

COVER SHEET

**CHEMICAL INDUSTRIES OF THE PHILIPPINES, INC.**

Company's Full Name

Chemphil Bldg., 851 Arnaiz Avenue, Legaspi Village, Makati City 1229

Company's Address: No./Street/City/Town/Province

(632) 8818-8711

Company's Telephone Number

December 31

Fiscal Year Ended

(Month & Day)

DEFINITIVE INFORMATION STATEMENT

SEC Form 20-IS

Form Type

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LCU

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Cashier

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DTU

**14812**  
SEC Reg. No.

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File No.

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Central Receiving Unit

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Document ID

**NONE**  
**EACH ACTIVE SECONDARY LICENSE TYPE AND FILE NUMBER**  
(State "NONE" if that is the case)

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. Name of Registrant as specified in its charter: **Chemical Industries of the Philippines, Inc.**
3. **Philippines**  
Province, country or other jurisdiction of incorporation or organization
4. SEC Identification Number: **14812**
5. BIR Tax Identification Code: **000-110-888-000**
6. **Chemphil Bldg., 851 Arnaiz Avenue, Legaspi Village, Makati City** **1229**  
Address of principal office Postal Code
7. Registrant's telephone number, including area code: **(632) 8818-8711**
8. Date, time and place of the meeting of security holders  
Date: **2 February 2023**  
Time: **2:30 PM**  
Venue: **To be conducted virtually via remote communication**
9. Approximate date on which the Information Statement is first to be sent or given to security holders: **12 January 2023**
10. 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):

Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding	
Title of Each Class	Number of Shares Outstanding
<b>Common Stock, ₱10.00 par value</b>	<b>10,296,688 shares including 87 treasury shares</b>
<b>Total Liabilities</b>	<b>PHP376,514,543</b>

11. Are any or all of registrant's securities listed on a Stock Exchange?  
Yes  No

If yes, disclose the name of such Stock Exchange and the class of securities listed therein:  
**Philippine Stock Exchange, Inc.**      **Common shares**

**Statement that proxies are not solicited:**

**WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND US  
A PROXY.**

**PART I.**

**INFORMATION REQUIRED IN INFORMATION STATEMENT**

**A. GENERAL INFORMATION**

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

- (a).     Date                 :         2 February 2023, Thursday  
          Time                 :         2:30 P.M.  
          Place                :         To be conducted virtually
  
- (b).     Approximate date on which the Information Statement is first to be sent or given to  
          security holders:         12 January 2023
  
- (c).     The complete mailing address of the principal office of Chemical Industries of the  
          Philippines, Inc. ("**CIP**" or the "**Company**") is:    Chemphil Bldg., 851 Arnaiz Avenue,  
          Legaspi Village, Makati City.

The Agenda of the Stockholders' meeting to be held on 2 February 2023 calls for the discussion, approval and confirmation by the stockholders of the following, to wit:

- 1.       Calling the Roll
- 2.       Presentation of Secretary's Due Notice of the Meeting
- 3.       Ratification of the Board Resolution to Approve the Conduct of a Follow-On Offering of  
          at least ten percent (10%) of Chemical Industries of the Philippines, Inc.'s Issued and  
          Outstanding Shares
- 4.       Ratification of the Resolution Authorizing the Corporation to open an account with  
          STERLING BANK OF ASIA, A SAVINGS BANK
- 5.       Approval of the Further Amendments to the Amended Articles of Incorporation to change  
          the principal office address of the Corporation to Elisco Road, Kalawaan, Pasig City
- 6.       Approval of the Further Amendments to the Amended Articles of Incorporation to change  
          the corporate name of the Corporation to Uniholdings Inc.
- 7.       Adjournment

Enclosed as **Appendix "A"** a copy of the Notice of Meeting signed and issued by the Corporate Secretary and a copy of the Agenda.

**Item 2. Dissenters' Right of Appraisal**

Pursuant to the Revised Corporation Code, whereby the right of appraisal, defined as the right of any stockholder to dissent and demand payment of the fair value of his shares may be exercised, in the following instances:

1. Any amendment to the Articles of Incorporation 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 of outstanding shares of any class.
2. Extending or shortening the term of corporate existence;
3. Sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets as provided in the Revised Corporation Code;
4. Merger or consolidation; and
5. In case the corporation decides to invest its funds in another corporation or business outside its primary purpose for which it was organized.

The dissenting stockholder who votes against a proposed corporate action may exercise the right of appraisal by making a written demand on the Company for the payment of the fair value of shares held within thirty (30) days from the date on which the vote was taken. Failure to make the demand within the 30-day period shall be deemed a waiver on the stockholder's appraisal right. If the proposed corporate action is implemented or effected, the Company shall pay to such stockholder, upon surrender of corresponding certificate(s) of stock representing the stockholder's shares, the fair value thereof as of the day before the vote was taken within ten (10) days after demanding payment for the shares held. Upon payment, the stockholder shall transfer the shares held to the Company.

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

The major stockholders of the Company as of 30 September 2022, are as follows:

Name	No. of Shares	% to Total
1. PCD NOMINEE CORP - NON-FILIPINO	4,092,247	39.74%
2. PCD NOMINEE CORP - FILIPINO	3,999,194	38.84%
3. RG HOLDINGS CORPORATION	994,554	9.66%
4. A2K HOLDINGS CORPORATION	504,533	4.90%
5. CHEMHOLDINGS CORPORATION	504,533	4.90%

- (a) No person who has been a director or officer or any nominee for election as director of the Company or associate of such persons, have substantial interest, direct or indirect, in any matter to be acted upon other than the election of directors for the year 2022.
- (b) The Company is not aware of any director or security holder who intends to oppose any action to be taken by the registrant during the stockholders' meeting.

**B. CONTROL AND COMPENSATION INFORMATION**

**Item 4. Voting Securities and Principal Holders Thereof**

- (a) The Company has a total of 10,296,601 common shares outstanding (87 shares are held in the treasury) as of record date, 26 January 2023. The stockholders will vote on matters scheduled to be taken up at the Special Stockholders' Meeting scheduled on 02 February 2023.
- (b) Only holders of the Company's shares of stock of record as of 26 January 2023, whether acting in person or by proxy are entitled to notice and to vote at the 15 September 2022 Stockholders' Meeting, with each share being entitled to cast one (1) vote.

The stock and transfer books shall be closed for transfer from 26 January 2023 to 2 February 2023.

- (c) For the election of the members of the Board of Directors, stockholders entitled to vote may vote such number of shares for as many persons as there are directors to be elected, or may cumulate said shares and give one candidate as many votes as the number of directors to be elected multiplied by the number of their shares shall equal or may distribute them on the same principle among as many candidates as they shall see fit.
- (d) Security Ownership of Certain Record and Beneficial Owners and Management
- a. **Security Ownership of Certain Record and Beneficial Owners of more than 5%**

As of 30 September 2022, CIP knows of no one who beneficially owns in excess of 5% of CIP's common stock except as set forth in the table below.

Title of Class	Name and Address of Record Owner and Relationship with Issuer	Name of Beneficial Owner and Relationship with Record Owner	Citizenship	Number of shares held	Percent
Common Shares	<b>Quantumlink Realty Corporation</b> 7/F BDO Plaza, 8737 Paseo de Roxas, Makati City	Please see Note No. 1 below	Filipino	1,315,513	12.78%
Common Shares	<b>Exquadra Inc.</b> 7/F BDO Plaza, 8737 Paseo de Roxas, Makati City 7/F BDO Plaza, 8737 Paseo de Roxas, Makati City  (Stockholder)	Please see Note No. 2 below	Filipino	1,315,512	12.78%
Common Shares	<b>Citiworld Properties and Development Corporation</b> 7/F BDO Plaza, 8737 Paseo de Roxas, Makati City	Please see Note No. 3 below	Filipino	1,315,512	12.78%
Common Shares	<b>Lavish Sources Limited</b> P.O. Box 3340, Road Town, Tortola, British Virgin Islands	Please see Note No. 4 below	British Virgin Islands	4,091,077	39.73%

Notes:

1. Unioil Group Inc. ("**UGI**") owns 57% of Quantum Realty Corporation ("**QRC**"). The controlling natural persons of UGI and their respective shareholdings are:

Name	Shares (PHP)	%
1. Janice Co Roxas-Chua	10,343,120.00	14.43%
2. Angeline L. Co	10,343,120.00	14.43%
3. Geminesse L. Co	10,343,120.00	14.43%
4. Sally L. Co	10,343,120.00	14.43%
Total	41,372,480.00	57.72%

Other Substantial Stockholders of UGI are:

Name	Shares (PHP)	%
1. Unioil Investment, Inc	13,940,000.00	19.44%
2. Oilbay Holdings Ltd.	13,940,000.00	19.44%
Total	27,880,000.00	38.88%

QRC has already requested from UGI the apostilled certified true copy of the memorandum of association and certificate of incumbency of Unioil Investment, Inc. (“**UII**”) and Oilbay Holdings Ltd. (“**OHL**”). QRC has no privity of contract nor direct relations with UII and OHL.

Quantumlink Resources Limited (“**QRL**”) owns 38.00% of QRC. QRL is a corporation organized and existing under the laws of the British Virgin Islands.

QRC has already requested from QRL the apostilled certified true copy of the memorandum of association and certificate of incumbency of QRL.

2. As of 30 September 2022, the following are the controlling natural persons of Exquadra Inc. (“**EXI**”) and their respective shareholdings:

Name	Shares (PHP)	%
1. Janice Co Roxas-Chua	153,000,000.00	16.84%
2. Geminesse L. Co	153,000,000.00	16.83%
3. Eugenius Kevin L. Co	153,000,000.00	16.83%
4. Ray Anthony Roxas-Chua	43,200,000.00	4.75%
5. Sally L. Co	43,200,000.00	4.75%
Total	545,400,000.00	60.00 %

Unilandt Properties Limited (“**UPL**”) owns 40% of EXI. UPL is a corporation organized and existing under the laws of the British Virgin Islands.

EXI has already requested from UPL the apostilled certified true copy of the memorandum of association and certificate of incumbency of UPL.

3. As of 30 September 2022, Addventure Properties Inc. (“**API**”) owns 60.01% of Citiworld Properties and Development Corporation (“**CPDC**”).

The following are the controlling natural persons of API and their respective shareholdings:

Name	Shares (PHP)	%
1. Geminesse L. Co	58,333,333.00	31.71%
2. Angeline L. Co	58,333,333.00	31.71%
Total	116,666,666.00	63.42 %

O Frontier Inc. (“**OFI**”) owns 39.99% of CPDC. OFI is a corporation organized and existing under the laws of the British Virgin Islands with address at Room 605, 6/F Island Place Tower 510 Kings Road, North Point, Hong Kong.

CPDC has already requested from OFI the apostilled certified true copy of the memorandum of association and certificate of incumbency of OFI.

4. As of 30 September 2022, Janice Co Roxas-Chua owns 100.00% of Lavish Sources Limited (“**LSL**”).

Aside from the foregoing, there are no persons or other groups aside from the above known to be directly or indirectly the record or beneficial owner of more than 5% of any class of registrant’s voting securities.

Janice Co Roxas-Chua will vote the shares of QRC, EXI, CPDC and LSL, while Ramon M. Garcia will vote the shares of RG Holdings Corporation in the forthcoming Special Stockholders' Meeting of CIP to be held on 2 February 2023.

The Corporation does not require Proxy. However, if a stockholder cannot attend, it may send a representative or proxy with a proxy letter. If it's a corporation, the proxy should be in Secretary's Certificate form. Moreover, the proxy/ies should be submitted to the Corporate Secretary for validation in relation to the 2 February 2023 Special Stockholders' mMeeting to be held on 27 January 2023.

**b. Security Ownership of Management**

As of 30 September 2022, the Security Ownership of Members of the Board of Directors are as follows:

<b>Title of Class</b>	<b>Name of Director</b>	<b>Citizenship</b>	<b>Amount and Nature of Beneficial Ownership</b>	<b>% of Class</b>
Common Shares	CHI THING CO	Filipino	Direct: 1 Indirect: 0	0%
Common Shares	JANICE CO ROXAS-CHUA	Filipino	Direct: 1 Indirect: 4,494,466	0%
Common Shares	EUGENIUS KEVIN L. CO	Filipino	Direct: 1 Indirect: 297,571	0%
Common Shares	SALLY L. CO	Filipino	Direct: 1 Indirect: 256,652	0%
Common Shares	MACDARREN GAN SY	Filipino	Direct: 10 Indirect: 0	0%
Common Shares	YAO CHIA YU	Chinese	Direct: 10 Indirect: 0	0%
Common Shares	MANOLITO QUERUBIN MONTES	Filipino	Direct: 1 Indirect: 0	0%

Voting Trust Holders of 5% or More: There are no voting trusts or similar arrangement covering the shares of stock of the Company.

Changes in Control: There were no arrangements which have resulted in a change in control of the Company in the last fiscal year.

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

On 2 February 2023, in a Special Stockholder's Meeting, stockholder's will be asked to ratify the board resolution to approve the conduct of a follow-on offering of at least ten percent (10%) of Chemical Industries of the Philippines, Inc.'s issued and outstanding shares.

Chemical Industries of the Philippines, Inc. aims to conduct the follow-on offering by way of a secondary offering of at least ten percent (10%) of its total issued and outstanding capital stock, or 1,029,661 common shares.

The follow-on offering by way of secondary offering of shares will come from the following stockholders:

<b>Stockholder</b>	<b>Number of Common Shares Offered</b>	<b>Percentage of Shares Offered</b>
Chemholdings Corporation	504,533	4.9%
A2K Holdings Corporation	504,533	4.9%
RG Holdings Corporation	20,595	0.2%
<b>Total</b>	<b>1,029,661</b>	<b>10%</b>

This secondary offering will not result in a change in control of the registrant nor is there any provision in the charter or by-laws that would delay, defer or prevent a change in control of the registrant.

The securities are to be issued in public offering for cash, and won't have a major effect upon the rights of existing security holders.

As the follow-on offering will be through the sale of secondary shares already held by existing stockholders, no consideration will be received by the registrant.

The Board of Directors is authorized to declare dividends only from the Corporation's unrestricted retained earnings, representing the net accumulated earnings of the Corporation with its unimpaired capital, which are not appropriated for any other purpose. The Board of Directors may not declare dividends which will impair the Corporation's capital. Dividends may be payable in either cash, shares or property, or a combination thereof, as the Board of Directors determines. A cash dividend declaration does not require any further approval from the Corporation's shareholders.

Each holder of Shares will be entitled to such dividends as may be declared by the Board of Directors on the basis of outstanding stock held by them, provided that any declaration of stock dividends requires the further approval of shareholders holding at least two-thirds of the Corporation's total outstanding capital stock. The Philippine Corporation Code has defined "outstanding capital stock" as the total shares of stock issued, whether paid in full or not, except treasury shares.

All matters subject to vote, except in cases where the law provides otherwise, shall be decided by the affirmative majority vote of stockholders present by proxy, in absentia or by remote communication and entitled to vote thereat, provided a quorum is present.

For election of directors, a stockholder may vote such number of shares for as many persons as there are for directors to be elected. The stockholder may also cumulate said shares and give one candidate as many votes as the number of directors to be elected multiplied by the number of shares owned or the shareholder may distribute them on the same principle among as many candidates as they see fit.

Stockholders enjoy the preemptive right to subscribe to any issues or dispositions of shares in proportion to their shareholdings. However, this preemptive right does not apply to shares issued as required by law or for the purpose of meeting a previously agreed upon debt. This right can also be waived by the approval of two-thirds of the outstanding capital stock.



Under the Revised Corporation Code, stockholders have the following rights:

1. Right to vote: Stockholders have the right to vote at stockholders' meetings and to elect the board of directors.
2. Right to dividends: Stockholders have the right to receive dividends when the board of directors declares them.
3. Right to inspect corporate books and records: Stockholders have the right to inspect the corporation's books and records.
4. Right to sue for wrongs: Stockholders have the right to bring a lawsuit against the corporation or its directors for wrongful actions.
5. Preemptive right: Stockholders have the right to subscribe to new issues of stock in proportion to their current holdings, unless this right is specifically denied in the articles of incorporation.
6. Right to receive assets upon dissolution: Upon dissolution of the corporation, stockholders have the right to receive the remaining assets of the corporation, after all debts and liabilities have been paid.

**Item 10. Modification or Exchange of Securities**

There is no stockholders' action to be taken with respect to the modification of any class of securities of the Company, or the issuance or authorization for issuance of one class of securities of the Company in exchange for outstanding securities of another class.

**Item 13. Acquisition or Disposition of Property**

There is no stockholders' action to be taken with respect to the acquisition or disposition of any property.

**Item 14. Restatement of Accounts**

There is no action to be taken with respect to the restatement of any asset, capital, or surplus account of the Company.

**D. OTHER MATTERS**

**Item 15. Action with Respect to Reports**

The following are included in the Agenda for the 2 February 2023 Special Stockholders' Meeting for the approval of the stockholders of the Company:

1. Ratification of the Board Resolution to approve the conduct of a follow-on offering of at least ten percent (10%) of Chemical Industries of the Philippines Inc.'s Issued and Outstanding Shares
2. Ratification of the Resolution Authorizing the Corporation to open an account with STERLING BANK OF ASIA, A SAVINGS BANK
3. Approval of the Further Amendments to the Amended Articles of Incorporation to change the name and principal office address of the Corporation

**Item 16. Matters Not Required to be Submitted**

There are no other matters or actions to be taken up in the meeting that will not require the vote of the stockholders as of the record date.

**Item 17. Amendment of Charter, Bylaws or Other Documents**

As the registrant is no longer active in the manufacturing of chemicals, and it continues to hold several real estate properties, directly and indirectly through its subsidiaries Chemphil Manufacturing Corporation, CAWC Inc. and Kemwater Philippines Corporation, and the prospect of shareholders return on investment in real estate development is encouraging in a still robust property sector, the

board has decided to shift its primary purpose to engage in the real estate business. To be more consistent with its change in primary purpose, the name of the corporation will be amended to Uniholdings Inc.

In a special Board Meeting held on 19 August 2022, the Board of Directors approved to further amend the Amended Articles of Incorporation to change its primary purpose to authorize it to invest in and/or to engage in real-estate business, which was ratified by the stockholders representing at least two-thirds (2/3) of the outstanding capital stock at the Annual Stockholders' Meeting held on 15 September 2022.

Proposed Amendment	Reason / General Effect
<p>To amend the Fourth Article of the Amended Articles of Incorporation, as follows:</p> <p>(a) To acquire by purchase, lease, or otherwise, lands or interest in lands and realty, and to own, hold, improve, develop, manage, and operate said land or lands or real estate so acquired, and to erect or cause to be erected on any lands, owned, held, occupied, or acquired by the corporation, buildings and other structures with their appurtenances, and to rebuild, enlarge, alter, improve, or remodel any building or other structures now or hereafter erected on any lands or real estates so owned, held or occupied, or otherwise dispose of any lands or real estate or interests in lands or real estates and in buildings and other structures at any time owned or held by the corporation.</p>	<p>CIP intends to prioritize its leasing activities, and as such, it will no longer be engaging in chemical segment. Its line of business will be shifted to authorize it to invest in and/or to engage in real-estate business.</p>

In a special Board Meeting held on 17 November 2022, the Board of Directors approved to further amend the Amended Articles of Incorporation to change its principal office address, and proposed to be ratified by the stockholders representing at least two-thirds (2/3) of the outstanding capital stock at the Special Stockholders' Meeting to be held on 2 February 2023.

Proposed Amendment	Reason / General Effect
<p>To amend the Third Article of the Amended Articles of Incorporation, as follows:</p> <p>THIRD: That the principal office of the Corporation is established and located in <b><u>Elisco Road, Kalawaan, Pasig City.</u></b></p>	<p>CIP is already negotiating the sale of the current principal place of business located at Chemphil Building, Makati City. Changing its principal office to Pasig City will have the effect of making its branch office as its main principal place of business.</p>

Moreover, the Company is also considering the further amendment of its Amended Articles of Incorporation to change its name from Chemical Industries of the Philippines, Inc. to Uniholdings Inc. to align with the proposed amendment of its business purpose for approval by the Board of Directors and Stockholders on 25 January 2023 and 2 February 2023, respectively.

#### Item 19. Voting Procedures

As of 22 December 2022, the total number of outstanding shares entitled to vote is 10,296,601 with a par value of ten pesos (P10.00) per share. Each share is entitled to one (1) vote.

Only those shareholders who have voted by proxy, in absentia or remote communication will be included in determining the existence of a quorum. All matters subject to vote, except in cases where the law provides otherwise, shall be decided by the affirmative majority vote of stockholders present by proxy, in absentia or by remote communication and entitled to vote thereat, provided a quorum is present.

Under Section 23 of the Revised Corporation Code, cumulative voting is allowed in the election of Directors. Thus, a stockholder may vote such number of shares for as many persons as there are directors to be elected, or he may cumulate his shares and give one candidate as many votes as the number of directors to be elected multiplied by the number of shares shall equal, or he may distribute them on the same principle among as many candidates as he shall see fit; provided, that the total number of votes cast by him shall not exceed the number of shares owned by him as shown in the books of the corporation multiplied by the whole number of directors to be elected.

Pursuant to Sections 23, 49 and 50 of the Revised Corporation Code, shareholders may participate through remote communication and in absentia. The Board of Directors will consider for approval during its meeting on 25 January 2023 the conduct of a virtual Special Stockholders' Meeting, thereby allowing stockholders to participate and vote in absentia or via remote communication. Said stockholders shall be deemed present for purposes of quorum.

Voting and counting shall be by ballot through electronic means or electronic where available. The votes will be counted by the Chairman of the Board with the assistance of the Corporate Secretary.

The Ratification of the Board Resolution to Approve the Conduct of a Follow-On Offering of at least ten percent (10%) of Chemical Industries of the Philippines, Inc.'s Issued and Outstanding Shares and Approval of the Further Amendments to the Amended Articles of Incorporation to change the principal office address and the corporate name of the Corporation requires the vote of the stockholders representing at least two-thirds (2/3) of the outstanding capital stock.

## UNDERTAKING


**The registrant, upon the written request of a stockholder undertakes to furnish said stockholder a copy of the SEC Form 17-A report, free of charge. Such written request should be directed to: Chemical Industries of the Philippines to the attention of Atty. Nancy M. Ocampo-Omadto, 7<sup>th</sup> Floor, Chemphil Bldg., 851 Arnaiz Ave., Legaspi Village, Makati City, Metro Manila.**

## SIGNATURE PAGE

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this report is true, complete and correct. This report is signed in the City of Makati on 11 January 2023.

**Chemical Industries of the Philippines, Inc.**

By:

  
**NANCY M. OCAMPO-OMADTO**  
Compliance Officer

25 January 2023

**To the Stockholders**

**Chemical Industries of the Philippines, Inc.**

**Subject: Special Stockholders' Meeting**

Ladies and Gentlemen:

NOTICE is hereby given that a Special Stockholders' Meeting of Chemical Industries of the Philippines (CIP) will be held on 2 February 2023 at 2:30 P.M. to be conducted virtually, to consider the following matters:

1. Calling the Roll
2. Presentation of Secretary's Due Notice of the Meeting
3. Ratification of the Board Resolution to Approve the Conduct of a Follow-On Offering of at least ten percent (10%) of Chemical Industries of the Philippines, Inc.'s Issued and Outstanding Shares
4. Ratification of the Resolution Authorizing the Corporation to open an account with STERLING BANK OF ASIA, A SAVINGS BANK
5. Approval of the Further Amendments to the Amended Articles of Incorporation to change the principal office address of the Corporation to Elisco Road, Kalawaan, Pasig City
6. Approval of the Further Amendments to the Amended Articles of Incorporation to change the corporate name of the Corporation to Uniholdings Inc.
7. Adjournment

If you are unable to attend the meeting, please accomplish the proxy form hereby enclosed as **Annex "A"**, and present the same to the Corporate Secretary or their representatives not later than 6:00 p.m. on 26 January 2023, for validation purposes. The validation of proxies shall be conducted on 27 January 2023 at the 7th Floor Boardroom, Chemphil Building, 851 A. Arnaiz Avenue, Legaspi Village, Makati City.

Please take note that the proxy executed by a corporation should be in the form of a Board resolution duly certified by the Corporate Secretary or in a proxy form executed by a duly authorized corporate officer accompanied by a Corporate Secretary's certificate quoting the board resolution authorizing the said corporate officer(s) to execute the said proxy.

Per SEC Memorandum No. 06-2020, stockholders may attend and participate in the Annual Stockholders Meeting through teleconferencing, videoconferencing and other remote or electronic means of communication. If you wish to attend through videoconferencing, kindly inform the Corporate Secretary not later than 6:00 p.m. on 26 January 2023 so that the proper link may be sent to you.

The Stock and Transfers Books of the Corporation shall be closed for transfer from 26 January 2023 to 2 February 2023.

Attached herewith as **Annex “B”** is a sample of the ballot to be used for voting on the matters to be taken up during the meeting. Stockholders participating in the meeting shall cast their votes by accomplishing and sending the ballots to the following email address during the 2 February 2023 Special Stockholders’ Meeting:

chemicalindustriesphils@gmail.com

Thank you.

Sincerely,



**ATTY. ZHANIKA MARIE O. CARBONELL**  
Corporate Secretary

P.S.

The Definitive Information Statement (“IS”) and pertinent documents may be accessed through any of the following:

1. Go to the CIP website via this link: [http://www.chemphil.com.ph/main\\_cip.htm](http://www.chemphil.com.ph/main_cip.htm); and
2. Go to PSE EDGE portal via <https://edge.pse.com.ph/>

**ANNEX “A”**

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**PROXY**

The undersigned Stockholder hereby appoints \_\_\_\_\_ with full power of substitution, to act as proxy for and to vote the stock of the undersigned at the Special Meeting of the Stockholders Meeting of **CHEMICAL INDUSTRIES OF THE PHILIPPINES, INC.** on 2 February 2023, at 2:30 PM, to be held via videoconferencing, or any continuation or adjournment thereof, for the Ratification of the Board Resolutions authorizing the Conduct of a follow-on offering of at least ten percent (10%) of CHEMICAL INDUSTRIES OF THE PHILIPPINES, INC.’s issued and outstanding shares, authorizing the Corporation to open an account with STERLING BANK OF ASIA, A SAVINGS BANK and such other matters which may properly come before the meeting, Approval of the Further Amendments to the Amended Articles of Incorporation to change the principal office address of the Corporation to Elisco Road, Kalawaan, Pasig City, and Approval of the Further Amendments to the Amended Articles of Incorporation to change the corporate name of the Corporation to Uniholdings Inc.

Stockholder

By:

Name:

Position:

**ANNEX “B”**

**SPECIAL STOCKHOLDERS’ MEETING**

Chemical Industries of the Philippines, Inc.

Held on 2 February 2023; 2:30 pm.

At 7/F Boardroom, Chemphil Building,

851 A. Arnaiz Avenue, Legaspi Village, Makati

In Person and/or *Via Videoconferencing*

**BALLOT**

I/We hereby direct to vote all my/our shares on the agenda items set forth below as I/We have expressly indicated by marking the same with an “X”.

Items	Action		
	For	Against	Abstain
1. RATIFICATION OF THE BOARD RESOLUTION TO APPROVE THE CONDUCT OF A FOLLOW-ON OFFERING OF AT LEAST TEN PERCENT (10%) OF CHEMICAL INDUSTRIES OF THE PHILIPPINES, INC.’S ISSUED AND OUTSTANDING SHARES			
2. RATIFICATION OF THE RESOLUTION AUTHORIZING THE CORPORATION TO OPEN AN ACCOUNT WITH STERLING BANK OF ASIA, A SAVINGS BANK			
3. APPROVAL OF THE FURTHER AMENDMENTS TO THE AMENDED ARTICLES OF INCORPORATION TO CHANGE THE PRINCIPAL OFFICE ADDRESS OF THE CORPORATION TO ELISCO ROAD, KALAWAAN, PASIG CITY			
4. APPROVAL OF THE FURTHER AMENDMENTS TO THE AMENDED ARTICLES OF INCORPORATION TO CHANGE THE CORPORATE NAME OF THE CORPORATION TO UNIHOLDINGS INC.			

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**(NAME OF STOCKHOLDER)**  
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**SIGNATURE OF STOCKHOLDER**

Number of shares: 1

Date: 2 February 2023