



## NOTICE OF ANNUAL STOCKHOLDERS' MEETING

**To: All Stockholders of  
Converge Information and  
Communications Technology  
Solutions, Inc.**

Please take notice that the Annual Meeting of the Stockholders of **Converge Information and Communications Technology Solutions, Inc.** will be held virtually or conducted through remote communication via [https://conveneagm.com/ph/convergeict\\_asm2022](https://conveneagm.com/ph/convergeict_asm2022) on May 27, 2022, Friday at 2:00 p.m., to discuss the following:

### AGENDA

1. Call to Order
2. Proof of Service of Notice
3. Certification of Presence of Quorum
4. Approval of the Minutes of the Previous Meeting
5. Report of Management
6. Presentation of the Management Report and Ratification of the Audited Financial Statements as of 31 December 2021
7. Ratification of all acts of the Board of Directors and Management for the period of January 1, 2021 to December 31, 2021 adopted in the ordinary course of business
8. Election of Directors, including Independent Directors, for the year 2022
9. Appointment of External Auditors
10. Consideration of such other matters as may properly come before the meeting
11. Adjournment

For purposes of the meeting, only stockholders of record as of May 7, 2022 (the "Record Date") are entitled to attend and vote in the said meeting.

Given the current circumstances, the Company will dispense with the physical attendance of stockholders at the meeting and will allow attendance in the meeting only by remote communication. Voting shall be done electronically either by registering online, or by appointing the Chairman of the meeting as proxy.

Online participation and voting by remote communication will be available for all qualified stockholders as of Record Date. Stockholders who wish to participate and vote online by remote communication should register and vote online starting May 7, 2022 and until May 20, 2022. The deadline for voting via remote communication and submission of proxies is on May 20, 2022. Stockholders who are not able to register and vote as of May 20, 2022 can no longer vote, but may still participate by remote communication, provided such stockholders shall register not later than May 25, 2022. The **Registration and Validation Procedures for the 2022 Annual Stockholders Meeting (Virtual)** are set out in **Annex "A"** of this Notice and Agenda.

Stockholders intending to participate by remote communication should register at [https://conveneagm.com/ph/convergeict\\_asm2022](https://conveneagm.com/ph/convergeict_asm2022).

All stockholders who will not, are unable, or do not expect to attend the virtual meeting in person may choose to execute and send a valid proxy in writing to the Office of the Corporate Secretary, by email at [asm2022@convergeict.com](mailto:asm2022@convergeict.com) or in digital/electronic form at [https://conveneagm.com/ph/convergeict\\_asm2022](https://conveneagm.com/ph/convergeict_asm2022) on or before May 20, 2022. Proxies shall be validated beginning on May 21, 2022.



Pursuant to SEC Notice dated February 16, 2022, copies of this Notice, Information Statement, and Other Documents related to the Annual Stockholders' Meeting, shall be published through Manila Times and Business Mirror.

Electronic copies of the Corporation's Information Statement, Management Report, SEC 17-A and other pertinent documents are available at its website at <https://corporate.convergeict.com/investor-relations/> and uploaded at the PSE's EDGE disclosure system.

A visual/audio recording of the meeting shall be made.

April 22, 2022,

By order of the Board of Directors:

A handwritten signature in black ink, appearing to read "E. Oquendo", written over a horizontal line.

**ELVIRA C. OQUENDO**  
Corporate Secretary

## **Annex A**

# **Registration and Validation Procedures for the 2022 Annual Stockholders Meeting (Virtual)**

**Annex A: Registration and Validation Procedures for the Virtual ASM:**

**Note: In view of the Covid-19 pandemic, CNVRG is restricting all communications thru the online and designated email address provided. Please be guided accordingly.**

1. Validation of stockholders will be from 8:00 a.m. of May 7, 2022 to 6:00 p.m. of May 20, 2022.
2. Stockholders who will execute a proxy must submit their duly executed proxy thru this link [https://conveneagm.com/ph/convergeict\\_asm2022](https://conveneagm.com/ph/convergeict_asm2022) on or before May 20, 2022, validation of proxies is scheduled on May 21, 2022.

*Note: For corporate stockholders, a secretary's certificate on the authorized signatory to execute the proxy is required to be submitted. Scanned copies of the secretary's certificate may be uploaded, but the Corporation reserves the right to require the submission of the originals for authentication.*

3. Stockholders who intend to participate in the virtual ASM must register thru this link [https://conveneagm.com/ph/convergeict\\_asm2022](https://conveneagm.com/ph/convergeict_asm2022) for validation starting on May 7, 2022 until May 20, 2022 and submit the following documents:

*For certificated stockholders:*

- a. Full Name
- b. Address
- c. Email address
- d. Contact number
- e. Scanned copies of two (2) valid/unexpired government issued IDs

*For stockholders whose shares are lodged with brokers:*

- a. Full Name
- b. Certification from broker stating the name and number of shares of the beneficial owner and that they are beneficial owner as of the Record Date (must be complete)
- c. Address
- d. Email address
- e. Contact number
- f. Scanned copies of two (2) valid/unexpired government issued IDs

*Note: the above documents will be subject to review for purposes of validation and we may require additional documents as needed.*

4. Validated stockholders and proxies will get a confirmation thru email and will be provided with a link to the virtual ASM and the link to cast their vote on or before May 20, 2022.
5. Validated stockholders and proxies may cast their vote through the designated link until May 20, 2022.
6. For the determination of the quorum, all shares represented by duly validated proxies will be counted as "shares represented by proxies" and shares of validated stockholders present at the virtual ASM will be counted as "shares present in person". The Corporate Secretary shall announce all the results during the meeting proper subject to final tabulation.
7. For the tabulation of votes, all validated proxies and ballots submitted on or before May 20, 2022, will be tabulated by the Office of the Corporate Secretary and validated by an independent validator.
8. Questions and comments may be submitted during registration and until 6:00 p.m. of May 25, 2022.



**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:**

**CONVERGE INFORMATION AND COMMUNICATIONS TECHNOLOGY SOLUTIONS, INC.**

**3. Province, Country or other jurisdiction of incorporation or organization**

METRO MANILA, PHILIPPINES

**4. SEC Identification Number:** CS200716094

**5. BIR Tax Identification Number:** 006-895-049

**6. Address of Principal Office**

New Street Bldg., Mc Arthur Highway, Balibago, Angeles City, Pampanga 2009

**7. Registrant's telephone no. and area code:** (02)-8667-0888

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

Date : May 27, 2022

Time : 2:00 P.M.

Place : [https://conveneagm.com/ph/convergeict\\_asm2022](https://conveneagm.com/ph/convergeict_asm2022) via remote communication

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

April 22, 2022

**10. Securities registered pursuant to Sections 8 & 12 of the Code or Section 4 and 8 of the Revised Securities Act:**

Common Shares - 7,526,294,461 shares with a par value of Php0.25 per share and a total amount of Php1,881,573,615.25  
Fixed Rate Bonds - 10,000,000,000

**11. Are any or all of these securities listed on the Philippine Stock Exchange?**

Yes [ / ] No [ ]

As of April 22, 2022, there are 7,526,294,461 of the Company's common shares listed on the Philippine Stock Exchange

## EXPLANATION OF AGENDA ITEMS

1. Call to Order

The Presiding Officer will call to order the Annual Stockholders' Meeting at the principal office of the Company as provided in its articles of incorporation, or, if not practicable, in the city or municipality where the principal office of the corporation is located.

2. Proof of Service of Notice

The Corporate Secretary will be asked to certify that copies of the Notice and Agenda of the meeting, among others, were served upon the stockholders entitled to the same through publication in two (2) newspapers of general circulation, Manila Times and BusinessMirror, in print and online.

3. Certification of Presence of Quorum

The Corporate Secretary will then certify whether or not, based on the number of shares present, through remote communication, *voting in absentia* or by proxy, a quorum exists for a valid meeting.

Pursuant to Sections 57 and 23 of the Revised Corporation Code which allow voting *in absentia* by the stockholders, the Corporation has set up [https://conveneagm.com/ph/convergeict\\_asm2022](https://conveneagm.com/ph/convergeict_asm2022) as the designated online web address which may be accessed by the stockholders to register and vote *in absentia* on the matters presented for resolution at the meeting. A stockholder who votes *in absentia* as well as a stockholder participating by remote communication shall be deemed present for purposes of quorum.

The following are the rules of conduct and procedures for the meeting:

- (i) Stockholders may attend the meeting via remote communication through [https://conveneagm.com/ph/convergeict\\_asm2022](https://conveneagm.com/ph/convergeict_asm2022). Questions and comments may be sent by email on or before May 25, 2022 at [asm2022@convergeict.com](mailto:asm2022@convergeict.com) and shall be limited to the Items in the Agenda.
- (ii) Each of the proposed resolutions will be shown on the screen in the venue and during the livestreaming as the same is taken up at the meeting.
- (iii) Stockholders must notify the Company of their intention to participate in the Meeting by remote communication to be included in determining quorum, together with the stockholders who voted *in absentia* and by proxy.
- (iv) Voting shall only be allowed for Stockholders registered in the online system through [https://conveneagm.com/ph/convergeict\\_asm2022](https://conveneagm.com/ph/convergeict_asm2022) or through the Chairman of the meeting as proxy.
- (v) Stockholders voting *in absentia*, who have previously registered through [https://conveneagm.com/ph/convergeict\\_asm2022](https://conveneagm.com/ph/convergeict_asm2022), may cast their votes electronically at any time using such online web address on or before May 20, 2022.
- (vi) All the items in the Agenda for the approval by the stockholders will need the affirmative vote of stockholders representing at least a majority of the issued and outstanding voting stock present at the meeting.
- (vii) Election of directors will be by plurality of votes and every stockholder will be entitled to cumulate his/hervotes.

- (viii) The Company's stock transfer agent and the Office of the Corporate Secretary will tabulate all votes received and an independent third party will validate the results. The Corporate Secretary shall report the results of voting during the meeting.
- (ix) The proceedings of the meeting shall be recorded.

4. Approval of the Minutes of the Previous Meeting

The minutes of the previous stockholders' meeting is attached here as Annex "B". A resolution on this item requires the approval of a majority of the votes of the stockholders present and eligible to vote. The minutes of the stockholders' meeting held on 28 May 2021 contain discussions of the following items:

1. Ratification of the Audited Financial Statements as of 31 December 2020
2. Ratification of all acts of the Board of Directors and Management for the period starting from listing date of October 26, 2020 up to December 31, 2020 adopted in the ordinary course of business
3. Election of Directors, including Independent Directors, for the year 2021
4. Appointment of External Auditors

5. Presentation of Management Report

The Chief Executive Officer and the President will present the Management Report on the Company's performance in 2021. The Audited Financial Statements ("AFS") of the Company as of and for the year ended December 31, 2021 (as audited by Isla Lipana & Co.) will also be presented for approval by the stockholders. A copy of the AFS is incorporated in the Definitive Information Statement for this meeting.

In keeping with the Company's thrust to observe best corporate governance practices, the results of operations and financial condition of the Company will be presented and explained to the shareholders. Any comment from the shareholders will provide guidance in running the business and affairs of the Company.

6. Ratification of the Audited Financial Statements

The stockholders will be requested to ratify the Board's approval of the Company's audited financial statements as of December 31, 2021. The audited financial statements are attached to the Information Statement and distributed to eligible stockholders pursuant to the requirements of the Securities Regulation Code.

A resolution on the ratification of the approval of the audited financial statements requires the approval of a majority of the votes of stockholders present and eligible to vote.

7. Ratification of the Acts of the Board and of Management

Ratification by the stockholders will be sought for all the acts and resolutions of the Board of Directors and all the acts of Management taken or adopted from January 1, 2021 to December 31, 2021. A brief summary of these resolutions and actions is set forth below. Copies of the minutes of the meetings of the Board of Directors are available for inspection by any shareholder at the offices of the Company during business hours.

A resolution on this agenda item requires the ratification of a majority of the votes of stockholders present and eligible to vote.

In keeping with the Company's thrust to observe best corporate governance practices, the ratification

of the Board and Management's acts and resolutions will be requested from the shareholders in this annual meeting. Such ratification will be a confirmation that the shareholders approve the manner that the Board and Management run the business and affairs of the Company.

8. Election of Directors for the Ensuing Year

Pursuant to the Company's By-Laws, and applicable rules of the Securities and Exchange Commission, and the Corporation's Nomination and Election Policy, any stockholder, including minority stockholders, may submit nominations for the election of directors not later than April 7, 2022. The Corporate Secretary will present the names of the persons who have been duly nominated for election as directors of the Company in accordance with the By-Laws and Manual on Corporate Governance of the Company and applicable laws and regulations.

9. Appointment of External Auditors

The Audit Committee has recommended the re-appointment of Isla Lipana & Co. as external auditors for the ensuing year. The profile of the firm is duly indicated in the Information Statement. A resolution on this agenda item requires the approval of a majority of the votes of stockholders present and eligible to vote.

10. Consideration of such other business as may properly come before the meeting

The Chairman will open the floor for comments and questions by the stockholders submitted beforehand in accordance with the rules.

This covers consideration of other business that may properly come before the meeting.

Under SEC Memorandum Circular No. 14, series of 2020, stockholders who alone, or together with other shareholders, hold at least five percent (5%) of the outstanding capital stock of the Company, shall have the right to include items on the agenda prior to the annual stockholders meeting. Items added on the agenda pursuant to the Memorandum Circular after the filing of the Definitive Information Statement shall be filed under Other Business.





## PROXY FORM

Date:

Item 1. **Identification**

This proxy will serve to nominate, constitute and appoint \_\_\_\_\_, as my attorney and proxy, to represent me at the Annual Meeting of the Stockholders of the Corporation scheduled on May 27, 2022 at 2:00 p.m. at [https://conveneagm.com/ph/convergeict\\_asm2022](https://conveneagm.com/ph/convergeict_asm2022) and any adjournment(s) thereof, as fully and to all intents and purposes as I might or could if present and voting in person, hereby ratifying and confirming any and all action taken on matters which may properly come before such meeting or adjournment(s) thereof.

Item 2. **Instruction**

By affixing his/her signature on the space provided below, the undersigned stockholder hereby directs the said proxy to vote on the agenda items set forth below as he/she has expressly indicated by marking the same with an "X", failing which, his/her said proxy shall exercise full discretion in acting thereon. **If the undersigned stockholder fails to indicate his/her vote on the items specified below, this shall serve to authorize his/her proxy to exercise full discretion to act on behalf of the undersigned stockholder.**

Please be advised that proxies are validated by the Company's stock and transfer agent, PNB. The record date for the stockholders entitled to attend and to vote in the said meeting is **May 7, 2022**.

Item 3. **Revocability of Proxy**

This proxy shall be valid for the Annual Stockholders Meeting scheduled on May 27, 2022 or any adjournment thereof. This proxy shall not be valid where the undersigned stockholder personally appears and registers in the stockholders meeting. The proxy may not be withdrawn if coupled with an interest.

1. **Approval of the Minutes of the Previous Meeting**

YES		NO		ABSTAIN	
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2. **Ratification of the Audited Financial Statements for the Year Ended Dec. 31, 2021**

YES		NO		ABSTAIN	
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3. **Ratification of the Acts of the Board and of Management from January 1, 2021 until December 31, 2021.**

YES		NO		ABSTAIN	
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4. **Election of Director**

	No. of Votes
Jose P. de Jesus (Independent Director)	
Dennis Anthony H. Uy	
Maria Grace Y. Uy	

Amando M. Tetangco, Jr. (Independent Director)	
Roman Felipe S. Reyes (Independent Director)	
Francisco Ed. Lim	
Saurabh N. Agarwal	

**5. Appointment of Isla Lipana & Co. as External Auditors**

YES	<input type="checkbox"/>	NO	<input type="checkbox"/>	ABSTAIN	<input type="checkbox"/>
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IN WITNESS WHEREOF, I have hereunto set my hand at \_\_\_\_\_, this \_\_\_\_\_, 2022.

\_\_\_\_\_  
(Printed Name of Stockholder & Signature)

\_\_\_\_\_  
(Witness)

**NOTE: Accomplished proxy form, together with copies of valid identification cards, should be sent to [asm2022@convergeict.com](mailto:asm2022@convergeict.com) on or before May 20, 2022.**

**THIS PROXY FORM IS BEING PROVIDED AS A SAMPLE FOR USE BY THE STOCKHOLDERS SHOULD THEY WISH TO ACCOMPLISH THE SAME. IT IS NOT BEING SOLICITED ON BEHALF OF THE CORPORATION OR ITS MANAGEMENT. THE CORPORATION OR ITS MANAGEMENT IS NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND MANAGEMENT A PROXY.**