

LODESTAR INVESTMENT HOLDINGS CORPORATION

7/F PEAKSUN BLDG., SHAW BLVD.
WACKWACK, MANDALUYONG CITY

MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING

The Stockholders of Lodestar Investment Holdings Corporation ("Corporation"), a corporation duly organized and existing under the laws of the Philippines with office address at the 7th Floor, Peaksun Bldg., Wack-wack, Mandaluyong City held its Annual Meeting on 8 December 2016 at 2:00 pm at the 7th Floor, Peaksun Bldg., Wack-wack, Mandaluyong City. During the meeting, stockholders representing approximately 67.23% of the outstanding capital stock of the Company were present in person or by proxy, being more than 2/3 majority of the shareholders of the Corporation and thereby constituting a quorum.

Atty. Antonio V.F. Gregorio III acted as Chairman of the meeting. *Atty. Venus L. Gregorio* acted as Secretary of the meeting and recorded the minutes thereof.

1. Call to Order

The Chairman called the meeting to order at 2:00 pm after the Secretary certified on the existence of a quorum.

2. Approval of the Minutes of the Annual Stockholders' Meeting held on 13 December 2015

The Chairman informed the Shareholders of the need to approve and ratify the minutes of the 2015 Annual Stockholders' Meeting held on 11 December 2015. The reports were earlier circulated among the shareholders and a reading of the minutes was dispensed with. After a motion was duly made and seconded, the Shareholders voted to approve the minutes of the 2015 Annual Stockholders' Meeting held on 11 December 2015.

3. Adoption of the Audited Financial Statements for the year ended 31 December 2015

The Chairman proceeded to discuss the next item in the Agenda RE: approval of the Audited Financial Statements for the year 2015. The Audited FS have been previously disclosed through the PSE website and attached to the Form 20-IS which were distributed to the stockholders for purposes of the meeting. Upon motion made and seconded, the Shareholders approved and adopted the Audited Financial Statement of the Company for the year 2015.

4. Change of Corporate Address from Metro Manila to 7th Floor Peaksun Bldg., Princeton St., Brgy. Greenhills East, Wackwack, Mandaluyong City

The Chairman informed the stockholders of the need to change the address of the Corporation from Metro Manila to its current address at the Seventh Floor, Peaksun Bldg., Shaw Blvd., Bgy Wack wack, Mandaluyong City in its Articles of Incorporation. This is in to compliance with SEC Memorandum Circular No. 6, Series of 2014. There is thus a need to authorize the amendment of the Articles of Incorporation of the Corporation i.e., Article III to reflect the change of the Company's business / corporate address. After voting, the following Board resolutions were unanimously approved and ratified by the shareholders present or represented during the meeting:

“RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of Lodestar Investment Holdings, Corporation (the “Corporation”) hereby approves the amendment of the Third Article of the Articles of Incorporation to change the corporate address from Metro Manila to the 7th Floor Peaksun Bldg., Shaw Blvd., Bgy. Wackwack, Mandaluyong City;

“RESOLVED, FINALLY, that the Board of Directors of the Corporation hereby affirms the authority of Chairman, the President and the Corporate Secretary to prepare all the necessary documents to effect the amendment.”

5. Affirmation, ratification and re-adoption of the 2009 stockholders’ approval of the increase in authorized capital stock.

The Chairman informed the stockholders of the 2009 approval of the increase in the authorized capital stock of the Company from ONE HUNDRED MILLION PESOS (₱ 100,000,000.00) divided into ONE BILLION (1,000,000,000) common shares with par value of TEN CENTAVOS (₱.10) per share to THREE HUNDRED MILLION PESOS (₱300,000,000.00) divided into THREE BILLION (3,000,000,000) common shares with par value of TEN CENTAVOS (₱.10) per share.

The Chairman likewise informed the stockholders of the need to re-adopt said approvals to enable the Company to implement the capital increase. All the shares present or represented in the meeting, consisting of more than 2/3 majority of the outstanding capital stock of the Company voted in favor of the ratification, confirmation and re-adoption of the increase in authorized capital stock.

6. Issuance of Shares via Private Placement

The Chairman discussed the execution of subscription agreements via private placements by the Company with two (2) investors.

Precedent circumstances are as follows:

On 25 October 2016, the Board of Directors authorized the execution of the following:

1. Subscription Agreement with Nathaniel C. Go over 260,000,000 LIHC shares at the price of P .10 per share for a total subscription amount of ₱ 26,000,000.00.
2. Subscription Agreement with Socorro P. Lim over 2,000,000,000 LIHC shares at the price of P .10 per share for a total subscription amount of P 200,000,000.00.

Mr. Nathaniel C. Go subscribed to the remaining and unissued portion of the Company’s current authorized capital stock of One Hundred Million Pesos (₱ 100,000,000.00) consisting of One Billion (1,000,000,000) common shares with a par value of Ten Centavos (₱.10) per share. Ms. Socorro P. Lim shall subscribe to shares of stock to be issued out of and support the increase in the Company’s authorized capital stock from One Hundred Million Pesos (₱ 100,000,000.00) consisting of One Billion (1,000,000,000) common shares with a par value of Ten Centavos

(P.10) per share to Three Hundred Million Pesos (P=300,000,000.00) consisting of Three Billion (3,000,000,000) common shares, with a par value of Ten Centavos (P.10) per share (hereinafter the "Increase in Capital").

In compliance with the disclosure requirements of the Philippine Stock Exchange, details of the transactions were submitted via Comprehensive Corporate Disclosure, copies of which were hereto attached to the 201S.

In the case of minority shareholders, a waiver of the requirement to conduct a rights or public offering of the above shares was be asked to be approved by a majority vote representing the outstanding shares held by the minority present or represented in the meeting.

After discussions and deliberations, upon motion duly made and seconded, the stockholders voted to approve the above transactions with a waiver of right to conduct a rights or public offering by all shareholders including the majority of the minority.

7. Annual Report of the President / Chairman

The Chairman delivered the 2015 Annual Management Report on the financial highlights of the Corporation. After the report, a motion was made for the approval of the Management Report and that the same be appended to the minutes of the meeting. After deliberation, the Shareholders voted to approve the Management Report and to append the same to the minutes of the meeting

8. Election of Directors

The Corporate Secretary certified to the list of nominees for Directors who were nominated in accordance with the By-laws of the Corporation. A motion was made that all shares present or represented during the meeting be voted in favor of the election of the nominees. After tallying of the votes, it was confirmed that 67.23% of the total outstanding shares of the Company voted in favor of the election of the following Directors:

Name	Nationality
Antonio Victoriano F. Gregorio III	Filipino
Chi Ho Co	Filipino
Delfin S. Castro, Jr.	Filipino
Leonardo S. Gayao	Filipino
Ramoncito B. Cabalu	Filipino
Benjamin I Espiritu (Independent Director)	Filipino
Manuel G. Ong (Independent Director)	Filipino

Messrs. Espiritu and Ong submitted their credentials to support their qualifications for the positions of Independent Directors. The Company adopts SRC Rule 38 (Requirements on Nomination and Election of Independent Directors) and compliance therewith has been made. The Company always undertakes to abide by the existing SRC Rule 38 on the required number of independent directors subject to any revision that may be prescribed by the SEC.

9. Approval of All the Acts of the Board of Directors and Management for the period covered from the last Annual Stockholders' Meeting of the Corporation held on 11 December 2015 to the date of the annual meeting.


The Chairman informed the Shareholders of the need to approve and ratify all acts of the Board of Directors and Management from the date of the 2015 Stockholders' Meeting. Said acts, were duly reported in SEC Forms 17-C and corresponding PSE disclosures. Upon a motion duly made and seconded, the stockholders voted to approve all acts of the Board of Directors and Management from December 2015 up to the date of the meeting.

10. Appointment of Punongbayan and Araullo as the Company's External Auditor

The Chairman discussed the need to appoint and confirm the appointment of Punongbayan and Araullo as the Company's External Auditor for the calendar year 2016. Upon motion made and seconded, the Shareholders approved the appointment of Punongbayan and Araullo as the Company's External Auditor for the calendar year 2016.


11. Adjournment

There being no further business to transact, the meeting thereupon adjourned.

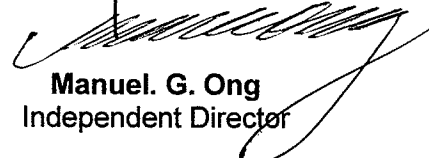

Venus L. Gregorio
Secretary of the Meeting

Attest:



Antonio Victoriano F. Gregorio III
Chairman of the Meeting


Chi Ho Co
Director


Ramoncito B. Cabalu
Director


Manuel G. Ong
Independent Director


Delfin S. Castro, Jr.
Director


Benjamin I. Espiritu
Independent Director