



## NOTICE TO ALL STOCKHOLDERS

Please take notice that the annual meeting of the stockholders of Travellers Insurance & Surety Corporation (the "Corporation") will be held on 07 June 2017, Wednesday, 10:00 A.M., at 10<sup>th</sup> Floor G.E. Antonino Building, T. M. Kalaw St. corner J. Bocobo Street, Ermita, Manila. The organizational Board of Directors Meeting will be held immediately after the ASM.

### AGENDA:

1. Call to Order
2. Proof of Notice and Certification of Quorum
3. Message of the President and approval of the Financial Statements
4. Ratification and Confirmation of All Acts of the Board of Directors and Officers for the year 2016
5. Election of Directors: (Brief Profile attached)

SAMUEL U. LEE  
MAYBELLE L. LIM  
SANDRA L. ANG  
EDGARDO P. DAVID  
MARIANITO G. FARAL  
FLORINDA R. CALLO  
ROBERT M. YOUNG  
NORMANDY D. BALDOVINO, Jr.\*  
ERANIO L. PUNSALAN\*

(\*Independent Director)

6. Increase of authorized capital stock to Php600, 000,000.00 for business expansion purposes and in compliance with the capitalization requirement of Insurance Commission.
7. Amendment of the By-laws – Article VII, Section 1 – increasing the number of Independent Directors; Article VIII, Section 1 – identifying the executive officers of the corporation; Article IX – revising and expanding the powers and duties of the officers.
8. Re-appointment of DIAZ MURILLO DALUPAN & COMPANY as external auditor.
9. Other matters
10. Adjournment

In case you cannot personally attend the meeting, you may appoint a proxy to represent you by accomplishing the **attached proxy form** and returning the same to the Office of the Corporate Secretary, at least twenty four (24) hours before the time set for the scheduled annual stockholders meeting.



For corporate stockholders, the proxies should be accompanied by a Secretary's Certification on the appointment of the corporation's authorized signatory and representative.

By Order of the Board of Directors  
Manila, 19 May 2017

  
Atty. FLORENCE B. CABANDANG  
Corporate Secretary



## **BRIEF PROFILE:**

**Samuel U. Lee**, 54, Filipino, is the present Chairman of TRISCO and was first elected to the Board on May 2013. Concurrently, he serves as the Chairman, CEO, CFO and/or Director of various sister companies and affiliates of TRISCO. A licensed Mechanical Engineer and a graduate of De La Salle University Manila, he brings to the board his varied expertise in insurance, finance and logistics.

**Maybelle L. Lim**, 59, Filipino, has been elected Vice Chairperson and CEO of TRISCO since June 2014. She was the first woman to have been elected as Chairperson of TRISCO from 2010 until 2013. She holds a degree in Elementary Education from University of the East Manila.

**Edgardo P. David**, 68, Filipino, currently the President and General Manager of TRISCO and was first elected to the Board on July 2005. He is a member of the following organizations: Rotary Club of Makati Poblacion; Philippine Institute of Certified Accountant; Philippine Insurers Club; Insurance Institute of Asia and the Pacific; Philippine Insurance & Reinsurance Association; Collection Assistance of Surety & Insurance Companies; PCA Golf Association; U.P. Tee Jots; Amateur Golfers & Associates; and Philippine Association of Surety Underwriters, Inc. Mr. David has over 46 years experience in the insurance industry, of which the past 30 years held senior management positions and in those positions he was exposed to corporate business across all sectors. A CPA and Non-Life Company Underwriter (All Lines), Mr. David holds a Bachelors Degree in Accounting from Philippine College of Commerce (now Polytechnic University of the Philippines) and MBA from Ateneo De Manila University, and a Special Course from Asian Institute of Management.

**Marianito G. Faral**, 65, Filipino, was elected Director of TRISCO on July 2005. He is currently the Senior Vice President, Comptroller of TRISCO since July 2014. He is a member of Philippine Institute of Certified Accountant and Association of Insurance Accountants of the Philippines. Having been with the insurance industry for over 41 years, Mr. Faral's accounting expertise and financial auditing played a big role in the company. From 2003 until 2014 he served as Vice President, Comptroller of TRISCO. Mr. Faral, a CPA, earned his Bachelor's degree in Accounting from Golden Gate Colleges.

**Sandra L. Ang**, 51, Filipino, was elected Director of TRISCO on December 2003. She currently sits as Director of Victoria Foods Company and Gold Patch Link International Travel Agency Inc. A licensed Doctor of Dentistry, she obtained her Bachelor of Science in Dentistry at University of the East Manila.

**Florinda R. Callo**, 50, Filipino, was elected Director of TRISCO on June 8, 2016 being the nominee to the Board of TRISCO's affiliate, Toptraders Import Export Corporation. At present, she holds the position of AVP-Finance. Concurrently, she serves as Treasurer/CFO for various affiliate companies. Ms. Callo holds the degree of Bachelor in Accountancy from Polytechnic University of the Philippines.

**Robert M. Young**, 60, Filipino, was elected Independent Director of TRISCO on June 8, 2016 and is now a candidate as a regular Director. He currently sits as President of Contex International Manila. He is also the Chairman of Foreign Buyers Association of the Philippines; Vice Chairman of Philippine Customs & Industry Consultative Council. He is currently the Head of Business Support Group of Center for International Trade Mission. He is a member of Asia Pacific Economic Cooperation Business Council and sits as Manager of Dasmariñas Barangay Sports Division. Mr. Young holds a Bachelor of Arts and Science in Business Economics and Mathematics from San Beda College.

**Normandy D. Baldovino, Jr.**, 48, Filipino, was elected Independent Director of TRISCO on June 8, 2016. He currently serves as a director of Lukban Telephone System, Inc. A law practitioner since 1994, he heads The Law Firm of Normandy D. Baldovino, Jr. with expertise on criminal, civil and corporate laws. He is also a member of PLDT Triathlon Team; Autism Society Philippines; San Beda Law Alumni Association; Integrated Bar of the Philippines Quezon City Chapter; and Lambda Rho Beta Fraternity where he served as the Grand Whip in 1993. Atty. Baldovino, Jr. holds the degrees of Bachelor of Arts in Behavioral Science from University of Santo Tomas and Bachelor of Laws from San Beda College.

**Eranio L. Punsalan**, 71, Filipino, is a new candidate for Independent Director. He is a certified public accountant and a lawyer. The founder and partner of E.L. Punsalan and Associates (law and accounting firm), General Management Executive with a unique blend of expertise in corporate management, taxation, and law, and a dedicated educator focused on corporate values formation, corporate governance and ethics. Atty. Punsalan holds the degrees of Master of Laws (Thesis-Corporate Governance) and Bachelor of Laws both from Ateneo de Manila University; Bachelor of Science in Accounting and Master in Business Administration both from University of the East; and a Professional Directors Program (Graduate) from the Institute of Corporate Directors.

**PROXY FORM FOR INDIVIDUALS**

**KNOW ALL MEN BY THESE PRESENTS:**

That I/We, the undersigned stockholder(s) of **TRAVELLERS INSURANCE & SURETY CORPORATION**, do hereby nominate, constitute and appoint \_\_\_\_\_, as my/our true and lawful attorney or proxy, with full power of substitution and revocation, to represent me/us and vote all shares registered in my/our name(s) on the books of said Corporation, at any and all regular or special meetings of the shareholders of said Corporation or at any adjournment or adjournments thereof, or any and all matters and things that may come at said meetings or any adjournments thereof, as fully to all intents and purposes as I/We might or could do if personally present, hereby revoking any proxy or proxies heretofore given to vote such stock, and ratifying and confirming all that my/our above-mentioned attorney or proxy or his/her/their substitute(s), may do or cause or cause to be done by virtue of these presents.

In case of the non-attendance of my/our said attorney or proxy above named or his/her/their duly designated substitute(s) at any particular meeting, I/we hereby authorize and empower the Chairman of the meeting to fully exercise all rights as my/our attorney or proxy as such meeting. The power and authority hereby granted shall remain valid and effective until such time as the same is withdrawn by me/us through notice in writing delivered to the Secretary before the date of any such meeting or adjournment(s) thereof, or until the last day of the fifth year from the date hereof, whichever comes first, but shall be deemed suspended and inapplicable in instances where I/we personally attend the meeting.

IN WITNESS WHEREOF, I/we have hereunto set my/our hand(s) this \_\_\_\_ day of \_\_\_\_\_ 2017, at \_\_\_\_\_.

\_\_\_\_\_  
*Printed Name & Signature of Stockholder*

\_\_\_\_\_  
*Address*

**PROXY FORM FOR CORPORATIONS**

**SECRETARY'S CERTIFICATE**

I, \_\_\_\_\_, Filipino, of legal age and with office address at \_\_\_\_\_, do hereby certify that:

1. I am the duly appointed Corporate Secretary of \_\_\_\_\_ (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with office address at \_\_\_\_\_;
2. Based on the records, during the lawfully convened meeting of the Board of Directors of the Corporation held on \_\_\_\_\_, the following resolution was passed and approved:

"RESOLVED, That \_\_\_\_\_ be authorized and appointed, as he is hereby authorized and appointed, as the Corporation's Proxy (the "Proxy") to attend all meetings of the stockholders of TRAVELLERS INSURANCE & SURETY CORPORATION (TRISCO), whether the meeting is regular or special, or at any meeting postponed or adjourned therefrom, with full authority to vote the shares of stock of the Corporation held in TRISCO and to act upon all matters and resolution that may come before or presented during meetings, or any adjournments thereof, in the name, place and stead of the Corporation.

RESOLVED FURTHER, That TRISCO be furnished with a certified true copy of this resolution and TRISCO may rely on the continuing validity of this resolution until receipt of written notice of its revocation."

3. The foregoing resolution has not been modified, amended or revoked, and is in accordance with the records of the Corporation presently in my custody.

\_\_\_\_\_  
Date & Place of Execution

\_\_\_\_\_  
Corporate Secretary