



MANILA JOCKEY CLUB, INC.

ORTIGAS CENTER OFFICE

14th FLOOR, STRATA 100 BUILDING
EMERALD AVENUE, ORTIGAS CENTER
PASIG CITY 1605, PHILIPPINES
Tel: (632) 687-9889; Telefax: (632) 6316366
E-mail: www.manilajockey.com
RACING SINCE 1867



NOTICE OF ANNUAL STOCKHOLDERS' MEETING

May 21, 2019

Dear Stockholder:

Notice is hereby given that the Annual Stockholders' Meeting of the Manila Jockey Club, Inc. ("**Company**") will be held on **June 28, 2019 (Friday), 9:00 A.M.** at the Turf Club, San Lazaro Leisure and Business Park, Carmona, Cavite.

The Agenda of the meeting is as follows:

1. Call to Order
2. Proof of notice and determination of existence of quorum
3. Approval of the Minutes of the following: (i) Annual Stockholders' Meeting held on 29 June 2018, and (ii) Special Stockholders' Meeting held on 07 December 2018
4. President's Report
5. Approval of the Annual Report and the Audited Financial Statements of the Company for the period ended 31 December 2018
6. Approval of the amendment of Article Sixth of the Amended Articles of Incorporation to increase the number of directors from eleven (11) to fifteen (15)
7. Approval of the amendment of the following provisions of the Amended By-Laws:
 - (i) Article II, Section 1, to increase the number of directors from eleven (11) to fifteen (15);
 - (ii) Article II, Section 2, to increase the number of independent directors from two (2) to three (3);
 - (iii) Article II, Section 8 and 8-A, to separate the positions of the Chairman of the Board of Directors and the Chief Executive Officer and delineate the duties and responsibilities of each; and
 - (iv) Article VI, Section 1, to delegate to the Board of Directors the authority to amend or repeal the By-Laws, or adopt new By-Laws.
8. Approval and ratification of all acts of the Board of Directors, Board Committees and Management since the last Annual Stockholders' Meeting
9. Election of the members of the Board of Directors
10. Appointment of External Auditor
11. Adjournment

The foregoing items are fully disclosed in the Definitive Information Statement ("DIS") for the year 2019.

Stockholders of record as of May 02, 2019 shall be entitled to notice of, and to vote at, this year's Annual Meeting.

Stockholders unable to attend the Annual Meeting in person may execute and deliver a Proxy. The Proxy should be submitted on or before June 26, 2019, 9:00 a.m., at the Office of the Corporate Secretary at 12/F Strata 100 Building, F. Ortigas Road, Ortigas Center, 1605, Pasig City.

To facilitate your registration, please bring any valid form of identification with a photograph such as a passport, driver's license, or any government-issued ID.

Ferdinand A. Domingo
ATTY. FERDINAND A. DOMINGO
Corporate Secretary