

**MINUTES OF THE ANNUAL MEETING OF THE
STOCKHOLDERS OF VULCAN INDUSTRIAL AND
MINING CORPORATION HELD ON JULY 31, 2012
AT THE EDSA SHANGRI-LA HOTEL STARTING AT 3:00 P.M.**

1. Call to Order

The Chairman and President, Alfredo C. Ramos called the meeting to order at 3:00 p.m. The Chairman welcomed the stockholders to the 59th Annual Stockholders Meeting. The Corporate Secretary, Melquiades T. Malabanan, recorded the minutes of the proceedings.

2. Proof of Notice and Certification of Quorum

The Chairman inquired from the Corporate Secretary whether notices of today's meeting were duly sent to the stockholders on record. The CorSec confirmed that written notices of the annual meeting were sent to all stockholders of record as of June 14, 2012 by mail or personal delivery to their respective recorded addresses.

Responding to a query about the existence of a quorum, the Secretary certified that out of the 592,271,739 shares outstanding and entitled to vote which is net of 7,728,261 treasury shares, there were present in person or by proxy stockholders owning 405,510,685 shares of the Company's stock representing 68.47% of the outstanding capital stock.

There being proof that written notices of today's annual meeting were duly sent within the period and the manner set forth in the By-Laws and pertinent rules, and there being furthermore a quorum, the Chairman announced that the 2011 annual stockholders meeting is formally opened to transact business.

3. Approval of Minutes of Previous Meetings

The Chairman sought consideration and approval of the minutes of the previous stockholders' meeting held on November 18, 2011 at the Legend Hotel, Pioneer St., Mandaluyong City.


A stockholder took the floor and moved that the reading of the minutes be dispensed with inasmuch as copies thereof were provided the stockholders and that the minutes thereof be approved as written. Another stockholder seconded the motion. There being no objection to the motion, the Chairman dispensed with the reading of the minutes of the annual meeting dated November 18, 2011, and declared the same to be approved by the stockholders present or represented in the meeting.

4. Management Report and Financial Highlights for 2011

Proceeding to the next item on the Agenda, the Chairman yielded the Chair to the Executive Vice-President, Mr. Patrick V. Caoile, who requested Mr. Romeo Molano, Vice-President for Operations to do the presentation of the 2011 Management Report. The report covered the following mining projects:

4.1 Manlupo Copper Project

Negros Manlupo Copper project is located at Barangay Damutan, Hino-baan Municipality, Negros Occidental Province with an area of 477 hectares. The



project consisted of a porphyry copper deposit that is within 35 to 40 kilometers of two existing deed water ports.

Manlupo claims has a known reserve of 81 million tons of 41% copper based on the assessment of International Pursuit Philippines Inc. (IPPI) of the detailed exploration survey and drilling of 9,074 linear meters.

The Company submitted all documents for the Second Renewal of MPSA-Exploration Program that is now undergoing evaluation at MGB Region VI and eventually for approval.

4.2 Luz Copper Project

Negros Luz Copper Project is located at Barangay Manlucahoc, Sipalay City, Negros Occidental Province with an area of 806.57 hectares.

The Luz prospect was likewise subjected to thorough geological work during the seventies with the Societe Miniere et Metarlurgique de Penarroyo (Penarroyo). A total of 10,325 lineal meters was drilled, covering 36 diamond drill holes that resulted in 33 million reserve estimates at 0.38% Cu at a cut-off grade of 0.25% Cu.

The company is now in the process of completing all documents needed for the MPSA-Second Renewal of Exploration Program.

4.3 Marian Copper Gold Project


The Marian Copper Gold Project is located at Barangay Anonang, Municipality of Cordon Province of Isabela, Luzon Island of the Philippines. Geographically, it is within the area bounded by coordinates 16°37'00" to 16°48'00" north latitude and 121°23'20" to 121°28'00 east latitude.

Vulcan mineral rights over the area covers a total of 6,250 hectares of mineralized land. The known Marian Copper Gold and epithermal gold vein deposits is located within a north-south trending deeply dissected edifices of Miocene trachyte-phonolite-syenite volcanic belt. It is disposed along intrabasinal alkaline volcanic-intrusive belt formed within the framework of an intermontane through.

Exploration work in the area was limited to the perfection on the requirement of the MPSA application by the Mines and Geosciences Bureau (MGB) Region II which was endorsed to the MGB Central Office on October 17, 2011. A certificate of Environmental Management & Community Relations Record (CEMCRR) was issued after we satisfactorily met the requirements of the MGB Central Office, MAB decision was re-affirmed with finality however, the MAB decision was elevated by the complainant to the office of the President for further evaluation of the area. The following companies had visited the area for due diligence: Ivanhoe, Goldfields Australia Pty. Ltd., St. Geroge Mining Limited, Oro Mining, Olympus Mining & Gintu Mining Corporation.

4.4 Isabela Dimakawal Project

The Dimakawal project used to be operated by Acoje Mines as a manganese mine in the 1970's. Mineralization was reported as strata bound lenses to pods of



the manganese with underlying pyrite-chalcopyrite-sphalerite massive sulfides which were also mined as shipping grade copper ore. Such mineralization style was reported as volcanogenic massive sulfide deposit or VMS.

A thin layer of gritty, also high in gold, caps this breccias and with an overlying conformable sediments. The copper-zinc zone is hosted by a massive highly silified-pyritized fine-grained volcanic with chalcocite-bornite-covellite-chalcopyrite disseminations and clustering along fractures.

The copper-zinc and gold-silver rich zones were delineated as potential targets for drilling where 14 holes were drilled with the total meterage of 1,166 total meters. Incorporating their data, a stratiform copper ore was modeled and rough manual computation delineated a geological resource of 24 million tons on the copper - zinc zone of 0.20 g/t Au, 0.5% Zn and 20 g/t Ag and 0.75% Cu @ cut-off at 0.25% Cu and in the gold-silver zone of 1.6 million tons cut at 1% Zn averaging 0.20 g/t au, 0.20% Au and g/t Ag.

Field verification was conducted on the project last January 2009 by the Mine Environmental and Safety Division of MGB Region II. The company is awaiting the renewal of the Exploration Permit under the Vulcan subsidiary, Wealth Mineral Corporation.

4.5 Malimono Offshore Gold Project

Vulcan signed a Memorandum of Agreement with the Ninety Niners Development Corporation Group to develop the offshore placer claims in Masgad-Malimono area last March 13, 2008 and Mining Operations Agreement last August 11, 2008 and was registered with the DENR, MGB Region XIII, Surigao City.


The project is located within the municipal waters of Malimono Municipality, Province of Surigao del Norte and lies in the western coastal area of Surigao del Norte and covers approximately a 12-kilometer stretch of offshore waters near the shoreline of Malimono. The offshore area starts from Barangay Masgad on the south to Barangay Cagtina I in the north.

Renewal of exploration program was granted March 10, 2011 and Community Development Program (CDP) was submitted to MGB Region XIII last October 2011 and undergoing evaluation. Implementation of CDP project and Initial Exploration works will be done soon as the CDP is approved by the MGB Region XIII and the Municipality of Malimono.

4.6 Leyte Pinut-an/Panaon Gold Project

The project covers three (3) parcels of land located at Barangay Sub, Pinut-an and Esperanza, San Ricardo Municipality and Pintuyan, Panaon Island, Southern Leyte.

The type of mineralization is a epithermal gold mineralization in typical quartz vein developed in a system of quartz-stock work which is confined to the eastern side of Panaon Island. Three localities Pinut-an, Bituon and Habay fault zones host probable gold mineralization of veinlet-stock work type with the accompanying argillic wall rock alteration and limited sollicitation.



On June 02, 2009, Mines and Geosciences Bureau approved the renewal of the Exploration Permit denominated as EP-2005-000004-VIII granted on November 10, 2010 and the Community Development Program and Exploration activities are currently for implementation. EXPA-000043-VIII is undergoing final evaluation by MGB Region VIII.

4.7 Davao Gold Project

The Davao Gold Project is located at Barangay Tubli, Limor, Tubaon and Libuacm Municipalities of Tarragona and Manay, Province of Davao Oriental, Davao City, about 1,000 air miles south in Manila and can be accessed by commercial flights daily (1 ½ hrs. flight time) from Manila. From Davao City to Sitio Panombon, Municipality of Tarragona is a four to six hours overland trip by commercial buses. From Panombon to the project site, access is by a 20 km gravel road.

Mineralization in the area appears to be associated with the emplacement of a diorite intrusive along fault splays of the Mindanao extension of the Philippines fault zone. The deeply incised valleys within the area serve as a window of the underlying medium grained diorite. Exposed along Malalag, Magdugon and Mabalante Creeks in the western section of the area is a medium grained diorite intrusive. The western section of the property in turn is underlain by andesite.

4.8 Morong Aggregates Project

The project site is situated in Sitio Gintuan, Barangay Nagbalayong, Municipality of Morong, Province of Bataan, bounded approximately by the following geographical coordinates: North latitude 14°38'25" to 14°39'25", East longitude 120°19'19'5" to 120°20'20"; approximately 165 kilometers overland from Manila.


The project is in the sand, gravel and boulders deposits along the Gantuan Marucdoc and Alupag Rivers which are southwest channel-drains of the southwest foothills of Mount Natib, one of the two volcanic centers in the Bataan Peninsula.

The ISAG Permit of the project covering an area of 12.8 hectares was granted on December 17, 2008 with the validity of five (5) years. The Company conducted surveys for possible location of crushing plant and hauling road. Sounding were also conducted to establish of product stockpile area and loading pier.

The application for Mineral Production Sharing Agreement designated as MA-P-III-01-01 (APSA-000328-III) having an area of 138.0397 hectares is now undergoing evaluation at Mines and Geosciences Bureau Region III.

4.9 Batangas Aggregates Project

The Batangas Aggregates project is situated in Barangay San Miguel, Batangas City, which is located approximately 8.5 straight line kilometers southeast of the city proper. It is bounded by geographical coordinates 121°06'00" to 121°07'30" east longitude and 13°42'30" to 13°43'30" North latitude.



Field verification was conducted on our Batangas Aggregates Project denominated as MPSA No. 091-97-IV covering area 332.398 hectares by Mining Tenements Division of the MGB Region IV-A last April 2012.

4.10 Zambales Gabbro Project

The Subic Gabbro Project is covered one (1) Approved Small Scale Mining Permit (SSMP), two (2) Application for Small Scale Mining Permits (ASSMP) and four (4) Declaration of Locations (DOL) under an operating agreement between the claim owner and VIMC signed on June 22, 1991. The project is located at Sitio Cawag, Municipality of Subic, and Province of Zambales. It can be reached from Subic proper either by taking a 45-minute pump boat ride along the Subic Bay then entering the Cawag River or by taking the 120 kilometers stretch Cabitaugan-Basilao road. The company estimated the Measured Mineral Resources, four (4) types of Gabbro varieties were identified as suitable for dimensions stones that was delineated from the three prospective quarry sites as follows:

| | |
|-----------------------|-------------------------------|
| • Black Fine Gabbro | - 22,118 cubic meters |
| • Green Fine Gabbro | - 17,743 cubic meters |
| • Green Medium Gabbro | - 81,246 cubic meters |
| • Green Coarse Gabbro | - <u>134,308</u> cubic meters |
| | 255,415 cubic meters |

The Supreme Court on September 24, 2007 rendered a decision with finality in favor of Vulcan with respect to the conflict with Veronica Lorenzana.

4.11 Palawan Silica Sand Project


The area is situated in the Municipality of Roxas & San Vicente Palawan. The company has previously quarried silica sand of 96% to 98% content. Processed/sized product according to the customer specifications were delivered and sold to San Miguel, Union Glass, Asia Brewery, Republic Glass, Union Industries, filler sand to Philphos and likewise low grade silica sand as foundry sand for Metro Manila customers.

The operations was temporarily suspended sometime 2002 due to scarcity of high grade silica sand (98-99%) for glass requirement and the inflow of cheaper imported silica sand from Vietnam, Australia and others.

The renewal of the application of MPSA (APSA-00388-IVB)/(PMPSA IVB-50) is undergoing evaluation at MGB Region IVB/MGB Central Office.

4.12 Palawan Granite Project

The Exploration Permit Application area consists of two (2) separate parcels reported to as Area-1 situated in Barangay Capaos, Municipality of Taytay; and as Area-2 situated in Barangay Alemanguan, Municipality of San Vicente, Province of Palawan.



The Palawan Granite Project has several stock of granite as an intrusive igneous deposit trending NNE in the Capaos Peninsula. The equigranular granite is moderately hard and light gray in color when fresh. It has a hypidiomorphic granular texture and is medium grained with sizes ranging from 1 millimeter – 3 millimeters. Palawan PENRO calculated an ore reserve estimate amounting to 1.1 billion cubic meters of granite rock within the area.

4.13 Nueva Ecija Aggregates Project

The Nueva Ecija Aggregates Project is located at Municipalities of Sta. Rosa, San Leonardo and General Tinio and Penaranda; Nueva Ecija Province. It is approximately 85 straight-line kilometers north-northwest of Manila and are bounded by geographical coordinates E longitude $121^{\circ}01'00''$ to $121^{\circ}06'00''$; N latitude $15^{\circ}22'30''$ to $15^{\circ}25'00''$. It covers an area of 2,598.51 hectares.

MGB geologic maps and report indicate the Quarternary Alluvial Deposits overlie the area. The detrital deposits are predominantly sand and gravel in character. The area is a wide flood plain having a generally flat topography with occasional undulating hills being a part of eastern side of the Central Valley of Luzon Island. The region exhibited alluvial fan features and repository area of high sedimentation coming from the western sector of the central Sierra Madre Mountain range.

The project area can provide good quality sand and gravel deposits which can be potential source of aggregates for the construction industry in the region.

The APSA 000275-111 (MA-P-111-14-98) is undergoing evaluation at MGB Region III.

4.14 Comet Nickel/Chromite Project

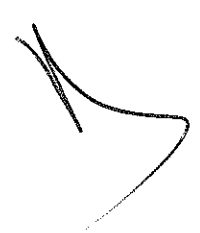
MPSA No. 003-90-X was granted to Comet Mining Exploration (COMET) on May 28, 1990 covering an area of 1,296 hectares with a validity of 25 years. On December 04, 2007, a Memorandum of Agreement between Comet and VMC was executed allowing the VMC to conduct an exploration activities on the area covered by the MPSA.

VMC conducted drilling activities for core recovery (core drilling by dry blocking but with uncased holes) on the southern side of the COMET MPSA.

4.15 Montalban Aggregates Project

VMC operates the 45.17 hectare portion of the 130.5115 hectares of MPSA No. 070-97 IV under the name of Asensio-Pinzon Aggregates Corporation. The company continues in operation as the demand for aggregates increases even more due to the interest in economic growth, improve industrial activities in government infrastructure development.

After the presentation of the ongoing mining projects of the Company, Ms. Francisca D. Ricarte took the floor and highlighted the 2011 Financial Results.



Vulcan Industrial & Mining Corporation and Subsidiary
Consolidated Balance Sheets

| | AUDITED 2011 DECEMBER 31 | AUDITED 2010 DECEMBER 31 |
|---|-----------------------------|-----------------------------|
| ASSETS | | |
| Current Assets | | |
| Cash and cash equivalents | 1,280,097 | 5,102,193 |
| Accounts receivable – net | 20,699,623 | 19,366,613 |
| Inventories – net | 7,660,464 | 6,523,058 |
| Prepaid expenses and other current assets-net | 21,551,673 | 20,401,927 |
| Total current assets | 51,191,857 | 51,393,791 |
| Non-current Assets | | |
| Available-for-sale (AFS) financial assets | 154,706,291 | 357,561,885 |
| Property, plant and equipment | 42,220,409 | 44,647,022 |
| Deferred exploration cost and other charges | 907,207,545 | 719,863,770 |
| Total non-current Assets | 1,104,134,245 | 1,122,072,677 |
| | 1,155,326,102 | 1,173,466,468 |
| TOTAL ASSETS | | |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| Current Liabilities | | |
| Bank loans | 9,380,975 | 55,310,490 |
| Trade and other payables | 61,662,530 | 51,812,060 |
| Payable to related parties | 432,712,363 | 367,358,234 |
| Subscriptions payable | 6,529,858 | 6,529,858 |
| Income Tax Payable | 333,027 | 121,923 |
| Total current liabilities | 510,618,753 | 481,132,565 |
| Non-current Liabilities | | |
| Long Term Debt | - | 8,446,151 |
| Advances from Customers | 4,062,047 | 4,062,047 |
| Pension liability | 9,570,684 | 7,306,133 |
| Total Non-current liabilities | 13,632,731 | 19,814,331 |
| Stockholder' Equity | | |
| Capital Stock | 600,000,000 | 600,000,000 |
| Capital in excess of par value | 27,504,207 | 27,504,207 |
| Net unrealized valuation gain (loss) on AFS Financial assets | 103,547,118 | 155,151,161 |
| Deficit | (94,139,309) | (104,298,398) |
| | 636,912,016 | 678,356,970 |
| Treasury Stock | (5,837,398) | (5,837,398) |
| | 631,074,618 | 672,519,572 |
| | 1,155,326,102 | 1,173,466,468 |
| TOTAL LIABILITIES AND STOCKHOLDERS EQUITY | | |

**VULCAN INDUSTRIAL & MINING CORPORATION AND SUSIDIARY
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

| | 2011 <u>DECEMBER 31</u> | 2010 <u>DECEMBER 31</u> |
|--|----------------------------|----------------------------|
| REVENUE | | |
| Sales of Aggregates | 107,849,114 | 126,450,201 |
| COST AND EXPENSES | | |
| Cost of Sales | 84,832,504 | 104,158,427 |
| Selling Expenses | 16,298,119 | 16,358,511 |
| General and Administrative Expenses | <u>27,746,052</u> | <u>18,594,387</u> |
| | <u>128,876,675</u> | <u>139,111,325</u> |
| OTHER INCOME (CHARGES) | | |
| Gain on sale of available-for-sale (AFS) Financial Assets | 82,904,952 | - |
| Loss on assignment of interest | (62,720,351) | - |
| Dividend Income | 7,221,945 | 8,526,398 |
| Gain from write-off of a liability | 2,030,282 | - |
| Interest and Financing Charges | (1,590,601) | (2,492,715) |
| Interest Income | 64,461 | 74,133 |
| Foreign exchange gain(loss)- net | - | 512,289 |
| Impairment losses on AFS financial assets | - | (3,123,527) |
| Loss on disposal of property and equipment | - | (67,166) |
| Others-Net | <u>3,868,018</u> | <u>3,743,864</u> |
| | <u>31,778,706</u> | <u>7,173,276</u> |
| Income (Loss) Before Income Tax | 10,751,145 | (5,487,848) |
| Provision for Income Tax – Current | 592,056 | 501,349 |
| Net Income (Loss) | 10,159,089 | (5,989,197) |
| Other Comprehensive Income (Loss) | (51,604,043) | 40,235,079 |
| Total Comprehensive Income | (41,444,954) | 34,245,882 |

**Vulcan Industrial & Mining Corporation and Subsidiary
Consolidated Balance Sheets**

| | 2012 <u>JUNE 30</u> | AUDITED 2011 <u>DECEMBER 31</u> |
|---|------------------------|------------------------------------|
| ASSETS | | |
| Current Assets | | |
| Cash and cash equivalents | 5,092,098 | 1,280,097 |
| Accounts receivable – net | 22,243,718 | 20,699,623 |
| Inventories – net | 7,901,729 | 7,660,464 |
| Prepaid expenses and other current assets-net | <u>25,860,187</u> | <u>21,551,673</u> |
| Total current assets | 61,097,732 | 51,191,857 |
| Non-current Assets | | |
| Available-for-sale (AFS) financial assets | 14,525,795 | 154,706,291 |
| Property, plant and equipment | 40,336,565 | 42,220,409 |

OTHER INCOME (CHARGES)

| | | |
|--|-------------------|-------------------|
| Gain on sale of available-for-sale (AFS) Financial Assets | 62,985,625 | 77,588,731 |
| Dividend Income | 2,600 | 7,068,594 |
| Interest and Financing Charges | (443,881) | (592,342) |
| Interest Income | 29,421 | 18,878 |
| Others-Net | <u>1,379,892</u> | <u>5,901,892</u> |
| | <u>63,953,657</u> | <u>89,985,753</u> |
| Income (Loss) Before Income Tax | 55,906,251 | 78,218,744 |
| Provision for Income Tax | -0- | (1,020) |
| Net Income (Loss) After Income Tax | 55,906,251 | 78,217,724 |
| Other Comprehensive Income (Loss) | - | - |
| Total Comprehensive Income | 55,906,251 | 78,217,724 |

5. Approval of 2011 Annual Report and Audited Financial Statements

Proceeding to the next item on the agenda, the Chairman informed the stockholders that copies of the 2011 Annual Report and Audited Financial Statements, which were earlier distributed have already been approved by the Board of Directors, and that the approval of the stockholders are likewise being sought. A stockholder moved for the approval of the 2011 Annual Report and the Audited Financial Statements for the year ended December 31, 2011. Another stockholder seconded the motion. There being no objection to the motion, the Chairman declared that the 2011 Annual Report and Audited Financial Statements for the year ended December 31, 2011 were deemed approved by those stockholders present or represented in the meeting.

6. Approval of the increase in authorized capital stock from PhP600 million to PhP1.5 billion, and amendment of Article Seventh of the Articles of Incorporation

Upon being recognized by the floor, Mr. Patrick V. Caoile, Executive Vice-President and General Manager, informed the stockholders the necessity to ratify the prior action of the Board of Directors approving the (i) increase of the authorized capital stock of the Company from PhP600 million to PhP1.5 billion divided into 1.5 billion shares with a par value of PhP1.00 per share; and (ii) to amend Article Seventh of the Articles of Incorporation of the Company pertaining to the authorized capital stock.

Responding to a query, Mr. Caoile explained that out of the increase of PhP900 million, PhP450 million will be earmarked for subscription by a wholly owned subsidiary of China Trend and the balance of PhP450 million will be subscribed by a local investor. Mr. Caoile further explained that the existing stockholders of the Company will not be entitled to subscribe to the capital increase because they have no pre-emptive rights to the issuance, re-issuance or disposition of shares of the Company as mandated by Article Seventh of the Company's Articles of Incorporation.

Thereafter, on motion duly made and seconded, and without any objection, the stockholders voted and approved the following resolution:

"RESOLVED, AS IT IS HEREBY RESOLVED, to ratify and approve the prior action of the Board of Directors to increase the present authorized capital stock of the Company from PhP600,000,000.00 to PhP1,500,000,000.00, divided into 1,500,000,000 shares at a par value of PhP1.00 per share, and to amend Article Seventh of the Articles of Incorporation as follows:

"SEVENTH: That the amount of capital stock of the Corporation is ONE BILLION FIVE HUNDRED MILLION PESOS (PhP1,500,000,000.00), Philippine Currency, and the said capital is divided into ONE BILLION FIVE HUNDRED MILLION (1,500,000,000) shares at the par value of ONE PESO (PhP1.00) each. *(as amended on May 27, 1981, May 30, 1989, September 10, 1993, October 9, 1996, November 14, 1996 and July 31, 2012)*

That all shareholders shall have no pre-emptive right with respect to issuances, re-issuances and disposition of shares of stock of the corporation. *(as amended on September 29, 2008)"*

7. Ratification of all Corporate and Management Acts

Proceeding to the next item on the agenda, the Chairman sought ratification and confirmation of all corporate and management acts for the fiscal year 2011-2012.

Upon being recognized by the floor, a stockholder moved that all corporate and management acts of the Management and the Board of Directors for the fiscal year 2011-2012 be confirmed and ratified. The motion was duly seconded.

There being no objection, all corporate acts and resolutions of Management and the Board of Directors for the fiscal year 2011-2012 were unanimously confirmed and ratified.

8. Election of the Board of Directors

Proceeding to the election of the Board of Directors, the Chairman opened the table for nomination for eleven (11) directors inclusive of two (2) independent directors.

The following were nominated:

1. Alfredo C. Ramos
2. Patrick V. Caoile
3. Augusto B. Sunico
4. Francisco A. Navarro
5. Christopher M. Gotanco
6. Presentacion S. Ramos
7. Adrian S. Ramos
8. Alfredo V. Calub
9. Romeo B. Molano
10. Renato C. Valencia for independent director
11. Carmelito R. Zapanta for independent director

There being no other nominees, a motion to close the nomination was duly seconded. There being no objection to the motion to close, the Chairman declared the same to be closed. The Chairman instructed the Corporate Secretary to cast the votes of the stockholders present in person or by proxy in favor of the nominees. Thereafter, on motion duly made and seconded, the stockholders approved the following resolutions:

"RESOLVED, that the following are hereby elected as members of the Board of Directors of **Vulcan Industrial and Mining Corporation** for 2012-2013 or until their successors are duly elected and qualified:

1. Alfredo C. Ramos, Chairman
2. Patrick V. Caoile, Director
3. Augusto B. Sunico, Director
4. Francisco A. Navarro, Director
5. Christopher M. Gotanco, Director
6. Presentacion S. Ramos, Director
7. Adrian S. Ramos, Director
8. Alfredo V. Calub, Director
9. Romeo B. Molano, Director
10. Renato C. Valencia, Independent Director
11. Carmelito R. Zapanta, Independent Director"

The Chairman requested the newly elected members of the Board to convene an organizational meeting immediately after the stockholders meeting for the election of the new corporate officers.

9. Appointment of External Auditor

Moving on to the next item on the agenda, the Chairman opened the floor for nomination of the Company's external auditor for 2013. A motion was made recommending the re-appointment of SGV & Co. as the Company's external auditor for 2013. The motion was duly seconded, and no objection was interposed. Thereafter, the Chairman declared that the re-appointment of auditing firm SGV & Co. as the Company's external auditor for 2013 is deemed approved by those stockholders present or represented in the meeting.

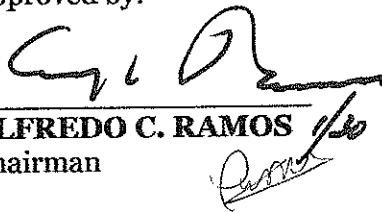
10. Other Matters/Adjournment

There being no other matters presented, a stockholder moved that the meeting be adjourned. The motion was duly seconded. There being no objection to the motion, the Chairman declared the meeting officially adjourned at 3:40 p.m. The Chairman expressed appreciation to the stockholders for their attendance in the meeting. The Chairman requested the newly elected directors together with Atty. Malabanan to stay around for the organizational meeting of the Board of Directors.

Minutes taken by:


MELQUIADES T. MALABANAN
 Corporate Secretary

Approved by:


ALFREDO C. RAMOS
 Chairman