

**SPECIAL STOCKHOLDERS' MEETING
6 October 2020 at 11:00 a.m.
Via Video Conferencing**

PROXY / BALLOT

I/We, _____, the undersigned stockholder of CHELSEA LOGISTICS AND INFRASTRUCTURE HOLDINGS CORP. (the "Company"), hereby appoints, names and constitutes _____ or in his/her absence, the Chairman of the Board, or in the latter's absence, the Secretary of the Meeting, as my/ our attorney-in-fact and proxy, to represent me/ us at the Special Stockholders' Meeting of the Company on **Tuesday, 6 October 2020 at 11:00 a.m.**, and any adjournment(s) thereof, as fully and to all intents and purposes as I/ We might or could if present and voting in person, hereby ratifying and confirming any and all actions taken on matters which may properly come before such meeting or adjournment(s) thereof.

In particular, I/We hereby direct to vote all my/our shares on the Agenda items set forth as I/We have expressly indicated by marking the same with an "X".

Items	Action		
	For	Against	Abstain
1. Approval of the Amendments of the Seventh Article of the Articles of Incorporation of the Company for the following matters:			
<ul style="list-style-type: none"> Increase in the authorized capital stock of the Company from Php 2,000,000,000 to Php 3,500,000,000 divided into 3,490,000,000 Common Shares and 10,000,000 Preferred Shares, both with the par value of One Peso (P 1.00) per share 			
<ul style="list-style-type: none"> Change in the feature of the Preferred Shares from Non-Convertible to Convertible 			
2. Approval of the subscription by Udenna Corporation to additional 375,000,000 Common Shares at the price of Php 3.26 per share.			

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<p>3. Ratification of the Board Approval to execute a Subscription Agreement with Global Kingdom Investments Limited for 500,000 Preferred Shares at the issue price of One Thousand Pesos (Php 1,000) per share.</p>			
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PRINTED NAME OF STOCKHOLDER

SIGNATURE OF STOCKHOLDER

Number of Shares:

Date:

Contact Number:

Email Address:

THIS BALLOT SHOULD BE RECEIVED BY THE CORPORATE SECRETARY ON OR BEFORE 5 p.m. of **2 OCTOBER 2020** (Philippine Time) through email at SSM@chelsealogistics.ph or delivery to the Office of the Corporate Secretary at the 12th Floor, Udenna Tower, Rizal Drive corner 4th Avenue, Bonifacio Global City, Taguig City.

THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED IN THE MANNER AS DIRECTED HEREIN BY THE STOCKHOLDER(S). IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED FOR THE APPROVAL OF THE MATTERS STATED ABOVE AND FOR SUCH OTHER MATTERS AS MAY PROPERLY COME BEFORE THE MEETING IN THE MANNER DESCRIBED IN THE INFORMATION STATEMENT.

A STOCKHOLDER GIVING A PROXY HAS THE POWER TO REVOKE IT AT ANY TIME BEFORE THE RIGHT GRANTED IS EXERCISED. A PROXY IS ALSO CONSIDERED REVOKED IF THE STOCKHOLDER ATTENDS THE MEETING IN PERSON AND EXPRESSED HIS INTENTION TO VOTE IN PERSON. THIS PROXY DOES NOT NEED TO BE NOTARIZED. (Partnerships, Corporations and Associations must attach certified Resolutions designating their proxies / representatives and authorized signatories.)

THIS PROXY NEED NOT BE NOTARIZED.

HEADOFFICE MANILA OFFICE

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