

NOTICE OF THE ANNUAL MEETING OF STOCKHOLDERS

Please take notice that the Annual Meeting of Stockholders of ALPHALAND CORPORATION will be held on Thursday, July 30, 2020 at 4 o'clock in the afternoon. In light of the COVID-19 pandemic and to ensure the safety and welfare of the Company's stockholders and other attendees, the meeting will be conducted virtually via secure online meeting platform to discuss the following agenda:

1. Call to order
2. Certification of Notice and Quorum
3. Review and approval of the minutes of the previous annual stockholders meeting
4. Annual report of Management and approval of the audited financial statements for the year ended December 31, 2019
5. Ratification of all acts and resolutions adopted by the Board of Directors, Executive Committee and other committees of the Board of Directors, as well as Management since the last annual stockholders meeting held on May 7, 2019
6. Election of members of the Board of Directors (including Independent Directors)
7. Appointment of External Auditor
8. Other matters

Only stockholders of record as of July 16, 2020 are entitled to notice of, and to vote at, the Annual Meeting of Stockholders. Stockholders who intend to participate or be represented in the virtual meeting shall first submit the following via email to ASM2020@alphaland.com.ph not later than July 20, 2020, subject to validation procedures, to gain access to the secure online meeting link.


Once validated, a confirmation along with access credentials to the secure online meeting link shall be sent to the stockholder's email as provided.

WE ARE NOT SOLICITING YOUR PROXY

Stockholders who will not, are unable or do not expect to attend the meeting in person but would like to be represented thereat may choose to execute and send a proxy form to the Office of the Corporate Secretary on or before 5:00 p.m., July 20, 2020. A sample proxy form is available at the Company's website: alphaland.com.ph.

Copies of the following documents will be posted at the Company's website (alphaland.com.ph): (i) Minutes of the Annual Meeting of Stockholders held on May 7, 2019; (ii) Information Statement with Management Report; (iii) Consolidated Audited Financial Statements for the year ended December 31, 2019.

June 29, 2020.



JASON J. ALBA
Corporate Secretary

For ASM-related queries, please send an email to ASM2020@alphaland.com.ph.

For account updating/validation concerns, please get in touch with the Company's Stock Transfer Agent, AB Stock Transfers Corporation (Attention: Haydee D. Gallarde), via PLDT line +63.2.5337.2031 local extension 169; via mobile number +63.917.5448417; or via email to hdgallarde@atok.com.ph.

AGENDA
Explanation

1. Call to order
The Chairman will formally open the meeting at approximately 4 o'clock in the afternoon.
2. Certification of Notice and Quorum
The Corporate Secretary will certify that written notice for the meeting was duly sent to stockholders and that a quorum exists for the transaction of business.
3. Review and approval of the minutes of the previous annual stockholders meeting
The minutes of the meeting held on May 7, 2019 is available at the Company's website: alphaland.com.ph. Stockholders will be asked to approve the proposed resolution below:

"RESOLVED, that the Stockholders of the Corporation hereby approve the Minutes of the Annual Stockholders' Meeting held on May 7, 2019."
4. Annual report of Management and approval of the audited financial statements for the year ended December 31, 2019
The Company's Annual Report, Audited Financial Statements and Information Statement will be posted at the Company's website: alphaland.com.ph. Stockholders will be asked to approve the proposed resolution below:

"RESOLVED, that the Company's Audited Financial Statements for the year ended December 31, 2019 be, as the same are hereby, approved."
5. Ratification of all acts and resolutions adopted by the Board of Directors, Executive Committee and other committees of the Board of Directors, as well as Management since the last annual stockholders meeting held on May 7, 2019

"RESOLVED, that all acts, resolutions, and deeds of the Company's Board of Directors and its Committees, as well as Management from the Annual Stockholders' Meeting held on May 7, 2019 up to the date of this meeting be as they hereby are, confirmed, ratified and approved."
6. Election of members of the Board of Directors (including Independent Directors)
The profiles of the nominees are included in the Information Statement. Stockholders will be given the opportunity to elect the directors who will serve for the term 2020-2021.
7. Appointment of External Auditor
Endorsement to the stockholders the election of the external auditor who will conduct an independent verification of the Company's financial statements and provides an objective assurance on the accuracy of its financial statements for the ensuing year. Below is the proposed resolution for approval:

"RESOLVED, that Reyes Tacandong & Co., Certified Public Accountants, be, as they hereby are, re-appointed as external auditors of the Company for the year 2020-2021."
8. Other matters
The Chairman will open the floor for comments and questions by the stockholders. Stockholders may raise other matters or issues that may be properly taken up at the meeting.

PROCEDURES FOR THE ANNUAL STOCKHOLDERS' MEETING

In light of the ongoing community quarantine imposed in several areas of the country and in consideration of health and safety concerns of everyone involved, the Executive Committee of the Board of Directors of the Company has approved and authorized stockholders to participate in the meeting *via* remote communication and to exercise their right to vote *in absentia* through electronic voting *via* the online web address provided.

ELECTRONIC VOTING *IN ABSENTIA*

1. Stockholders on record of the Company as of July 16, 2020 may exercise their right to vote on the agenda items in the 2020 Annual Stockholders' Meeting (ASM) through electronic voting *in absentia*. To be included in the determination of quorum, stockholders who intend to participate in the meeting by remote communication and vote *in absentia* must notify the Company of their intention to participate and vote remotely by sending an e-mail addressed to the Company's Corporate Secretary at ASM2020@alphaland.com.ph and submit the following not later than July 20, 2020 (only registered stockholders as of July 20, 2020 shall be allowed to electronically vote *in absentia* or participate in the ASM by remote communication):

<ul style="list-style-type: none"> • Individual Stockholder 	<ol style="list-style-type: none"> a) A legible copy of a valid identification card with photograph and signature of the stockholder and the proxy, that is issued by the government b) Stock certificate number/s or a legible copy of the stock certificate c) If appointing a proxy, a legible copy of the proxy form duly signed by the stockholder (need not be notarized) d) E-mail-address, mailing address, and telephone/mobile telephone number of the stockholder or proxy
<ul style="list-style-type: none"> • Multiple Stockholders or Joint Owners 	<ol style="list-style-type: none"> a) Proof of authority of stockholder voting the shares signed by the other registered stockholders b) A legible copy of a valid identification card with photograph and signature of the representative stockholder, that is issued by the government c) Stock certificate number/s or a legible copy of the stock certificate d) E-mail-address, mailing address, and telephone/mobile telephone number of the representative
<ul style="list-style-type: none"> • Corporate Stockholders 	<ol style="list-style-type: none"> a) Corporate Secretary's Certification of the Board resolution appointing and authorizing the proxy to participate in the meeting b) A legible copy of a valid identification card with photograph and signature of the proxy c) Stock certificate number/s or a legible copy of the stock certificate d) E-mail-address, mailing address, and telephone/mobile telephone number of the proxy

The Office of the Corporate Secretary of the Company shall forward the stockholder's e-mail and its attachments to the Company's Stock Transfer Agent, AB Stock Transfers Corporation, for validation. The Company and the Stock Transfer Agent may require additional data or documents to ensure the identity and right to vote of the stockholder.

2. Once validated and verified, the stockholder, or the proxy, will be sent a confirmation correspondence and given access to the electronic link where he/she can register for the virtual meeting and cast his/her votes electronically. Deadline to vote *in absentia* through the electronic

voting system is on July 24, 2020. Beyond this date, stockholders may no longer avail of the option to vote in absentia.

3. All agenda items indicated in the Notice of the Meeting will be set out in the digital absentee ballot and the registered stockholder, or his/her proxy, may proceed to vote. Each outstanding share of stock entitles the registered holder to one vote. For all items on the agenda for approval, the affirmative vote of at least a majority of the issued and outstanding stock entitled to vote and represented at the meeting will be required for approval. The stockholder may either vote for (Yes) or against (No) the item presented for approval, or Abstain from voting. The election of directors will be by plurality of votes and every stockholder shall be entitled to cumulate his votes. All votes received shall be tabulated by the Office of the Corporate Secretary. The Corporate Secretary shall report the results of voting during the meeting.
4. Once the registered stockholder, or the proxy, has finished voting on the agenda items, he/she can proceed to submit his/her electronic ballot by clicking the 'Submit' button. The stockholder, or the proxy, will then be redirected to an online webpage containing a summary of the votes cast. After the electronic ballot has been submitted, the registered stockholder may no longer make any change.

PARTICIPATION *VIA* REMOTE COMMUNICATION

1. Only the Stockholders, or their proxies, who have successfully registered with the Company's registration system may be given access to the livestream video service that will allow Stockholders to participate, or their proxies, in the ASM.
2. All questions and clarifications may be raised via e-mail prior to or during the meeting by sending an e-mail to ASM2020@alphaland.com.ph, and shall be limited to the items in the Agenda of the meeting.
3. The meeting proceedings will be recorded in audio and video format. Requests for access to the recorded webcast of the ASM may be sent to ASM2020@alphaland.com.ph.