



**[For Approval of the Stockholders in 2015 Annual Stockholders Meeting]**

**Minutes of the Annual Stockholders Meeting  
MACAY HOLDINGS, INC.**

Held on July 25, 2014, Friday, at 2:00 p.m.  
The City Club, Alphaland Makati Place  
7232 Ayala Avenue Ext., Makati City, Philippines 1200

No. of shares present or represented	-	958,941,662
No. of shares issued and outstanding	-	1,068,393,223
Percentage of shares presented or Represented total shares issued and outstanding	-	89.76%

**1. Call to Order**

Chairman Alfredo M. Yao called the meeting to order and Corporate Secretary Maila Roberta A. Padpad-Banaag recorded the minutes.

**2. Proof of required notice of meeting and presence of quorum**

The Corporate Secretary certified to the Chairman and the stockholders of Macay Holdings, Inc. (the "Corporation") that notices had been sent to all stockholders of record as of 20 June 2014.

The Corporate Secretary further certified that, based on the records, stockholders owning 958,941,662 of the Corporation's outstanding shares, representing 89.76% of the total issued and outstanding shares of the Corporation, were represented in the meeting, in person or by proxy. Thus, a quorum existed for the purpose of transacting the business in the agenda.

**3. Reading and approval of the Minutes of the Annual Stockholders Meeting held on 30 May 2013**

Upon motion duly made and seconded, the reading of the Minutes of the Annual Stockholders Meeting of the Corporation held on 30 May 2013 was dispensed with.

There being a motion duly seconded with no objection raised thereon, the minutes of the annual meeting of the stockholders of the Corporation held on 30 May 2013 was approved.

**4. Annual Report for 2013**

President Antonio I. Panajon presented his Annual Report for the year 2013, with the financial highlights incorporated in said Report.



The Chairman then asked the stockholders if they had any questions or comments. There being none, the meeting proceeded to the next item on the agenda.

5. **Action on acts and proceedings of the Board of Directors and Management in 2013**

On motion made and duly seconded, there being no objection thereto, the stockholders ratified the acts and proceedings of the Board of Directors and Management for the year 2013.

6. **Appointment of inspectors of election to serve until the close of the next annual meeting**

On motion made, duly seconded, and unanimously carried, the stockholders approved the appointment of Maila Roberta A. Padpad-Banaag and Katherine Y. Pura as election inspectors until the close of the next annual meeting.

7. **Amendment of the Article Sixth of the Corporation's Articles of Incorporation Increasing the Number of Directors**

The Corporate Secretary explained that the proposed amendment to amend Article Sixth of the Corporation's Articles of Incorporation, increasing the number of directors from 11 to 13 directors, was intended to enhance stockholder participation in the Corporation by providing a greater number of representatives in the Board of Directors.

Upon motion made and duly seconded, and there being no objection thereto, the stockholders approved the amendment of Article Sixth of the Corporation's Articles of Incorporation to state that "the number of directors of said corporation shall be thirteen (13)."

8. **Election of Directors, including Independent Directors, for 2014-2015**

The Chairman requested Mr. Jesus G. Gallegos, Jr., Chairman of the Nominations Committee of the Corporation, to explain the nomination procedure under the Corporation's Revised Manual of Corporate Governance and the rules, regulations, and requirements of the Securities and Exchange Commission.

Mr. Gallegos explained that, under Macay's current Revised Manual of Corporate Governance, the Nomination Committee is tasked to pre-screen and shortlist all candidates nominated to become a member of the board of directors in accordance with the qualifications and disqualifications as set forth in the Manual and under applicable law and regulations. The Committee, pursuant to its mandate, reviewed the qualifications of the nominees and found that, based on the records, they have all the qualifications and none of the disqualifications prescribed by law and the regulations. The nominees are as follows:



1. Alfredo M. Yao
2. Antonio I. Panajon
3. Armando M. Yao
4. Jeffrey S. Yao
5. Carolyn S. Yao
6. Mary Grace S. Yao
7. Roberto A. Atendido
8. Albert S. Toribio
9. Fernando R. Balatbat
10. Jesus G. Gallegos, Jr. - Independent Director
11. Roberto F. Anonas, Jr. - Independent Director

Two individuals, namely, Mr. Roberto F. Anonas and Mr. Gallegos, were nominated as independent directors in accordance with SEC Memorandum Circular No. 16, Series of 2002, on the Guidelines on the Election of Independent Directors and SEC Memorandum Circular No. 9 Series of 2011, and Article II, Sec. 1 of the Corporation's by-laws.

The two additional nominees, who were likewise nominated and elected in light of the proposed amendment to the Corporation's articles of incorporation increasing the number of directors from 11 to 13, are as follows:

1. Gerardo T. Garcia
2. Rinaldi C. Aves

Mr. Garcia and Mr. Aves will assume their seats as members of the Corporation's Board of Directors upon approval by the Securities and Exchange Commission of the proposed increase in the number of directors.

Upon motion made and duly carried, the nominations were closed and the above-named individuals were elected directors of the Corporation to serve until their successors are elected.

#### **9. Appointment of External Auditor**

Upon request of the Chairman, Mr. Anonas, the Chairman of the Audit Committee, to explain the procedure for the appointment of the external auditor, explained that the Audit Committee recommended for re-appointment, SGV & Company as the Corporation's external auditor, subject to approval of the majority of the Corporation's outstanding capital stock.

There being a motion made, duly seconded, and unanimously carried, the stockholders resolved to appoint SGV & Co. as the Corporation's independent external auditors for 2014.



10. **Amendment of Article Third of the Corporation's Articles of Incorporation Changing the Principal Address of the Corporation**

The Chairman instructed the Corporate Secretary to explain the proposed amendment to change the principal address of the Corporation.

It was stated that the proposed amendment to the Third Article of the Company's Articles of Incorporation will specify the address of the Company to "137 Yakal Street, San Antonio Village, Makati City, Philippines 1203," as required by SEC Memorandum Circular No. 6, series of 2014. This Memorandum Circular mandates that existing corporations that state "Metro Manila" as their principal office address, as in the case of the Company, should amend their articles of incorporation so that the complete address, including a street number, street name, barangay, city, or municipality, among others, is specified therein.

On motion made, duly seconded, and unanimously carried, the stockholders approved the amendment of Article Third of the Articles of Incorporation of the Corporation to state that "the place where the principal office and place of business of the Corporation is to be established or is located at 137 Yakal Street, San Antonio Village, Makati City, Philippines 1203."

11. **Amendment of Article I, Section 1 of the By-Laws of the Corporation Changing the Venue of the Annual Stockholders Meeting**

As instructed by the Chairman, the Corporate Secretary explained that there is a proposed amendment to state that the venue of the annual stockholders' meeting shall be held "at the principal office of the Company or at such other venue designated by the Board of Directors within the city or municipality where the principal office of the Company is located." She explained that the purpose of the amendment is to allow for flexibility in the venue for the holding of said meeting inasmuch as the current by-laws mandate that the stockholders's meeting shall be held at the principal office of the Company, and said venue may not be able to accommodate all the stockholders who want to participate in said meeting.

On motion made and duly seconded, there being no objection thereto, the stockholders approved the amendment of Article I, Sec. 1 of the By-laws of the Corporation to state that the venue of the annual stockholders' meeting shall be held "at the principal office of the Company or at such other venue designated by the Board of Directors within the city or municipality where the principal office of the Company is located."

12. **Adjournment**

There being no other matters brought up during the meeting, the same was adjourned at 2:45 p.m.