



## NOTICE OF ANNUAL STOCKHOLDERS' MEETING

NOTICE IS HEREBY GIVEN that the annual meeting of stockholders of Xurpas Inc. will be held at the Main Lounge of the Manila Polo Club, McKinley Road, Makati City, on **Wednesday, May 10, 2017 at 9:00 o'clock in the morning** with the following:

### AGENDA

1. Call to Order
2. Determination of Quorum
3. Approval of Minutes of Previous Meeting
4. Message of the Chairman and Chief Executive Officer
5. Annual Report of the President and Chief Operating Officer
6. Approval of the Proposed Amendment of the Sixth Article of the Articles of Incorporation of the Corporation Specifying the Increase in the Number of Directors of the Corporation from Seven (7) to Eight (8)
7. Approval of the Proposed Amendment of Section 2, Article III of the By-Laws of the Corporation Specifying the Increase in the Number of Independent Directors of the Corporation from Two (2) to Three (3)
8. Approval of the Delegation to the Board of Directors of the Power to Amend or Repeal the Corporation's By-Laws or to Adopt New By-Laws
9. Ratification of All Acts of the Board of Directors, Officers and Management Adopted During the Preceding Year
10. Election of Directors and Independent Directors
11. Appointment of External Auditors
12. Other Matters
13. Adjournment

Only stockholders of record at the close of business on March 1, 2017 are entitled to notice of, and to vote at, this meeting.

Makati City, February 10, 2017.



**MARK S. GORRICETA**

Corporate Secretary & Chief Legal Officer

**PROXY**

The undersigned, being a stockholder of **Xurpas Inc.** (the "Corporation"), constitutes and appoints \_\_\_\_\_, or in his/her absence, the Chairman of the stockholders' meeting, to be the undersigned's proxy, to represent and vote all shares registered in the name of, and beneficially owned by, the undersigned at the annual meeting of the stockholders of the Corporation scheduled on May 10, 2017, at 9:00 a.m., at the Main Lounge of the Manila Polo Club, and at all adjournments thereof, as fully and to all intents and purposes as the undersigned might or could lawfully do if present and acting in person. The undersigned hereby ratifies and confirms any and all actions taken by said proxy on matters that may come before such meeting or adjournments thereof as fully as the undersigned might or could lawfully do if present, with full power of substitution and revocation in the premises.

This proxy revokes and supersedes all previous proxies executed by the undersigned. This proxy continues to be in full force and effect until withdrawn by written notice delivered to the Secretary of the Corporation, but shall not apply in instances where the undersigned personally attends the meeting.

IN WITNESS WHEREOF, the undersigned executes this proxy this \_\_\_\_\_.

*Signature of Stockholder / Authorized Signatory:* \_\_\_\_\_

*Name of Stockholder:* \_\_\_\_\_

*Date:* \_\_\_\_\_

THIS PROXY SHOULD BE RECEIVED BY THE CORPORATE SECRETARY ON OR BEFORE **MAY 3, 2017**, AT 7<sup>TH</sup> FLOOR CAMBRIDGE CENTRE BUILDING 108 TORDESILLAS ST., SALCEDO VILLAGE, MAKATI CITY.

VALIDATION OF PROXIES SHALL BE HELD ON **MAY 5, 2017** AT THE OFFICE OF THE CORPORATE SECRETARY.

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: **XURPAS INC.**
3. Province, country or other jurisdiction of incorporation or organization: **Philippines**
4. SEC Identification Number: **A200117708**
5. BIR Tax Identification Code: **219-934-330**
6. Address of principal office: **7<sup>th</sup> Floor Cambridge Centre Building  
108 Tordesillas St., Salcedo Village  
Makati City 1227**
7. Registrant's telephone number, including area code: **(632) 889-6467**
8. Date, time and place of the meeting of security holders:  

<b>Date</b>	<b>:</b>	<b>May 10, 2017 (Wednesday)</b>
<b>Time</b>	<b>:</b>	<b>9:00 a.m.</b>
<b>Place</b>	<b>:</b>	<b>Main Lounge, Manila Polo Club McKinley Road, Makati City</b>
9. Approximate date on which the Information Statement is first to be sent or given to security holders: **April 12, 2017**
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):

Title of Each Class	Number of Shares of Common Stock Outstanding (As of February 28, 2017)
<b>Common Shares</b>	<b>1,856,952,746</b>

12. Are any or all of registrant's securities listed in a Stock Exchange?

Yes  No

**The 1,797,700,660 common shares of the Company are listed with the Philippine Stock Exchange.**

**The application for listing of 69,939,486 common shares has been submitted to the PSE on December 19, 2016.**