



April 8, 2024

Securities and Exchange Commission

7907 Makati Avenue, Brgy. Bel-Air, Salcedo Village,
Makati City, 1209

Attention: **Mr. Oliver O. Leonardo**

Director, Markets and Securities and Regulation Department

Philippine Stocks Exchange

6/F, PSE Tower, 5th Avenue corner 28th Street
Bonifacio Global City, Taguig City

Attention: **Ms. Alexandra T. Wong**

OIC, Disclosure Department

Gentlemen:

For submission is the **Preliminary Information Statement** ("PIS") (SEC Form 20-IS) of Cosco Capital, Inc. (the "Company") for its forthcoming Annual Stockholders' Meeting scheduled on May 14, 2024, at 3:00 pm, via Online Meeting.

We want to inform the Commission and the Exchange that the Company's Management Discussion and Analysis of its Operation and 2023 Consolidated Audited Financial Statements will be submitted with the Definitive Information Statement.

Thank you.

Very truly yours,

A handwritten signature in blue ink, appearing to read "Candy H. Dacanay - Datuon".

Atty. Candy H. Dacanay – Datuon

Assistant Corporate Secretary

COVER SHEET

147669

SEC Registration Number

COSCO CAPITAL, INC.

(Company's Full Name)

NO. 900 ROMUALDEZ ST., PACO,
MANILA 1007

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

CANDY H. DACANAY-DATUON

09178612459

(Company Telephone Number)

12 31

Month

Day

SEC FORM 20-IS

(Form Type)

05 14

Month

Day

(Secondary License Type, If Applicable)

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowing

Domestic

Foreign

SEC Personnel concerned

File Number

LCU

Document ID

Cashier

STAMPS

Remarks: Please sure BLACK ink for scanning purposes.

**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. **Cosco Capital, Inc.**
Name of Registrant as specified in its charter:
3. **Manila, Philippines**
Province, country or other jurisdiction of incorporation or organization
4. **147669**
SEC Identification Number
5. **000-432-378**
BIR Tax Identification Code
6. **No. 900 Romualdez St., Paco, Manila** **1007**
Address of principal office Postal Code
7. **09178612459**
Registrant's telephone number, including area code:
8. **May 14, 2024, Tuesday at 3 pm, Via Online Meeting**
Date, time, and place of the meeting of security holders
9. Approximate date on which the Information Statement is first to be sent or given to security holders: **April 18, 2024**
10. In case of Proxy Solicitations: **We are not asking for Proxy Solicitations.**
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 or Amount of Debt |
|---------------------|--|
| Common Share | 7,093,935,664 |
12. Are any or all of the registrant's securities listed in a Stock Exchange?
Yes [x] No []

If yes, disclose the name of such Stock Exchange and the class of securities listed therein: **Philippine Stock Exchange, common share**



NOTICE OF ANNUAL STOCKHOLDERS' MEETING

Notice is hereby given that the Annual Stockholders' Meeting of **COSCO CAPITAL, INC.** (the "Company") will be on May 14, 2024, Tuesday, at 3 pm, via Online Meeting.

A G E N D A

1. Call to Order
2. Certification of Notice and Quorum
3. Approval of Minutes of the Previous Meeting and Ratification of Acts and Resolutions of the Board of Directors and Management in 2023
4. Annual Report and Approval of the 2023 Audited Financial Statements
5. Election of Regular Directors and Independent Directors
6. Re-appointment of External Auditor and Fixing its Remuneration
7. Other Matters
8. Adjournment

Only stockholders on record, as of April 22, 2024, are entitled to notice and vote in the meeting.

Pursuant to Article III, Section 1 of the Company's bylaws and resolution of the Board of Directors dated April 4, 2024, the annual stockholders' meeting will be held online or virtual. Stockholders may participate in the meeting by remote communication, by voting *in absentia*, or by appointing the Chairman of the meeting as their proxy. The Information Statement will be accessible on the company website (www.coscocapital.com) starting April 18, 2024.

A copy of the notice of the meeting and information statements, with all its attachments, will be sent to stockholders of record by electronic transmission or by sending through electronic mail, posting on the company website, or in the Philippine Stock Exchange Disclosure System under Article III, Section 3 of the Company's bylaws, which authorizes the electronic transmission of documents to stockholders.

The stockholders who are attending by proxies should e-mail their duly accomplished form to corporate.governance@coscocapital.com on or before May 6, 2024. The Company will validate the votes on May 7, 2024, at 3:00 pm, at the office of the Assistant Corporate Secretary, Tabacalera Building, No. 900 Romualdez St., Paco, Manila, 1007.

Manila, Philippines, April 8, 2024.

A handwritten signature in blue ink, appearing to read "CANDY H. DACANAY".

CANDY H. DACANAY – DATUON
Assistant Corporate Secretary

EXPLANATION OF AGENDA ITEMS

1. Call to Order

The Chairman of the meeting, Mr. Lucio L. Co, will welcome the stockholders and formally open the meeting at 3:00 pm.

2. Certification of Notice and Quorum

The Secretary, Jose S. Santos, Jr., will certify that the notice of the meeting was sent to the stockholders on record in accordance with the Company's bylaws by posting on the Company website and the Philippine Stock Exchange Edge platform. He will also certify that there is a quorum to transact business in the meeting.

3. Approval of Minutes of the Previous Meeting and Ratification of Acts and Resolutions of the Board of Directors and Management

The result of the last Annual Meeting is posted on the Company website. A resolution presenting the Minutes and ratifying the acts and resolutions of the Board of Directors and Management since the last stockholders' meeting will be presented for approval.

4. Annual Report and Approval of the 2023 Consolidated Audited Financial Statements

The Company will present its Annual Report, 2023 Consolidated Audited Financial Statements, and Sustainability Report to the stockholders. A resolution ratifying the Annual Report and the 2023 Consolidated Audited Financial Statements will be presented to the stockholders for approval.

5. Election of Regular and Independent Directors

The Chairman of the meeting will announce the names of the nominees for the election of directors. He will ask the Corporate Secretary to report the result of the stockholders' voting. The nominees for directors are:

As regular directors:

- a. Mr. Lucio L Co
- b. Ms. Susan P. Co
- c. Mr. Leonardo B. Dayao
- d. Mr. Roberto Juanchito T. Dispo
- e. Mr. Levi B. Labra
- f. Ms. Lily K. Gruba

As independent directors:

- a. Mr. Ramon Jesus P. Paje
- b. Ms. Cecilia C. Borromeo
- c. Mr. Antonio S. Abacan, Jr.

7. Re-appointment of an External Auditor and fixing its remuneration

A resolution to appoint R.G. Manabat & Company (KPMG) with payment of up to P10.5 million as the Company's External Auditor and its subsidiaries will be presented for stockholders' approval.

8. Other Matters

The Chairman will open the floor to answer any questions from the stockholders.

PART 1: INFORMATION REQUIRED IN THE INFORMATION STATEMENT

A. GENERAL INFORMATION

Item 1. Date, time, and place of meeting of security holders

- (a) May 14, 2024, Tuesday, 3:00 pm, via Online Meeting
Principal Office: No. 900 Romualdez St., Paco, Manila 1007
- (b) The Information Statement will be available on the Company's website, www.coscocapital.com, beginning on April 18, 2024.

We are not asking for a proxy, and you are requested not to send us a proxy.

Item 2. Dissenters' Right of Appraisal

Under Section 80, Title X of the Revised Corporation Code, any stockholder shall have the right to dissent and demand payment of the fair value of the shares in the following instances:

- a) In case of an amendment to the articles of incorporation that 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 outstanding shares of any class, or of extending or shortening the term of corporate existence;
- b) In case of a sale, lease, exchange, transfer, mortgage, pledge, or other disposition of all or substantially all the corporate property and assets;
- 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.

However, there are no matters or actions to be taken up at the meeting that may give rise to a possible exercise by stockholders of their appraisal rights.

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

- (a) No director, officer, nominee, or associate of the foregoing person has a substantial interest, direct or indirect, by security holdings or otherwise, in any matter to be acted upon other than election or appointment to office.
- (b) No director, officer, nominee or any associate of the foregoing person has informed the Company in writing that he intends to oppose any action to be taken by the Company at the meeting and indicate the action he intends to oppose.

B. CONTROL AND COMPENSATION INFORMATION

Item 4. Voting Securities and Principal Holders

- (a) Number of outstanding shares as of March 31, 2024:

7,093,935,664 common shares

Number of votes entitled: one (1) vote per share

- (b) All stockholders on record, April 22, 2024, shall be entitled to vote in the meeting.
- (c) Section 23 of the Revised Corporation Code states that stockholders entitled to vote shall have the right to vote the number of shares of stock standing in their own names in the stock books of the corporation as of record date. The said stockholder may: (a) vote such number of shares for as many as there are directors to be elected; (b) cumulate said shares and give one (1) candidate as many votes as the number of directors to be elected multiplied by a number of shares owned; or (c) distribute them on the same principle among as many candidates as may be seen fit. Provided, that the total number of votes cast shall not exceed the number of shares owned by the stockholders as shown in the books of the corporation multiplied by the whole number of directors to be elected.

During the April 4, 2024 Company's board meeting, the board allowed the stockholders to attend and *vote in absentia*, details of which are provided in the notice of the meeting.

(d) Security Ownership of Certain Beneficial Owners and Management

1. Security ownership of more than 5% of the stock of the Company as of December 31, 2023:

Title of Class	Name, Address of record owner	Relationship with the Company	Name of Beneficial Owner and Relationship with Record Owner	Citizenship	Number of shares held	Percent
Common	Mr. Lucio L. Co	Chairman	Direct	Filipino	2,380,741,492	33.22%
Common	Mrs. Susan P. Co	Vice-Chairman	Direct	Filipino	1,780,182,230	24.84%

2. Security Ownership of Directors and Executive Officers of the Company as of December 31, 2023:

Title of Class	Name of Beneficial Owner	Nature of beneficial ownership	Citizenship	Number of shares	Percent of Outstanding Voting Shares
Common	Mr. Lucio L. Co	Direct	Filipino	2,380,741,492	33.22%
Common	Ms. Susan P. Co	Direct	Filipino	1,780,182,230	24.84%
Common	Mr. Leonardo B. Dayao	Direct	Filipino	750,982	0.01%
Common	Mr. Levi B. Labra	Direct	Filipino	100	0.00%
Common	Mr. Roberto Juanchito T. Dispo	Direct	Filipino	100	0.00%

Common	Ms. Lily K. Gruba	Direct	Filipino	1,000	0.00%
Common	Mr. Ramon Jesus P. Paje	Direct	Filipino	1,000	0.00%
Common	Ms. Cecilia C. Borromeo	Direct	Filipino	1,000	0.00%

3. None of the officers or directors have any voting trust agreement for their ownership of the Company's stocks.

4. Foreign ownership level as of record date, March 31, 2024:

986,958,241 common shares, or 13.91% of the Company's outstanding capital stock.

Item 5. Directors and Executive Officers

(a) The business profiles of the Company's Directors, Executive Officers, and Key Officers are presented below.

(i) Directors

In 2023, the Company's board of directors comprised of eight members:

Mr. Lucio L. Co	69 years old	Filipino	Regular Director since 2012
Ms. Susan P. Co	66 years old	Filipino	Regular Director since 2013
Mr. Leonardo B. Dayao	80 years old	Filipino	Regular Director since 2010
Mr. Roberto Juanchito T. Dispo	60 years old	Filipino	Regular Director since 2017
Mr. Levi B. Labra	66 years old	Filipino	Regular Director since 2017
Ms. Lily K. Gruba	74 years old	Filipino	Regular Director since 2023
Mr. Ramon Jesus P. Paje	63 years old	Filipino	Independent Director since 2022
Ms. Cecilia C. Borromeo	65 years old	Filipino	Independent Director since 2023

On April 4, 2024, the board approved the recommendation of the Corporate Governance Committee to nominate the incumbent directors as candidates for the 2024 election of directors of the Company. The board also nominated Mr. Antonio S. Abacan, Jr. for the election of independent director.

The business profiles of the nominees for the election of directors in the forthcoming stockholders' meeting of the Company are as follows:

MR. LUCIO L. CO

Mr. Co is the Chairman of the Company. He is also the Chairman and President of the following companies: Bellagio Holdings, Inc., Canaria Holdings Corporation, Ellimac Prime Holdings, Inc., Invescap Incorporated, Puregold Duty Free, Inc., and Puregold Properties, Inc. He is also the Chairman of Alcorn Petroleum and Minerals Corporation, Entenso Equities, Inc., NE Shopping Centers Corporation, PG Holdings, Inc., Pajusco Holdings Corporation, Puregold Duty Free (Subic), Inc., Puregold Finance, Inc., Puregold Realty Leasing & Management, Inc., San Jose City I Power Corp., Makabayan Holdings Incorporated, Union Energy Corporation, and Union Equities, Inc. He is a Director of these companies: Bacolod Real Estate Development Corporation, Catuiran Hydropower Corporation, Cleangreen Energy Corporation, Forbes Corporation, Grass Gold Renewable Energy (G2REC) Corporation, Karayan Hydropower Corporation, Kareila Management

Corporation, LCCK & Sons Realty Corporation, Luis Co Chi Kiat Foundation, Inc., Meritus Prime Distributions, Inc., Montosco, Inc., League One Finance and Leasing Corporation, Pamana Water Corporation, Tower 6789 Corporation, Illido Management Corporation, KMC Realty Corporation, Negros Water Company, Patagonia Holdings Corp., PPCI Subic, Inc., S&R Pizza Harbor Point, Inc., S&R Pizza, Inc., and VS Gripal Power Corporation. He is a member of the Board of Trustees of Luis Co Chi Kiat Foundation, Inc. Mr. Co has been an entrepreneur for the past 40 years.

Mr. Co holds positions in other PSE-listed companies: Chairman of The Keepers Holdings, Inc. and Director of Puregold Price Club, Inc. and the Philippine Bank of Communications.

MS. SUSAN P. CO

Ms. Co is the Vice-Chairman of the Company. Mrs. Co concurrently holds the following positions in other companies: Chairman and President of Cosco Price, Inc., Chairman of Kareila Management Corporation, Tower 6789 Corporation, President of Makabayan Holdings Incorporated, and Director of Bellagio Holdings, Inc., Blue Ocean Holdings, Inc., Canaria Holdings Corporation, Ellimac Prime Holdings, Inc., KMC Realty Corp., Meritus Prime Distributions, Inc., Montosco, Inc., NE Shopping Centers Corporation, PG Holdings, Inc., Patagonia Holdings Corp., PPCI Subic, Inc., Premier Wine and Spirits, Inc., Puregold Duty Free (Subic), Inc., Puregold Duty Free, Inc., Puregold Properties, Inc., Puregold Finance, Inc., Puregold Realty Leasing & Management, Inc., San Jose City I Power Corp., S&R Pizza (Harbor Point), Inc., S&R Pizza, Inc., Blue Origin Holdings Incorporated, Illido Management Corporation, Union Energy Corporation, and Union Equities, Inc. Mrs. Co received a Bachelor of Science degree in Commerce from the University of Santo Tomas.

Mrs. Co also serves in other PSE-listed companies: Chairman of Puregold Price Club, Inc. and Director of the Philippine Bank of Communications.

MR. LEONARDO B. DAYAO

Mr. Dayao is the President of the Company. Mr. Dayao was the President of Puregold from 2005 to 2014. He was first elected to the board in 1998. He is also the Chairman and President of Fertuna Holdings Corp.; Chairman of Catuiran Hydropower Corporation, Grass Gold Renewable Energy (G2REC) Corporation, Kareila Management Corporation, League One Finance and Leasing Corporation, Pamana Water Corporation, PSMT Philippines, Inc., S&R Pizza, (Harbor Point) Inc., S&R Pizza, Inc.; Vice-Chairman of Ayagold Retailers, Inc.; President of NE Pacific Shopping Centers Corporation, Puregold Duty-Free (Subic), Inc., Puregold Finance, Inc., San Jose City I Power Corp., Union Energy Corporation; Vice-President of Alerce Holdings Corp., Bellagio Holdings, Inc., KMC Realty Corporation, Puregold Duty-Free, Inc., Puregold Properties, Inc. and Union Equities, Inc.; and Director of Canaria Holdings Corporation, Entenso Equities Incorporated, Karayan Hydropower Corporation and Puregold Realty Leasing & Management, Inc. He received a Bachelor of Science Degree in Commerce from the Far Eastern University.

He is a Certified Public Accountant. He completed the Basic Management Program at the Asian Institute of Management and earned units in MBA from the University of the Philippines-Cebu.

Mr. Dayao holds the following positions in other Philippine listed companies: Executive Director of Puregold Price Club, Inc. and Vice-Chairman of the Philippine Bank of Communications.

MR. LEVI LABRA

Mr. Labra is one of the Company's Executive Directors. Before joining the Company, he worked at Procter & Gamble for 35 years. He was the Sales Head and a management committee member for 20 years. He was Regional Sales Manager for three years, building sales organizations and systems for India, Indonesia, Malaysia, Singapore, South Korea, and Thailand. Mr. Labra also serves as Director of Hope Philippines, Inc.

He graduated with honors, Cum Laude, from the University of San Carlos in 1978 with a degree of Bachelor of Science, majoring in Business Administration.

He holds the following positions in other Philippine listed companies: Board Consultant of Puregold Price Club, Inc. and Director of Philippine Bank of Communications.

MR. ROBERTO JUANCHITO T. DISPO

Mr. Dispo is currently the President/CEO of League One Finance and Leasing Corporation, Chairman of Mercantile Insurance Corporation, Blacksburg Corporation, Pontificio Collegio Filipino in Rome, and Vice Chairman of New San Jose Builders.

Mr. Dispo was the former Vice Chairman and President of Cirtex Philippines from 2016 to 2019 and CEO of Quintel USA/UK from 2017 to 2019. He became President of First Metro Investment Corporation from 2011 to 2015 and Senior Vice President and Executive Vice President of First Metro Investment Corporation from 1998 to 2010. He was a former Deputy Treasurer of the Philippines, National Treasury, Department of Finance from 1990 to 1997. Mr. Dispo started his career as a Financial Analyst in the Department of Trade and Industry from 1988 to 1990 and as an Administrative Officer in the Department of National Defense from 1987 to 1988.

Mr. Dispo graduated with a Bachelor of Science in Economics from San Sebastián College, Manila, in 1984. He then took a Bachelor of Science major in Management from the Pamantasan ng Lungsod ng Maynila in 1990 and a Master's in Business Administration from the same school in 1991. He completed a Diploma Program from the International Banking and Finance Economic Institute, the University of Colorado, in 1994 and a Master's in Business Economics from the University of Asia and the Pacific in 2014.

He has been a member of the Money Market Association of the Philippines since 1998 and FINEX since 2012. Mr. Dispo was the 2014 CEO of the Year awardee given by the Asia CEO Awards and became a Finalist in CNBC Asia Best CEO in 2014.

MS. LILY K. GRUBA

Ms. Gruba is the Founding Partner of Zambrano Gruba Caganda & Advincula Law Offices, now called, 'Gruba Law', Director of Asia United Bank, Executive Director for Fr. Joaquin Bernas, SJ Center for Continuing Legal Education, and Faculty Member in Ateneo de Manila University College of Law. She was a Bar Examiner for Taxation in 2019 and 2007 and in Commercial Law in 2012. She was an Associate Dean for Fr. Joaquin Bernas, SJ Center for Continuing Legal Education from March 2003 to May 2018; Undersecretary in the Department of Finance from July 1998 to January 2001; and Vice-President and Special Assistant to the President General Counsel in the Land Bank of the Philippines from 1987 to 1992. Atty. Gruba authored three books: A Survey of the Amendments Introduced by Train Law, 2019; Guide Notes and Cases on Tax Remedies, 2018; and

Guide Notes and Cases on the General Principles of Taxation and the Organization of the Bureau of Internal Revenue, 2016.

She was nominated Tax Lawyer of the Year for Southeast Asia in 2023 (Legal500) and one of The Philippines Top 100 Lawyers from 2018 to 2022 (Asia Business Legal Journal). She speaks English, Filipino, Fokien, and Mandarin.

She graduated from the University of Santo Tomas in 1972 with a Bachelor of Arts in Psychology, and a Bachelor of Laws from the Ateneo Law School, Ateneo de Manila University in 1976. She was admitted to the Philippine Bar in 1977. She took a Master of Laws in 1981 from the Georgetown University Law Center, Washington D.C., United States of America.

MR. RAMON JESUS P. PAJE

Mr. Paje has served as Independent Director of the Company since 2022. Dr. Paje served as Secretary of Environment and Natural Resources (DENR) under President Benigno S. Aquino III from 2010-2016. As DENR Secretary, he implemented: a total logging ban, which saved the forests for the future generations of Filipinos by stopping the massive forest loss caused by centuries of logging; the National Greening Program, which improved the country's forest cover, increased the productivity of forestlands and reduced upland poverty; Geohazard Mapping, which determined the flood-prone and landslide-prone areas nationwide and significantly enhanced the country's disaster preparedness; and The upgrading of fuel standard from Euro 2 to Euro 4, which reduced urban pollution by significantly decreasing the fuel's Sulfur content from 500 ppm to 50 ppm. Likewise, Secretary Paje pursued the Philippine claim to the Benham Rise (now Philippine Rise), with the strong effort of the National Mapping and Resource Information Authority (NAMRIA), resulting in the approval by the United Nations in April 2012 and increased the country's territorial waters and natural wealth by more than 13 Million hectares. He also signed the historic Paris Agreement on Climate Change for the Republic of the Philippines on April 22, 2016, at the UN Headquarters in New York.

MS. CECILIA C. BORROMEIO¹

Ms. Borromeo has served the Company as an Independent Director since 2023. She was the President and CEO of the Land Bank of the Philippines from March 2019 to May 2023, President and CEO of the Development Bank of the Philippines from January 2017 to February 2019, and Executive Vice President in various sectors and departments in the Land Bank of the Philippines from 1989 to 2017.

Ms. Borromeo graduated from the University of the Philippines with a Bachelor of Science in Agribusiness in 1979. She took a Master's in Business Administration from Dela Salle Business School from 1980 to 1982 and a Post Graduate Course in Advanced Bank Management from the Asian Institute of Management in 1995.

She was awarded the Outstanding CEO Award in May 2023 by the Association of Development Financing Institutions in Asia and the Pacific, the 2021 Distinguished Alumni Award for Corporate Governance in the field of Banking and Finance in February 2022 by the University of the Philippines Alumni Association and 2019 Outstanding Alumna of

¹ Ms. Cecilia Borromeo's Certification of Independent Director is hereto attached as *Annex "C"*.

College of Economics and Management (CEM) of the University of the Philippines, Los Baños (UPLB).

MR. ANTONIO S. ABACAN, JR.

Mr. Abacan served as a Monetary Board Member of the Bangko Sentral ng Pilipinas from July 2017 to July 2023. He has held several executive positions within the Metrobank Group, including Group Vice-Chairman, Senior Adviser for First Metro Investment Corporation, and Chairman of the Board for various companies such as Metropolitan Bank and Trust Company, Toyota Financial Services (Phil). Inc., Sumisho Motor Finance Corporation, Manila Doctors Hospital, and Manila Tytana Colleges, Philippine Charter Insurance, and Honorary Chairman for Orix Metro Leasing and Finance Corporation. Additionally, he served as Director and Corporate Secretary of the Bankers Association of the Philippines and as President of GT Capital Holdings, Inc., Philippine Savings Bank, and Data Serv Corporation.

Currently, Mr. Abacan is the Director for Banking, Finance, and Taxation at the Philippine Chamber of Commerce and Industry, the Governor of Makati Commercial Estate Association, and a member of the Management Association of the Philippines. He also serves as a Senior Adviser for the Metrobank Foundation and as a Member of the Board of Trustees for GT Metro Foundation and Piso for Unity, Peace, and Progress Foundation.

Mr. Abacan earned his Bachelor of Science in Business Administration degree from the Mapua Institute of Technology, majoring in Banking and Finance, and from Far Eastern University, majoring in Accounting. He completed an Executive Program at the Graduate School of Business at Stanford University, California, United States. Additionally, he was granted an honorary Doctorate in Business Administration (Honoris Causa) from the Philippine Women's University.

Mr. Abacan is a Filipino, 81 years old, and this marks his first nomination as an independent director of the Company.

(B) Executive Officers

After the annual stockholders' meeting, the board convenes for an organizational meeting. It appoints officers who will assume the positions of President, Treasurer, Corporate Secretary, Compliance Officer, Lead Independent Director, Internal Auditor, and Committee members. In 2023, the organizational meeting took place on June 30, 2023. The board renewed the appointment of the following officers:

MR. JOSE S. SANTOS, JR., Filipino, 83 years old, has been the Company's Corporate Secretary since 2013. He is a practicing lawyer. He is a graduate of Lyceum of the Philippines with a degree of Bachelor of Laws in 1961. He became a member of the Philippine Bar in 1961.

MS. CANDY H. DACANAY - DATUON, Filipino, 45 years old, has been the Company's Assistant Corporate Secretary and Compliance Officer since 2013. Atty. Dacanay is a graduate of Colegio De San Juan de Letran with a degree of Bachelor of Arts in Political Science, with a distinction of Cum Laude. She finished her Bachelor of Laws from the University of Santo Tomas in 2003 and was admitted to the Philippine Bar in 2004. She started her career as Associate Counsel of Puregold Price Club, Inc. from 2004 to 2011.

She became the Company's Assistant Corporate Secretary and, at the same time, Compliance Officer in 2012 and Data Privacy Officer in 2018. Concurrently, she is the Assistant Corporate Secretary and Compliance Officer of Puregold Price Club, Inc. (a listed Company), The Keepers Holdings, Inc. (a listed Company), Kareila Management Corporation (S&R warehouse), and Corporate Secretary and Compliance Officer of League One Finance and Leasing Corporation. She completed the Harvard Business School Online Certificate Program, "Sustainable Business Strategy" in 2020.

MS. EMERLINDA D. LLAMADO, Filipino, 62 years old, has been the Company's Internal Auditor since 2013. Ms. Llamado joined the Company in 2012. Before joining the Company, she worked as a System Assistant and Audit Manager from 1984 to 2012 with the Ever Gotesco Group of Companies. She graduated from Far Eastern University with a Bachelor of Science in Accountancy degree in 1984. Ms. Llamado is a Certified Public Accountant.

MR. FERDINAND VINCENT P. CO, Filipino, 42 years old, is currently the President of Puregold Price Club, Inc. He concurrently holds the following positions: Chairman and President of Alerce Holdings Corp., Blue Ocean Foods, Inc., Forbes Corporation, Invesco Company, Inc., KMC Realty Corporation, League One, Inc., PPCI Subic Inc., Patagonia Holdings Corp., Purepadala, Inc., and VFC Land Resources, Inc., Filmore Holdings Incorporated, Illido Management Corporation, Azora Holdings Incorporated, SPC Resources Inc.; Chairman of Pinehurst Creek Holdings Corporation, South Coast Automotive Group, Inc. and Pure Commerce, Inc.; President of Ayagold Retailers, Inc., Entenso Equities, Inc., Union Equities, Inc., Aracena Holdings Corporation, Blue Origin Holdings Incorporated, Imperium Holdings, Inc.; and Director of Bellagio Holdings, Inc., Blue Ocean Holdings, Inc., Canaria Holdings Corporation, Cosco Price, Inc., Ellimac Prime Holdings, Inc., Fertuna Holdings Corp., Meritus Prime Distributions, Inc., P.G. Holdings, Inc., Premier Wine and Spirits, Inc., PSMT Philippines, Inc., Puregold Duty Free (Subic), Inc., Puregold Finance, Inc., Puregold Properties, Inc., Puregold Realty Leasing & Management, Inc., San Jose City Power Corp., Tower 6789 Corporation, Cassina Creek Holdings Corporation, Makabayan Holdings Incorporated, Maxent Investment, Inc. and Union Energy Corporation. Mr. Vincent Co received a Bachelor of Science degree in Entrepreneurial Management from the University of Asia and the Pacific in 2003.

MR. JOSE PAULINO L. SANTAMARINA, Filipino, 60 years old, is currently the President of The Keepers Holdings, Inc. He was the former President of Premier Wines and Spirits, Inc., one of the leading companies in the imported wine and spirits industry and a company he helped co-found in 1996. Before Premier, Mr. Santamarina was the Chief Financial Officer (1988-1996) of CMG Marketing, Inc., a subsidiary of United Distillers Ltd., the precursor of what is now known as Diageo. CMG pioneered the imported wine and spirits industry established during the early stages of market liberalization in 1986. He started as an auditor for the professional firm SGV from 1984 to 1988. He concurrently holds directorship and officer positions in the following companies: Booze On-line, Inc., Cleangreen Energy Corporation; Karayan Hydropower Corporation, Liquorph Distributors Corp., Pamana Consortium, Inc., Pamana Water Corporation, Premier Wine and Spirits, Inc. (Chairman and President), San Jose City I Power Corp., Southern Utility Management and Services Incorporation, Technowater Corporation, Fertuna Distributions, Inc. and VS Gripal Power Corporation. Mr. Santamarina graduated from Ateneo de Davao University with a Bachelor of Science in Accountancy degree in 1984. He is a Certified Public Accountant.

MR. ANTHONY G. SY, Filipino, 63 years old, is currently the President of Kareila Management Corporation. He joined the Group in 2006. Before Kareila, Mr. Sy worked as President of the Visual Merchandising Center from 1986 to 2006. He graduated from Ateneo De Manila University with a Bachelor of Science in Management Engineering degree in 1982.

MS. IRAIDA B. DE GUZMAN, Filipino, 64 years old, is currently the President of Office Warehouse. Before Office Warehouse, Ms. De Guzman was Senior Vice-President of Puregold from 1999 to 2014. She is a graduate of the Polytechnic University of the Philippines with a Bachelor of Science in Commerce, majoring in Economics.

MS. GIRLIE M. SY, Filipino, 61 years old, heads the Real Estate Segment of the Group. She started her career in Puregold Finance, Inc. as Finance and Administration Manager in 1995 up to the present and as Finance and Administration Manager for Bellagio Holdings, Inc., 2005 up to the present. Ms. Sy graduated from Far Eastern University, with a degree of Bachelor of Science in Psychology, in 1983.

MS. CAMILLE CLARISSE P. CO, Filipino, 35 years old, is currently the Chairman and President of Meritus Prime Distributions, Inc. She is also a Director of Alerce Holdings, Corp., Blue Ocean Holdings, Corp., CHMI Hotels and Residences, Inc., Fertuna Holdings, Corp., Invesco Company, Inc., KMC Realty Corporation, League One, Inc., Montosco, Inc., Nation Realty Inc., P.G. Holdings, Inc., Patagonia Holdings, Corp., Pure Petroleum Corp., Premier Wine and Spirits, Inc. Puregold Properties, Inc., S&R Pizza, Inc., SPC Resources, Inc., Union Equities, Inc., VFC Land Resources, Inc. Ms. Co graduated from Dela Salle University, with a degree of Bachelor of Arts in Psychology, in 2009.

MS. JANELLE O. UY, Filipino, 35 years old, is currently the Chairman and President of Montosco, Inc. Before joining Montosco, Ms. Uy worked as a Key Account Manager at Unilever Philippines from 2009 to 2013. She graduated from Dela Salle University, with a degree in Applied Corporate Management, in 2009.

MR. ROBIN DERRICK C. CHUA, Filipino, 34 years old, is the Head of Premier Wine and Spirits, Inc. Before joining Premier, Mr. Chua worked in various consumer marketing and sales roles in Unilever Philippines and overseas from 2012 to 2018. He graduated from Ateneo de Manila University, with a Bachelor's degree in Management and a Minor in Entrepreneurship, in 2012.

Family Relationships

1. Mr. Lucio L. Co and Mrs. Susan P. Co are husband and wife.
2. Mr. Ferdinand Vincent P. Co and Ms. Camille Clarisse P. Co are two of the four children of Mr. and Mrs. Lucio and Susan Co.
3. Mr. Robin Derrick C. Chua is a nephew of Mr. Lucio and Mrs. Susan Co.

Involvement in Certain Legal Proceedings

As of December 31, 2023, and in the past five years, the Company has no director, executive officer, or principal officer who is involved in any of the following:

1. Bankruptcy case.
2. Convicted by final judgment of any criminal proceeding, domestic or foreign.
3. The subject of any order, judgment, or decree of any court of competent jurisdiction permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities, commodities, or banking activities.
4. Being found by a domestic or foreign court of competent jurisdiction (in a civil action), the Commission or comparable 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.

No director has resigned or declined to stand for re-election to the board of directors since the last annual meeting of security holders because of a disagreement with the Company on any matter relating to the Company's operations, policies or practices.

Item 6. Compensation of Directors and Executive Officers

The Company pays its employees a fixed monthly compensation subject to periodic performance reviews. The board members receive per diem allowances of P100,000.00 per board meeting and P20,000 per committee meeting. The Company held eight board meetings and four committee meetings in 2023.

The total annual compensation of the President and the four most highly compensated officers of the Company amounted to P8,141,182.11 in 2022 and the projected compensation for the year 2023 is P8,400,000.00, please see the table for more details:

Name and Position	Year	Salary	Bonus	Other Annual Compensation
Lucio L. Co, Chairman				
Susan P. Co, Vice-Chairman				
Leonardo B. Dayao, President				
Teodoro A. Polinga, Comptroller ²				
John Marson T. Hao, Investor Relations Officer				
Andres S. Santos, Legal Counsel				
Aggregate compensation of the President and the four most highly compensated officers	2022	P8,141,182.11	-	-
	2023	P8,015,702.88	-	-
	2024 Projected	P8,015,702.88		
Aggregate compensation paid to all other officers and managers	2022	P3,542,000.00	-	-
	2023	P3,700,000.00	-	-
	2024	P3,700,000.00	-	-
	Projected			

² Mr. Polinga retired from the Company on October 31, 2023.

(B) Standard Arrangements

The Company has no standard arrangement under which the directors are compensated, directly or indirectly, for any services provided as directors a director except for per diem allowances or salaries.

(C) Other Arrangements

The Company has no other arrangements under which the directors are compensated, directly or indirectly, for any services provided as directors except for per diem allowances or salaries.

(D) Employment Contracts and Termination of Employment and Change-in-Control Arrangements

All employees, including executive and principal officers, have employment contracts with the Company, which are consistent with the existing labor laws of the country.

(E) Warrants and Options

The Company has no warrants or options.

Item 7. Independent Public Accountants

- (a) R.G. Manabat & Company, with Mr. Dindo Dioso as the handling partner, has been the Company's external auditor since 2018.

Mr. Dindo Marco M. Dioso
Handling Audit Partner
CPA License No. 0095177
SEC Accreditation No. 95177-SEC (Group A) is valid until 2023.
Tax Identification No. 912-365-765
The KPMG Center, 9/F 6787 Ayala Avenue, Makati City Philippines
+63 (2) 885 7000

- (b) Upon the favorable recommendation of the Audit Committee, the board is recommending the same principal accountant for the year 2024.
- (c) Mr. Dioso or his representatives are expected to be present at the security holders' meeting; they will have the opportunity to make a statement if they desire to do so; and they are expected to be available to respond to appropriate questions.
- (d) The independent accountant who was previously engaged as the principal accountant to audit the Company's financial statements has not resigned, nor was there any indication that he declined to stand for re-election after completing the current audit, and neither was he dismissed by the Company.
- (e) There were no changes in or disagreements with independent accountants on accounting and financial disclosure.

- (f) The Company paid R.G. Manabat & Company P10,161,931.00 in 2022 as Audit Fee and P10,500,000.00 in 2023.

Item 8. Compensation Plans

No action is to be taken regarding any plan under which cash or non-cash compensation may be paid or distributed during the meeting.

C. ISSUANCE AND EXCHANGE OF SECURITIES

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

No action is to be taken concerning the authorization or issuance of any securities other than for exchange for the Company's outstanding securities during the meeting.

Item 10. Modification or Exchange of Securities

No action is to be taken concerning the modification of any class of securities of the registrant or the issuance or authorization for issuing one class of securities of the Company in exchange for outstanding securities of another class.

Item 11. Financial and Other Information

The Company will submit its 2023 Consolidated Audited Financial Statements with the Definitive Information Statements.

Item 12. Mergers, Consolidations, Acquisitions and Similar Matter

No action involving mergers, consolidations, acquisitions, or similar transactions of the Company is to be taken during the meeting.

Item 13. Acquisition or Disposition of Property

No action is to be taken concerning the acquisition or disposition of any property during the meeting.

Item 14. Restatement of Accounts

No action is to be taken concerning the restatement of any asset, capital, or surplus account of the Company during the meeting.

D. OTHER MATTERS

Item 15. Action with Respect to Reports

- (a) Minutes of the 2023 Annual Stockholders' Meeting
- (b) Annual Report and the 2023 Consolidated Audited Financial Statements.

Item 16. Matters Not Required to be Submitted

No action is to be taken concerning any matter that 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 concerning any matter regarding amendment of charter, bylaws or other documents.

Item 18. Other Proposed Action

- (a) Ratification of all acts and resolutions of the board of directors and management from the previous stockholders' meeting. The material matters approved by the board of directors in 2023 are outlined in the Summary of SEC 17-C Reports, presented below:

Date of Board Meeting	Items Approved by the Board
June 30, 2023	<p>Result of Annual Stockholders' Meeting:</p> <ol style="list-style-type: none">(1) Approval of Approval of the Minutes of the Previous Meeting and Ratification of Acts and Resolutions of the Board of Directors and Management in 2022(2) Approval of 2022 Annual Report and Audited Financial Statements(3) Election of Mr. Lucio L. Co, Mrs. Susan P. Co, Mr. Leonardo B. Dayao, and Mr. Roberto Juanchito T. Dispo, Mr. Levi B. Labra, Ms. Lily K. Gruba, as Regular Directors(4) Election of Mr. Ramon Jesus J.P. Paje and Ms. Cecilia Borromeo as Independent Directors(5) Approval of amendment of By-laws(6) Re-Appointment of RG Manabat & Company as External Auditor of the Company and subsidiaries with an auditors fee up to P10.1 million <p>Result of Organizational Meeting and Appointment of Committee Memberships.</p> <p>Election of Officers:</p> <p>Chairman: Mr. Lucio L. Co Vice-Chairman: Ms. Susan P. Co President: Mr. Leonardo B. Dayao Treasurer: Ms. Katrina P. Co Lead Independent Director: Ms. Cecilia C. Borromeo Chief Finance and Risk Management Officer: Mr. Teodoro A. Polinga Corporate Secretary: Atty. Jose S. Santos, Jr. Assistant Corporate Secretary & Compliance Officer: Ms. Candy H. Dacanay Internal Auditor: Emerlinda Llamado Data Privacy Officer: Ms. Maricel E. Mariano Investor Relations and Sustainability Officer: Mr. John Marson T. Hao</p> <p>Election of Committee Members:</p> <p><u>Executive Committee</u> Chairman: Ms. Lucio L. Co Members: Ms. Susan P. Co, Mr. Leonardo B. Dayao, Mr. Roberto Juanchito T. Dispo, Mr. Levi B. Labra</p>

Ex-Officio Members: Mr. Ferdinand Vincent P. Co, Mr. Anthony G. Sy, Mr. Jose Paulino L. Santamarina, Ms. Girlie Sy, Ms. Aida de Guzman

Audit Committee (Risk Management and Related Party Transaction Committee)

Chairman: Ms. Cecilia C. Borromeo (Independent Director)

Members: Mr. Ramon JP Paje (Independent Director), Mr. Leonardo B. Dayao (Regular Director), Ms. Susan P. Co (Regular Director)

Ex-Officio Members: Mr. Teodoro Polinga, Ms. Emerlinda Llamado

Corporate Governance Committee (Nomination and Compensation Committee)

Chairman: Mr. Ramon JP Paje (Independent Director)

Members: Ms. Cecilia C. Borromeo (Independent Director), Mr. Leonardo B. Dayao (Regular Director), Mr. Lucio L. Co (Regular Director)

Ex-Officio Members: Atty. Candy H. Dacanay and Ms. Girlie Sy

July 27, 2023

Second Quarter Consolidated Financial Report for 2023

November 9, 2023

Third Quarter Consolidated Financial Report for 2023

December 14, 2023

- (1) Regular Cash Dividend Declaration of P0.197 per share
- (2) Adoption of Cash Dividend Policy
- (3) Renewal of the Company's Buy-Back Program of 2 Billion Pesos for the year 2024
- (4) Acquisition of 60% of Outstanding Shares of Catuiran Hydropower Corporation
- (5) Sale of Rights over Mineral Production Sharing Agreement (MPSA-066-97-VIII)

(b) Election of regular and independent directors.

The board of directors endorsed to the stockholders for election the following nominees for regular directors:

As regular directors:

- a. Mr. Lucio L. Co
- b. Ms. Susan P. Co
- c. Mr. Leonardo B. Dayao
- d. Mr. Roberto Juanchito T. Dispo
- e. Mr. Levi B. Labra
- f. Ms. Lily K. Gruba

As independent directors:

- a. Mr. Ramon Jesus P. Paje
- b. Ms. Cecilia C. Borromeo
- c. Mr. Antonio S. Abacan, Jr.

(c) Re-appointment of the external auditor and fixing its audit service fees.

Upon the recommendation of the Audit Committee, the board recommended the re-appointment of R.G. Manabat & Company as External Auditor of the Company and its subsidiaries for the year 2024 with a professional fee of up to P10.5 million.

Item 19. Voting Procedures

(a) The affirmative vote of at least the majority of the shares present or represented in the meeting shall be required to approve all actions submitted to the vote of stockholders.

(b) Stockholders may cast their votes by sending proxies or voting in absentia. Please refer to Annex "A"—Voting Form and Annex "B"—Guidelines for participating in the 2023 Annual Stockholders Meeting. The stockholders entitled to vote shall have the right to vote the number of shares of stock standing in their own names in the corporation's stock books as of the record date.

For the election of directors, a stockholder may: (a) vote such number of shares for as many as there are directors to be elected; (b) cumulate said shares and give one (1) candidate as many votes as the number of directors to be elected multiplied by a number of shares owned; or (c) distribute them on the same principle among as many candidates as may be seen fit. Provided, that the total number of votes cast shall not exceed the number of shares owned by the stockholders as shown in the books of the corporation multiplied by the whole number of directors to be elected.

All stockholders' votes must be submitted by email to corporate.governance@coscocapital.com on or before May 6, 2024.

(c) The Company will count and validate the stockholders' votes on May 7, 2024.

E. MARKET INFORMATION

(A) Shares of stock

The Company's common stock trades on the Philippine Stock Exchange under "COSCO." The quarterly high and low of stock prices (in Philippine Peso) for the last two fiscal years and in the current year are stated below:

Period	2021		2022		2023	
	High	Low	High	Low	High	Low
1 st Quarter	5.65	5.10	5.24	4.82	4.97	4.00
2 nd Quarter	5.41	4.80	4.96	4.24	5.24	4.00
3 rd Quarter	5.38	4.86	4.50	3.80	5.42	4.82
4 th Quarter	5.45	4.95	4.67	3.92	4.95	4.40

As of March 31, 2024, the Company's share is trading at P4.93.

(B) Stockholders

As of December 31, 2023, the Company has 992 stockholders on record, 7,405,263,564 issued shares, 7,165,700,764 outstanding capital stock, and 239,562,800 treasury shares.

The Company's Top 20 Stockholders as of December 31, 2023:

1	CO, LUCIO L.	2,380,741,492	33.22%
2	CO, SUSAN P.	1,780,182,230	24.84%

3	STANDARD CHARTERED BANK	491,837,605	6.86%
4	CITIBANK N.A.	458,515,100	6.40%
5	CO, FERDINAND VINCENT P.	225,141,822	3.14%
6	CO, PAMELA JUSTINE P.	225,120,671	3.14%
7	VFC LAND RESOURCES, INC.	220,066,929	3.07%
8	ELLIMAC PRIME HOLDINGS, INC.	219,191,238	3.06%
9	KMC REALTY CORPORATION	150,832,231	2.10%
10	CO, CAMILLE CLARISSE P.	106,838,231	1.49%
11	ANSALDO, GODINEZ & CO., INC.	88,863,236	1.24%
12	THE HONGKONG AND SHANGHAI BANKING CORP. LTD. – CLIENT’S ACCT.	80,937,753	1.13%
13	COL FINANCIAL GROUP, INC.	58,957,273	0.82%
14	SPC RESOURCES, INC.	58,500,000	0.82%
15	BDO SECURITIES CORPORATION	43,125,427	0.60%
16	HDI SECURITIES, INC.	31,371,694	0.44%
17	FIRST METRO SECURITIES BROKERAGE CORP.	29,926,143	0.42%
18	ELLIMAC MANAGEMENT	29,302,949	0.41%
19	PAJUSCO REALTY CORPORATION	25,000,000	0.34%
20	ABACUS SECURITIES CORPORATION	23,756,705	0.33%

(C) Dividends

The Company's cash dividend declarations from 2014 to 2023 are as follows:

Cash dividends are upon the board's declaration, but no stockholders' approval is required. Declaration of cash dividend depends on the Company's available cash and profitability.

Declaration Date	Amount and Type of Dividend (R-regular, S-special)	Record Date	Payment Date
June 27, 2014	S – 0.06 per share	July 11, 2014	July 28, 2014
December 18, 2014	R – 0.06 per share S – 0.02 per share	January 12, 2015	February 5, 2015
December 18, 2015	R – 0.06 per share S – 0.02 per share	January 8, 2016	January 18, 2016
December 22, 2016	R – 0.06 per share S – 0.02 per share	January 12, 2017	January 20, 2017
December 15, 2017	R – 0.06 per share S – 0.04 per share	January 2, 2018	January 26, 2018
February 1, 2019	R – 0.06 per share S – 0.04 per share	February 15, 2019	March 1, 2019
December 18, 2020	R – 0.08 per share S – 0.04 per share	January 8, 2021	January 29, 2021
December 18, 2020	S – 0.04 per share	January 15, 2021	February 9, 2021
December 21, 2021	R – 0.08 per share S – 0.04 per share	January 10, 2022	February 3, 2022
December 21, 2022	R – 0.14 per share S – 0.05 per share	January 18, 2023	January 28, 2023
December 14, 2023	R-P0.197 per share	January 2, 2024	January 23, 2024

The Company has not yet declared stock or property dividends; it would require stockholders and the SEC approval.

(D) Recent Sale of Securities

None in 2023.

F. CORPORATE GOVERNANCE

(a) The Company has a Revised Manual on Corporate Governance approved in May 2017. The Company aims to improve such a manual to reflect more detailed Company policies related to corporate governance, including adopting an evaluation system.

(b) The Company has independent directors to ensure that the management has independent views and is abreast of the practices of other companies in maintaining good corporate governance.

(c) There has been no report of the Revised Manual on Corporate Governance violation since the board adopted it.

(d) Except in 2020, 2021, and 2022, when the COVID-19 pandemic occurred, the Company conducted annual corporate governance training for all its directors and officers.

Year	Date	Time	Venue	Seminar Provider
2015	June 22	2:00–6:00 pm	Acacia Hotel, Alabang, Muntinlupa City	Center for Training and Development
2016	March 4	2:00–6:00 pm	Acacia Hotel, Alabang, Muntinlupa City	Center for Training and Development
2017	February 28	2:00–6:00 pm	Acacia Hotel, Alabang, Muntinlupa City	SGV & Company
2018	February 23	1:00-5:00 pm	Acacia Hotel, Alabang, Muntinlupa City	SGV & Company
2019	May 14	1:00-5:00 pm	Acacia Hotel, Alabang, Muntinlupa City	SGV & Company
2023	June 13	1:00 – 5:00 pm	Acacia Hotel, Alabang, Muntinlupa City	Philippine Chamber of Commerce and Industry (PPCI)

The Company's directors act on a fully informed basis, with due diligence and care required by law and considering all the stakeholders. The board regularly approves Company objectives and plans and monitors their implementation. The board is headed by a competent and qualified chairman with more than 50 years of experience in retail operations. The board meets at least six times a year and schedules the meetings before the start of the financial year.

In 2023, the board held eight meetings—January 19, April 11, May 9, June 30, July 27, November 9, December 14 and 19, 2023, and four Audit Committee meetings and one Corporate Governance Committee meeting.

Please see below the record of attendance of directors in the 2023 board and committee meetings:

	No. of Board Meetings Held/Attended	No. of Audit Committee Meetings Held/Attended	No. of Corporate Governance Committee Meetings Held/Attended	Total
Lucio L. Co	8/8	Not Member	1/1	100%
Susan P. Co	8/8	4/4	Not Member	100%
Leonardo B. Dayao	8/8	4/4	1/1	100%
Levi B. Labra	8/8	Not Member	Not Member	100%
Roberto Juanchito T. Dispo	8/8	Not Member	Not Member	100%
Lily K. Gruba	3/5	Not Member	Not Member	60%
Ramon Jesus P. Paje (ID)	8/8	4/4	1/1	100%
Cecilia C. Borromeo (ID)	4/5	4/4	1/1	80%

Ms. Borromeo and Ms. Gruba were elected as regular and independent directors only on June 30, 2023.

The Company has no agreement with shareholders, arrangements, or bylaw provisions that constrain or limit the director's ability to vote or express his views independently.

Directors do not participate in the discussion of fixing remuneration.

(e) Committee Membership

The Company has three board committees, the Executive Committee, Corporate Governance Committee, and the Audit Committee. The board appointed its members during the organizational meeting held on June 30, 2024, as follows:

Executive Committee	Corporate Governance Committee	Audit Committee
Lucio L. Co Chairman	Ramon Jesus P. Paje (ID) Chairman	Cecilia C. Borromeo (ID) Chairman
Susan P. Co	Cecilia C. Borromeo (ID)	Ramon Jesus P. Paje (ID)
Leonardo B. Dayao	Leonardo Dayao	Leonardo Dayao
Roberto Juanchito T. Dispo	Lucio L. Co	Susan P. Co
Levi B. Labra		

The internal and external auditors report directly to the Audit Committee. The external auditor reports to the committee annually, and the internal auditor reports quarterly.

SIGNATURE PAGE

After reasonable inquiry and to the best of our knowledge and belief, we hereby certify that the information set forth in this Preliminary Information Statement is true, complete, and correct. This report was signed in the City of Manila, Philippines, on April 8, 2024.

COSCO CAPITAL, INC.

By: 

CANDY H. DACANAY - DATUON
Assistant Corporate Secretary

GUIDELINES FOR PARTICIPATING IN THE 2024 ANNUAL STOCKHOLDERS’ MEETING OF COSCO CAPITAL, INC. VIA REMOTE COMMUNICATION AND VOTING *IN ABSENTIA*

The 2024 Annual Stockholders’ Meeting (“**ASM**”) of Cosco Capital, Inc. (the “**Company**”) will be held on May 14, 2024, at 3:00 pm, via online meeting.

Registration

Stockholders must notify the Assistant Corporate Secretary of their intention to participate in the ASM via remote communication and vote in absentia by no later than May 7, 2024, by sending an email to corporate.governance@coscocapital.com and by submitting the following supporting documents/information:

- ***Individual Stockholders***
 1. Copy of valid government ID of stockholder/proxy
 2. Stock certificate number/s
 3. If appointing a proxy, a copy of the proxy form duly signed by the stockholder (need *not* be notarized)
 4. Email address and contact number of stockholder or proxy

- ***Multiple Stockholders or joint owners***
 1. Stock certificate number/s
 2. Proof of authority of stockholder voting the shares signed by the other registered stockholders, for shares registered in the name of multiple stockholders (need *not* be notarized)
 3. Copy of valid government IDs of all registered stockholders
 4. Email-address and contact number of the authorized representative

- ***Corporate Stockholders***
 1. Secretary’s Certification of Board resolution appointing and authorizing a proxy to participate in the ASM
 2. Valid government ID of the authorized representative
 3. Stock certificate number/s
 4. Email-address and contact number of the authorized representative

- ***Stockholders with Shares under Broker’s Account***
 1. Certification from the broker as to the number of shares owned by the stockholder
 2. Valid government ID of stockholder
 3. If appointing a proxy, a copy of the proxy form duly signed by the stockholder (*need not be notarized*)
 4. Email address and contact number of stockholder or proxy

Online Voting and Meeting

The stockholders who have sent us their intention to participate in the ASM shall be notified via email of their login passwords to join the online meeting. There will be video recordings of the ASM, which a stockholder on record may avail upon request. The stockholders can then cast their votes following these simple steps:

1. Visit our company website www.coscocalpital.com
2. Look for the “Casting Votes in the 2024 Stockholders’ Meeting” button.
3. Fill up the Voting Forms.
4. Submit your vote by clicking the “Submit” button.
5. For our verification, email the required documents under the “registration” portion at corporate.governance@coscocalpital.com
6. After our verification, you will receive an email confirmation regarding your votes from the Company.

Open Forum

There will be an Open Forum during the meeting, where representatives of the Company may answer as many questions as time allows. However, a stockholder may send their questions in advance by emailing them to corporate.governance@coscocalpital.com on or before May 7, 2024. The Company’s Investor Relations Officer will answer questions received but not answered during the ASM by email.

If you have any questions or concerns, please contact the office of the Assistant Corporate Secretary at 09178612459 or via email at corporate.governance@coscocalpital.com



COSCO CAPITAL, INC.
Annual Stockholders Meeting
May 14, 2024 www.coscocapital.com

Vote by Ballot – casting votes following the instructions shown in the table below.

Vote by Proxy – appointing the Chairman of the meeting to represent and cast votes following the instructions shown in the table below.

	Agenda Item	FOR	AGAINST	ABSTAIN
1	Approval of Minutes of the Previous Annual Meeting and Ratification of Acts and Resolutions of the Board of Directors and Management in 2023			
2	Approval of 2023 Annual Report and Audited Financial Statements			
	Election of Directors			
3	Mr. Lucio L. Co			
3.1	Ms. Susan P. Co			
3.2	Mr. Leonardo B. Dayao			
3.3	Mr. Roberto Juanchito T. Dispo			
3.4	Mr. Levi E. Labra			
3.5	Ms. Lily K. Gruba			
3.6	Mr. Ramon J.P. Paje, <i>Independent Director</i>			
3.7	Ms. Cecilia C. Borromeo, <i>Independent Director</i>			
3.8	Mr. Antonio S. Abacan, Jr., <i>Independent Director</i>			
5	Re-appointment of RG Manabat & Company as External Auditor of the Company and subsidiaries with up to P10.5 million fee			

Name of Stockholder _____

Number of Shares _____

Signature of Stockholder / Authorized Signatory _____

1. For corporate shareholders, this form must be accompanied by a corresponding secretary’s certificate confirming the appointment of the Proxy or the designated representative and the votes cast.

2. Where no specific authority is indicated, the vote shall be deemed to approve all the corporate matters listed above and for all the nominated directors named therein.

3. This form should be sent by e-mail to corporate.governance@coscocapital.com on or before May 6, 2024. The Company will validate the votes on May 7, 2024, at 3:00 pm, at the office of the Assistant Corporate Secretary, Tabacalera Building, No. 900 Romualdez St., Paco, Manila, 1007.

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **CECILIA C. BORROMELO**, Filipino, of legal age and a resident of [REDACTED] after having been duly sworn to in accordance with the law, do hereby declare that:

1. I am a nominee as an Independent Director of **COSCO CAPITAL, INC.** (the "Company") for the years 2024 to 2025 and have been its independent director since 2023.
2. I am not affiliated with any company or organization (including Government-Owned and Controlled Corporations):
3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of Cosco Capital, 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 directors/officers/substantial shareholders of the Company and its subsidiaries and affiliates.
5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.
6. I am not in government service or affiliated with government agency or GOCC as it would require written permission or consent from the head of the agency/department for me to be an independent director of the Company, pursuant to the Office of the President Memorandum Circular No. 17 and Section 12, Rule XVIII of the Revised Civil Service Rules.
7. I shall faithfully and diligently comply with my duties and responsibilities as an Independent Director under the Securities Regulation Code of Corporate Governance and other SEC issuances.
8. I shall inform the Company's Corporate Secretary of any changes in the abovementioned information within five days of its occurrence.

DONE this APR 05 2024 in the City of Manila.

[REDACTED]
CECILIA C. BORROMELO
Affiant

SUBSCRIBED AND SWORN to before me this APR 05 2024 at Manila, Philippines, affiant personally appeared before me and exhibited to me [REDACTED] proof of her identity.

Doc. No. 376
Page No. 77
Book No. 11
Series of 2024.

[Signature]
ROXANNE G. DOMINGO-MAUR
Notary Public for the City Manila
Commission No. 2023-113 until Dec. 31, 2024
Roll No. 69155
IBP Lifetime Member No. 018547
PTR No. MLA 1519331 / 01-04-2024
MCLE Compliance No. VII-0011920 / 03-02-22
No. 900 Romualdez st., Paco, Manila