numerous Circulars and Advisories which the Company have complied.

The Company continues to adhere to the leading practices in good corporate governance as well as the Manual on Corporate Governance by requiring its Chairperson, Directors and Officers to attend the annual seminar on Corporate Governance conducted by entities accredited by the Securities and Exchange Commission (SEC).



UNDERTAKING

UPON WRITTEN REQUEST OF A STOCKHOLDER, THE COMPANY UNDERTAKES TO FURNISH THE STOCKHOLDERS WITH A COPY OF THE COMPANY'S YEAR 2020 ANNUAL REPORT ON SEC FORM 17-A FREE OF CHARGE. ANY WRITTEN REQUEST FOR A COPY OF SEC 17-A SHALL BE ADDRESSED AS FOLLOWS:


House of Investments, Inc.  
Attention: Officer of the Corporate Secretary  
Address: 9<sup>th</sup> Floor GPL Building  
221 Sen. Gil J. Puyat Avenue  
Makati City 1200 Philippines  
Tel. No.: (632) 8815-9636  
Fax No.: (632) 8816-1127  
E-mail: [hi\\_asm2021@hoi.com.ph](mailto:hi_asm2021@hoi.com.ph)

SIGNATURES

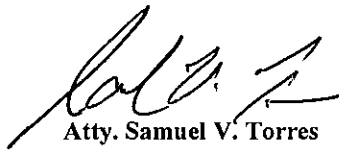
After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in Makati City on June 24, 2021.

House of Investments, Inc.

By:

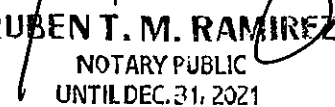


Atty. Lalaine P. Monserate  
Compliance Officer



Atty. Samuel V. Torres  
Corporate Secretary

Doc. No. 477  
Page No. 97  
Book No. 109  
Series of 2021

  
RUBEN T. M. RAMIREZ  
NOTARY PUBLIC  
UNTIL DEC. 31, 2021

IBP NO. 142536 / 01-04-21 CY 2021  
ROLL NO. 28947 / MCLE 6 / 3-22-19  
PTR NO. MKT. 8533046 / 1-4-21 APPT NO. M-168

**CERTIFICATION OF INDEPENDENT DIRECTOR**

I, **FRANCISCO H. LICUANAN III**, Filipino, of legal age and a resident of No. 5 Bonifacio Place, Ayala Heights, Diliman, Quezon City, after having been duly sworn to in accordance with law, do hereby declare that:

1. I am a nominee for independent director of **HOUSE OF INVESTMENTS, INC.** and have been its independent director since 2006.
2. I am affiliated with the following companies or organizations:

<b>Company/Organization</b>	<b>Position/Relationship</b>	<b>Period of Service</b>
Philippine Hoteliers Inc.	Director	1985 to Present
Eltrio Food Corporation	Director and Corp. Secretary	1995 to Present
JG Food Ventures	Stockholder	1996 to Present
Lucky Trin Food Ventures	Stockholder	1997 to Present
Innovative Property Solutions, Inc.	Chairman/President & CEO and Stockholder	October 2005 to Present
Lucky Fort Food Ventures Inc.	Stockholder	2006 to Present
GeoEstate Development Corp.	Chairman/CEO and Stockholder	October 2006 to Present
Coca-Cola Bottlers Phils./Coca-Cola Export Corp.(Phils.)	Member, Advisory Board	April 2007 to Present
Battery Park Investments Inc.	Chairman/CEO and Stockholder	May 2007 to Present
New Pacific Resources Management (SVP-AMC), Inc.	Chairman/CEO and Stockholder	July 2007 to Present
Stonebridge Corporation	President	November 2013 to Present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of **HOUSE OF INVESTMENTS, INC.**, as provided for in Section 38 of the Securities Regulation Code and its Implementing Rules and Regulations and other SEC issuances.
4. I am related to the following director/officer/substantial shareholder of **HOUSE OF INVESTMENTS, INC.** and its subsidiaries and affiliates other than the relationship provided under Rule 38.2.3 of the Securities Regulation Code:

<b>Name of Director/Officer/Substantial Shareholder</b>	<b>Company</b>	<b>Nature of Relationship</b>
N/A		

5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.
6. I confirm that I am not engaged in government service or affiliated with any government agency or government owned and controlled corporation.
7. I shall faithfully and diligently comply with my duties and responsibilities as Independent Director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.
8. I shall inform the Corporate Secretary of **HOUSE OF INVESTMENTS, INC.** of any changes in the abovementioned information within five days from its occurrence.

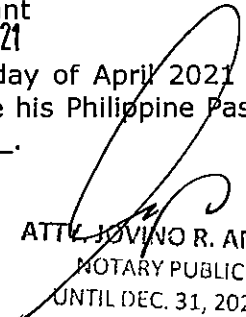
Done this MAY 06 2021 day of April 2021, at Makati City, Metro Manila, Philippines.

  
**FRANCISCO H. LICUANAN III**

Affiant  
MAY 06 2021

SUBSCRIBED AND SWORN to before me this \_\_\_\_\_ day of April 2021 at Makati City, affiant personally appeared before me and exhibited to me his Philippine Passport No. \_\_\_\_\_, issued at \_\_\_\_\_, valid until \_\_\_\_\_.

Doc. No. 441 ;  
Page No. 38 ;  
Book No. IV ;  
Series of 2021.

  
ATTY. JOVINO R. ANGEL  
NOTARY PUBLIC  
UNTIL DEC. 31, 2022

PTR. NO. 7361920 01/04/2021 PASAY CITY  
IBP NO. 141069 01/04/2021 PASAY CITY  
COMMISSION NO. 19-37-PASAY CITY  
MCLE NO. V-0024151-10-25-2016  
ROLL NO. 2876

**CERTIFICATION OF INDEPENDENT DIRECTOR**

I, **JOHN MARK S. FRONDOSO**, Filipino, of legal age and a resident of 1163 Tamarind Road, Dasmariñas Village, Makati City, after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for independent director of **HOUSE OF INVESTMENTS, INC.** and have been its independent director since December 2016.
2. I am affiliated with the following companies or organizations:

Company/Organization	Position/Relationship	Period of Service
LEX Services, Inc.	Director	February 2019 - Present
FSG Technology Ventures, Inc.	President	August 2017 - Present
Star Two Holdings, Inc.	President	March 2014 - Present
Philippine Public School Teachers Association	Trustee / Chairman of Investment Committee	July 2013 - Present
HC Consumer Finance Philippines, Inc. (Home Credit)	Director	July 2013 - Present
Asian Aerospace Corporation	Director	July 2013 - Present
FSG Capital, Inc.	Chairman & President	May 2012 - Present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of **HOUSE OF INVESTMENTS, INC.**, as provided for in Section 38 of the Securities Regulation Code and its Implementing Rules and Regulations.
4. I am related to the following director/officer of **HOUSE OF INVESTMENTS, INC.** other than the relationship provided under Rule 38.2.3 of the Securities Regulation Code:

Name of Director/Officer	Position	Nature of Relationship
Ms. Helen Y. Dee	Chairman/Director	I am a nephew of Ms. Dee and Ms. Yuchengco by virtue of my mother being their second cousin on the maternal side.
Ms. Yvonne S. Yuchengco	Director	

5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.
6. I confirm that I am not engaged in government service or affiliated with any government agency or government owned and controlled corporation.

7. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.
  
8. I shall inform the Corporate Secretary of HOUSE OF INVESTMENTS, INC. of any changes in the abovementioned information within five days from its occurrence.

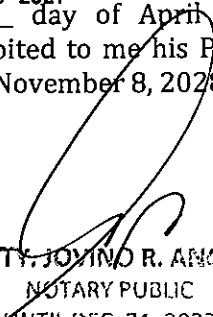
MAY 06 2021

Done this \_\_\_\_ day of April 2021 at Makati City, Metro Manila, Philippines.

  
**JOHN MARK S. FRONDOSO**  
Affiant

SUBSCRIBED AND SWORN to before me this MAY 06 2021 day of April 2021 at PASAY CITY, affiant personally appeared before me and exhibited to me his Philippine Passport No. P9479137A, issued at DFA NCR East, and valid until November 8, 2028.

Doc. No. 442 ;  
Page No. 78 ;  
Book No. W ;  
Series of 2021.

  
**ATTY. JOYINO R. ANGEL**  
NOTARY PUBLIC  
UNTIL DEC. 31, 2022  
PTR. NO. 7361920 01/04/2021 PASAY CITY  
IBP NO. 141069 01/04/2021 PASAY CITY  
COMMISSION NO. 19-37-PASAY CITY  
MCLE NO. V-0024151-10-25-2016  
ROLL NO. 28761

**CERTIFICATION OF INDEPENDENT DIRECTOR**

I, **JUAN B. SANTOS**, Filipino, of legal age and a resident of 2420 Bougainville, Dasmariñas Village, Makati City, after having been duly sworn to in accordance with law, do hereby declare that:

1. I am a nominee for independent director of **HOUSE OF INVESTMENTS, INC.** and have been its independent director since 2014.
2. I am affiliated with the following companies or organizations:

<b>Company/Organization</b>	<b>Position/Relationship</b>	<b>Period of Service</b>
Rizal Commercial Banking Corporation	Independent Director	2016 – Present
Coca-Cola FEMSA Phils. Inc.	Advisory Board	2013 – Present
Philippine Investment Management, Inc. (PHINMA)	Director	August 2013 – Present
Philippine Investment Management, Corp. (PHINMA)	Director	April 2018 – Present
First Philippine Holdings, Inc. (FPHC)	Director	June 2009 – Present
Sun Life Grepa Financial, Inc. (Formerly Grepalife Financial, Inc.)	Independent Director	October 2006 – Present
Allamanda Management Corp.	Director	January 2000 – Present
Marsman Drysdale Group of Companies	Consultant	September 2007 – Present
East West Seeds Corp.	Advisory Board	2008 – Present
St. Luke’s Medical Center	Trustee	2005 – Present
Mitsubishi Motors Phils. Corp.	Advisory Board	January 2016 – Present
DualTech Foundation	Trustee	May 2012 – Present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of **HOUSE OF INVESTMENTS, INC.**, as provided for in Section 38 of the Securities Regulation Code and its Implementing Rules and Regulations and other SEC issuances.
4. I am related to the following director/officer/substantial shareholder of **HOUSE OF INVESTMENTS, INC.** and its subsidiaries and affiliates other than the relationship provided under Rule 38.2.3 of the Securities Regulation Code:

<b>Name of Director/Officer/Substantial Shareholder</b>	<b>Company</b>	<b>Nature of Relationship</b>
N/A		

5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.
6. I confirm that I am not engaged in government service or affiliated with any government agency or government owned and controlled corporation.
7. I shall faithfully and diligently comply with my duties and responsibilities as Independent Director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.
8. I shall inform the Corporate Secretary of **HOUSE OF INVESTMENTS, INC.** of any changes in the abovementioned information within five days from its occurrence.

**MAY 11 2021**  
Done this \_\_\_\_\_ day of April 2021, at Makati City, Metro Manila, Philippines.

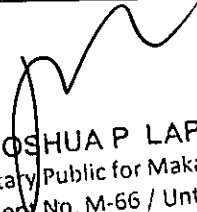


**JUAN B. SANTOS**  
Affiant

**MAY 11 2021**

SUBSCRIBED AND SWORN to before me this \_\_\_\_\_ day of April 2021 at Makati City, affiant personally appeared before me and exhibited to me his Philippine Passport No. \_\_\_\_\_, issued at \_\_\_\_\_, and valid until \_\_\_\_\_.

Doc. No. 145;  
Page No. 75;  
Book No. 172;  
Series of 2021.



**JOSHUA P LAPUZ**  
Notary Public for Makati City  
Appointment No. M-66 / Until 12-31-2021:  
Roll No. 45790 / IBP Lifetime No. 04897 / 7-3-0  
PTR O.R. No. 8531012 / 1-4-21 / Makati City  
MCLE No. VI-0016565 / 01-14-19  
G/F, Fedman Suites, 199 Salcedo St  
Legaspi Village, 1229 Makati City

## CERTIFICATE OF INDEPENDENT DIRECTOR

I, Roberto F. de Ocampo, Filipino, of legal age and a resident of 121 Victoria Cor. Homonhon Sts. Magallanes Village, Makati, after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for independent director of House of Investments, Inc. and have been its independent director since June 05, 2000.
2. I am affiliated with the following companies or organizations:

COMPANY/ORGANIZATION	POSITION/RELATIONSHIP	PERIOD OF SERVICE
RFO Center for Public Finance and REGIONAL Economic Cooperation	Chairman of the Board of Advisors	June 10, 2006- Present
Philippine Veterans Bank	Chairman and CEO	July 9, 2013 - Present
MoneyTree Publishing Inc.	Chairman	Feb. 10, 2007 - Present
Stradcom Corporation	Chairman	March 10, 2004 - Present
Public Finance Institute of the Philippine	Chairman	August 3, 2007 - Present
Intervest Project Inc. (IPI)	Chairman	September 20, 2013 - Present
New Rural Bank of Agoncillo (NAGON)	Chairman	June 30, 2016 - Present
British Alumni Association	Chairman	January 29, 2003 - Present
Libera International Advisory Board (London)	Chairman	July 5, 2013 - Present
Foundation for Economic Freedom	Chairman	April 18, 2012 - Present
BPI Investment Management Inc. (BIMI)	Chairman	October 8, 2014 - Present
Center for Philippine Futuristics Studies and Management Inc.	Chairman	March 1, 2014 - Present
La Costa Development	Vice-Chairman	July 9, 2007 - Present
Makati Business Club	Vice-Chairman	April 20, 2006 - Present
Centennial Group (Washington), D.C.	Founding Director	January 5, 1999 - Present
Emerging Markets Forum	Founding Director	August 1, 2005 - Present
Pacific Gaming Investments Pte. Ltd.	Independent Director	November 14, 2010 - Present
Bankard, Inc.	Independent Director	July 28, 2006 - Present
EEl Corporation	Independent Director	March 16, 2005 - Present
House of Investments	Independent Director	June 5, 2000 - Present



Beneficial Life Insurance Co., Inc.	Independent Director	October 30, 2008 - Present
Robinsons Land Corporation	Independent Director	May 28, 2003 - Present
SPC Power Corporation	Independent Director	November 25, 2002 - Present
DFNN Inc.	Independent Director	June 14, 1999 - Present
Investment & Capital Corporation of the Philippines (ICCP)	Independent Director	July 27, 2011 - Present
South Forbes City College	Director	September 10, 2016 - Present
Business Sustainable Development	Board Member	February 2, 2015 - Present
The Conference Board (New York)	Member, Global Advisory Board	May 7, 2004 - Present
Corporate Governance Institute of the Philippines	Member, Board of Advisers	January 5, 2004 - Present
Philippine Cancer Society	Member, Board of Advisers	April 6, 1998 - Present
Ramos Peace and Development Foundation	Member, Board of Trustees	February 3, 1999 - Present
SGV Foundation	Member, Board of Trustees	January 10, 1999 - Present
Trilateral Commission	Member, Asia Pacific Group Representing ASEAN	March 9, 2000 - Present
Philippine Quality & Productivity Movement Inc.	Member, Board of Advisers	August 15, 2012 - Present

I am not affiliated to any government/owned and controlled corporation.

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of House of Investments, Inc., as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.
4. I am not related to any director/officer/substantial shareholder of House of Investments, Inc. as provided under Rule 38.2.3 of the Securities Regulation Code. (where applicable)

NAME OF DIRECTOR/OFFICER/SUBSTANTIAL SHAREHOLDER	COMPANY	NATURE OF RELATIONSHIP
N.A.	N.A.	N.A.

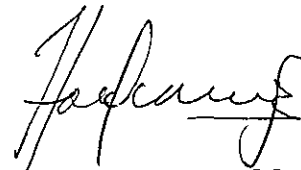
5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.

OFFENSE CHARGED/INVESTIGATED	TRIBUNAL OR AGENCY INVOLVED	STATUS

N.A.	N.A.	N.A.

6. (For those in government service/affiliated with a government agency or GOCC) I have the required written permission or consent from House of Investments, Inc. to be and independent director in House of Investments, Inc., pursuant to Office of the President Memorandum Circular' No. 17 and Section 12, Rule XVIII of the Revised Civil Services Rules.
7. I shall faithfully and diligently comply with my duties as responsibilities as independent director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.
8. I shall inform the Corporate Secretary of House of Investments, Inc. of any changes in the abovementioned information within five days from its occurrence.

Done, this 10<sup>th</sup> day May 2021, at Makati City



ROBERTO F. DE OCAMPO  
Affiant

SUBSCRIBED AND SWORN to before me this 10<sup>th</sup> day of May 2021 at Makati City, affiant personally appeared before me and exhibited to me his passport with no. P5685296B valid until 26 October 2030 issued at DFA NR Central on 27 October 2020.

Doc. No. 408 :  
Page No. 83 :  
Book No. 122 :  
Series of 2021

**JOSHUA P LAPUZ**  
Notary Public for Makati City  
Appointment No. M-66 / Until 12-31-2021  
Roll No. 45790 / IBP Lifetime No. 04897 / 7-3-0.  
PTR O.R. No. 8531012 / 1-4-21 / Makati City  
MCLE No. VI-0016565 / 01-14-19  
G/F, Fedman Suites, 199 Salcedo St.  
Legaspi Village, 1229 Makati City



25 May 2021

**THE SECURITIES AND EXCHANGE COMMISSION**  
PICC Complex, Roxas Boulevard  
Pasay City

Attention: **MR. VICENTE GRACIANO P. FELIZMENIO, JR.**  
**Director, Markets and Securities Regulation Department**

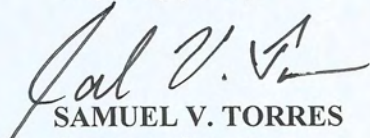
Re: **SEC Form 20-IS of House of Investments, Inc. (SEC Reg. No. 15393)**

Gentlemen:

In compliance with the requirements of the Securities Regulation Code relative to the filing of SEC Form 20-IS of the House of Investments, Inc. (the "Company"), we hereby certify that none of the Company's incumbent directors and executive officers who may be elected and appointed during the Annual Stockholders' and Organizational Meetings to be held on 06 August 2021 are government employees.

We trust that the foregoing sufficiently complies with this Honorable Commission's requirements.

Very truly yours,

  
**SAMUEL V. TORRES**  
Corporate Secretary

**HOUSE OF INVESTMENTS, INC.**

PROXY

I, the undersigned holder of shares of stock of House of Investments, Inc. (“Corporation”), do hereby constitute, name and appoint the **Chairman of the Meeting**, or in his absence, **the Secretary of the Meeting**, as my attorney and proxy, to represent me and to vote all the shares registered under my name in the Books of the Corporation at the Annual Meeting of the Stockholders of the Corporation on **August 6, 2021** and any adjournment(s) thereof. In particular, I hereby direct my said proxy to vote on the matters set forth below as I have expressly indicated by marking the same with an “X”. **If I fail to indicate my vote on the items specified below, I authorize my proxy full discretion to act and I understand that my proxy shall vote in accordance with the recommendation of the Management. Management recommends a “FOR ALL” vote for proposal 1 and a “FOR” for proposals 2 through 5.**

PROPOSAL	ACTION		
	FOR ALL	WITHHOLD FOR ALL	EXCEPTION
<p>1. Election of Management’s Nominees as Directors</p> <p><b>Management Nominees:</b></p> <ol style="list-style-type: none"> <li>1. Helen Y. Dee</li> <li>2. Lorenzo V. Tan</li> <li>3. Yvonne S. Yuchengco</li> <li>4. Medel T. Nera</li> <li>5. Wilfrido E. Sanchez</li> <li>6. Gil A. Buenventura</li> <li>7. Lorenzo Andres T. Roxas</li> </ol> <p><b>Independent Directors:</b></p> <ol style="list-style-type: none"> <li>1. Roberto F. De Ocampo*</li> <li>2. John Mark S. Frondoso</li> <li>3. Francisco H. Licuanan III*</li> <li>4. Juan B. Santos</li> </ol> <p><i>All incumbent members of the Board of Directors. *For retention/extension of term.</i></p> <p><b>INSTRUCTIONS:</b> <i>To withhold authority to vote for any individual nominee(s) of Management, please mark Exception box and list name(s) under.</i></p>			
	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
2. Approval of the Minutes of the Annual Stockholders’ Meeting held on August 17, 2020.			
3. Approval of the Management Report and Audited Financial Statements for 2020.			
4. Ratification and confirmation of the acts, resolutions and proceedings of the Board of Directors, Executive Committee, Other Committees and the Officers of the Company during the year 2020, which includes, among others, those that involve the day to day operations, administrations and management of the corporate affairs.			
5. Appointment of SGV as External Auditors			

THIS PROXY, SOLICITED ON BEHALF OF THE INCUMBENT BOARD OF DIRECTORS OF HOUSE OF INVESTMENTS, INC. SHOULD BE RECEIVED BY THE CORPORATE SECRETARY ON OR BEFORE 10:00 A.M OF AUGUST 14, 2020, THE DEADLINE FOR SUBMISSION OF PROXIES.

**REVOCABILITY OF PROXY**

THE SHAREHOLDER MAY REVOKE THE PROXY ISSUED BY HIM AT ANY TIME PRIOR TO ITS USE BY THE PARTY WHO IS THEREBY AUTHORIZED TO EXERCISE THE SAME. THE PERSON SIGNING THE PROXY HAS THE RIGHT TO REVOKE THE PROXY BY ATTENDING THE MEETING IN PERSON OR EXECUTION OF A PROXY AT A LATER DATE.

**PERSONS MAKING THE SOLICITATION**

THIS PROXY IS SOLICITED ON BEHALF OF THE MANAGEMENT. THE PROXY STATEMENT AND THE ENCLOSED PROXY SHALL BE SENT BY THE SECRETARY OF THE CORPORATION EITHER BY MAIL, POSTAGE PREPAID, OR BY PERSONAL DELIVERY TO EACH STOCKHOLDER AT HIS ADDRESS APPEARING IN THE RECORDS OF THE

CORPORATION. DULY EXECUTED PROXIES MAY BE RETURNED BY MAIL, FAX, OR BY HAND TO THE OFFICE OF THE CORPORATE SECRETARY ON OR BEFORE 10:00 A.M. ON JULY 27, 2021.

SOLICITATIONS OF PROXIES WILL BE MAINLY CONDUCTED THROUGH MAIL. IN ADDITION TO SOLICITATION OF THE PROXIES BY MAIL, OFFICERS AND EMPLOYEES OF THE COMPANY MAY ALSO SOLICIT PROXIES PERSONALLY OR BY TELEPHONE. THE COST OF SOLICITATION, APPROXIMATELY ₱ 250,000 WILL BE BORNE BY THE COMPANY.

THERE IS NO MATERIAL CONSIDERATION CONTRACT OR ARRANGEMENT FOR THE SOLICITATION. THE COMPANY IS NOT A PARTY TO ANY ARRANGEMENT OR UNDERSTANDING WITH ANY PERSON WITH RESPECT TO ANY MATTER TO BE ACTED UPON THE MEETING.

THIS PROXY SHALL BE VALID FOR FIVE (5) YEARS FROM THE DATE HEREOF UNLESS OTHERWISE INDICATED IN THE BOX HEREIN PROVIDED:

THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED IN THE MANNER AS DIRECTED HEREIN BY THE STOCKHOLDER(S). IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED "FOR" THE ELECTION OF ALL NOMINEES AND FOR SUCH MATTERS AS MAY PROPERLY COME BEFORE THE MEETING, INCLUDING MATTERS WHICH THE SOLICITOR(S) DO NOT KNOW A REASONABLE TIME BEFORE THE SOLICITATION ARE TO BE PRESENTED AT THE MEETING, IN THE MANNER DESCRIBED IN THE INFORMATION STATEMENT AND/OR AS RECOMMENDED BY MANAGEMENT OR THE BOARD OF DIRECTORS.

INTEREST OF CERTAIN PERSONS IN OR OPPOSITION TO MATTERS TO BE ACTED UPON:

1. No current director or officer of the Company, or nominee for election as directors of the Company or any associate thereof, has any substantial interest, direct or indirect, by security holdings or otherwise, in any matter to be acted upon other than the election to office.
2. No director has informed the Company in writing that he intends to oppose any action to be taken by the registrant at the meeting.

THIS PROXY SHALL CONFER DISCRETIONARY AUTHORITY TO VOTE WITH RESPECT TO ANY OF THE FOLLOWING MATTERS:

1. MATTERS WHICH THE COMPANY DOES NOT KNOW DURING A REASONABLE TIME BEFORE THIS SOLICITATION ARE TO BE PRESENTED AT THE MEETING.
2. MATTERS INCIDENT TO THE CONDUCT OF THE MEETING.

Printed Name	Signature of Stockholder	No. of Shares	Date
Address and Telephone Number			

**THIS PROXY IS BEING SOLICITED ON BEHALF OF THE MANAGEMENT OF HOUSE OF INVESTMENTS, INC.**

**Please mail this proxy form to :**

**ATTY. SAMUEL V. TORRES**  
**CORPORATE SECRETARY**  
**House of Investments, Inc.**  
**9/F Grepalife Bldg.**  
**221 Sen. Gil Puyat Avenue OR FAX TO : 8816-11-27 / 8815-99-81**  
**Makati City Metro Manila**  
**E-mail: [hi\\_asm2021@hoi.com.ph](mailto:hi_asm2021@hoi.com.ph)**

## ANNEX “A”

### A. Procedure to Register to be able to Attend and Participate in the Meeting

Stockholders are requested to notify the Company, by email to the following email address: [hi\\_asm2021@hoi.com.ph](mailto:hi_asm2021@hoi.com.ph), by July 27, 2021, of their intention to participate in the Annual Stockholders’ Meeting by remote communications.

For validation purposes, Stockholders shall also provide the Company with the following information: (a) Name; (b) Address; and (c) Contact Number. The Company may require documents to ascertain and verify the identity of the requesting person.

### B. Procedures for Electronic Voting *in Absentia*

#### I. Coverage

Stockholders of House of Investments, Inc. who chose to electronically vote *in absentia*, upon registration and validation.

#### II. Registration

- a. Who may Register – Stockholders of Record as of July 6, 2021
- b. When to Register – Registration period shall be from July 6, 2021 at 8:00 AM to July 27, 2021 at 5:00 PM, Philippine Standard Time (“Registration Period”). Beyond this date, Stockholders may no longer avail of the option to electronically vote *in absentia*.
- c. How to Register – The Stockholders will be requested to send a notification together with a scanned or digital copy of the documents listed below, to the following email address: [hi\\_asm2021@hoi.com.ph](mailto:hi_asm2021@hoi.com.ph), within the Registration Period, for validation.

#### Individual Stockholders:

1. A recent photo of the Stockholder, with face fully visible,
2. Front and back portions of the Stockholder’s valid government-issued, identification card, preferably with residence address, and
3. Contact number

#### Stockholders with Joint Account:

1. Authorization letter signed by all Stockholders, identifying who among them is authorized to cast the vote for the account,
2. A recent of the authorized Stockholder, with face fully visible,
3. Front and back portions of the Authorized Stockholder’s valid government-issued identification card, preferably with residence address, and
4. Contact number of the Authorized Stockholder

#### Broker Accounts:

1. The broker’s certification on the Stockholder’s number of shareholdings duly signed by the named Nominee or Associated Person of the said broker,
2. A recent photo of the Stockholder, with face fully visible,
3. Front and back portions of the Stockholder's valid government-issued identification card, preferably with residence address, and
4. Contact number

#### Corporate Stockholders

1. Signed Corporate Secretary's certificate attesting to the authority of the representative to vote for and on behalf of the Corporation,
2. A recent photo of the Stockholder's representative, with face fully visible,
3. Front and back portions of the valid government-issued identification card of the Stockholder's representative, preferably with residence address, and
4. Contact number of the Stockholder's representative

Stockholders with incomplete requirements will not be given the link to attend the meeting through remote communication or vote *in absentia*, but may still vote by sending a proxy to the Annual Stockholders' Meeting.

#### d. Validation of Registration

The registration notification, information and documents required to be submitted by the Stockholder, as provided for above, shall be reviewed and evaluated whereby the identity and number of shares of the stockholder shall be ascertained and verified. The validation of the information provided, the documents submitted and the propriety of the stockholder's registration shall be completed by the Company within three (3) business days from receipt of the registration notification and required information and documents.

The Company will send an email confirming the successful validation of the Stockholders' registration.

Please note that submission of incomplete or inconsistent information may result in an unsuccessful registration and attendance in the meeting through remote communication means will not be allowed.

Note: In light of the recent events and government pronouncements and guidelines surrounding the COVID-19 pandemic, the Company shall allow electronic signatures for the required documents, as may be applicable. Notarization requirements shall also be dispensed with at this time. However, the Company reserves the right to request additional information, and original signed and notarized copies of these documents, as it deems necessary.

### III. Voting

Please use the form attached as Annex "B" to record your vote and then email to: [hi\\_asm2021@hoi.com.ph](mailto:hi_asm2021@hoi.com.ph), on or before July 27, 2021

#### Notes and Conduct of Voting:

##### A. Voting

- a. The Stockholder appointing a Proxy:  
Stockholders may give the Proxy the authority to vote in all matters for approval.
- b. The Stockholder Voting by Remote Communication or *in Absentia*  
The Stockholders will be asked to fill in the attached Annex "B"
  1. For items other than the Election of Directors, the registered Stockholder has the option to vote: FOR, AGAINST, or ABSTAIN. The vote is considered cast for all the registered Stockholders' shares.
  2. For Election of Directors, the registered Stockholder may vote for all nominees, not vote for any of the nominees, or vote for some nominees only, in such

number of shares as preferred by the Stockholder, provided the total number of votes cast shall not exceed the number of shares owned, multiplied by the number of directors to be elected.

The votes cast *in absentia* will have equal effect as votes cast by proxy.

B. Tabulation & Validation of Voting *in Absentia* or by Proxy

All votes cast through proxy forms or *in absentia* will be tabulated by the Company, and the RCBC Stock Transfer Office will validate the results.

Validation and final tally of votes through Proxy or *in Absentia* shall be released on or before the meeting date.

C. Determination of Quorum

Only those Stockholders who have notified the Company of their intention to participate in the Annual Stockholders' Meeting by remote communication, and who have successfully registered during the Registration Period, together with the Stockholders who voted by Proxy or *in Absentia* will be included in the determination of quorum.

D. Access to the Live Meeting

The Company will send to the registered Stockholders the link of the live webcast of the Annual Stockholders' Meeting through the email confirming their successful registration no later than two (2) business days prior to the Meeting.

E. Stockholders' Questions/Comments During the Meeting

Stockholders may send their questions and/or comments during the meeting to [hi\\_asm2021@hoi.com.ph](mailto:hi_asm2021@hoi.com.ph). The Corporate Secretary shall raise these questions on behalf of the Stockholder.

F. Recording of the Annual Meeting

The Company shall post the link to the recorded webcast of the Annual Stockholders' Meeting on the Company's website within two (2) weeks after the conduct of the meeting.



## ANNEX “B”

### ELECTRONIC VOTING IN ABSENTIA

PROPOSAL	ACTION		
	FOR ALL	WITHHOLD FOR ALL	EXCEPTION
<p><b>ELECTION OF DIRECTORS</b></p> <p><b>Management Nominees:</b></p> <ol style="list-style-type: none"> <li>1. HELEN Y. DEE</li> <li>2. LORENZO V. TAN</li> <li>3. YVONNE S. YUCHENGCO</li> <li>4. MEDEL T. NERA</li> <li>5. WILFRIDO E. SANCHEZ</li> <li>6. GIL A. BUENVENTURA</li> <li>7. LORENZO ANDRES T. ROXAS</li> </ol> <p><b>Independent Directors:</b></p> <ol style="list-style-type: none"> <li>8. ROBERTO F. DE OCAMPO*</li> <li>9. FRANCISCO H. LICUANAN III*</li> <li>10. JUAN B. SANTOS</li> <li>11. JOHN MARK S. FRONDOSO</li> </ol> <p><i>All incumbent members of the Board of Directors. *For retention/extension of term.</i></p> <p><b>INSTRUCTIONS:</b> <i>To withhold authority to vote for any individual nominee(s) of Management, please mark Exception box and list name(s) under.</i></p>			
	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
APPROVAL OF THE MINUTES OF THE ANNUAL STOCKHOLDERS’ MEETING HELD ON AUGUST 17, 2020.			
APPROVAL OF THE MANAGEMENT REPORT AND AUDITED FINANCIAL STATEMENTS FOR 2020.			
RATIFICATION AND CONFIRMATION OF THE ACTS, RESOLUTIONS AND PROCEEDINGS OF THE BOARD OF DIRECTORS, EXECUTIVE COMMITTEE, OTHER COMMITTEES, AND THE OFFICERS OF THE COMPANY DURING THE YEAR 2020.			
APPOINTMENT OF SGV AS EXTERNAL AUDITORS.			

**DATE:** \_\_\_\_\_

**STOCKHOLDER’S NAME:** \_\_\_\_\_

**STOCKHOLDER’S SIGNATURE:** \_\_\_\_\_

NOTE: Please submit this form on or before July 27, 2021 and accompanied by any government issued identification.