

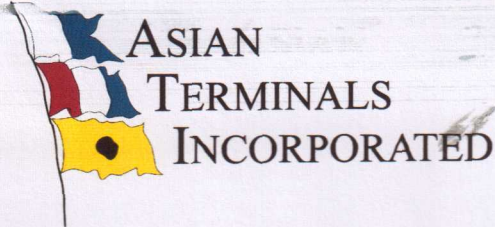
ASIAN TERMINALS, INC.
ATI Head Office, A. Bonifacio Drive, Port Area, Manila
Tel. No. 8528-6000

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To the Stockholders of Asian Terminals, Inc.:

Notice is hereby given that the 2021 annual meeting will be virtually conducted and streamed live on the link https://bit.ly/ATI_2021ASM on April 22, 2021, 2:00 p.m., to consider and take action upon the following matters:

1. **Call to Order.** This officially commences the meeting.
2. **Proof of Notice and Quorum.** The Corporate Secretary, will certify that the notice of meeting had been sent to stockholders as of record date and that there is a quorum.
3. **Approval of the Minutes of the Annual Stockholders' Meeting held on June 4, 2020.** The Minutes record the proceedings of the 2020 annual meeting. The minutes were included in the Information Statement and may be viewed in the Company Website https://www.asianterminals.com.ph/ati_disclosures_minutesofmeeting.aspx
4. **Chairman's Address.** The Chairman will address the stockholders and present the highlights of the business operation and performance of the corporation in 2020.
5. **Election of Directors.** The nominees are named in Item 5 of the Information Statement, together with their qualifications and profiles for the election of the stockholders. Pursuant to the by-laws, the directors (including the independent directors) shall be elected annually and shall hold office until the next annual meeting and until his successor shall have been elected and qualified. Pursuant to the Company's Corporate Governance Manual and applicable regulations of the SEC, an independent director who has served more than nine (9) consecutive years reckoned from 2012, can continue as such based on meritorious justifications and with the stockholders' approval. Chief Justice Artemio V. Panganiban has been the Company's independent director since 2010 and the Board resolved to retain him as independent director based on meritorious justification, subject to the approval of the stockholders. *(Please refer to Item 5 (a) (1) of the Information Statement)* The stockholder's vote favor of his election is deemed an approval of the justification, otherwise he may choose to abstain.
6. **Approval of the Audited Financial Statements for the Year Ended December 31, 2020.** The stockholders are asked to approve the 2020 Audited Financial Statements, a copy of which is attached to the Information Statement.



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7. **Appointment of Independent Auditors.** The stockholders are asked to approve the appointment of R.G. Manabat & Co. as the independent auditors for 2020..
8. **Ratification of ATI-POMS Management Contract.** The ATI-POMS Management Contract where P & O Management Services Phils. Inc., (POMS) will provide specialized management services to ATI. The previous Management Contract expired last August 31, 2020. On August 27, 2020, the Board unanimously approved the renewal of the Management Contract for another five (5) years (from September 1, 2020 up to August 31, 2025), subject to the approval and ratification of the stockholders.
9. **Approval and Ratification of the Acts of the Board and the Management during the year 2020.** The acts of the Board and Management in 2020 were summarized in Item 15 of the distributed Information Statement. Approval and ratification of the stockholders is sought.
10. **Other Matters.** Any other relevant matter to the meeting may be raised by the stockholders.
11. **Adjournment.** This is to officially end the meeting.

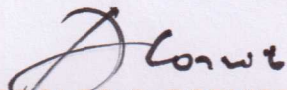
All stockholders of record at the close of business on March 25, 2021 are entitled to notice and to vote at the annual meeting and at any adjournment thereof. The stock and transfer books of the Company will be closed from March 25 up to April 22, 2021.

In line with the guidelines of the National Government relative to public gatherings and to ensure the safety and welfare of the stockholders against the COVID19 risk, the Board of Directors on February 24, 2021, resolved to hold the annual meeting virtually, in accordance with applicable SEC regulations.

The Information Statement and its attachments is accessible at the PSE EDGE website and ATI Website.

The detailed procedure of the registration and voting process are stated in **Appendix "A"** hereof.

Manila, Philippines, March 5, 2021.


ROBOLFO G. CORVITE, JR.
Corporate Secretary

Procedure for the Registration, Participation and Voting in the 2021 Annual Stockholders' Meeting

In line with the guidelines of the National Government relative to public gatherings and to ensure the safety of ATI stockholders, directors, officers and other stakeholders against the COVID19 risk, the Board of Directors on February 24, 2021, resolved to hold the annual meeting by remote communication or virtually, pursuant to applicable SEC regulations.

All stockholders of record at the close of business on March 25, 2021 are entitled to notice and to vote at the annual meeting and at any adjournment thereof.

A) REGISTRATION: Stockholders may register to participate in the virtual meeting at the Registration Portal ("Registration Portal") at: <https://bit.ly/3c485yC>

Registration will be from **9:00 am of April 5, 2021 until 7:00 pm of April 12, 2021**. Stockholders are advised to register as early as possible. To proceed with the registration, personal information will be required. For identification, the Company shall only accept a scanned back to back copy of one valid government-issued ID bearing photo and signature which will be uploaded in the Registration Portal. Consent to process the personal information is included in the Registration Portal.

1. Individual stockholders with shares recorded in their name: name, valid email address, active contact number and upload a valid government-issued ID.

For stockholders with joint accounts, only the authorized stockholder will register and in addition to the above, shall upload scanned copy of a notarized authorization signed by the other stockholder/s attaching his/their valid government-issued IDs, indicating who between or among them would be authorized to participate and/or vote.

Individual Stockholder under a broker/ PCD: in addition to the name, valid email address, active contact number and a valid government-issued ID, the stockholder needs to coordinate with his broker and secure a duly signed Broker's Certification stating his full account name with number of his shareholdings as of record date of March 25, 2021 and account or reference number which shall be uploaded in the Registration Portal.

2. Corporate stockholder: the duly authorized representative of the corporate stockholder shall register and provide his name, valid email address, active contact number, valid government-issued ID and the scanned copy of the notarized Secretary's Certificate and proxy appointing either the ATI Chairman or President.

A proxy given by a broker in respect of shares of stock held by such broker for the account of the beneficial owner must be accompanied by a certification under oath stating the number of shareholdings as of record date of March 25, 2021 and that the broker has obtained the written consent or authorization of the account holder.

The Company reserves the right to require additional documents as may be necessary or relevant.

B) VALIDATION: A notification by email from ATI2021SHMeeting@asianterminals.com.ph shall be received by the stockholder together with a unique passcode which shall be used to access the ATI Voting Portal or other instructions, as necessary. For queries, the stockholders may communicate with the Company through the said email address.

Stockholders may only appoint the ATI Chairman or President as proxy. Proxies should be submitted **on or before 7pm of April 12, 2021**. The duly accomplished scanned copy of the proxy may be uploaded by the stockholder in the Registration Portal and hard copies may be sent at the address below. Proxies will be validated **on April 13, 2021** at the said address.

Office of the Corporate Secretary
Asian Terminals, Inc.
ATI Head Office, A. Bonifacio Drive
Port Area, Manila, 1018

C) VOTING: All the agenda items indicated in the Notice will be set out in the ATI Voting Portal ("Voting Portal"). Voting shall be online and the Voting Portal shall be open from **9:00 am of April 13, 2021 up to 7:00 pm of April 20, 2021**, in the link below:

<https://bit.ly/2AinOer>

1. Individual stockholder with shares recorded in their name: they may access the Voting Portal by providing the valid email address they used in the registration and the sent unique passcode.

For stockholders with joint accounts, only the stockholder who registered and was authorized by the joint stockholders shall vote by providing the valid email address they used in the registration and the unique passcode.

Individual Stockholder under a broker/ PCD: they may access the Voting Portal by providing the valid email address they used in the registration and the unique passcode.

2. Corporate stockholder or broker. Either the ATI Chairman or the President may vote, as may be provided in the proxy.

The Office of the Corporate Secretary shall tabulate all votes received and the results shall be validated by R.G. Manabat and Co.

D. QUORUM: The following stockholders shall be deemed present for purposes of quorum:

- a) whose registrations are validated
- b) who sent their accomplished proxies and validated
- c) who voted from **9:00 am of April 13, 2021 up to 7:00 pm of April 20, 2021**.

E. LIVESTREAM: The meeting will be streamed live on April 22, 2021 at 2pm, on the link https://bit.ly/ATI_2021ASM. Every item in the agenda for approval of the stockholders will be shown on the screen during the livestreaming as the same is taken up at the meeting. During the meeting, the Secretary shall report the votes received and inform the stockholders if the particular item is carried or disapproved. The total number of votes cast for each item for approval under the agenda will be shown on the screen.

F. QUESTIONS: Questions on the items in the Agenda may be sent to ATI2021SHMeeting@asianterminals.com.ph with the subject heading "**ASM 2021 Question**" and the identity of the sender must be stated after the question. Replies may be given during the meeting and any unanswered will be replied to by email.