



Transpacific Broadband Group
INTERNATIONAL, INC.

NOTICE OF ANNUAL STOCKHOLDERS' MEETING

TO ALL STOCKHOLDERS
TRANSPACIFIC BROADBAND GROUP INT'L, INC.

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders of Transpacific Broadband Group Int'l, Inc. will be held via ZOOM, on Wednesday, **September 28, 2022 at 1:30pm.**

The zoom link is:

<https://us02web.zoom.us/j/2652054730?pwd=RDMzVIIQSDdrN1RwVWpIMitOMU9vdz09>

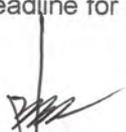
The following matters will be taken up during the meeting:

1. Proof of Notice of the Meeting
2. Proof of Presence of a quorum
3. Approval of the previous annual minutes of meeting of October 13, 2021
4. Annual Report and Approval of the FY December 31, 2021 Audited Financial Statements
5. General ratification of the acts of the Board of Directors, Board Committees and the Management from the date of the last annual stockholders' meeting up to the date of this meeting
6. Election of Directors
7. Appointment of Independent Auditors
8. Adjournment

The record date for determination of the stockholders entitled to notice of, and to vote at said meeting is fixed at the close of business hours on September 1, 2022.

In view of the ongoing Covid-19 pandemic, shareholders may only participate via remote communication. To register, please download the registration form at <http://www.tbgi.net.ph/NOTICEOFANNUAL%20ORSPECIALSTOCKHOLDERSMEETINGS.html> and email to paul@tbgi.net.ph. Deadline for registration is on 15 September 2022 at 12 NN.

The Company is not soliciting proxies. Should you be unable to attend the meeting, you can nevertheless be represented and vote at the ASM by submitting a proxy by email the same email address, or by sending a physical copy to the Office of the Corporate Secretary at Unit 904 Summit One Tower, 530 Shaw Boulevard, Mandaluyong City. The deadline for submission of proxies is on 15 September 2022.


PAUL SARIA
Asst. Corporate Secretary
Chief Information Officer

Rationale for Agenda Items:

Agenda Item No. 3: Approval of Minutes of the Annual Stockholders' Meeting Held on October 13, 2021

The Minutes of the annual stockholders' meeting held on October 13, 2021 were prepared within the period prescribed by pertinent laws, rules and regulations. The results of the annual stockholders' meeting were also disclosed with The Philippine Stock Exchange, Inc. immediately after the annual meeting. The Board of Directors recommends the shareholders to consider subject minutes for approval on October 13, 2021.

Agenda Item No. 4: Approval of the Annual Report for the Year 2021

The Company's 2021 performance results have been duly summarized in the Annual Report, which includes the Audited Financial Statements (AFS) of the Company for the year ended 2021. The AFS have been reviewed by the Audit Committee and the Board of Directors, and have been audited by the external auditors who expressed an unqualified opinion on the aforementioned financial statements. The Annual Report is posted in the Company's website.

Agenda Item No. 5: General ratification of the acts of the Board of Directors, Board Committees and the Management from the date of the last annual stockholders' meeting up to the date of this meeting

The Company's performance in 2021, as detailed in the Annual Report, is attributed to the strategic directions and key policies set by the Board of Directors which were effectively executed and complied with by management in conformance with good corporate governance and ethical best practices.

Agenda Item No. 6: Election of Directors for 2022-2023

The Company's Nomination Committee has pre-screened the list of candidates for directors. Their proven competence, expertise and qualifications based on current regulatory standards, will help sustain the Company's solid performance for the benefit of all its shareholders.

Agenda Item No. 7: Appointment of External Auditor

Based on the recommendation of the Audit Committee, the Board concurred with the recommendation to re-appoint R. R. TAN & ASSOCIATES, CPAs as the Company's external auditors for the fiscal year 2021. R. R. TAN & ASSOCIATES, CPAs is one of the leading auditing firms in the country and is duly accredited with the SEC.

ANNUAL STOCKHOLDERS' MEETING REGISTRATION / PROXY FORM

1. Required Information (Please mark appropriate box)

- Individual
 Broker
 Corporate
 Others (please specify)

Name	:	
Email Address	:	
Contact No.	:	
Postal Address	:	
Number of Shares Owned	:	

I will attend the online/ remote Annual Stockholders Meeting of **September 28, 2022 at 1:30PM** (please check the box) Yes No

Note:

- a. Zoom meeting link:
<https://us02web.zoom.us/j/2652054730?pwd=RDMzVlIQSDdrN1RwVWpIMitOMU9vdz09>
- b. The meeting ID and password will be sent to Stockholders email address upon its decision to attend the meeting and submission of complete requirements

2. Required Documents

- a. Registration Form filled up and email to paul@tbgi.net.ph. Deadline of registration and submission of requirements is on September 15, 2022 12:00 Noon.
- b. Valid government ID card with photo of stockholder/ authorized representative
- c. For Corporations – Notarized Corporate Secretary Certificate on authority to vote in behalf of Corporation
- d. For Stockholders with Shares under broker account – Notarized Certification from the broker as to the number of shares owned by the stockholder

3. Manner of Voting

- Voting in Absentia
 Appointing Chairman as Proxy

4. Matters taken up for Voting

a. Approval of the previous annual minutes of meeting of October 13, 2021				<input type="checkbox"/> Yes	<input type="checkbox"/> No
b. Annual Report and Approval of the FY December 31, 2021 Audited Financial Statements				<input type="checkbox"/> Yes	<input type="checkbox"/> No
c. General ratification of the acts of the Board of Directors, Board Committees and the Management from the date of the last annual stockholders' meeting up to the date of this meeting				<input type="checkbox"/> Yes	<input type="checkbox"/> No
d. Election of Directors (Vote all)				<input type="checkbox"/> Yes	
Nominee	Yes	No	Nominee	Yes	No
Arsenio T. Ng	<input type="checkbox"/>	<input type="checkbox"/>	Ardi Bradley L. Ng	<input type="checkbox"/>	<input type="checkbox"/>
Hilario T. Ng	<input type="checkbox"/>	<input type="checkbox"/>	Hyland Si (Ind Director)	<input type="checkbox"/>	<input type="checkbox"/>
Simoun Ung	<input type="checkbox"/>	<input type="checkbox"/>	Paul Cheah (Ind. Director)	<input type="checkbox"/>	<input type="checkbox"/>
Paul Saria	<input type="checkbox"/>	<input type="checkbox"/>			

e. Appointment of R.R. Tan as External Auditor	<input type="checkbox"/> Yes	<input type="checkbox"/> No
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5. Data Privacy Statement

I hereby give my consent for the Company and its authorized third parties to collect, store, disclose, transfer, and process my personal data for the purpose of the live streaming of the 2022 Annual Stockholders' Meeting in accordance with the Company's Data Privacy guidelines and law.

Further to this, I give my consent to the recording of the meeting, to be made publicly available thereafter on the Company website, as required by the guidelines promulgated by the Securities and Exchange Commission.

6. Declaration

By signing this Form, I hereby certify the following, that:

I am a stockholder of the Company as of Record Date September 1, 2022;

The number of votes covered by this Ballot shall be in accordance with the total number of TBGI shares registered in my name as of record date.

I have read, understand and shall abide by the Rules, Regulations and Guidelines issued by the Company to govern the conduct of the Meeting. In the event I act contrary thereto, the Company has sole discretion to impose its discipline mechanism;

I understand that the quality of my remote Meeting experience depends on my internet provider's services and connectivity. I hold the Company free and harmless of any liability from any interruption, latency or disconnection from the live streaming resulting thereto;

In case of an account with joint owners, or an account in and/or capacity, I have secured the consent of all other owners in the submission of this Ballot.

In case of a corporate shareholder, I am the authorized representative of the corporation and I am duly authorized to submit this Proxy.

This Proxy shall remain in full force and effect for a period of three (3) months from the date hereof. This Proxy is governed by and will be construed in accordance with the laws of the Philippines, and the parties submit to the exclusive jurisdiction of the courts in Mandaluyong City, Metro Manila, Philippines.

IN WITNESS WHEREOF, the Stockholder has executed this proxy as of this _____ day of _____ 2022.

Printed Name and Signature of Stockholder