

ANNEX A

CEMEX HOLDINGS PHILIPPINES, INC.

*Notice of Special Meeting of Stockholders with Agenda with
Appendix 1 (Procedure for Participating in the Meeting
through Remote Communication and Voting), Appendix 2
(Explanation of Agenda Items and Proposed Resolutions),
and Sample Voting Ballot/Voting Proxy*

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS WITH AGENDA

Notice is hereby given that **CEMEX HOLDINGS PHILIPPINES, INC.** (the "Corporation") will hold a Special Meeting of Stockholders ("SSM") on February 12, 2025 (Wednesday) at 9:30 a.m. which will be conducted online by remote communication (Zoom platform). The Record Date for the determination of stockholders entitled to notice of, and to vote at, the said meeting is January 3, 2025.

The agenda of the meeting is the following:

1. Call to Order
2. Certification of Notice and Determination of the Existence of Quorum
3. Amendment of the FIRST Article of the Amended Articles of Incorporation of the Corporation in order to change the Corporation's name to "CONCREAT HOLDINGS PHILIPPINES, INC."
4. Amendment of the SIXTH Article of the Amended Articles of Incorporation of the Corporation in order to increase the number of directors from eight (8) to nine (9)
5. Amendment of the Amended By-Laws of the Corporation by revising (i) the Title Page in order to reflect the proposed new corporate name and (ii) Section 1 of ARTICLE II in order to change the date for the annual/regular meetings of stockholders to the "1st Monday of May of each year"
6. Consideration of other matters that may be properly brought before the SSM
7. Adjournment

The Board of Directors of the Corporation approved during its special meeting held on December 2, 2024 to hold a virtual special meeting of stockholders, and to conduct the same online by remote communication and voting will be in absentia. Stockholders can only attend the special meeting by remote communication.

PARTICIPATION ONLY VIA REMOTE COMMUNICATION. Stockholders can only attend or participate in the meeting by remote communication. In order to facilitate the conduct of meeting proceedings, stockholders as of the Record Date, or their respective proxies, who intend to attend or participate in the meeting should register for the meeting by notifying the Corporation by email at chp.corporatesec@cemex.com on or before February 3, 2025 (5:00pm). The submission of proxies or instruments authorizing attorneys-in-fact to act for and on behalf of a stockholder is February 3, 2025 (5:00pm).

VOTES MAY BE CAST ONLY THROUGH THE SUBMISSION OF VOTING BALLOTS/VOTING PROXIES ON OR BEFORE FEBRUARY 7, 2025 (Friday). Stockholders as of the Record Date, or their respective proxies, who desire to vote on any of the matters to be presented for stockholders' approval during the meeting must submit their voting ballots/ proxies on or before February 7, 2025 (at 5:00pm). For your convenience, a sample Voting Ballot/Proxy will be attached to the Information Statement (SEC Form 20-IS) for the SSM. Stockholders whose shareholdings are lodged with the Philippine Central Depository are reminded to secure a certification of your shareholdings from your respective stockbrokers.

FOR THE PURPOSE OF DETERMINATION OF THE MEETING QUORUM, only Eligible Stockholders who have either registered for the meeting on or before February 3, 2025 (5:00PM) or submitted their voting ballot/proxy before the voting deadline of February 7, 2025 will be considered in the computation of stockholders' attendance.

The Procedure for Participating in the Meeting Through Remote Communication and Voting are set forth in Appendix 1 of this Notice. An explanation of agenda items for stockholders' approval is provided in Appendix 2 of this Notice.

WE ARE NOT SOLICITING YOUR PROXY.

By registering to participate in the SSM, a stockholder or a proxy or representation of the stockholder agrees that the Company and its service providers will process their sensitive personal information necessary to verify their identity and authority.

Makati City, Philippines.

JANNETTE VIRATA SEVILLA
Corporate Secretary

For more information regarding the Special Meeting of Stockholders, please contact the Corporation's Investor Relations Director, Mr. Pierre Co, at chp.ir@chp.com.ph.

SPECIAL MEETING OF STOCKHOLDERS

PROCEDURE FOR PARTICIPATING IN THE MEETING THROUGH REMOTE COMMUNICATION AND VOTING

Only stockholders of CEMEX HOLDINGS PHILIPPINES, INC. (the “Corporation”) as of **January 3, 2025** (the “Eligible Stockholder/s”) are entitled to participate in the Special Meeting of Stockholders of the Corporation scheduled on **February 12, 2025** (“SSM”) and to vote on the matters to be presented during the SSM.

The procedure to facilitate the registration of Eligible Stockholders who are interested in participating in the SSM and voting is below:

1. Registration for attending the meeting through remote communication– Cut-off Dates

Eligible Stockholders who intend to *participate by attending the meeting through remote communication* must register for the meeting by notifying the Corporation and providing the information and documents listed in Item No. 2 through email at chp.corporatesec@cemex.com on or before **February 3, 2025** (5:00PM). The deadline for the submission of proxies or instruments authorizing attorneys-in-fact to act for and on behalf of the stockholder is **February 3, 2025** (5:00pm).

2. Requirements for Registration

Eligible Stockholders must provide by email the information required and upload the documents needed to complete their registration: *The file size should be no larger than 10 MB*

- (a) For individuals/natural persons
 - (i) Full Name: First Name, Middle Name, Last Name
 - (ii) Birthdate
 - (iii) Address
 - (iv) Number of Shares owned as of **January 3, 2025**
 - (v) Active mobile number and/or landline-phone number
 - (vi) Current photograph of the Stockholder, with the face fully visible
 - (vii) Valid/unexpired government-issued ID¹ of the Stockholder containing a specimen signature of the Stockholder
 - (viii) Additional Documents:
 - If the Stockholder holds “scripless shares” (or holds shares under PCD Participant/Brokers Account), a copy of the letter from the broker confirming the stockholder’s full account name and reference/account number, and the corresponding number of shares owned as of **January 3, 2025**
 - (ix) For Eligible Stockholders with joint accounts: In addition to (i) to (viii), a scanned copy of an authorization letter signed by all joint stockholders, identifying who among them is authorized to cast the votes for the account
- (b) For corporate entities
 - (i) Full Name
 - (ii) Address
 - (iii) Active mobile number and/or landline-phone number
 - (iv) Number of Shares owned as of **January 3, 2025**
 - (v) scanned copy of a notarized Secretary’s Certificate or other valid authorization in favor of the authorized representative of the corporate stockholder who is authorized to participate and vote (the “Authorized Representative”)
 - (vi) Current photograph of the Authorized Representative, with the face fully visible
 - (vii) Valid/unexpired government-issued ID¹ of the Authorized Representative containing a specimen signature of the Authorized Representative
 - (viii) Additional Documents:
 - If the corporate Stockholder holds “scripless shares” (or holds shares under PCD Participant/Brokers Account), a copy of the letter from the broker confirming the stockholder’s full account name and reference/account number, and the corresponding number of shares owned as of **January 3, 2025**.

¹ Government-issued IDs include: Driver’s License, Passport, Unified Multi-Purpose ID (UMID), GSIS ID, company ID, PRC ID, IBP ID, iDOLE Card, OWWA ID, Comelec Voter’s ID, Senior Citizen’s ID, or Alien Certificate of Registration/Immigrant Certificate of Registration.

3. Upon successful registration, the Office of the Corporate Secretary will send a confirmation email to stockholders whose respective accounts have been verified. The confirmation email will include the dedicated meeting link with password and a sample Voting Ballot/Proxy form attached.

4. Voting Procedure and Voting Deadline

- (a) Eligible Stockholders can only cast their votes on any of the matters to be presented during the SSM by way of submission of the Voting Ballot/Voting Proxy forms on or before **February 7, 2025 (5:00 PM)** (“Voting Deadline”).

A sample Voting Ballot/Voting Proxy form is included in the Definitive Information Statement. In the sample Voting Ballot/Voting Proxy, the *Chairman of the Meeting*, by default, is authorized to cast the votes pursuant to the instructions in the Voting Ballot/Voting Proxy.

ONLY VOTING BALLOT/VOTING PROXY WHICH HAS BEEN SIGNED BY THE ELIGIBLE STOCKHOLDER OR THE AUTHORIZED REPRESENTATIVE, AS THE CASE MAY BE, AND RECEIVED BY THE OFFICE OF THE CORPORATE SECRETARY ON OR BEFORE THE VOTING DEADLINE EITHER (i) BY DELIVERY OR MAIL AT THE 34TH FLOOR, BDO LIFE MEGAPLAZA (FORMERLY, PETRON MEGA PLAZA), 358 SEN. GIL J. PUYAT AVENUE, MAKATI CITY OR (ii) BY EMAIL SENT TO chp.corporatesec@cemex.com SHALL BE COUNTED.

- (b) Voting will not be possible during the SSM.
- (c) For Eligible Stockholders holding “scripless shares” (or shares under PCD Participant/Brokers Account), the Stockholders must coordinate with their brokers for the execution of this type of proxy.
- (d) **For the purpose of inclusion in the corporate records in order to supplement the documents earlier provided by email, Stockholders are requested to send a physical/printed original of the completed/signed Voting Ballot/Proxy to: The Corporate Secretary at 34th Floor BDO Life Megaplaza (formerly, Petron Mega Plaza), 358 Sen. Gil J. Puyat Avenue, Makati City, Metro Manila.**
- (e) After the Voting Deadline, the Eligible Stockholder may no longer change or revise the vote cast. However, if the vote was cast by proxy, the Eligible Stockholder may revoke the entire proxy at least five (5) days prior to the SSM and in such a case, the vote cast will not be counted.
- (f) The Corporate Secretary and the Corporation’s stock transfer agent will tabulate all votes received and an independent third party will review and validate the tabulation of votes.

5. **FOR THE DETERMINATION OF THE MEETING QUORUM, ELIGIBLE STOCKHOLDERS WHO HAVE EITHER REGISTERED FOR THE MEETING AS ABOVE-DESCRIBED OR SUBMITTED THEIR VOTING BALLOT/VOTING PROXY BEFORE THE VOTING DEADLINE WILL BE CONSIDERED IN COMPUTING STOCKHOLDERS’ ATTENDANCE AT THE SSM.**

6. The proceedings of the SSM will be recorded (visual and audio). Subject to applicable provisions of the Revised Corporation Code, the recording will be made available to stockholders of the Corporation.

7. Stockholders who have questions or comments about the SSM or requests for clarification on the procedure for attending the SSM through remote communication, may send the questions, comments or requests by email to chp.corporatesec@cemex.com.

8. Data of each individual stockholder (or that of the corporate stockholder’s Authorized Representative) who will register to participate in the SSM will be collected, stored, processed and used exclusively for the purposes of the SSM. Personal information will be processed in accordance with the Philippine Data Privacy Act of 2012 and applicable regulations.

SPECIAL MEETING OF STOCKHOLDERS
CEMEX HOLDINGS PHILIPPINES, INC.
EXPLANATION OF AGENDA ITEMS AND PROPOSED RESOLUTIONS

INTRODUCTION

The moderator of the Special Meeting of Stockholders will introduce to the stockholders the members of the Board of Directors and the other principal executive officers of CHP who are present. The presence of representatives of the external auditor of the company, R.G. Manabat & Co will also be acknowledged.

The Chairman of the Board of Directors will deliver his opening remarks.

1. Call to Order

Pursuant to the Amended By-Laws of the Corporation, the President of the Corporation will act and preside as *Chairman of the Meeting*. The *Chairman of the Meeting* will call the meeting to order.

2. Certification of Notice and Determination of the Existence of Quorum

The Corporate Secretary will certify the date when notices for the Special Meeting of Stockholders were released to the stockholders of record as of January 3, 2025. The Corporate Secretary will also certify to the existence of a quorum.

Stockholders representing at least a majority of the outstanding capital stock shall constitute a quorum for the transaction of business. *FOR THE DETERMINATION OF THE MEETING QUORUM, ELIGIBLE STOCKHOLDERS WHO HAVE EITHER REGISTERED FOR THE MEETING IN ACCORDANCE WITH THE PRESCRIBED PROCEDURE OR SUBMITTED THEIR VOTING BALLOT/VOTING PROXY BEFORE THE VOTING DEADLINE (February 7, 2025) WILL BE CONSIDERED IN COMPUTING STOCKHOLDERS' ATTENDANCE AT THE SPECIAL MEETING OF STOCKHOLDERS.*

The Corporate Secretary will also reiterate the meeting rules and voting procedure observed for the meeting, as follows:

- a) The *Procedures for Participating in the Meeting Through Remote Communication and Voting* are set forth in the Information Statement posted on the Corporation's website at www.cemexholdingsphilippines.com and PSE Edge, and appended to the notice of the Special Meeting of Stockholders.
- b) Stockholders may only cast their votes on any of the matters to be presented during the Special Meeting of Stockholders by way of submitting their voting ballots/voting proxy forms (by physical delivery or email to the Office of the Corporate Secretary) on or before the prescribed Voting Deadline – February 7, 2025.
- c) For the matters to be presented for stockholder's approval, each share entitled the registered owner (or his representative) to one vote.
- d) The affirmative vote of stockholders representing at least 2/3 of the issued and outstanding capital stock of the Corporation is required for the approval of the amendment of the FIRST Article and the SIXTH Article of the Amended Articles of Incorporation.

The affirmative vote of stockholders representing at least a majority of the issued and outstanding capital stock of the Corporation is required for the approval of the amendments of the Title Page and Section 1 of Article II of the Amended By-Laws of the Corporation.

e) All votes timely received shall be tabulated by the office of the Corporate Secretary and the stock transfer agent. The Corporation has engaged the services of R.G. Manabat & Co to review and validate the tabulation of votes.

f) The final tally of votes and the proposed resolutions will be shown for each agenda item as the meeting progresses.

g) Stockholders are requested to send their questions or comments by email. The stockholders may likewise send their comments and questions through the Q&A chatbox (located at the bottom of the screen labelled "Q&A"). Questions will be read out by the meeting moderator and responded to during the Q&A session scheduled at the later part of the meeting, with priority given to questions which might have been sent in advance of the meeting.

h) Questions or comments which could not be taken up during the meeting will be answered or responded to directly by our Investor Relations group.

i) The proceedings of the 1 meeting will be recorded.

3. Amendment of the FIRST Article of the Amended Articles of Incorporation of the Corporation in order to change the Corporation's name to "CONCREAT HOLDINGS PHILIPPINES, INC."

A change in the corporate name of the Corporation is proposed due to a change in control of the Corporation arising from the change in beneficial owners of the Corporation's majority stockholder, Cemex Asia South East Corporation ("CASEC"). The beneficial owners of CASEC are now DMCI Holdings, Inc., Semirara Mining and Power Corporation and Dacon Corporation. The Corporation is no longer a subsidiary of Cemex, S.A. B. de C.V.

The resolutions that will be submitted for approval of the stockholders are as follows:

"RESOLVED, as it is hereby resolved, that CEMEX HOLDINGS PHILIPPINES, INC. (the 'Corporation') be and is hereby authorized and empowered to amend its Amended Articles of Incorporation for the purpose of changing its corporate name;

"FURTHER RESOLVED, that, subject to the approval of the Securities and Exchange Commission, the FIRST Article of the Amended Articles of Incorporation of the Corporation be as it is hereby amended to read as follows:

‘**FIRST:** That the name of the said corporation shall be:

CONCREAT HOLDINGS PHILIPPINES, INC.’

"FURTHER RESOLVED, that the Corporation be, as it is hereby, authorized to file an application with the Securities and Exchange Commission for the approval of the amendment to the Amended Articles of Incorporation of the Corporation;

"FURTHER RESOLVED, that any of the Board of Directors and/or proper officers of the Corporation, be, as they are hereby, authorized to submit or cause the submission of a copy of the amended Articles of Incorporation of the Corporation to the Securities and Exchange Commission, and to sign and deliver all documents necessary to implement the foregoing resolutions; and

"FINALLY RESOLVED, that any of the President & CEO, Treasurer & CFO, Corporate Secretary and Assistant Corporate Secretary be and is hereby authorized to facilitate the application for amendment of the Amended Articles of Incorporation with the Securities and Exchange Commission and to execute such documents and do and perform such further acts as may be necessary to effect the amendments to the specific provisions of the Amended Articles of Incorporation and to obtain the approval of the Securities and Exchange Commission."

4. Amendment of the SIXTH Article of the Amended Articles of Incorporation of the Corporation in order to increase the number of directors from eight (8) to nine (9)

An increase in the board membership from eight (8) to nine (9) is proposed in order to increase shareholders' representation in the Board of Directors of CHP.

The resolutions that will be submitted for approval of the stockholders are as follows:

“RESOLVED, as it is hereby resolved, that CEMEX HOLDINGS PHILIPPINES, INC. (the ‘Corporation’) be and is hereby authorized and empowered to amend its Amended Articles of Incorporation for the purpose of increasing the number of members of the Board of Directors from eight (8) to nine (9);

“FURTHER RESOLVED, that, subject to the approval of the Securities and Exchange Commission, the SIXTH Article of the Amended Articles of Incorporation of the Corporation be as it is hereby amended to read as follows:

“**SIXTH:** That the number of directors of the Corporation shall be nine (9) and that the names, nationality, and residences of the Directors of the Corporation who are to serve until their successors are elected and qualified, as provided by the By-Laws are as follows, to wit: xxx’

“FURTHER RESOLVED, that the Corporation be, as it is hereby, authorized to file an application with the Securities and Exchange Commission for the approval of the amendment to the Amended Articles of Incorporation of the Corporation;

“FURTHER RESOLVED, that any of the Board of Directors and/or proper officers of the Corporation, be, as they are hereby, authorized to submit or cause the submission of a copy of the amended Articles of Incorporation of the Corporation to the Securities and Exchange Commission, and to sign and deliver all documents necessary to implement the foregoing resolutions; and

“FINALLY RESOLVED, that any of the President & CEO, Treasurer & CFO, Corporate Secretary and Assistant Corporate Secretary be and is hereby authorized to facilitate the application for amendment of the Amended Articles of Incorporation with the Securities and Exchange Commission and to execute such documents and do and perform such further acts as may be necessary to effect the amendments to the specific provisions of the Amended Articles of Incorporation and to obtain the approval of the Securities and Exchange Commission.”

5. Amendment of the Amended By-Laws of the Corporation by revising (i) the Title Page in order to reflect the proposed new corporate name and (ii) Section 1 of ARTICLE II in order to change the date for the annual/regular meetings of stockholders to the “1st Monday of May of each year”

Revision of the heading found on the *Title Page* of the Amended By-Laws is proposed in order to reflect the proposed new corporate name of the Corporation. Furthermore, a change in the date for holding the annual/regular meeting of stockholders from “1st Wednesday of June of ever year” to “1st Monday of May of each year” is proposed in order to align the date of the Corporation’s annual stockholders' meeting with the schedule observed by DMC group.

The resolutions that will be submitted for approval of the stockholders are as follows:

“RESOLVED, as it is hereby resolved, that CEMEX HOLDINGS PHILIPPINES, INC. (the ‘Corporation’) be and is hereby authorized and empowered to amend its Amended By-Laws by changing the corporate name appearing on the *Title Page* and the date for holding the annual/regular meeting of stockholders to the “first Monday of May of each year”;

“FURTHER RESOLVED, that, subject to the approval of the Securities and Exchange Commission, the heading found on the *Title Page* of the Amended By-Laws of the Corporation be as it is hereby amended to read as follows:

**‘AMENDED BY-LAWS
OF
CONCREAT HOLDINGS PHILIPPINES, INC.’**

“FURTHER RESOLVED, that, subject to the approval of the Securities and Exchange Commission, Section 1 of ARTICLE II of the Amended By-Laws of the Corporation be as it is hereby amended to read as follows:

‘Section 1. Annual/Regular Meetings – The annual/regular meetings of stockholders shall be held at the principal office of the Corporation on the 1st Monday of May of each year. If such date falls on a legal holiday, then the meeting shall be held on the following business day.’

“FURTHER RESOLVED, that the Corporation be, as it is hereby, authorized to file an application with the Securities and Exchange Commission for the approval of the amendments to the Amended By-Laws of the Corporation;

“FURTHER RESOLVED, that any of the Board of Directors and/or proper officers of the Corporation, be, as they are hereby, authorized to submit or cause the submission of a copy of the amended By-Laws of the Corporation to the Securities and Exchange Commission, and to sign and deliver all documents necessary to implement the foregoing resolutions; and

“FINALLY RESOLVED, that any of the President & CEO, Treasurer & CFO, Corporate Secretary and Assistant Corporate Secretary be and is hereby authorized to facilitate the application for amendment of the Articles of Incorporation with the Securities and Exchange Commission and to execute such documents and do and perform such further acts as may be necessary to effect the amendments to the specific provisions of the Amended By-Laws and to obtain the approval of the Securities and Exchange Commission.”

6. Consideration of such other matters as may properly come during the meeting

The Chairman of the Meeting will open the floor for comments and questions by the stockholders. The Chairman of the Meeting will decide whether matters raised by the stockholders may be properly taken up in the meeting or in another proper forum.

7. Adjournment

End of Meeting

THIS IS NOT A PROXY SOLICITATION**VOTING BALLOT/VOTING PROXY**

Please mark as applicable:

☐ **Vote By Ballot:** The undersigned stockholder of Cemex Holdings Philippines, Inc. (the "Corporation") casts his/her vote on the agenda items for the Special Meeting of Stockholders on February 12, 2025, by marking the appropriate boxes below

☐ **Vote By Proxy:** The undersigned stockholder of Cemex Holdings Philippines, Inc. (the "Corporation") hereby appoints _____, or in his/her absence, **THE CHAIRMAN OF THE MEETING**, as attorney-in-fact and proxy, to represent and vote all shares registered in the name of undersigned stockholder, at the Special Meeting of Stockholders on February 12, 2025 and any of its adjournment(s). **The undersigned directs the proxy to vote on the agenda items in accordance with the manner expressly provided below.**

Agenda Item	Matter	Yes	No	Abstain
3	Amendment of the FIRST Article of the Amended Articles of Incorporation of the Corporation in order to change the Corporation's name to "CONCREAT HOLDINGS PHILIPPINES, INC."			
4	Amendment of the SIXTH Article of the Amended Articles of Incorporation of the Corporation in order to increase the number of directors from eight (8) to nine (9)			
5	Amendment of the Amended By-Laws of the Corporation by revising (i) the Title Page in order to reflect the proposed new corporate name and (ii) Section 1 of ARTICLE II in order to change the date for the annual/regular meetings of stockholders to the "1 st Monday of May of each year"			
6	Any other matter properly brought up during the meeting			

Signed on _____ day of _____ 2025.

PRINTED NAME OF STOCKHOLDER

SIGNATURE OF STOCKHOLDER/
NAME AND SIGNATURE OR AUTHORIZED REPRESENTATIVE*

Total No. of Shares Owned/Held

*Where a representative will sign on behalf of a stockholder, this ballot/proxy must be submitted together with a duly executed Special/General Power of Attorney showing the authority of the signatory to sign on behalf of the stockholder. For a corporate stockholder, this ballot/proxy must be accompanied by its Corporate Secretary's certification, certifying to the representative's authority to represent the stockholder and sign on behalf of the stockholder. This Voting Ballot/Voting Proxy should be received by the Corporate Secretary on or before February 7, 2025.

THIS VOTING BALLOT/VOTING PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED IN THE MANNER AS DIRECTED HEREIN BY THE STOCKHOLDER. IF NO DIRECTION IS MADE FOR ANY OF THE OTHER AGENDA ITEMS, THIS PROXY WILL BE VOTED FOR THE APPROVAL OF THE RELEVANT MATTER STATED AND (ii) FOR SUCH OTHER MATTERS AS MAY PROPERLY COME BEFORE THE MEETING. THIS PROXY WILL BE VOTED IN THE MANNER DESCRIBED IN THE INFORMATION STATEMENT AND/OR AS RECOMMENDED BY THE CHAIRMAN OF THE MEETING.

A stockholder voting by proxy has the power to revoke the proxy at least FIVE (5) days before the meeting. Notarization of this Voting Ballot/Voting Proxy is not required.