

**MINUTES OF THE ANNUAL MEETING OF STOCKHOLDERS
ANGLO PHILIPPINE HOLDINGS CORPORATION**

Held on July 30, 2021
VIA REMOTE COMMUNICATION
(Zoom Webinar)

I. CALL TO ORDER

The Chairman, Mr. Alfredo C. Ramos, called the meeting to order. Atty. Iris Marie U. Carpio-Duque was Secretary of the Meeting and recorded the minutes of the proceedings.

II. CERTIFICATION OF QUORUM

The Secretary announced that in compliance with the rules issued by the Securities and Exchange Commission (SEC) on the alternative mode for distributing the Notice of Meeting, information on the date, time and place of meeting have been published in the respective Business Sections of Malaya Business Insight and The Daily Tribune on July 6 and 7, 2021, both in print and online format. Likewise, notices were sent via email to stockholders as indicated in the corporate records. The electronic copy of the amended Notice and Agenda, the Definitive Information Statement, management report, annual report in SEC Form 17-A, and other required documents are also available at the Company's website anglophil.com and uploaded on the PSE Edge portal.

She further certified that as verified by the Transfer Agent, PSTI, at this Meeting there were present, registered or represented by proxy, stockholders holding TWO BILLION FIVE HUNDRED FIVE MILLION FOUR HUNDRED THIRTY-SIX THOUSAND TWO HUNDRED THREE(2,505,436,203) shares of stock, representing 83.42% of the Corporation's total outstanding capital stock. There was, therefore, a quorum for the transaction of business at this meeting.

She also informed the Stockholders and participants that the meeting was being recorded, and that upon adjournment, the link to the recorded webcast of this meeting will be posted on the Company's website for two (2) consecutive weeks. Within this period, Stockholders may raise with the Company, any issues, clarifications and concerns on the Annual Stockholders' Meeting conducted

III. APPROVAL OF THE MINUTES OF THE PREVIOUS STOCKHOLDERS' MEETING

Upon motion duly made and seconded, the reading of the minutes of the last stockholders' meeting held on September 29, 2020, copies of which were earlier distributed to the stockholders, was dispensed with and the same was considered complete and accurate, and unanimously approved without reading.

IV. MANAGEMENT REPORT

The Chairman then gave the floor to the Presiding Officer, Mr. Adrian S. Ramos, to present the Management Report and to take up the rest of the items on the agenda.

The Presiding Officer presented the Management Report. Thereafter, upon motion duly made and seconded, the Management Report as rendered and the Corporation's annual report together with the audited financial statements for the year ended December 31, 2020, were noted and approved.

V. RATIFICATION OF THE ACTS OF THE BOARD OF DIRECTORS AND MANAGEMENT

The Stockholders then reviewed the acts and decisions of the Board of Directors and the Management of the Corporation from the last annual stockholders' meeting to date, as flashed on the screen. After discussion and on motion made and duly seconded, the following resolution was approved:

"RESOLVED, that all acts and resolutions of the Board of Directors, its Committees and Management of Anglo Philippine Holdings Corporation (the "Corporation") taken or adopted since the annual stockholders' meeting last September 29, 2020 until the date of this meeting July 30, 2021 be, as they are hereby, approved, ratified and confirmed."

VI. AMENDMENT OF ARTICLES OF INCORPORATION and BY-LAWS

The Presiding Officer then gave the floor to the Corporate Secretary to explain the matter of the amendment of the Corporation's Articles of Incorporation and By-laws.

The Corporate Secretary flashed on the screen the proposed amendments to the Articles of Incorporation and By-Laws:

FROM	TO
Article IV	Article IV
That the term for which said Corporation is to exist for another FIFTY (50) years from June 25, 2008.	That the term for which said Corporation is to exist is <u>perpetual</u> .

FROM	TO
<p>Article II – STOCKHOLDERS</p> <p>1. <u>The Annual Meeting</u> of the stockholders shall be held in the principal office of the Company or at any suitable place in Metro Manila on the last Friday of July of each year. (As amended on July 29, 2005)</p>	<p>Article II – STOCKHOLDERS</p> <p>1. The Annual Meeting of the stockholders shall be held in the principal place of the Company or at any suitable place in Metro Manila, or <u>via remote communication</u>, on the last Friday of July of each year.</p>
<p>2. <u>Special Meetings</u> of the stockholders may be called at the principal office of the Company at any time by resolution of the Board of Directors or upon written request of stockholders holding one-third of the subscribed capital stock.</p>	<p>2. Special Meetings of the stockholders may be called at the principal office of the Company at any time by resolution of the Board of Directors or <u>Shareholders may propose holding of special meeting subject to legal requirements. All Stockholders may attend meetings or vote in person through remote communication or voting in absentia</u></p>
<p>3. <u>Notice of Meeting</u>, written or printed, for every regular or special meeting of the stockholders, shall be prepared, and mailed to the last known post office address of each stockholder not less than five days before any such meeting, and if for a special meeting, such notice shall state the nature and object thereof. No failure of or irregularity of notice of any regular meeting shall invalidate such meeting or any proceeding thereat.</p>	<p>3. Notice of Meeting, written or printed, for every regular or special meeting of the stockholders, shall be prepared, and shall be sent to all stockholders of <u>record through mail or electronic mail or publication or such other manner as the Securities and Exchange Commission shall allow under its guidelines</u> not less than five days before any such meeting, and if for a special meeting, such notice shall state the nature and object thereof. No failure of or irregularity of notice of any regular meeting shall invalidate such meeting or any proceeding thereat.</p>
<p>Article III - Directors</p>	<p><u>Article III - Directors</u></p> <p>8. The Board of Directors shall receive reasonable compensation and per diem.</p>

Article IV - Officers	Article IV - Officers
<p>1. <u>The officers of the company shall be a Chairman of the Board, a President, a Vice-President, a Secretary, who need not be a director nor stockholder, an Assistant Secretary, who likewise need not be a director nor stockholder, and a Treasurer and Assistant Treasurer, who equally need not be a director or a stockholder. Such officers shall serve for one (1) year and until their successors shall have been duly elected and qualified, unless sooner removed for cause by the Board of Directors.</u></p>	<p>1. The officers of the company shall be a Chairman of the Board, a President <u>who shall also be the CEO</u>, one or more Vice-Presidents, a Secretary who need not be a director nor stockholder, an Assistant Secretary, who likewise need not be a director nor stockholder, and a Treasurer and Assistant Treasurer, who equally need not be a director or a stockholder and <u>Compliance Officer, who likewise need not be a director nor stockholder.</u> Such officers shall serve for one (1) year and until their successors shall have been duly elected and qualified, unless sooner removed for cause by the Board of Directors.</p> <p><u>8. The Compliance Officer is a member of the Company's management team in charge of the compliance function. Similar to the Corporate Secretary, he/she is primarily liable to the Company and its shareholders, and not to the Chairman or President of the Company.</u></p>

After discussion and upon motion made and seconded, the matter of amendment to the Corporation's Articles of Incorporation were unanimously approved and adopted, as follows:

"RESOLVED, as it is hereby resolved that Article IV of the Articles of Incorporation's be amended:

Article IV. That the term for which said Corporation is to exist is perpetual.

"RESOLVED, as it is hereby resolved that Article II, Article III, Article IV of the Corporation's By-Laws be amended:

Article II – STOCKHOLDERS

"1. The Annual Meeting of the stockholders shall be held in the principal place of the Company or at any suitable place in Metro Manila, or via remote communication, on the last Friday of July of each year."

Special Meetings of the stockholders may be called at the principal office of the Company at any time by resolution of the Board of Directors or

Shareholders may propose holding of special meeting subject to legal requirements. All Stockholders may attend meetings or vote in person through remote communication or voting in absentia

Notice of Meeting, written or printed, for every regular or special meeting of the stockholders, shall be prepared, and shall be sent to all stockholders of record through mail or electronic mail or publication or such other manner as the Securities and Exchange Commission shall allow under its guidelines not less than five days before any such meeting, and if for a special meeting, such notice shall state the object or object thereof. No failure of or irregularity of notice of any regular meeting shall invalidate such meeting or any proceeding thereat.

Article III - Directors

8. The Board of Directors shall receive reasonable compensation and per diem.

Article IV - Officers

1. The officers of the company shall be a Chairman of the Board, a President who shall also be the CEO, one or more Vice-Presidents, a Secretary who need not be a director nor stockholder, an Assistant Secretary, who likewise need not be a director nor stockholder, and a Treasurer and Assistant Treasurer, who equally need not be a director or a stockholder and Compliance Officer, who likewise need not be a director nor stockholder. Such officers shall serve for one (1) year and until their successors shall have been duly elected and qualified, unless sooner removed for cause by the Board of Directors.

8. The Compliance Officer is a member of the Company's management team in charge of the compliance function. Similar to the Corporate Secretary, he/she is primarily liable to the Company and its shareholders, and not to the Chairman or President of the Company.

"RESOLVED FURTHER, that the Corporation's directors and/or officers be, as they are hereby, authorized to sign, execute and deliver the Amended Articles of Incorporation and By-Laws and all necessary certifications, authorities and documents, as well as perform all acts, necessary to implement the foregoing resolution."

The Secretary certified that a total of TWO BILLION FIVE HUNDRED FIVE MILLION FOUR HUNDRED THIRTY-SIX THOUSAND TWO HUNDRED THREE (2,505,436,203) shares representing 100% of the total voting shares represented in this July 30, 2021 meeting voted in favor of the Amendments to the Articles of Incorporation and By-Laws.

VII. ELECTION OF DIRECTORS

The next item on the agenda was the election of directors. Upon nominations made and duly seconded, the following persons were elected by the stockholders present or represented, as Directors of the Corporation for the current year and until their successors shall have been duly elected and qualified:

Alfredo C. Ramos
Presentacion S. Ramos
Adrian Paulino S. Ramos
Gerard Anton S. Ramos
Maureen Alexandra S. Ramos-Padilla
Christopher M. Gotanco
Adrian S. Arias
Reynaldo E. Nazarea
Roberto V. San Jose
Laurito E. Serrano
Honorio A. Poblador III

The Secretary certified that the above Directors each received at least TWO BILLION FIVE HUNDRED FIVE MILLION FOUR HUNDRED THIRTY-SIX THOUSAND TWO HUNDRED THREE (2,505,436,203) votes, representing 100% of the total voting shares represented in this meeting.

The Chairman acknowledged that the independent directors were Messrs. Laurito E. Serrano and Honorio A. Poblador III.

VIII. APPOINTMENT OF EXTERNAL AUDITORS

Thereafter, the meeting proceeded with the appointment of the external auditors of the Corporation for the current year. Upon motion made and duly seconded, the following resolution was unanimously adopted:


“RESOLVED, That the stockholders of Anglo Philippine Holdings Corporation (the “Corporation”) approve, ratify and confirm, as they do hereby, the appointment of Sycip Gorres Velayo & Co. as the external auditors of the Corporation for the current year.”


The Secretary certified that a total of TWO BILLION FIVE HUNDRED FIVE MILLION FOUR HUNDRED THIRTY-SIX THOUSAND TWO HUNDRED THREE (2,505,436,203) shares representing 100% of the total voting shares represented in this July 30, 2021 meeting voted in favor of the reappointment of SGV & Co. as the Company’s external auditor for 2021.


IX. ADJOURNMENT

There being no question from the floor nor further business to transact, upon motion duly made and seconded, the meeting was thereupon adjourned.

ATTEST:


ALFREDO C. RAMOS
Chairman of the Stockholders' Meeting


ADRIAN S. RAMOS
Presiding Officer of the Stockholders' Meeting


IRIS MARIE U. CARPIO-DUQUE
Secretary of the Stockholder's Meeting