

## NOTICE OF ANNUAL MEETING OF THE STOCKHOLDERS

Notice is hereby given that the annual meeting of the stockholders of **SSI GROUP, INC.** for the year 2020 will be held and conducted via virtual meeting on Thursday, 10 September 2020 at 9:00 A.M. via <https://livenow.ph/SSIGroupASM2020>.

The Agenda for the meeting shall be as follows:

1. Call to Order
2. Certification of Notice and Quorum
3. Approval of Minutes of the Annual Meeting held on 26 June 2019
4. Approval of Annual Report for the Year 2019
5. General ratification of all acts of the Board of Directors and management from the date of the last annual meeting up to the date of this meeting
6. Election of Directors for 2020-2021
7. Appointment of External Auditors
8. Other Matters
9. Adjournment

The minutes of the 2019 Annual Meeting of Stockholders is available at the website of the Company, <https://www.ssigroup.com.ph>.

The Board of Directors has fixed the end of trading hours of the Philippine Stock Exchange on 14 August 2020 as the Record Date for the determination of stockholders entitled to notice of and vote at such meeting.

Given the current circumstances, and to ensure the safety and welfare of the Company's stockholders, the Company will dispense with the physical attendance of stockholders at the meeting and will allow attendance only by remote communication and voting *in absentia*, or by appointing the Chairman of the meeting.

Stockholders who intend to participate in the meeting should register on or before 4 September 2020 via <https://livenow.ph/SSIGroupASM2020>. All registrations shall be validated by the Corporate Secretary in coordination with the Stock and Transfer Agent. Successful registrants will receive an e-mail with instructions on how to access an online web address which will allow them to join the meeting and cast votes *in absentia* or by proxy in favor of the Chairman of the Meeting.

Stockholders who intend to appoint the Chairman of the Meeting as their proxy should submit duly accomplished proxy forms on or before 31 August 2020 at the Office of the Corporate Secretary at 6F Midland Buendia Bldg., 403 Sen. Gil Puyat Ave., Makati City and/or by email to [corporatesecretary@rgoc.com.ph](mailto:corporatesecretary@rgoc.com.ph).

The procedures for participating in the meeting through remote communication and for casting their votes in absentia are set forth in the Information Statement.

4 August 2020, Makati City.



**MA. ALICIA G. PICAZO-SAN JUAN**  
Corporate Secretary

## PROXY

**Stockholders who would like to be represented thereat by a proxy may choose to execute and send a proxy form to the Office of the Corporate Secretary (Atty. Ma. Alicia G. Picazo-San Juan) at 6F Midland Buendia Bldg., 403 Sen. Gil Puyat Ave., Makati City, on or before 31 August 2020. A sample proxy form is provided below. Stockholders may likewise email a copy of the accomplished proxy form to corporatesecretary@rgoc.com.ph.**

The undersigned stockholder of **SSI GROUP, INC.** (the "Company") hereby appoints the Chairman of the meeting, as attorney-in-fact or proxy, with power of substitution, to represent and vote \_\_\_\_\_ shares registered in his/her/its name as proxy of the undersigned stockholder, at the Annual Stockholders' Meeting of the Company on 10 September 2020 at 9:00 a.m. and at any adjournment thereof for the purpose of acting on the following matters:

1. Approval of Minutes of the Annual Meeting held on 26 June 2019  
 Yes    No    Abstain
2. Approval of Annual Report for the Year 2019  
 Yes    No    Abstain
3. General ratification of all acts of the Board of Directors and management from the date of the last annual meeting up to the date of this meeting  
 Yes    No    Abstain
4. Election of Directors for 2020-2021
5. Re-appointment of SyCip Gorres Velayo & Co. as external auditor  
 Yes    No    Abstain

	No. of Votes	
Zenaida R. Tantoco	_____	
Anthony T. Huang	_____	
Ma. Teresa R. Tantoco	_____	
Ma. Elena R. Tantoco	_____	Printed Name and Signature of the Stockholder
Bienvenido V. Tantoco III	_____	
Eduardo T. Lopez III	_____	
Edgardo Luis Pedro T. Pineda	_____	
Carlo L. Katigbak (Independent Director)	_____	Date
Jose Teodoro K. Limcaoco (Independent Director)	_____	

This proxy should be received by the Corporate Secretary on or before 31 August 2020, the deadline for submission of proxies.

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 the approval of the matters stated above and for such other matters as may properly come before the meeting in the manner described in the Information Statement.

A stockholder giving a proxy has the power to revoke it at any time before the right granted is exercised.

Notarization of this proxy is not required.