



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, **October 13, 2021 at 1:30pm**. The zoom link is:

<https://us05web.zoom.us/j/2652054730?pwd=ZkhvY3c3d2taU3kvVG9GekZwd0xZQT09>

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 21, 2020
4. Annual Report and Approval of the FY December 31, 2020 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. Reaffirmation of the waiver of rights/public offering by the minority shareholders with respect to the p192,500,000 private placement
7. Election of Directors
8. Appointment of Independent Auditors
9. 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 23, 2020.

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 06 October 2021 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 06 October 2021.

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 21, 2020

The Minutes of the annual stockholders' meeting held on October 21, 2020 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 2020

The Company's 2020 performance results have been duly summarized in the Annual Report, which includes the Audited Financial Statements (AFS) of the Company for the year ended 2020. 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 2020, 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: Reaffirmation of the waiver of rights/public offering by the minority shareholders with respect to the p192,500,000 private placement

This is a reaffirmation of the waiver of the majority of the minority shareholders, previously obtained in 2019, to conduct a rights/public offering with respect to the P192,500,000 private placement by Mr. Arsenio T. Ng, in compliance with the requirements of the Philippine Stock Exchange. The 1,179,806,700 common shares (0.1632 price per share) were issued in favor of Chairman, Arsenio T. Ng for investments amounting to One Hundred Ninety Two Million Five Hundred Thousand Pesos (P192,500,000) used solely for the payment of subscription payable to ATN Philippines Solar Energy Group, Inc.

Agenda Item No. 7: Election of Directors for 2021-2022

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. 8: 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.