

SECURITIES AND EXCHANGE COMMISSION
SEC FORM 20-IS

INFORMATION STATEMENT PURSUANT TO SECTION 17.1(b)
OF THE SECURITIES REGULATION CODE

1. Check the appropriate box:

- Preliminary Information Statement
 Definitive Information Statement

2. Name of Registrant as specified in its charter

JG SUMMIT HOLDINGS, INC.

3. Province, country or other jurisdiction of incorporation or organization

Metro Manila, Philippines

4. SEC Identification Number

184044

5. BIR Tax Identification Code

000-775-860

6. Address of principal office

43rd Floor, Robinsons Equitable Tower, ADB Avenue corner Poveda Street, Ortigas
Center, Pasig City, Metro Manila

Postal Code

1605

7. Registrant's telephone number, including area code

(632) 8633-7631 to 40

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

October 20, 2020 10:00 A.M Via video conferencing in accordance with the rules of the
Securities and Exchange Commission

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

Sep 29, 2020

10. In case of Proxy Solicitations:

Name of Person Filing the Statement/Solicitor

N/A

Address and Telephone No.

N/A

11. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA
(information on number of shares and amount of debt is applicable only to corporate registrants):

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common	7,162,841,657
Long Term Debt	30,000,000,000

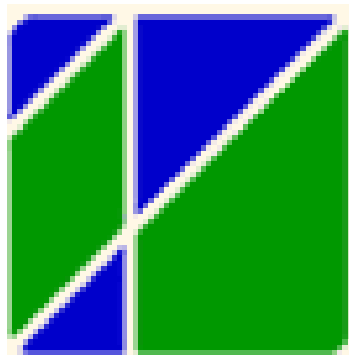
13. Are any or all of registrant's securities listed on a Stock Exchange?

Yes No

If yes, state the name of such stock exchange and the classes of securities listed therein:

The common shares of the Corporation are listed on the Philippine Stock Exchange.

The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.



JG Summit Holdings, Inc.

JGS

**PSE Disclosure Form 17-5 - Information Statement for Annual or
Special Stockholders' Meeting
References: SRC Rule 20 and
Section 17.10 of the Revised Disclosure Rules**

Date of Stockholders' Meeting	Oct 20, 2020
Type (Annual or Special)	Special
Time	10:00 A.M
Venue	Via video conferencing at http://bit.ly/JGS2020SSM in accordance with the rules of the Securities and Exchange Commission
Record Date	Sep 18, 2020

Inclusive Dates of Closing of Stock Transfer Books

Start Date	N/A
End date	N/A

Other Relevant Information

Please see attached Definitive Information Statement as filed with the Securities and Exchange Commission.

Filed on behalf by:

Name	Rosalinda Rivera
Designation	Corporate Secretary



JG SUMMIT HOLDINGS, INC.

43rd FLOOR ROBINSONS EQUITABLE TOWER ADB AVE. COR. POVEDA RD. ORTIGAS CENTER, PASIG CITY
TEL. NO.: 633-7631 to 40, 240-8801 FAX NO.: 633-9207, 240-9106

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

OCTOBER 20, 2020

Notice is hereby given that the Special Meeting of the Stockholders of JG SUMMIT HOLDINGS, INC. will be held on October 20, 2020 at 10:00 A.M. via video conferencing at <http://bit.ly/JGS2020SSM> in accordance with the rules of the Securities and Exchange Commission.

The Agenda for the meeting is as follows:

1. Proof of notice of the meeting and existence of a quorum.
2. Declaration of stock dividend equivalent to five per cent (5%) of the total issued and outstanding shares of the Corporation.
3. Amendment of the Articles of Incorporation in order to re-classify the preferred non-voting shares into preferred voting shares and modify the dividend features of the preferred voting shares.
4. Consideration of such other matters as may properly come during the meeting.
5. Adjournment.

A brief explanation of each agenda item which requires stockholders' approval is provided herein. The Information Statement to be sent to the stockholders shall contain more detail regarding the rationale and explanation for each of such agenda item.

In light of current conditions and in support of the efforts to contain the outbreak of COVID-19, stockholders may only attend the meeting via remote communication. Stockholders intending to participate via remote communication must notify the Corporation by email to corporatesecretary@jgsummit.ph on or before October 13, 2020.

Stockholders who wish to cast their votes may do so via the method provided for voting *in absentia*, subject to validation procedures, or by accomplishing the attached proxy form. The procedures for attending the meeting via remote communication and for casting votes *in absentia* are explained further in the Information Statement.

Stockholders who wish to vote by proxy shall send the proxies via email to corporatesecretary@jgsummit.ph or hard copies to The Office of the Corporate Secretary, 40F Robinsons Equitable Tower, ADB Avenue cor. Poveda Road, Ortigas Center, Pasig City.

Pursuant to Section 9, Article II of the Amended By-Laws of JG Summit Holdings, Inc., proxies must be received by the Corporate Secretary for inspection and recording not later than five (5) working days before the time set for the meeting, or not later than October 13, 2020. Validation of proxies shall be held on October 15, 2020.

Only stockholders of record as of September 18, 2020 shall be entitled to vote. **We are not soliciting proxies.**

By Authority of the Chairman


ROSALINDA F. RIVERA
Corporate Secretary



JG SUMMIT HOLDINGS, INC.

43rd FLOOR ROBINSONS EQUITABLE TOWER ADB AVE. COR. POVEDA RD. ORTIGAS CENTER, PASIG CITY
TEL. NO.: 633-7631 to 40, 240-8801 FAX NO.: 633-9207, 240-9106

SPECIAL MEETING OF STOCKHOLDERS OCTOBER 20, 2020

EXPLANATION OF AGENDA ITEMS FOR STOCKHOLDERS' APPROVAL

The Corporation has established a procedure for the registration of and voting *in absentia* by stockholders at the annual meeting, as allowed under Sections 23 and 57 of the Revised Corporation Code. A stockholder or member who participates through remote communication or votes *in absentia* shall be deemed present for purposes of quorum.

The following is a summary of the guidelines for voting and participation in the meeting:

- (i) Stockholders may attend the meeting by viewing the livestream at this link: <http://bit.ly/JGS2020SSM>. The livestream shall be broadcast via Microsoft Teams. Please refer to Annex A of the Information Statement for the detailed guidelines for participation via remote communication.
- (ii) Questions and comments on the items in the Agenda may be sent to corporatesecretary@jgsummit.ph. Questions or comments received on or before October 13, 2020 may be responded to during the meeting. Any questions not answered during the meeting shall be answered via email.
- (iii) Each item in the agenda for approval of the stockholders will be shown on the screen during the livestreaming as the same is taken up at the meeting.
- (iv) Stockholders may cast their votes on any item in the agenda for approval via the following modes on or before October 13, 2020:
 - a. By sending their proxies appointing the Chairman of the meeting to the Corporate Secretary;
OR
 - b. By voting *in absentia*, subject to validation procedures. Please refer to Annex A of the Information Statement for the detailed procedure for registration and voting *in absentia*.
- (v) Stockholders may cast their votes on any item in the agenda for approval by sending their proxies appointing the Chairman of the meeting to the Corporate Secretary by email to corporatesecretary@jgsummit.ph or hard copies to the Office of the Corporate Secretary, 40F Robinsons Equitable Tower, ADB Avenue cor. Poveda Road, Ortigas Center, Pasig City on or before October 13, 2020.
 - a. Stockholders holding shares through a broker may course their proxies through their respective brokers, which shall issue a certification addressed to the Corporate Secretary and duly-signed by their authorized representative, stating the number of shares being voted and the voting instructions on the matters presented for approval.
 - b. Stockholders may also send their duly-executed proxies directly to the Corporate Secretary. The proxies shall be sent together with the following supporting documents:
 - i. Government-issued identification (ID) of the Stockholder;
 - ii. For Stockholders with joint accounts: The proxy from must be signed by all joint Stockholders. Alternatively, they may submit a scanned copy of an authorization letter signed by all Stockholders, identifying who among them is authorized to sign the proxy.
 - iii. If holding shares through a broker, the certification from the broker stating the name of the beneficial owner and the number of shares owned by such Stockholder.



JG SUMMIT HOLDINGS, INC.

43rd FLOOR ROBINSONS EQUITABLE TOWER ADB AVE. COR. POVEDA RD. ORTIGAS CENTER, PASIG CITY
TEL. NO.: 633-7631 to 40, 240-8801 FAX NO.: 633-9207, 240-9106

- (vi) Stockholders intending to participate via remote communication who have not sent their proxies or voted *in absentia* must notify the Corporation by email to corporatesecretary@jgsummit.ph on or before October 13, 2020 in order to be counted for quorum. The email shall contain the following:
 - a. If holding shares through a broker, certification from the broker stating the name of the beneficial owner and the number of shares owned by such Stockholder;
 - b. Government-issued identification (ID) of the Stockholder.
- (vii) For purposes of quorum, the following stockholders shall be deemed present:
 - a. Those who sent in their proxies before the deadline;
 - b. Those who voted in absentia before the cut off time; and
 - c. Those who notified the Corporation before the deadline of their intention to participate via remote communication.
- (viii) The Office of the Corporate Secretary shall tabulate all votes received and an independent third party will validate the results. During the meeting, the Secretary shall report the votes received and inform the stockholders if the particular agenda item is carried or disapproved. The votes cast for each item for approval under the agenda will be shown on the screen.

Declaration of stock dividend equivalent to five per cent (5%) of the total issued and outstanding shares of the Corporation

On August 14, 2020, the Board of Directors of the Corporation approved the declaration of a stock dividend equivalent to five per cent (5%) of the total issued and outstanding shares of the Corporation for those holding common shares and preferred voting shares. This stock dividend declaration will be presented to the stockholders for approval.

Amendment of the Articles of Incorporation

The amendment to Article Seventh of the Articles of Incorporation in order to re-classify the preferred non-voting shares into preferred voting shares and modify the dividend feature of the preferred voting shares will be presented to the stockholders for approval.

Consideration of such other matters as may properly come during the meeting

The Chairman will open the floor for comments and questions from the stockholders which were sent by email on or before October 13, 2020. The Chairman will decide whether matters raised by the stockholders may be properly taken up in the meeting or in another proper forum.

WE ARE NOT SOLICITING YOUR PROXY

Stockholders who wish to cast their votes may do so via the method provided for voting *in absentia*, or by accomplishing the proxy form provided below. The detailed procedure for casting votes *in absentia* may be found in Annex A of the Information Statement.

Stockholders who wish to vote by proxy shall send the proxies by email to corporatesecretary@jgsummit.ph or hard copies to the Office of the Corporate Secretary, 40F Robinsons Equitable Tower, ADB Avenue cor. Poveda Road, Ortigas Center, Pasig City not later than October 13, 2020.

P R O X Y

The undersigned stockholder of **JG SUMMIT HOLDINGS, INC.** (the “Corporation”), hereby appoints the Chairman of the meeting, as attorney-in-fact and proxy, to represent and vote all shares registered in his/her/its name at the Special Meeting of the Stockholders of the Corporation to be held on **October 20, 2020** and adjournments and postponements thereof, for the purpose of acting on the following matters as fully to all intents and purposes as she/he/it might do if present and acting in person, and hereby ratifying and confirming all that the said attorney shall lawfully do or cause to be done by virtue of these presents:

1. Declaration of a stock dividend equivalent to five per cent (5%) of the total issued and outstanding shares of the Corporation.

Yes No Abstain

PRINTED NAME OF STOCKHOLDER

2. Amendment of the Articles of Incorporation in order to re-classify the preferred non-voting shares into preferred voting shares and modify the dividend features of the preferred voting shares.

Yes No Abstain

SIGNATURE OF STOCKHOLDER /
AUTHORIZED SIGNATORY

3. At his/her discretion, the proxy named above is authorized to vote upon such other matters as may properly come during the meeting.

Yes No Abstain

ADDRESS OF STOCKHOLDER

CONTACT TELEPHONE NUMBER

DATE

This proxy shall continue until such time as the same is withdrawn by me through notice in writing delivered to the Corporate Secretary at least three (3) working days before the scheduled meeting on **October 20, 2020**.

A PROXY SUBMITTED BY A CORPORATION SHOULD BE ACCOMPANIED BY A CORPORATE SECRETARY’S CERTIFICATE QUOTING THE BOARD RESOLUTION DESIGNATING A CORPORATE OFFICER TO EXECUTE THE PROXY. IN ADDITION TO THE ABOVE REQUIREMENT FOR CORPORATIONS, A PROXY FORM GIVEN BY A BROKER OR CUSTODIAN BANK IN RESPECT OF SHARES OF STOCK CARRIED BY SUCH BROKER OR CUSTODIAN BANK FOR THE ACCOUNT OF THE BENEFICIAL OWNER MUST BE ACCOMPANIED BY A CERTIFICATION UNDER OATH STATING THAT THE BROKER OR CUSTODIAN BANK HAS OBTAINED THE WRITTEN CONSENT OF THE ACCOUNT HOLDER.

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
 Definitive Information Statement

2. Name of Registrant as specified in its charter : **JG SUMMIT HOLDINGS, INC.
(the "Corporation")**
3. Province, country or other jurisdiction of
incorporation or organization : **Metro Manila, Philippines**
4. SEC Identification Number : **SEC Registration No. 184044**
5. BIR Tax Identification Code : **TIN No. 000-775-860**
6. Address of principal office : **43rd Floor Robinsons Equitable Tower
ADB Avenue corner Poveda Street
Ortigas Center, Pasig City
Metro Manila**
7. Registrant's telephone number,
including area code : **(632) 8633-7631 to 40**
8. Date, time and place of the
meeting of security holders : **October 20, 2020
10:00 A.M
Via video conferencing at
<http://bit.ly/JGS2020SSM> in
accordance with the rules of the
Securities and Exchange Commission**
9. Approximate date on which copies of the
Information Statement are first to be sent or
given to security holders : **September 29, 2020**

10. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA
(information on number of shares and amount of debt is applicable only to corporate registrants):

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding (as of August 31, 2020)
Common Stock	7,162,841,657
Long Term Debt	30,000,000,000

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

Yes

No

The common shares of the Corporation are listed on the Philippine Stock Exchange.

A. GENERAL INFORMATION

Item 1. Date, Time and Place of Meeting of Security Holders

Date, Time, and Place of Meeting : **October 20, 2020**
10:00 A.M
Via video conferencing in accordance
with the rules of the Securities and
Exchange Commission

Online web addresses/URLs for participation
by remote communication : <http://bit.ly/JGS2020SSM>

Complete Mailing Address of Principal Office : **43rd Floor Robinsons Equitable Tower**
ADB Ave. corner P. Poveda
Road, Ortigas Center
Pasig City, Metro Manila

Approximate date on which copies of the
Information Statement are first to be sent or
given to security holders : **September 29, 2020**

WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND US A PROXY.

Item 2. Rights of Shareholders; Dissenters' Right of Appraisal

The Corporation recognizes the right of all shareholders to be treated fairly and equally whether they are controlling, minority, local or foreign. The Corporation respects the rights of shareholders as provided under the Revised Corporation Code and other laws, and as stated in its Articles of Incorporation and By-laws.

Any stockholder of the Corporation may exercise his appraisal right against the proposed actions which qualify as instances giving rise to the exercise of such right pursuant to and subject to the compliance with the requirements and procedure set forth under Title X of the Revised Corporation Code of the Philippines. Any stockholder of a corporation shall have the right to dissent and demand payment of the fair value of his shares in the following instances: (a) in case any amendment to the 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 or lease, exchange, transfer, mortgage, pledge of other disposition of all or substantially all of the corporate property and assets as provided in the Code; (c) in case of merger or consolidation; and (d) and in case of investment of corporate funds for any purpose other than the primary purpose of the corporation.

The dissenting stockholder who votes against a proposed corporate action may exercise the right of appraisal by making a written demand on the corporation for the payment of the fair value of shares held within thirty (30) days from the date on which the vote was taken: *Provided*, That failure to make the demand within such period shall be deemed a waiver of the appraisal right. If the proposed corporate action is implemented, the corporation shall pay the stockholder, upon surrender of the certificate or

certificates of stock representing the stockholder's shares, the fair value thereof as of the day before the vote was taken, excluding any appreciation or depreciation in anticipation of such corporate action.

If within a period of sixty (60) days from the date the corporate action was approved by the stockholders, the withdrawing 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 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 such award is made: *Provided*, That no payment shall be made to any dissenting stockholder unless the corporation has unrestricted retained earnings in the books to cover such payment: and *Provided, further*, That upon payment by the corporation of the agreed or awarded price, the stockholder shall forthwith transfer his shares to the corporation.

THE STOCKHOLDER MUST VOTE AGAINST THE PROPOSED CORPORATE ACTION IN ORDER TO AVAIL HIMSELF OF THE APPRAISAL RIGHT.

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

None of the following persons have any substantial interest, direct or indirect, in any matter to be acted upon:

1. Directors or officers of the Corporation at any time since the beginning of the last fiscal year;
2. Associate of any of the foregoing persons.

B. CONTROL AND COMPENSATION INFORMATION

Item 4. Voting Securities and Principal Holders Thereof

(a) Voting securities entitled to be voted at the meeting:

The Corporation has 7,162,841,657 outstanding common shares and 4,000,000,000 preferred voting shares as of August 31, 2020. Every stockholder shall be entitled to one vote for each share of stock held as of the established record date.

(b) Record date:

All stockholders of record as of September 18, 2020 are entitled to notice and to vote at the Special Meeting of Stockholders of the Corporation.

Pursuant to Section 10, Article II of the By-Laws of the Corporation, the Board of Directors may fix in advance a date as the record date for any such determination of stockholders. For purposes of determining the stockholders entitled to notice of, or to vote or be voted at any meeting of stockholders or any adjournments thereof, or entitled to receive payment of any dividends or other distribution or allotment of any rights, or for the purpose of any other lawful action, or for making any other proper determination of stockholders, the Board of Directors may provide that the stock and transfer books be closed for a stated period, which shall not be more than sixty (60) days nor less than thirty (30) days before the date of such meeting. In lieu of closing the stock and transfer books, the Board of Directors may fix in advance a date as the record date for any such determination of stockholders. A determination of stockholders of record entitled to notice of or to vote or be voted at a meeting of stockholders shall apply to any adjournment of the meeting; *provided, however*, that the Board of Directors may fix a new record date for the adjourned meeting.

(c) Security Ownership of Certain Record and Beneficial Owners and Management

1. Security Ownership of Certain Record and Beneficial Owners of more than 5% of the Corporation’s voting securities as of August 31, 2020

Title of Class	Names and addresses of record owners and relationship with the Corporation	Names of beneficial owner and relationship with record owner	Citizenship	Number of shares held	% to Total Outstanding
Common	Gokongwei Brothers Foundation, Inc. 43/F Robinsons-Equitable Tower ADB Ave. cor. Poveda St. Ortigas Center, Pasig City (stockholder)	Same as record owner (See note 1)	Filipino	1,997,076,451	27.88%
Common	PCD Nominee Corporation (Filipino) 37/F Tower I, The Enterprise Center, 6766 Ayala Ave. cor. Paseo de Roxas, Makati City (stockholder)	PCD Participants and their clients (See note 2)	Filipino	1,712,704,065 (See note 3)	23.91%
Common	RSB-TIG No. 030-46-000001-9 17/F Galleria Corporate Center, EDSA cor. Ortigas Avenue, Quezon City (stockholder)	Trustee’s designated officers (See note 4)	Filipino	1,033,319,225	14.43%
Common	PCD Nominee Corporation (Non-Filipino) 37/F Tower I, The Enterprise Center, 6766 Ayala Ave. cor. Paseo de Roxas, Makati City (stockholder)	PCD Participants and their clients (See note 2)	Non-Filipino	887,700,461 (See note 3)	12.39%

Notes:

- Gokongwei Brothers Foundation, Inc. (the “Foundation”) is a non-stock, non-profit corporation organized by the irrevocable donation by the incorporators, who are also Trustees of the Foundation, of shares of JG Summit Holdings, Inc. Under the Articles of Incorporation and By-Laws of the Foundation, except for salaries of employees and honoraria of consultants and similar expenses for actual services rendered to the Foundation or its projects, no part of the corpus or its income and increments shall benefit or be used for the private gain of any member, trustee, officer or any juridical or natural person whatsoever. The Chairman of the Board of Trustees shall exercise exclusive power and authority to represent and vote for any shares of stock owned by the Foundation in other corporate entities. The incumbent Chairman of the Board of Trustees of the Foundation is Mr. Lance Y. Gokongwei. The Foundation is the stockholder of record of Four Billion (4,000,000,000) preferred voting shares of the Corporation.
- PCD Nominee Corporation is the registered owner of the shares in the books of the Corporation’s transfer agent. PCD Nominee Corporation is a corporation wholly-owned by Philippine Depository and Trust Corporation, Inc. (formerly the Philippine Central Depository) (“PDTC”), whose sole purpose is to act as nominee and legal title holder of all shares of stock lodged in the PDTC. PDTC is a private corporation organized to establish a central depository in the Philippines and introduce scripless or book-entry trading in the Philippines. Under the current system of the PDTC, only participants (brokers and custodians) are recognized by PDTC as the beneficial owners of the lodged shares. Each beneficial owner of shares through his participant is the beneficial owner to the extent of the number of shares held by such participant in the records of the PCD Nominee.

3. Out of the PCD Nominee Corporation account, “Citibank N.A.” and “Philippine Equity Partners, Inc.” hold for various trust accounts the following shares of the Corporation as of August 31, 2020:

	<u>No. of shares</u>	<u>% to Outstanding</u>
Citibank N.A	987,418,555	13.79%
Philippine Equity Partners, Inc.	313,126,434	4.37%

Voting instructions may be provided by the beneficial owners of the shares.

4. Robinsons Bank – Trust & Investment Group (RSB-TIG) is the trustee of this trust account. The shares are voted by the trustee’s designated officers.

2. Security Ownership of Management as of August 31, 2020

Title of Class	Names of beneficial owner	Position	Amount and nature of beneficial ownership	Citizenship	% to Total Outstanding
Named Executive Officers¹					
Common	1. James L. Go	Director, Chairman	148,679,656(D)	Filipino	2.08%
Common	2. Lance Y. Gokongwei	Director, President and Chief Executive Officer	541,838,575(D)	Filipino	7.56%
Common	3. Patrick Henry C. Go	Director	93,500(D)	Filipino	*
Common	4. Robina Y. Gokongwei-Pe	Director	179,460,000(D)	Filipino	2.51%
	Sub-Total		<u>870,071,731</u>		<u>12.15%</u>
Other Directors and Executive Officers					
Common	6. Lily G. Ngochua	Director	388,018(D)	Filipino	*
Common	7. Johnson Robert G. Go, Jr.	Director	1(D)	Filipino	*
Common	8. Cirilo P. Noel	Director	1(D)	Filipino	*
Common	9. Jose T. Pardo	Director (Independent)	1(D)	Filipino	*
Common	10. Renato T. De Guzman	Director (Independent)	21,751(D)	Filipino	*
Common	11. Antonio L. Go	Director (Independent)	1(D)	Filipino	*
Common	12. Maria Celia H. Fernandez-Estavillo	Senior Vice President and General Counsel	5,000(D)	Filipino	*
	13. Lisa Y. Gokongwei-Cheng	Head-Digital Transformation Office	137,130,000(D)	Filipino	*
	Sub-Total		<u>137,544,773</u>		<u>1.92%</u>
	All directors and executive officers as a group unnamed		<u>1,007,616,504</u>		<u>14.07%</u>

Notes:

D – Direct

1. As defined under Part IV (B) (1) (b) of Annex “C” of SRC Rule 12, the “named executive officers” to be listed refer to the Chief Executive Officer and those that are the four (4) most highly compensated executive officers as of December 31, 2019.

* less than 0.01%

3. Shares owned by foreigners

The total number of shares owned by foreigners as of August 31, 2020 is 1,155,917,152 common shares.

4. Voting Trust Holders of 5% or More as of August 31, 2020

There are no persons holding more than 5% of a class under a voting trust or similar agreement.

5. Changes in Control

There has been no change in the control of the Corporation since the beginning of its last fiscal year.

Items 5-8. None.

C. ISSUANCE AND EXCHANGE OF SECURITIES

Item 9. Authorization or Issuance of Securities Other than for Exchange

The Board of Directors of the Corporation approved on August 14, 2020 the declaration of a stock dividend equivalent to five per cent (5%) of the total issued and outstanding shares of the Corporation consisting of:

- a. Three Hundred Fifty Eight Million One Hundred Forty Two Thousand Eighty Three (358,142,083) common shares, to be issued and paid for out of the unrestricted retained earnings of the Corporation as of December 31, 2019, to all stockholders holding common shares as of record date of October 30, 2020, to be distributed on November 25, 2020; and
- b. Two Hundred Million (200,000,000) preferred voting shares be issued and paid for out of the unrestricted retained earnings of the Corporation as of December 31, 2019 to all stockholders holding preferred voting shares, subject to approval by the Securities and Exchange Commission ("SEC") of the amendment of Article Seventh of the Articles of Incorporation of the Corporation. The record date and payment date for the said stock dividend for preferred voting shares shall be determined upon approval by the SEC of the above-mentioned amendment of the Articles of Incorporation.

Any fractional shares resulting from the stock dividend declaration will be paid in cash.

The above-mentioned declaration of stock dividends shall be presented for approval at the Special Stockholders' Meeting.

Items 10- 14. None.

D. OTHER MATTERS

Item 15. Action with Respect to Reports

The following are included in the agenda of the Special Meeting of the Stockholders for approval of the stockholders:

1. Declaration of a stock dividend equivalent to five per cent (5%) of the total issued and outstanding shares of the Corporation
2. Amendment of Article Seventh of the Articles of Incorporation of the Corporation in order to re-classify the preferred non-voting shares into preferred voting shares and modify the dividend features of the preferred voting shares

Item 16. None.

Item 17. Amendment of Charter, Bylaws or Other Documents

Article Seventh of the Amended Articles of Incorporation of the Corporation will be further amended in order to re-classify the preferred non-voting shares into preferred voting shares and modify the dividend features of the preferred voting shares, as follows:

Present provisions in the Articles of Incorporation	Proposed amendment to the Articles of Incorporation
<p>SEVENTH: That the authorized capital stock of said corporation is FOURTEEN BILLION EIGHT HUNDRED NINETY MILLION EIGHT HUNDRED THOUSAND PESOS (P14,890,800,000.00) Philippine Currency, divided into TWELVE BILLION EIGHT HUNDRED FIFTY MILLION EIGHT HUNDRED THOUSAND (12,850,800,000) common shares with a par value of ONE PESO (P1.00) per share, with a total par value of Twelve Billion Eight Hundred Fifty Million Eight Hundred Thousand Pesos (P12,850,800,000.00), TWO BILLION (2,000,000,000) preferred shares with a par value of ONE PESO (P1.00) per share, with a total par value of Two Billion Pesos (P2,000,000,000.00) (“Preferred Non-Voting Shares”) and Four Billion (4,000,000,000) preferred shares with a par value of One Centavo (P0.01) per share, with a total par value of Forty Million Pesos (P40,000,000.00) (“Preferred Voting Shares”).</p> <p>No transfer of stock or interest which will reduce the ownership of Filipino citizens to less than the required percentage of the capital stock as provided by existing laws shall be allowed or permitted to be recorded in the proper books of the Corporation and this restriction shall be indicated in all the stock certificates issued by the Corporation.</p> <p>Provided further, that no shareholder of any class shall be entitled to any pre-emptive right to subscribe for, purchase or receive any part of the shares of the Corporation, whether issued from its unissued capital or its treasury stock.</p> <p>The preferences, privileges, and voting powers of the Preferred Non-Voting Shares shall be as follows:</p> <ol style="list-style-type: none"> 1. The Preferred Non-Voting Shares may be issued by the Board of Directors for such amount (not less than par), in such series, and purpose or purposes as shall be determined by the Board of Directors. 2. The Preferred Non-Voting Shares shall be non-convertible, non-voting, cumulative and non-participating. 3. The Preferred Non-Voting Shares may be redeemable at the option of the Corporation at any time, upon payment of their aggregate par or issue value, plus all accrued and unpaid dividends, on such terms as the Board of Directors may determine at the time of issuance. Preferred Non-Voting Shares so redeemed may be reissued by the Corporation upon such terms and conditions as the Board of Directors may determine. 	<p>SEVENTH: That the authorized capital stock of said corporation is FOURTEEN BILLION EIGHT HUNDRED NINETY MILLION EIGHT HUNDRED THOUSAND PESOS (P14,890,800,000), Philippine Currency, divided into TWELVE BILLION EIGHT HUNDRED FIFTY MILLION EIGHT HUNDRED THOUSAND (12,850,800,000) common shares with a par value of ONE PESO (P1.00) per share, with a total par value of Twelve Billion Eight Hundred Fifty Million Eight Hundred Thousand Pesos (P12,850,800,000.00) <u>and TWO HUNDRED FOUR BILLION (204,000,000,000) preferred voting shares with a par value of One Centavo (P0.01) per preferred voting share, with a total par value of Two Billion Forty Million Pesos (P2,040,000,000.00) (“Preferred Voting Shares”).</u></p> <p>No transfer of stock or interest which will reduce the ownership of Filipino citizens to less than the required percentage of the capital stock as provided by existing laws shall be allowed or permitted to be recorded in the proper books of the Corporation and this restriction shall be indicated in all the stock certificates issued by the Corporation.</p> <p>Provided further, that no shareholder of any class shall be entitled to any pre-emptive right to subscribe for, purchase or receive any part of the shares of the Corporation, whether issued from its unissued capital or its treasury stock.</p> <p>The preferences, privileges, and voting powers of the Preferred Voting Shares shall be as follows:</p> <ol style="list-style-type: none"> 1. The Preferred Voting Shares shall be entitled to vote on all matters involving the affairs of the Corporation requiring the approval of stockholders. Each Preferred Voting Share shall have the same voting rights as a common share. 2. The Preferred Voting Shares shall be non-redeemable. 3. <u>The Preferred Voting Shares shall be entitled to: (a) cash and property dividends equivalent to 1/100 of cash and property dividends declared for common shares; and (b) stock dividends equivalent to the same rate declared for common shares.</u> 4. In the event of liquidation, dissolution, receivership or winding up of affairs of the Corporation, holders of Preferred Voting Shares shall be entitled to be paid in full at par, or ratably, in so far as the assets of the Corporation will permit, for each Preferred

4. The holders of Preferred Non-Voting Shares will have preference over holders of common stock in the payment of dividends and in the distribution of corporate assets in the event of dissolution, liquidation or winding up of the Corporation, whether voluntary or involuntary. In such an event, the holders of Preferred Non-Voting Shares shall be paid in full or ratably, insofar as the assets of the Corporation will permit, the par or issue value of each Preferred Non-Voting Shares held by them, as the Board of Directors may determine upon their issuance, plus unpaid cumulated dividends up to the current period, before any assets of the Corporation shall be paid or distributed to the holders of the common shares.
5. The holders of Preferred Non-Voting Shares shall be entitled to the payment of current as well as any accrued or unpaid dividends on the Preferred Non-Voting Shares before any dividends can be paid to the holders of common shares.
6. The holders of Preferred Non-Voting Shares shall not be entitled to any other or further dividends beyond that specifically payable on the Preferred Non-Voting Shares.
7. The holders of Preferred Non-Voting Shares shall not be entitled to vote (except in those cases specifically provided by law) or be voted for.
8. The holders of Preferred Non-Voting Shares shall have no pre-emptive rights, options or any other similar rights to subscribe or receive or purchase any or all issues or other disposition of common or other preferred shares of the Corporation.
9. The Preferred Non-Voting Shares shall be entitled to receive dividends at a rate or rates to be determined by the Board of Directors upon their issuance.
10. The Board of Directors shall be authorized to fix, implement, amend and provide such other terms and conditions of the Preferred Non-Voting Shares as it shall deem fit.

Voting Share held before any distribution is made to holders of common shares.

5. The Board of Directors shall be authorized to fix, implement, amend and provide such other terms and conditions of the Preferred Voting Shares as it shall deem fit.

The preferences, privileges, and voting powers of the Preferred Voting Shares shall be as follows:

1. The Preferred Voting Shares shall be entitled to vote on all matters involving the affairs of the Corporation requiring the approval of stockholders. Each Preferred Voting Share shall have the same voting rights as a common share.
2. The Preferred Voting Shares shall be non-redeemable.
3. The Preferred Voting Shares shall be entitled

<p>to dividends at the rate of 1/100 of common shares, such dividends shall be payable out of the surplus profits of the Corporation so long as such Preferred Voting Shares are outstanding.</p> <p>4. In the event of liquidation, dissolution, receivership or winding up of affairs of the Corporation, holders of Preferred Voting Shares shall be entitled to be paid in full at par, or ratably, in so far as the assets of the Corporation will permit, for each Preferred Voting Share held before any distribution is made to holders of common shares.</p> <p>5. The Board of Directors shall be authorized to fix, implement, amend and provide such other terms and conditions of the Preferred Voting Shares as it shall deem fit.</p>	
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The proposed amendment will allow for the issuance of preferred voting shares as payment of the stock dividend declared by the Board of Directors of the Corporation on August 14, 2020, subject to the approval of the shareholders and the Securities and Exchange Commission.

This amendment was approved by the Board of Directors on August 14, 2020 and shall be presented for approval at the Special Stockholders' Meeting.

Item 18. None.

Item 19. Voting Procedures

(a) The vote required for approval of the agenda items:

Pursuant to Section 6, Article II of the By-Laws of the Corporation, a majority of the subscribed capital, present in person or by proxy, shall be sufficient in a stockholders' meeting to constitute a quorum for the election of directors and for the transaction of any business whatsoever, except in those cases where the Revised Corporation Code requires the affirmative vote of a greater proportion.

The following matters require approval of two-thirds (2/3) of the outstanding capital stock of the Corporation:

1. Declaration of a stock dividend equivalent to five per cent (5%) of the total issued and outstanding shares of the Corporation
2. Amendment of Article Seventh of the Articles of Incorporation of the Corporation in order to re-classify the preferred non-voting shares into preferred voting shares and modify the dividend features of the preferred voting shares

(b) The method by which votes will be counted:

In accordance with Article II, Section 7 of the By-Laws, every stockholder shall be entitled to vote, in person or by proxy, for each share of stock held by him which has voting power upon the matter in question. The votes for the election of directors, and except upon demand by any stockholder, the votes upon any question before the meeting, except with respect to procedural questions determined by the Chairman of the meeting, shall be by ballot.

Sections 23 and 57 of the Revised Corporation Code provides that the Corporation may allow a stockholder to cast his vote in *absentia* via modes which the Corporation shall establish, taking into account the company's scale, number of shareholders or members, structure and other factors consistent with the basic right of corporate suffrage.

The Secretary shall record all the votes and proceedings of the stockholders and of the Directors in a book kept for that purpose.

Item 20. Participation of Stockholders by Remote Communication

In support of the efforts to contain the outbreak of COVID-19 and to ensure the safety and welfare of its stockholders, directors, officers, and employees, the Corporation will dispense with the physical attendance of stockholders at the meeting and will allow attendance only by remote communication. The livestream of the meeting shall be viewable at the following web address: <http://bit.ly/JGS2020SSM>.

In order for the Corporation to properly conduct validation procedures, stockholders who wish to participate via remote communication must notify the Corporation by email to corporatesecretary@jgsummit.ph on or before October 13, 2020.

Please refer to Annex A for the detailed guidelines for participation via remote communication and the procedures for registration and casting votes in *absentia*.

Restriction that Limits the Payment of Dividends on Common Shares

None.

Recent Sales of Unregistered or Exempt Securities, Including Recent Issuance of Securities Constituting an Exempt Transaction.

Not Applicable. All common shares of the Corporation are listed in the Philippine Stock Exchange.

Additional information as of August 31, 2020 are as follows:

1. Market Price

<u>Fiscal Year 2020</u>	<u>High</u>	<u>Low</u>
First Quarter (January to March 2020)	₱80.40	₱28.00
Second Quarter (April to June 2020)	₱67.00	₱44.00

The market price of the Corporation's common equity as of August 31, 2020 is **₱64.30**.

2. The number of shareholders of record as of August 31, 2020 was 1,001.

Common shares outstanding as of August 31, 2020 were 7,162,841,657 shares with a par value of ₱1.00 per share.

Discussion on compliance with leading practices on corporate governance

The Corporation adheres to the principles and practices of good corporate governance, as embodied in its Revised Corporate Governance Manual, Code of Business Conduct and related SEC

Circulars.

On May 12, 2017, the Board of Directors approved the revisions made to the Corporate Governance Manual of the Corporation in accordance with SEC Memorandum Circular No. 19, Series of 2016. The Revised Corporate Governance Manual was filed with the Securities and Exchange Commission on May 31, 2017. Continuous improvement and monitoring of governance and management policies have been undertaken to ensure that the Corporation observes good governance and management practices. This is to assure the shareholders that the Corporation conducts its business with the highest level of integrity, transparency and accountability.

SEC Memorandum Circular No. 15, Series of 2017 mandates all listed companies to submit an Integrated Annual Corporate Governance Report (“I-ACGR”) on May 30 of the following year for every year that the Corporation remains listed in the PSE.

PSE Memorandum Circular CN No. 2017-0079 provides that the I-ACGR effectively supersedes the SEC’s Annual Corporate Governance Report and the PSE’s Corporate Governance Disclosure Report.

The Corporation likewise consistently strives to raise its financial reporting standards by adopting and implementing prescribed Philippine Financial Reporting Standards.

SIGNATURE PAGE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct in all material respects. This statement is signed in the City of Pasig on September 21, 2020.

JG SUMMIT HOLDINGS, INC.



LANCE Y. GOKONGWEI
President and Chief Executive Officer

**SPECIAL MEETING OF THE STOCKHOLDERS
OF
JG SUMMIT HOLDINGS, INC.**

**REGISTRATION AND PROCEDURE FOR
VOTING *IN ABSENTIA*
AND
PARTICIPATION VIA REMOTE COMMUNICATION**

I. VOTING *IN ABSENTIA*

JG Summit Holdings, Inc. (the “Corporation”) has established a procedure for the registration of and voting *in absentia* by stockholders at the special meeting, as allowed under Sections 23 and 57 of the Revised Corporation Code.

1. Stockholders as of September 18, 2020 (the “Stockholder/s”) may register by sending an email to corporatesecretary@jgsummit.ph with the following supporting documents:
 - a. For individual Stockholders:
 - i. Government-issued identification (ID) of the Stockholder;
 - ii. For Stockholders with joint accounts: A scanned copy of an authorization letter signed by all Stockholders, identifying who among them is authorized to cast the vote for the account.
 - iii. If holding shares through a broker, the certification from the broker stating the name of the beneficial owner and the number of shares owned by such Stockholder.
 - b. For corporate Stockholders:
 - i. Secretary’s Certificate authorizing the designated representative to vote the shares owned by the corporate Stockholder;
 - ii. Government-issued identification (ID) of the designated representative.
 - iii. If holding shares through a broker, certification from the broker stating the name of the beneficial owner and the number of shares owned by such Stockholder.

Registration shall be open from September 29 to October 6, 2020.

2. Registration shall be validated by the Office of the Corporate Secretary in coordination with the Stock Transfer Agent of the Corporation. Once the Stockholder has been successfully validated, the Stockholder shall be officially registered for the special meeting and a digital ballot shall be generated for the Stockholder which shall be sent to the email address used by the Stockholder for registration.
3. The registered Stockholder may then proceed to fill out the ballot with the votes. All items in the agenda for approval shall be shown one at a time and the registered Stockholder may vote Yes, No, or Abstain. The vote is considered cast for all the registered Stockholder’s shares.
4. Once voting on all the agenda items is finished, the registered Stockholder is encouraged to review the votes before submitting the ballot. The Stockholder can then proceed to submit the accomplished ballot

by clicking the ‘Submit’ button. A summary of the votes cast shall be sent to the email address of the registered Stockholder. Once the ballot has been submitted, votes may no longer be changed. Multiple submissions of the digital ballot under the same shareholder for the same shares shall be invalidated.

5. Voting *in absentia* shall be open from October 7, 2020 to October 13, 2020.
6. The Office of the Corporate Secretary shall tabulate all votes cast *in absentia* together with the votes cast by proxy, and an independent third party will validate the results.
7. Stockholders who register and vote on the website for voting *in absentia* are hereby deemed to have given their consent to the collection, use, storing, disclosure, transfer, sharing and general processing of their personal data by the Corporation and by any other relevant third party for the purpose of electronic voting *in absentia* for the Special Stockholders’ Meeting and for all other purposes for which the Stockholder can cast his/her/its vote as a stockholder of the Corporation.

II. PARTICIPATION VIA REMOTE COMMUNICATION

1. Stockholders may attend the meeting on October 20, 2020 at 10:00 A.M. via the following link: <http://bit.ly/JGS2020SSM>. The meeting shall be broadcast via Microsoft Teams, which may be accessed either on the web browser or on the Microsoft Teams app. Those who wish to view the broadcast may sign in using any Microsoft account or may join the stream anonymously.
2. Stockholders who have not sent their proxies or registered and voted *in absentia* (“Unregistered Stockholders”) may still attend the meeting through the broadcast link. In order to be counted for the determination of quorum, Unregistered Stockholders are requested to notify the Corporation by e-mail to corporatesecretary@jgsummit.ph on or before October 13, 2020 of their intention to participate in the meeting by remote communication.

For validation purposes, the notification email from the Stockholder shall contain the following:

- a. Government-issued identification (ID) of the shareholder
 - b. If holding shares through a broker, certification from the broker stating the name of the beneficial owner and the number of shares owned by such shareholder;
3. For purposes of quorum, only the following Stockholders shall be counted as present:
 - a. Stockholders who have registered and voted *in absentia* before the cut off date;
 - b. Stockholders who have sent their proxies before the deadline;
 - c. Stockholders who have notified the Corporation of their intention to participate in the meeting by remote communication before the deadline.
 4. Questions and comments on the items in the Agenda may be sent to corporatesecretary@jgsummit.ph. Questions or comments received on or before October 13, 2020 may be responded to during the meeting. Any questions not answered during the meeting shall be answered via email.