

## 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\\_asm2020@hoi.com.ph](mailto:hi_asm2020@hoi.com.ph), on or before August 7, 2020. 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 August 7, 2020 to the Office of the Corporate Secretary at [hi\\_asm2020@hoi.com.ph](mailto:hi_asm2020@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\\_asm2020@hoi.com.ph](mailto:hi_asm2020@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 July 19, 2019**

The minutes of the Annual Stockholders' Meeting held on July 19, 2019 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 2019**

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 2019 and the outlook for 2020. The audited financial statements as of December 31, 2019 will be included in the Information Statement. A resolution noting the report and approving the 2019 audited financial statements will be presented to the stockholders for approval.

### **Amendment of Article First of the Articles of Incorporation and the By-laws to reflect the change in the corporate name of the Company**

The Corporate Secretary will present the proposed changes to Article First of the Articles of Incorporation as follows:

<b>Article No.</b>	<b>FROM</b>	<b>TO</b>
Article First	That the name of said corporation shall be: House of Investments, Inc. doing business also under the name 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.	That the name of said corporation shall be: House of Investments, Inc.

A resolution approving the amendment will be presented to the stockholders for approval.

### **Amendment of Article Third of the Articles of Incorporation to reflect the change in the principal office address of the Company**

<b>Article No.</b>	<b>FROM</b>	<b>TO</b>
Article Third	That the PLACE where the principal office of the Corporation is to be established or located is at 3rd Floor, Grepalife Building, 219 Sen. Gil J. Puyat Avenue, Makati City, Metro Manila, Philippines.	That the PLACE where the principal office of the Corporation is to be established or located is at 9th Floor, Grepalife Building, 221 Sen. Gil J. Puyat Avenue, Makati City, Metro Manila, Philippines.

A resolution approving the amendment 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 2019**

The acts and resolutions of the Board of Directors, all Committees and Management of the Company for ratification were those adopted from July 19, 2019 until August 17, 2020. They include: 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; e) appointment/promotion of officers; f) approval of the Related Party Transactions Policy; 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 2020-2021**

Any stockholder may submit to the Corporate Governance, Nomination and Related Party Transactions Committee nominations to the Board of Directors no later than May 7, 2020. 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.

#### **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.