

# LODESTAR INVESTMENT HOLDINGS CORPORATION

7<sup>th</sup> Floor Peaksun Bldg., Princeton St., Brgy. Greenhills East Wackwack, Mandaluyong City

## MINUTES OF THE ANNUAL MEETING OF THE STOCKHOLDERS

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 7<sup>th</sup> Floor Peaksun Bldg., Princeton St., Brgy. Greenhills East Wackwack, Mandaluyong City, held its Annual Meeting on 18 December 2017 at 1:30pm at its principal office. During the meeting, stockholders representing approximately 85.93% of the outstanding capital stock of the Company were present in person or by proxy thereby constituting more than 2/3 majority of the outstanding and issued capital stock of the Corporation.

*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 1:30 pm after the Secretary certified on the existence of quorum.

### 2. APPROVAL OF THE MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING HELD ON 8 DECEMBER 2016

The Chairman informed the Shareholders of the need to approve and ratify the minutes of the 2016 Annual Stockholders' Meeting held on 8 December 2016. 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 2016 Annual Stockholders' Meeting held on 8 December 2016.

### 3. ANNUAL REPORT OF THE PRESIDENT / CHAIRMAN

The President delivered his 2017 Annual Report on the financial highlights of the Corporation. After the report, a motion was made for the approval of the President's Report and that the same be appended to the minutes of this meeting. After deliberation, the Shareholders voted to approve the President's Report and to append the same to the minutes of the meeting.

### 4. ADOPTION OF THE AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2016

The Chairman proceeded to discuss the next item in the Agenda on the approval of the Audited Financial Statements for the year 2016. 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 2016.

### 5. APPROVAL OF ALL ACTS OF THE BOARD OF DIRECTORS AND MANAGEMENT FOR THE PERIOD COVERED FROM THE LAST ANNUAL STOCKHOLDERS MEETING OF THE CORPORATION HELD ON 8 DECEMBER 2016 TO 18 DECEMBER 2017

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 2016 Stockholders' Meeting. Said acts, which were duly reported in SEC Forms 17-C and corresponding PSE disclosures consist of the following:

Date	Results of Meeting, Action and Report																
8 December 2016	<ul style="list-style-type: none"> <li>• Results of the Annual Stockholders' Meeting, consisting of the following matters:               <ol style="list-style-type: none"> <li>1. Approval of the Minutes of the Annual Stockholders' Meeting held on 11 December 2015.</li> <li>2. Adoption of the Audited Financial Statements and Annual Reports for the calendar year ended 31 December 2015.</li> <li>3. Change of Corporate Address from Metro Manila to 7<sup>th</sup> Floor Peaksun Bldg., Princeton St., Brgy. Greenhills East, Wackwack, Mandaluyong City</li> <li>4. Affirmation, ratification and re-adoption of the increase in the authorized capital stock of the Company which was approved by the Board of Directors on 6 November 2009 and by shareholders owning and representing more than 2/3 of the authorized capital stock on 17 December 2009 and re-affirmed, ratified and re-adopted by more than 50% of the shareholders during the 11 December 2015 Annual Stockholders' Meeting.</li> <li>5. Approval of the sale and issuance of a total of Two billion two hundred sixty million (2,260,000,000) shares of the Company at Ten Centavos (P .10) per share to various Investors, under private placements, listing of said shares in the Philippine Stock Exchange ("PSE"), and waiver of the requirement to conduct a rights or public offering of the shares approved by a majority vote representing the outstanding shares held by the minority present or represented in the meeting</li> <li>6. President's Report for 2015.</li> <li>7. During said meeting, the stockholders likewise elected the following directors:                   <table border="1" data-bbox="608 1200 1273 1422" style="margin-left: 20px; width: 100%;"> <thead> <tr> <th data-bbox="608 1200 1107 1227">Name</th> <th data-bbox="1107 1200 1273 1227">Nationality</th> </tr> </thead> <tbody> <tr> <td data-bbox="608 1227 1107 1254">Antonio Victoriano F. Gregorio III</td> <td data-bbox="1107 1227 1273 1254">Filipino</td> </tr> <tr> <td data-bbox="608 1254 1107 1281">Chi Ho Co</td> <td data-bbox="1107 1254 1273 1281">Filipino</td> </tr> <tr> <td data-bbox="608 1281 1107 1308">Delfin S. Castro, Jr.</td> <td data-bbox="1107 1281 1273 1308">Filipino</td> </tr> <tr> <td data-bbox="608 1308 1107 1335">Leonardo S. Gayao</td> <td data-bbox="1107 1308 1273 1335">Filipino</td> </tr> <tr> <td data-bbox="608 1335 1107 1361">Ramoncito B. Cabalu</td> <td data-bbox="1107 1335 1273 1361">Filipino</td> </tr> <tr> <td data-bbox="608 1361 1107 1388">Benjamin I. Espiritu (Independent Director)</td> <td data-bbox="1107 1361 1273 1388">Filipino</td> </tr> <tr> <td data-bbox="608 1388 1107 1415">Manuel G. Ong (Independent Director)</td> <td data-bbox="1107 1388 1273 1415">Filipino</td> </tr> </tbody> </table> </li> </ol> </li> <li>8. 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.</li> <li>8. All 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 2016 Annual Stockholders Meeting.</li> <li>9. Appointment of Punongbayan and Araullo as the Company's External Auditor.</li> </ul>	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
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8 December 2016	<ul style="list-style-type: none"> <li>• Results of the Organizational meeting of the Board of Directors consisting of the following matters: <ol style="list-style-type: none"> <li>1. The following were elected officers of the Corporation: <p>Chairman - Atty. Antonio Victoriano F. Gregorio III  President - Chi Ho Co  Treasurer &amp; Chief Financial Officer - Delfin S. Castro, Jr.  Corporate Secretary &amp; Corporate Information Officer - Venus L. Gregorio</p> </li> <li>2. The following persons were likewise appointed to the following Committee memberships: <table border="1" data-bbox="616 611 1369 752"> <thead> <tr> <th colspan="2"><b>Executive Committee</b></th> </tr> </thead> <tbody> <tr> <td>Antonio Victoriano F. Gregorio III</td> <td>Chairman</td> </tr> <tr> <td>Leonardo S. Gayao</td> <td>Member</td> </tr> <tr> <td>Chi Ho Co</td> <td>Member</td> </tr> <tr> <td>Manuel G. Ong</td> <td>Member</td> </tr> </tbody> </table> <table border="1" data-bbox="616 775 1369 891"> <thead> <tr> <th colspan="2"><b>Governance Committee</b></th> </tr> </thead> <tbody> <tr> <td>Manuel G. Ong</td> <td>Chairman</td> </tr> <tr> <td>Benjamin I. Espiritu</td> <td>Member</td> </tr> <tr> <td>Leonardo S. Gayao</td> <td>Member</td> </tr> </tbody> </table> <table border="1" data-bbox="616 913 1369 1028"> <thead> <tr> <th colspan="2"><b>Nominations Committee</b></th> </tr> </thead> <tbody> <tr> <td>Antonio Victoriano F. Gregorio III</td> <td>Chairman</td> </tr> <tr> <td>Chi Ho Co</td> <td>Member</td> </tr> <tr> <td>Manuel G. Ong</td> <td>Member</td> </tr> </tbody> </table> <table border="1" data-bbox="616 1050 1369 1167"> <thead> <tr> <th colspan="2"><b>Audit Committee</b></th> </tr> </thead> <tbody> <tr> <td>Manuel G. Ong</td> <td>Chairman</td> </tr> <tr> <td>Chi Ho Co</td> <td>Member</td> </tr> <tr> <td>Antonio Victoriano F. Gregorio III</td> <td>Member</td> </tr> </tbody> </table> <table border="1" data-bbox="616 1189 1369 1305"> <thead> <tr> <th colspan="2"><b>Compensation Committee</b></th> </tr> </thead> <tbody> <tr> <td>Manuel G. Ong</td> <td>Chairman</td> </tr> <tr> <td>Delfin S. Castro, Jr.</td> <td>Member</td> </tr> <tr> <td>Leonardo S. Gayao</td> <td>Member</td> </tr> </tbody> </table> </li> </ol> </li> </ul>	<b>Executive Committee</b>		Antonio Victoriano F. Gregorio III	Chairman	Leonardo S. Gayao	Member	Chi Ho Co	Member	Manuel G. Ong	Member	<b>Governance Committee</b>		Manuel G. Ong	Chairman	Benjamin I. Espiritu	Member	Leonardo S. Gayao	Member	<b>Nominations Committee</b>		Antonio Victoriano F. Gregorio III	Chairman	Chi Ho Co	Member	Manuel G. Ong	Member	<b>Audit Committee</b>		Manuel G. Ong	Chairman	Chi Ho Co	Member	Antonio Victoriano F. Gregorio III	Member	<b>Compensation Committee</b>		Manuel G. Ong	Chairman	Delfin S. Castro, Jr.	Member	Leonardo S. Gayao	Member
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24 March 2017	<ul style="list-style-type: none"> <li>• Results of meeting of the Board of Directors <ol style="list-style-type: none"> <li>1. Board Approval of the Annual Audited Financial Statements and Annual Report for the year ended 31 December 2016.</li> <li>2. Postponement of the Annual Stockholders' Meeting scheduled to be held on 2<sup>nd</sup> Thursday of May to a specific date and time to be determined by the President and / or Chairman.</li> </ol> </li> </ul>																																										
29 May 2017	<ul style="list-style-type: none"> <li>• Results of the meeting of the Board of Directors consisting of the following matters: <ol style="list-style-type: none"> <li>1. Board Approval of the Annual Corporate Governance Report for 2016 and appointment of authorized signatories thereto.</li> <li>2. Board Approval of the 2017 Code of Corporate Governance.</li> </ol> </li> </ul>																																										

## 6. 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 85.93% of the total outstanding shares of the Company voted in favor of the election of the following Directors:

<b>Name</b>	<b>Nationality</b>
Antonio Victoriano F. Gregorio III	Filipino
Chi Ho Co	Filipino
Delfin S. Castro, Jr.	Filipino
Richard N. Palou	Filipino
Ramoncito B. Cabalu	Filipino
Felixes G. Latonero (Independent Director)	Filipino
Manuel G. Ong (Independent Director)	Filipino

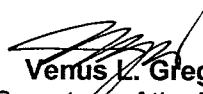
Messrs. Latonero and Ong submitted their credentials to support their qualifications for the positions of Independent Directors. The Company adopts SRC Rule 38 (Requirements on Nomination and Election of Independent Directors) and compliance therewith has been made. The Company always undertakes to abide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

#### **7. APPOINTMENT OF THE COMPANY'S EXTERNAL AUDITOR**

Upon motion duly made and seconded, the stockholders delegated to the Board of Directors the power to appoint the external auditor, under such terms and conditions beneficial to the Corporation, for the year 2017.

#### **8. ADJOURNMENT**

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

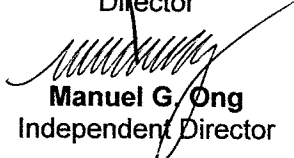
  
**Venus L. Gregorio**  
Secretary of the Meeting

Attest:

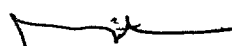
  
**Antonio Victoriano F. Gregorio III**  
Chairman of the Meeting

  
**Chi Ho Co**  
President

  
**Ramoncito B. Cabalu**  
Director

  
**Manuel G. Ong**  
Independent Director

  
**Delfin S. Castro, Jr.**  
Director / Treasurer

  
**Benjamin I. Espiritu**  
Independent Director