

NOTICE OF ANNUAL MEETING OF THE STOCKHOLDERS

Please take notice that the Annual Meeting of the Stockholders of **DITO CME HOLDINGS CORP. (Formerly: ISM Communications Corporation)** (the “Company”) will be held on 28 July 2020, at 11 o’clock via videoconferencing to discuss the following:

A G E N D A

1. Call to Order
2. Certification of Notice and Quorum
3. Review and Approval of the Minutes of the Previous Meeting held on December 10, 2019
4. Report of Management and Approval of the Audited Financial Statements for 2019
5. Ratification of Acts of the Board of Directors and Management since the Last Annual Stockholders’ Meeting held on 10 December 2019
6. Approval of the Amendments of the Articles of Incorporation for the following matters:
 - a. To increase the authorized capital stock of the Corporation to Increase in Authorized Capital Stock from Php2,800,000,000.00 to Forty Billion Pesos (Php40,000,000,000.00) divided into Forty Billion Common Shares
 - b. To amend the Corporation’s corporate term from 50 years to perpetuity.
7. Election of Directors (including independent directors)
8. Approval of the grant of authority to the Board of Directors to issue such number of shares of stock out of the increase in authorized capital stock at an issue price of not less than par value as the Board of Directors may determine and to accept cash or non-cash properties as payment for such subscription and the listing of such shares with the Philippine Stock Exchange.
9. Approval of issuance of shares pursuant to an equity offering, private placement, or similar transaction to be determined by the Board and the listing of such shares.
10. Appointment of External Auditor
11. Other Matters
12. Adjournment

In accordance with the rules of the Philippine Stock Exchange, only stockholders of record as of 3 July 2020 are entitled to notice of and to vote as such in the annual shareholders’ meeting and any adjournment thereof.

In view of the current COVID-19 pandemic and the General Community Quarantine in the City of Taguig where the Company’s principal address is located, the physical and actual holding of the Annual Stockholders’ Meeting cannot be conducted. In lieu thereof, the Annual Meeting on 28 July 2020 shall be conducted via live streaming.

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Stockholders who intend to participate are required to register by sending an email, together with the requirements to dito.cmeholdings.legal@udenna.ph on or before 27 July 2020 (12:00 p.m., Philippine time). Full list of the requirements may be viewed on the Company's website at <http://ditocmeholdings.ph/>. The registration is subject to validation, and successful registrations will receive an electronic invitation via email, along with a complete guide on how to join, participate and vote in the Meeting.

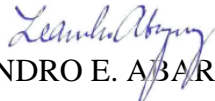
Copies of the Notice of the Meeting, Annual Report, Definitive Information Statement and other related documents may be found on the Company's website at <http://ditocmeholdings.ph/> and through the PSE Edge Portal.

Proxy Forms and Special Powers of Attorney or other Authorization forms are available in the Company's website must be submitted to the Office of the Corporate Secretary, 21st Fl., Udenna Tower, Rizal Driver corner 4th Ave., Bonifacio Global City, Taguig City by mail or sent by email to dito.cmeholdings.legal@udenna.ph. Validation of proxies and registration shall commence on 7 July 2020 until 5 p.m. of 22 July 2020.

Participation in the meeting as well as voting shall be through remote communication. Detailed Procedure for voting shall be posted on the Company's website. Stockholders may also send your queries regarding the conduct of the Meeting to dito.cmeholdings.legal@udenna.ph.

There will be audio and visual recording of the Meeting.

Taguig City, 19 June 2020.


LEANDRO E. ABARQUEZ
Corporate Secretary

SECURITIES AND EXCHANGE COMMISSION

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: **DITO CME HOLDINGS CORP.
(Formerly: ISM Communications Corporation)**

3. Province, country or other jurisdiction of incorporation or organization: **Philippines**

4. SEC Identification Number: **PW - 808** 5. BIR Tax Identification Code: **000-162-935V**

6. Address of Principal office: **21st Floor Udenna Tower, Rizal Drive corner 4th Avenue,
Bonifacio Global City, Taguig City** Postal Code: **1634**

7. Registrant's telephone number, including area code: **(632) 84034007**

8. Date, time and place of the meeting of security holders: **28 July 2020, 11 o'clock via
videoconferencing**

9. Approximate date on which the Information Statement is first to be sent or given to security
holders: **7 July 2020**

10. In case of Proxy Solicitations:
Name of Person Filing the Statement/Solicitor: **N/A**

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11. 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
Common shares with par value of P1.00 per share	2,800,000,000

12. Are any or all of the registrant's securities listed on the Philippine Stock Exchange?

Yes No

If yes, disclose the name of such Stock Exchange and the class of securities listed therein:

Philippine Stock Exchange, Inc.

13. The aggregate market value of the voting stock held by non-affiliates of the registrant.

Shares held by	Market value Per Share	<u>Total Market Value</u>
<u>Non-affiliates</u>	<u>as of 31 March 2020</u>	
1,964,880,591	1.70	3,340,297,004.70

WE ARE NOT ASKING YOU FOR A PROXY

INFORMATION STATEMENT

A. GENERAL INFORMATION

Date, Time and Place of Annual Stockholders' Meeting

The Annual Meeting of stockholders of Dito CME Holdings Corp. (Formerly: ISM Communications Corporation) ("Dito CME" or the "Company" or the "Corporation") will be held on 28 July 2020 at 11 o'clock in the morning via videoconferencing.

The complete mailing address of the principal office of the Company is 21st Floor Udenna Tower, Rizal Drive corner 4th Avenue, Bonifacio Global City, Taguig City.

The approximate date when the information statement will be first sent to security holders will be on 7 July 2020.

Dissenter's Right of Appraisal

There are no matters to be taken up during the annual stockholders' meeting with respect to which the law allows the exercise of appraisal right by any dissenting stockholder.

However, if at any time after this Information Statement has been sent out, an action which may give rise to the right of appraisal is proposed at the meeting, any stockholder who voted against the proposed action and who wishes to exercise such right must make a written demand, within thirty (30) days after the date of the meeting or when the vote was taken, for the payment of the fair market value of his shares. Upon payment, he must surrender his certificates of stock. No payment shall be made to any dissenting stockholder unless the Company has unrestricted retained earnings in its books to cover such payment.

Interest of Certain Persons in or Opposition to Matters to be Acted Upon

The directors, officers, nominees for directors and their associates do not have a substantial interest, direct, or indirect, by security holdings or otherwise in any matter to be acted upon, other than the election to office and the ratification of acts of Management.

No person has informed the Company in writing that he intends to oppose any action to be taken by the Company at the meeting.

B. CONTROL AND COMPENSATION INFORMATION

Voting Securities and Principal Holders Thereof

(a) All the outstanding 2,800,000,000 common shares of the Corporation as of 3 July 2020 are entitled to be voted at the rate of one (1) vote per share. Of this, 2.03% are owned by foreigners.

The Corporation does not have non-voting shares.

(b) The record date for purposes of determining the stockholders entitled to vote is 3 July 2020.

(c) One item in the Agenda for the Annual Meeting is the election of directors for the ensuing year. The Corporation's stockholders have cumulative voting rights in the election of directors. Thus, a stockholder entitled to vote at the stockholders' meeting shall have the right to vote, in person or by proxy, the number of shares registered in his name in the stock and transfer book of the Corporation for as many persons as there are directors to be elected, or he may cumulate said shares and give one nominee as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or he may distribute them on the same cumulative voting principle among as many nominees as he shall see fit; provided that the total number of votes cast by a stockholder shall not exceed the number of his shares multiplied by the number of directors to be elected.

Only stockholders as of 3 July 2020 are entitled to vote.

The following names have been nominated to the Board of Directors for the ensuing year:

Dennis A. Uy

Cherylyn C. Uy

Eric O. Recto

Adel A. Tamano

Joseph John L. Ong

Raouf A. Kizilbash

Gregorio T. Yu - Independent Director

Ernesto R. Alberto - Independent Director

Francis C. Chua - Independent Director

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The nominees for independent directors, namely, Messrs. Gregorio T. Yu, Francis C. Chua, and Ernesto R. Alberto were nominated for election by Mr. Dennis A. Uy. The nominating shareholder is not related to any of the independent directors.

A majority of the above-named nominees are expected to attend the scheduled Annual Meeting.

(d) Security Ownership of Certain Record and Beneficial Owners and Management

(1) Security Ownership of Certain Record and Beneficial Owners of More Than 5% as of 31 May 2020

As of 31 May 2020, the Company knows of no one who beneficially owns more than 5% of its common stock except as set forth in the table below:

<i>Title of Class</i>	<i>Name and Address of Record Owner and Relationship with the Company</i>	<i>Name of Beneficial Owner and Relationship with Record Owner</i>	<i>Citizenship</i>	<i>Amount and Nature of Record/Beneficial Ownership (indicate "r" or "b")</i>	<i>Percent of Class</i>
Common	Dennison Holdings Corp. Stella Hizon Reyes Road, Bo. Pampanga, Davao City, Davao del Sur (Stockholder)	Mr. Dennis Uy & Mrs. Cherylyn C. Uy - controlling shareholders	Filipino	883,730,659 (r)	31.56%
Common	Monfortino Holdings, Inc. 18/F, Liberty Center, 104 H.V. dela Costa St., Salcedo Village, Makati City (Stockholder)	Mr. Eric O. Recto - controlling shareholder	Filipino	182,825,395 (r)	6.52%

Mr. Dennis A. Uy is authorized to vote for the shares held by Dennison Holdings Corp. Mr. Eric O. Recto is authorized to vote for the shares held by Monfortino Holdings, Inc. and Mr. Albert Subido is authorized to vote for the shares held by Accion Common Development Fund.

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Except as stated above, the Board of Directors and Management of the Company have no knowledge of any person who, as at Record Date, was indirectly or directly the beneficial owner of more than 5% of the Company's outstanding shares of common stock or who has voting power or investment power with respect to shares comprising more than five percent of the outstanding shares of common stock. There are no persons holding more than 5% of the Company's common stocks that are under a voting trust or similar agreement.

(2) *Security Ownership of Management*

As of 31 May 2020, the security ownership of the members of the Board of Directors and that of management are as follows:

<i>Title of Class</i>	<i>Name of Director/Officer</i>	<i>Citizenship</i>	<i>Number of Shares and Nature of Beneficial Ownership</i>	<i>Percent of Class</i>
Common	Dennis A. Uy (Chairman/President/CEO/Director)	Filipino	36,775,323 (direct) 618,611,461 (indirect)	23.40%
Common	Cherylyn C. Uy (Treasurer/Director)	Filipino	10,000 (direct) 265,119,198 (indirect)	9.47%
Common	Eric O. Recto (Director)	Filipino	1,472,615 (direct) 182,825,395 (indirect)	6.57%
Common	Adel A. Tamano (Director)	Filipino	1 (direct)	0.00%
Common	Joseph John L. Ong (Director and CFO)	Filipino	1 (direct)	0.00%
Common	Raouf A. Kizilbash (Director)	Filipino	1 (direct)	0.00%

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Common	Luis Y. Benitez ¹ (Director)	Filipino	100 (direct)	0.00%
Common	Gregorio T. Yu (Independent Director)	Filipino	68,090,704 (direct)	2.43%
Common	Francis Chua (Independent Director)	Filipino	1,000 (direct)	0.00%
Common	Donald Patrick Lim (Chief Operating Officer)	Filipino	30,000 (direct)	0.00%
Common	Leandro E. Abarquez (Corporate Secretary & CIO)	Filipino	0 (direct/indirect)	0.00%
Aggregate Ownership of Directors and Officers as a Group			1,172,935,339	41.89%

(3) Voting Trust Holders of 5% or More

The Company knows of no person holding 5% or more of the Company's shares under a voting trust or similar agreement.

(4) Change in Control

There are no voting trust agreements or any other similar agreement that may result in a change in control of the Company of which the Company has any knowledge.

Directors and Executive Officers

As of 31 May 2020, Dito CME's Board of Directors is composed of 9 members elected by and from among the Company's stockholders. The Board is responsible for providing overall management and direction to the Company.

The directors and executive officers of the Company and their brief business experiences for the past five (5) years are discussed below.

¹ Mr. Benitez tendered his resignation as an independent director of the Company effective 16 June 2020.

Dennis A. Uy	46	Chairman/CEO/President /Director/Filipino/2 years/2 years
Cherylyn C. Uy	40	Treasurer / Director /Filipino/2 years /2 years
Eric O. Recto	56	Director/Filipino/5 years
Adel A. Tamano	49	Director/Filipino/5 months
Joseph John L. Ong	60	CFO/Director /Filipino/5 months/
Raouf A. Kizilbash	52	Director/Indian/6 mo.
Francis Chua	71	Independent Director/Filipino/6 months
Gregorio T. Yu	61	Independent Director/Filipino/3 years
Leandro E. Abarquez	37	Corporate Secretary/CIO / Filipino / 2 years
Donald Patrick Lim	42	Chief Operating Officer/ Filipino/ 2 months
Luis Y. Benitez	72	Independent Director/ Filipino/3 years ²

The number of years indicated after the position and citizenship refers to the period served as a director/officer.

Nominees for Election to the Board of Directors

The following are the final nominees who were duly screened by the Corporate Governance Committee for election to the Board of Directors for the following year at the forthcoming Annual Stockholders' Meeting:

Dennis A. Uy

Cherylyn C. Uy

Eric O. Recto

Adel A. Tamano

Joseph John L. Ong

Raouf A. Kizilbash

Gregorio T. Yu - Independent Director

² Mr. Benitez tendered his resignation as independent director of the Company effective 16 June 2020.

Ernesto R. Alberto - Independent Director

Francis C. Chua - Independent Director

The Nominations Committee of the Board of Directors has determined that the foregoing directors possess all the qualifications and none of the disqualifications for directorship set out in the Company's revised Manual on Corporate Governance.

None of the directors and officers of the Company works in any government office or is connected in any way with the government. Attached with this information statement, as Annex "A" is a copy of a certification from the Corporate Secretary on this matter.

Below is a summary of the nominees' qualifications:

Mr. Dennis A. Uy is the Chairman / CEO / President of the Company. He is also the Chairman and President of Udenna Corporation, which has businesses in petroleum, shipping, logistics, tourism, gaming, real estate, education, and other industries. Among the subsidiaries of Udenna Corporation are Phoenix Petroleum Holdings, Inc. ("PPHI"), Chelsea Logistics and Infrastructure Holdings Corp. ("Chelsea"), PH Resorts Group Holdings, Inc., Udenna Land, Inc., Le Penseur, Inc., among others. Mr. Uy is the President of PPHI, the holding company of Phoenix Petroleum Philippines, Inc. ("PNX") and serves as the President and Chief Executive Officer of PPPI. He is currently the Chairman of CLC. He is likewise the Chairman of PH Resorts Group Holdings, Inc. ("PHR"). He is also Chairman of shipping and logistics provider 2Go Group, Inc. and serves as Independent Director of Apex Mining Corp.

He is a graduate of De La Salle University with a degree in Business Management.

Ms. Cherylyn C. Uy is a Treasurer and Director of the Company. Ms. Uy is one of the pioneers/incorporators of Udenna Corporation, which has businesses in petroleum, shipping, logistics, tourism, gaming, real estate, education, and other industries. She is the Treasurer of various entities under the Udenna group. She is also a director of PNX, CLC, and PHR.

She is also one of the Directors of Phoenix Philippines Foundation, Inc. and of Udenna Foundation, Inc., the corporate social responsibility entities of the Udenna Group. Ms. Uy is a graduate of Business and Finance from Ateneo de Davao University.

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Mr. Eric O. Recto is a Director of the Company. He is also the chairman of the Philippine Bank of Communications (PBC), chairman and president of Bedfordbury Development Corporation, vice chairman and director of Atok-Big Wedge Co., Inc., president and director of Q-Tech Alliance Holdings, Inc., and a director of Petron Corporation. Prior to joining the Company, Mr. Recto served as Undersecretary of Finance of the Republic of the Philippines from 2002 to 2005, in charge of handling both the International Finance Group and the Privatization Office. Before his stint with the government, he was chief finance officer of Alaska Milk Corporation and Belle Corporation. Mr. Recto has a degree in Industrial Engineering from the University of the Philippines as well as an MBA from the Johnson School, Cornell University.

Mr. Joseph John L. Ong is a Director and the Chief Financial Officer of the Company. He is also the Chief Financial Officer of DITO Telecommunity Corporation. Currently, Mr. Ong is also a member of the board of directors of Phoenix Petroleum Philippines, Inc., Phoenix LPG Philippines Inc. (PLPI) and South Pacific Inc. Prior to joining the Company, he was formerly the Treasurer and Head of Corporate Finance of Phoenix Petroleum Philippines Inc. He also served as the Vice President of La Tondena Distillers Inc. (currently Ginebra San Miguel Inc.) from the year 1995 to 1999. He is a graduate of the De La Salle University Manila with a Bachelor's Degree in Commerce - Management of Financial Institutions.

Mr. Raouf A. Kizilbash is a Director of the Company. Mr. Kizilbash is a seasoned executive with over 26 years industry experience in the Oil & Gas and Consumer Goods sectors. He has proven track record in driving growth, mergers and acquisitions, and managing marketing, sales and planning organizations. Mr. Kizilbash joined Udenna Corporation in January 2018 as Director for Business Development, based in Singapore and has been leading our international expansion. Prior to joining Udenna, he was with Sebrina Holdings Pte Ltd in Singapore, where he played a key role at the holding company managing the oil mid stream infrastructure business as President of Amity Energy, as well as the property development and venture capital portfolios. He was the head of ExxonMobil's LPG marketing and sales for Asia Pacific. Educated in the United States and graduated with a Bachelor of Economics (Magna Cum Laude) from Bowdoin College in 1990 and an MBA in Marketing and Finance (Beta Gamma Sigma) from Columbia Business School, New York in 1995.

Mr. Adel A. Tamano is a nominated director of the Company. He is currently the Chief Administrative Officer of Dito Telecommunity. Prior to that, he was the Vice President for Corporate Communications at Udenna Corporation and the Vice President for Public Affairs and Communications at Coca-Cola FEMSA Philippines. Mr. Tamano obtained his bachelors degree in A.B. Economics in 1992, and earned his Juris Doctor degree from the Ateneo de Manila University. He obtained his Masters in Public Administration from the University of

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the Philippines in 2003, and Master of Laws, with Honors, from the Harvard Law School in Cambridge, Massachusetts in 2005.

Mr. Gregorio T. Yu was appointed as an independent director of the Company last December 1, 2016 to fill-up the vacancy left by the recent resignation of Mr. Gregorio Ma. A. Araneta III. Mr. Yu, Filipino, 59 years old, at present, is Chairman of the Board of Auto Nation Group Inc., CATS Automobile Corporation and American Motorcycles, Inc. and Vice Chairman of the Board and Chairman of the Executive Committee of Sterling Bank of Asia. He is also a Director of the Philippine Bank of Communications, PAL Holdings, Inc., CATS Asian Cars, Inc., PhilEquity Management Inc., Vantage Equities Inc., I-Remit Inc., Unistar Credit and Finance Corporation, Prople BPO Inc., Glyph Studios, Inc., WSI Corporation, Nexus Technologies and Jupiter Systems Corporation. Mr. Yu is a Board Member of Ballet Philippines and The Manila Symphony Orchestra. In the past, he was a member of the Board of Trustees of Xavier School Inc., and Chairman, Ways and Means of Xavier School Educational and Trust Fund, a member of the Board of Trustees of the Government Service Insurance System, President & CEO of Belle Corporation, Vice Chairman of APC Group and Philippine Global Communication. He was formerly a director of CATS Motors Inc., International Exchange Bank, Philequity Fund Inc., Filcredit Finance, Yehey Corporation, iRipple, RS Lim & Co., and a Director and Vice President at Chase Manhattan Asia Limited. Mr. Yu graduated summa cum laude with a degree of Bachelor of Arts in Economics from De La Salle University and holds a Master of Business Administration degree from the Wharton School of the University of Pennsylvania.

Mr. Francis C. Chua, is nominated as an independent director of the Company. He is also an Independent Director of 2GO Group Inc. since January 2011 and he is the Chairman of the Board Audit and Corporate Governance Committees. His other current positions include Honorary Consulate General of the Republic of Peru in Manila; President and Eminent Adviser of the Philippine Chamber of Commerce and Industry; Chairman of the Philippine Chamber of Commerce and Industry Foundation, CLMC Group of Companies, and Green Army Philippines Network Foundation; President of DongFeng Automotive, Inc. and Philippine Satellite Corporation; Director of Philippine Stock Exchange, National Grid Corporation of the Philippines, Bank of Commerce, Basic Energy, and Overseas Chinese University; and Trustee of Xavier School Educational Trust Fund, and Adamson University. He graduated with a Bachelor of Science degree in Industrial Engineering from the University of the Philippines

Mr. Ernesto R. Alberto, is nominated as an independent director of the Company. He is an independent director of Crown Asia Chemicals Corporation since May 2015 where he currently serves as the Chairman of its Risk Management Committee. He was the Executive Vice President and Group Chief Revenue Officer for both PLDT Inc. and Smart Communications Inc. from 2016 to 2019. Mr. Alberto graduated from San Beda College with

a Bachelor of Science Degree Major in Economics, Minor in Mathematics and Political Science. He pursued his postgraduate studies in Economic Research at the Center for Research and Communications (now University of Asia and the Pacific).

Independent Directors/Corporate Governance Committee

Under its Revised Manual of Corporate Governance submitted to SEC on May 30, 2018, the Board of Directors may create a Corporate Governance Committee, which may have at least three voting members. It shall pre-screen and shortlist all candidates nominated to become a member of the Board of Directors including the Independent Directors in accordance with the guidelines provided in the Revised Manual of Corporate Governance and conformably with SRC Rule 38.

in compliance with SRC Rule 38 and the Revised Company's Manual of Corporate Governance, the following are the incumbent members of the Corporate Governance Committee:

Corporate Governance Committee

1. Gregorio T. Yu (Independent Director)
2. Francis C. Chua (Independent Director)
3. Vacant due to the resignation of Mr. Luis Benitez

The following are the Company's incumbent independent directors:

1. Gregorio T. Yu
2. Francis C. Chua
3. Vacant due to the resignation of Mr. Luis Benitez

Procedures for the Nomination of the Independent Directors

In compliance with SRC Rule 38, the following are the procedures for the nomination of the independent directors:

The Committee, prior to a stockholders' meeting shall conduct the nomination of independent directors. The nominating stockholders together with the acceptance and conformity by the would-be nominees shall sign all the recommendations. The Committee shall pre-screen the qualification and prepare a final list of all candidates and put in place screening policies and parameters to enable it to effectively review the qualifications of the nominees for independent directors. After the nomination, the Committee shall prepare a Final List of Candidates which shall contain all the information about all the nominees for independent directors, as required under Part IV (A) and (C) of Annex "C" of SRC Rule 12, which list, shall be made available to the Commission and to all stockholders through the filing and distribution of the Information Statement, in accordance with SRC Rule 20, or in such other reports the Company is required to submit to the Commission. The name of the person or group of persons who recommended the nomination of the independent director shall be identified in such report including any relationship with the nominee.

Only nominees whose names appear on the Final List of Candidates shall be eligible for election as Independent Directors. No further nominations shall be entertained or allowed on the floor during the actual annual stockholders' meeting.

As of the date of this Information Statement, the Corporate Governance Committee has received and approved the following nominations for independent director:

Nominee for Independent Director (a)	Person/Group recommending nomination (b)	Relation of (a) and (b)
Ernesto R. Alberto	Dennis A. Uy	None
Gregorio T. Yu	Dennis A. Uy	None
Francis C. Chua	Dennis A. Uy	None

Attached as **Annexes "B", "C", and "D"** are the Certifications of the Qualification of the Nominees for Independent Directors of Messrs. Alberto , Yu, and Chua.

None of the foregoing nominees have a relationship with the Company which would interfere with the exercise of independent judgment in carrying out responsibilities of a director. None of them is related to any of the directors or officers of the Company.

The Corporate Governance Committee has taken into consideration the qualifications to be an independent director.

In approving the nomination for Independent Director, the Nominations Committee took into consideration the guidelines on the nomination of Independent Directors prescribed in SEC Memorandum Circular No. 16, Series of 2002. All the nominees for election to the Board of Directors have at least one (1) share registered in their names.

Family Relationship of Directors and Officers

Mr. Dennis A. Uy and Mrs. Cherylyn A. Uy are spouses.

Other than the foregoing, none of the directors and officers is related to each other by consanguinity or affinity.

Certain Relationships and Related Transactions

The Company receives or extends advances from and to its major shareholders or affiliate companies from time-to-time as the need arises. These advances are non-interest bearing and payable under certain terms and conditions primarily dependent on the Company's cash position.

The Company, in the regular course of trade or business, enters into transactions with affiliated/related companies principally consisting of cash advances. There are no other transactions undertaken or to be undertaken by the Company in which any Director or Executive Officer, nominee for election as Director, or any member of their immediate family was or will be involved or had or will have a direct or indirect material interest.

Directorships in Other Reporting Companies

The following are directorships held by the Directors in other reporting or publicly listed companies during the last five (5) years:

Name of Director	Name of Reporting Company	Position Held
Dennis A. Uy	Phoenix Petroleum Philippines, Inc.	Director, President and CEO
	2Go Group, Inc.	Chairman of the Board
	Chelsea Logistics and Infrastructure Holdings	Chairman of the Board

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	Corp.	
	PH Resorts Group Holdings, Inc.	Chairman of the Board
	Apex Mining Co., Inc.	Independent Director
Cherylyn C. Uy	Phoenix Petroleum Philippines, Inc.	Director
	Chelsea Logistics and Infrastructure Holdings Corp.	Director, Treasurer
	PH Resorts Group Holdings, Inc.	Director
Eric O. Recto	Philippine Bank of Communications	Chairman of the Board
	Petron Corporation	Director
	Atok-Big Wedge Co., Inc.	Director
	PH Resorts Group Holdings, Inc.	Independent Director
Gregorio T. Yu	Philippine Bank of Communications	Director
	PAL Holdings, Inc.	Independent director
	I-Remit, Inc.	Independent director
	Vantage Equities, Inc.	Independent director

Shares of Phoenix Petroleum Philippines, Inc. (PNX), 2Go Group, Inc. (2Go), Chelsea Logistics and Infrastructure Holdings, Corp. (C), PH Resorts Group Holdings, Inc. (PHR), Philippine Bank of Communications (PBC), Atok-Big Wedge Co., Inc. (AB), Petron Corporation (PCOR and PPREF), I-Remit, Inc. (I), PAL Holdings, Inc. (PAL), Vantage Equities, Inc. (V), PhilWeb Corporation (WEB), are all listed with the Philippine Stock Exchange.

Significant Employees

There are no persons other than the executive officers that are expected by the Company to make a significant contribution to the business.

Involvement of Directors and Officers in Certain Legal Proceedings

The Company is not aware of any other legal proceeding including without limitation any (a) bankruptcy petition, (b) violation of a securities or commodities law, (c) criminal proceeding or (d) any other material pending litigation during the last five (5) years up to the date of the filing of this Statement, to which any of its Directors and Executive Officers is a party, except for the following:

1. People of the Philippines vs. Dennis Ang Uy, John Does and/or Jane Does, Criminal Case Nos. 75,834-13 to 75,845-13 and 76,067-13 to 76,076-13, Regional Trial Court, 11th Judicial Region, Davao City, Branch 14

On August 27, 2013, the DOJ filed twelve (12) Information before the Regional Trial Court of Davao (docketed as Criminal Case Nos.75,834-13 to 75,845-13) against Mr. Uy and several John Does and/or Jane Does in connection with the Resolutions dated April 24,2013 and August 13, 2013 issued by the SOJ, finding probable cause against Mr. Uy for alleged violation of Section 3602 in relation to Sections 3601, 2530 (I)(1), (3), (4), and (5)Sections 1801,1802, 3604; and 2530 of the TCCP, as amended, and AO No.243, CAO No.3-2010 and CAO No.18-2010.

On September 5, 2013, an Entry of Appearance with Omnibus Motion (for Judicial Determination of Probable Cause and to Suspend Issuance and/or Service of Warrant of Arrest) dated September 3, 2013 was filed by Mr. Uy' counsel, which prayed for the dismissal of the criminal cases for lack of probable cause. Thereafter, on September 11, 2013, the DOJ filed ten (10) additional Information against. Uy and several John Does and/or Jane Does for alleged violations of the TCCP. These were docketed as Criminal Case Nos. 76,067-13 to 76,076-13.

On September 19, 2013, a Supplemental Motion for Judicial Determination of Probable Cause dated September 18, 2013 was filed by Mr. Uy' counsel, seeking the dismissal of the ten (10) additional criminal cases for lack of probable cause. On October 4, 2013, the RTC issued an Order dismissing all the cases against Mr. Uy. On November 15, 2013, a copy of the plaintiff People of the Philippines' Motion for Reconsideration with Urgent Motion for Inhibition of Judge George E. Omelio dated November 12, 2013 was received, to which Motion, Mr. Uy filed his Opposition.

On August 18, 2014, the RTC issued an Order denying the Motion for Reconsideration of the plaintiff. The plaintiff People of the Philippines filed its Petition for Certiorari with the Court of Appeals for the reversal of the Orders dated October 4, 2013 and August 18, 2014 issued by the trial court. Please see Item 3 below for status on the Petition for Certiorari.

2. People of the Philippines vs. Hon. George E. Omelio, in his capacity as Presiding Judge of the Davao City Regional Trial Court, Branch 14, Hon.Loida S. Posadas-Kahugan, in her capacity as Acting Presiding Judge of the Davao City RTC, Branch 14, Dennis Ang Uy, John Does and/or Jane Does, CA-G.R.SP No.06500-MIN, Court of Appeals, Cagayan de Oro City,23rd Division

On October 27, 2014, petitioner People of the Philippines filed a Petition for Certiorari seeking the reversal of the Orders dated October 4, 2013 and August 18, 2014 issued by the trial court dismissing the cases filed against Dennis Ang Uy. The respondents filed their Comment to said Petition for Certiorari, and the parties subsequently filed their respective Memoranda. In its Decision dated October 12, 2016, the Court of Appeals denied the Petition for Certiorari filed by the People of the Philippines. On November 7, 2016, the People of the Philippines filed its Motion for Reconsideration of the Decision dated October 12, 2016. To date, the Court of Appeals has not acted on the Motion for Reconsideration dated November 7, 2016.

3. Dennis A. Uy vs. Hon. Secretary of the Department of Justice Leila M. De Lima and the Bureau of Customs, CA-G.R.SP No. 131702, Court of Appeals, Manila, Special Former Special Tenth Division

There being no appeal or any other plain, speedy and adequate remedy in the ordinary course of law available to question and seek the reversal of the Resolutions dated April 24, 2013 and August 13, 2013 issued by the SOJ finding probable cause against Mr. Uy for alleged violation of the TCCP and other related rules and regulations, Dennis A. Uy filed a Petition for Certiorari with the Court of Appeals on September 4, 2013.

On September 10, 2013, petitioner filed a Motion for Consolidation seeking the consolidation of this case with the Petition for Certiorari (with Application for Issuance of Temporary Restraining Order and/or Writ of Preliminary Injunction) filed by Jorlan Cabanes, docketed as CA-G.R.SP No.129740. The Motion for Consolidation was granted in the Resolution dated November 6, 2013. Thereafter, all the parties filed their respective Memoranda. On July 25, 2014, the Court of Appeals issued its Decision granting the Petition for Certiorari and declaring the Resolutions dated April 24, 2013 and August 13, 2013 nullified and set aside and directing that the Information filed against Dennis Uy and Jorlan C. Cabanes before the Regional Trial Courts of Batangas City and Davao City be withdrawn and/or dismissed for lack of probable cause. A Motion for Reconsideration of the Decision dated July 25, 2014 was filed by respondents SOJ and Bureau of Customs. On July 23, 2015, the Court of Appeals issued its Resolution denying respondents' Motion for Reconsideration. On September 10, 2015, petitioner received a copy of the Motion for Extension to File Petition for Review on Certiorari filed by the respondents with the Supreme Court. To date, the Supreme Court has not acted on respondents' Motion.

4. Secretary of the Department of Justice Leila M. De Lima and Bureau of Customs vs. Jorlan Cabanes, and Secretary of the Department of Justice Leila M. De Lima and Bureau of Customs vs. Dennis A. Uy, G.R. No. 219295-219296, Supreme Court, 2nd Division

On October 8, 2015, respondents Jorlan C. Cabanes and Dennis A. Uy received a copy of the Petition for Review on Certiorari dated September 8, 2015 filed by petitioners SOJ and

Bureau of Customs seeking to set aside the Court of Appeals' Decision dated July 25, 2014 and the Court of Appeals' Resolution dated July 2, 2015. The Supreme Court required the parties to file their respective Memoranda, which the parties complied with. On December 12, 2016, the Supreme Court issued.

None of the directors have been convicted by final judgment in any criminal proceeding or have been subject to any order, judgment or decree of competent jurisdiction, permanently or temporarily enjoining, barring, suspending, or otherwise limiting their involvement in any type of business, securities, commodities or banking activities, nor found in action by any court of administrative bodies to have violated a securities or commodities law.

Material Pending Legal Proceeding

The Company is not a party to any pending material legal proceedings. It is not involved in any pending material legal proceedings with respect to any of its properties. It is not involved, therefore, in any claims or lawsuits involving damages that may materially affect it.

Compensation of Directors and Executive Officers

Item 10. Executive Compensation

There were no compensations paid to its directors as a group for fiscal years 2016, 2017, and 2018. Directors are entitled to a per diem of Twenty Five Thousand Pesos (₱25,000.00) for their attendance in every board meeting. Except for this, the Company does not intend to pay any compensation for its directors for the fiscal year 2020. A fixed salary is provided for the Company's Chairman and CEO and its corporate secretary.

Name	Year	Salary	Bonus/Other Annual Compensation
	2020 (Estimate)	₱3,650,900	₱509,166.67
Aggregate compensation paid to all	2019	₱3,650,900	₱509,166.67

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officers as a group unnamed	2018	₱9,606,900	₱805,000
	2017	₱9,606,900	₱805,000
	2016	₱10,561,800	₱889,000

There are no standard arrangements with regard to election, bonus, profit sharing, pension/retirement plan granting or extension of any option, warrant or right to purchase any securities. There were no material terms of any other arrangement given to officers and directors.

Employment Contracts and Termination of Employment and Change-in-Control Arrangements

No executive officer has an employment contract with the Company.

There have been no terminations of employment and neither have there been any change-in-control arrangements with the present management.

There are no standard arrangements with regard to election, bonus, profit sharing, pension/retirement plan granting or extension of any option, warrant or right to purchase any securities. There were no material terms of any other arrangement given to officers and directors.

Employment Contracts and Termination of Employment and Change-in-Control Arrangements.

There have been no terminations of employment and neither have there been any change-in-control arrangements with the present management.

Warrants and Options Outstanding

There are no warrants and options outstanding.

Independent Public Accountants

The independent public accountant recommended for re-election for the current year is Punongbayan & Araullo (P&A).

There were no changes in or disagreements with accountants on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure during the past fiscal year.

Representatives of P&A shall be present at the meeting. They will have the opportunity to make a statement if they choose to do so, and will be available to respond to appropriate questions.

The 2019 audit of the Company by P&A is in compliance with SRC Rule 68(3)(b)(IV) that provides that the external auditor should be rotated every five (5) years or earlier or the handling partner shall be changed.

The members of the Company's audit committee are the following:

Vacant due to resignation of Mr. Benitez	-	Independent
Director/Chairman		
Gregorio T. Yu	-	Independent Director/Member
Francis C. Chua	-	Independent Director/ Member

Action with Respect to Reports

The Management Report and 2019 Audited Financial Statements, as set forth in the accompanying Annual Report, will be submitted for stockholders' approval.

Approval of the Annual Report constitutes a ratification of the Company's performance during the previous fiscal years.

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Approval of the Minutes of the Annual Meeting of Stockholders held on 10 December 2019 constitutes a ratification of the accuracy and faithfulness of the Minutes to the events, which transpired during the meeting.

Below is a summary of the acts of management to be submitted for ratification:

Date of Approval/Action	Brief Discussion
February 27, 2020	The Board authorized the opening and maintenance of the Company's bank account with the Philippine Bank of Communications and the designated officers of the Company as signatories.

Restatement of Accounts

There are no matters or actions to be taken up in the meeting relating to restatement of accounts.

Other Proposed Actions

In addition to the action for the approval and ratification of the acts of the Board of Directors and Management of the Company from the annual meeting of stockholders held on 10 December 2019, the stockholders of the Company will be asked to approve the amendments of the articles of incorporation of the Company to reflect the following changes:

Article No.	From	To
Fourth	That the term for which said corporation is to exist is fifty (50) years from and after December 14,1975.	That the term for which said corporation is to exist is in perpetuity.
Seventh	Seventh - That the authorized capital stock of said corporation is Two Billion Eight Hundred Million Pesos (P2,800,000,000), Philippine currency, and said capital stock is	Seventh - That the authorized capital stock of said corporations is Forty Billion (Php40,000,000,000), Philippine currency, and said capital stock is divided into Forty Billion

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	divided into Two Billion Eight Hundred Million (2,800,000,000) shares with par value of One Peso (P1.00) each. (as amended on May 27, 2010)	(40,000,000,000) shares with par value of One Peso (P1.00) each. XXX
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Rationale for the amendments

Article No.	
Fourth	The rationale and effect for the change in the corporate term is to allow the Corporation to exist and operate in perpetuity in accordance with Section 11 of the Revised Corporation Code.
Seventh	The rationale is to provide the Corporation flexibility in the issuance of shares in order to accommodate the relevant capital expenditure necessary for the Corporation's intended projects and for general corporate purposes.

Approval of the stockholders on the increase of authorized capital stock was previously obtained on 10 December 2019. However, the Company has not yet filed the application for the increase, which is required to be filed within a period of 6 months under the new Corporation Code. Thus, approval is hereby sought anew for said increase in authorized capital stock, the subscription to the increase in authorized capital stock, and to grant the Board of Directors the authority to issue such number of shares of stock out of the existing capital stock and increase in authorized capital stock and at an issue price of not less than par value as the Board of Directors may determine and to accept cash or non-cash properties as payment for such subscription.

Approval of the stockholders is also sought to grant Board of Directors the authority to issue shares pursuant to equity offering, private placement or such similar transaction under such terms and conditions as the Board of Directors may determine, and to list such shares with the Philippine Stock Exchange.

Voting Procedures

For the election of directors, the nine (9) nominees receiving the most number of votes will be elected to the Board of Directors. Cumulative voting will apply.

For the proposed amendment of the articles of incorporation of the Company, the vote of at least 2/3 of the outstanding capital stock of the Company, present and represented at the meeting, where a quorum exist shall be sufficient.

For all other matters to be taken up, majority vote of the outstanding capital stock present and represented at the meeting where a quorum exist shall be sufficient.

Voting shall be done *viva voce* or by the raising of hands and the votes for or against the matter submitted shall be tallied by the Corporate Secretary in case of a division of the house.

UPON THE WRITTEN REQUEST OF A STOCKHOLDER, THE COMPANY WILL PROVIDE, WITHOUT CHARGE, A COPY OF THE COMPANY'S SEC FORM 17-A (ANNUAL REPORT) DULY FILED WITH THE SECURITIES AND EXCHANGE COMMISSION. THE STOCKHOLDER MAY BE CHARGED A REASONABLE COST FOR PHOTOCOPYING THE EXHIBITS.

ALL REQUESTS MAY BE SENT TO THE FOLLOWING ADDRESS:

Dito CME Holdings Corp. (Formerly: ISM Communications Corporation)

**c/o 21st Floor Udenna Tower,
Rizal Drive corner 4th Avenue,
Bonifacio Global City, Taguig City**

**Attention: Atty. Leandro E. Abarquez
Corporate Secretary**

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in the City of Taguig on 19th day of June 2020

DITO CME HOLDINGS CORP. (FORMERLY: ISM COMMUNICATIONS CORPORATION)

Issuer

By: Signature:



Name/Title:

Leandro E. Abarquez/ Corporate Secretary