

PrimeOrion Philippines, Inc.

Minutes of the Annual Stockholders' Meeting

12 April 2018, Thursday, 9:00 AM

Dasmarinas Magallanes San Lorenzo and Bel Air Function Rooms Makati Sports Club

L. P. Leviste St. corner Gallardo St., Makati City

	No. Outstanding and Voting Shares	Percentage of Total
Shareholders present:	3,628,794,374	73.71%

Directors Present:

Bernard Vincent O. Dy

*Chairman of the Board
Chairman, Executive Committee*

Felipe U. Yap

*Vice-Chairman of the Board
Member, Executive Committee
Member, Corporate Governance and Nomination
Committee
Member, Compensation and Remuneration Committee*

Maria Rowena M. Tomeldan

*President
Chairman, Corporate Governance and Nomination
Committee
Chairman, Compensation and Remuneration Committee
Member, Audit and Risk Committee
Member, Executive Committee
Member, Sustainability Committee*

Jose Emmanuel H. Jalandoni

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Augusto D. Bengzon

-

Nathanael C. Go

-

Renato O. Marzan

*Independent Director
Chairman, Sustainability Committee*

Rex Ma. A. Mendoza

*Independent Director
Chairman, Audit and Risk Committee
Member, Corporate Governance and Nomination
Committee
Member, Compensation and Remuneration Committee
Member, Sustainability Committee*

Victor C. Say

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1. Call to Order

After the national anthem, the Chairman, Mr. Bernard Vincent O. Dy, called the meeting to order at 9:00 A.M. He welcomed the stockholders, members of the Board, the President, and other officers of the Corporation.

2. Notice of Meeting

The Corporate Secretary, June Vee D. Monteclaro-Navarro, certified that notice of the meeting was sent starting on 15 March 2018 to stockholders of record as of 26 February 2018 in accordance with the By-Laws and applicable rules. The notice was also published on 7 April 2018 in the Manila Times and the Business Mirror, both newspapers of general circulation.

3. Determination of Quorum

The Secretary further certified that there was a quorum for the meeting with stockholders owning 3,628,794,374 shares, or 73.71% of the total outstanding and voting shares present in person or by proxy.

4. Procedures for Discussion and Voting

The Chairman requested that any stockholder who wished to speak should first identify himself after being acknowledged by the Chairman and limit his remarks to the item in the Agenda under consideration.

The Secretary then explained that printed copies of the rules of conduct and the voting procedures were provided to the stockholders or their proxies upon registration at the meeting.

The rules provide that a stockholder may vote manually using the ballot provided to him upon his registration and placing the voted ballot in the ballot box located at the registration area. A stockholder may also vote electronically using any of the computers at the station for electronic voting near the registration area. The paper ballot and the website platform for electronic voting set forth the proposed resolutions for consideration by the stockholders and each proposed resolution would be shown on the screen in front as it is taken up.

The Corporation also allowed voting in absentia by sending out to each stockholder a ballot with a proxy form, submitted at least seven (7) days before the meeting. The votes in the ballot were counted even if the stockholder did not personally attend because every stockholder could participate in the meeting under the Corporation Code and the By-Laws through his designated proxy or the Chairman of the meeting as the proxy in default in the absence of a designated proxy.

Each outstanding share of stock entitles the registered stockholder to one vote.

The stockholders may cast their votes anytime during the meeting. All votes received shall be tabulated by the Office of the Corporate Secretary and the results of the tabulation shall be validated by the external auditor, SyCip Gorres Velayo & Co. ("SGV"). As the stockholders take up an item in the Agenda, the Secretary would report on the votes that have been received and tabulated and the final tally of votes would be reflected in the minutes of the meeting.

The Secretary reported that, at the end of the proxy validation process on 4 April 2018, stockholders owning 3,624,818,655 voting shares representing 99.9% of the total voting shares represented in the meeting, and 73.63% of the total outstanding shares, have cast their votes on the items for consideration by the stockholders; that those votes have been tabulated; that she would be referring to such partial tabulation when reporting the voting results throughout the meeting; and that there were

remaining votes that have yet to be counted but the results of the complete tabulation of votes would be reflected in these minutes.

5. Approval of the minutes of the 2017 Annual Stockholders' Meeting

The Chairman then proceeded with the approval of the minutes of the annual stockholders' meeting held on 13 January 2017. He stated that copies of the minutes were distributed to the stockholders prior to the meeting and a copy thereof was posted and could be accessed on the website of the Corporation.

There being no questions, the Chairman requested for a motion for approval.

On motion of Ms. Maida B. Castro, seconded by Ms. Anne Yap, the stockholders approved the minutes and adopted the following Resolution No. S-01-18, which was shown on the screen:

Resolution No. S-01-18

RESOLVED, to approve the minutes of the annual stockholders' meeting held on 13 January 2017.

As tabulated by the Office of the Corporate Secretary and validated by SGV, the votes on the motion for the approval of the minutes and the adoption of Resolution No. S-01-18 are as follows:

	For	Against	Abstain
Number of Voted Shares	3,277,772,832	0	0
% of Voting Shares Present	90.33%	0%	0%

6. Annual Report for Fiscal Year covering July to December 2016 and Annual Report for Calendar Year 2017

President's Report

The President, Ms. Maria Rowena M. Tomeldan, began by stating that 2017 was a good and significant year for the Corporation and an auspicious year for the Philippines and abroad.

She noted that our country continues its steady rise as one of the best-performing economies in the region. In 2017, the Gross Domestic Product (GDP) of the Philippines grew by 6.7%, placing it among Asia's fastest growing economies. Consumer spending improved as household consumption expenditure increased by 5.8% in 2017. The manufacturing sector grew by 8.6% versus 7.0% in 2016.

The Corporation is an active player, particularly in retail, real estate logistics and the industrial sector. In view of the rise in the Corporation's key business interests and driven by a more cohesive strategy and tighter organizational structure, the President proudly reported that the Corporation has already made great move toward becoming a stronger and sustainable company.

The President highlighted that Tutuban Center, the Corporation's flagship estate, has rightfully become the symbol of its transformation with the completion of the refurbishment of the Tutuban railway station building into a model of adaptive reuse of a built heritage site. Beyond the physical infrastructure, the other strategic initiatives in Tutuban such as major facility upgrades, rezoning of the mall, and introduction of unique retail and wholesale concepts improved profit margins for the year.

The Corporation achieved such a significant turnaround in a span of one year through the following strategies:

- (i) Streamlined cost structure through prudent financial measures, without compromising quality standards, which brought down consolidated operating expenses nearly by half from Php1.2 Billion in 2016 to Php693 Million in 2017. As a result, the Group's net income significantly improved to Php18.6 Million in 2017 from a net loss of Php414.9 Million in 2016. While it is primarily known as the developer and custodian of Tutuban, the Corporation has become a highly diversified company with various interests outside Tutuban property.
- (ii) Transformed 14-hectare Lepanto property in Calamba, Laguna and shifted focus from tile manufacturing to real estate warehouse operations. To fully refocus Lepanto business as an industrial complex aligned with the Corporation's current thrusts, common areas of Lepanto Industrial Complex were upgraded, phased rehabilitation program was initiated, and formerly non-leasable areas were converted into leasable spaces.

The President emphasized that the Corporation has already done so much, but will never rest on its laurels and will focus more on its forward plans. She further stated that the manufacturing sector is seen as the next growth driver of the Philippines with improved business environment, sound macroeconomic policy reforms, aggressive infrastructure build up, and low labor cost compared to neighboring countries. With these, the Philippines continue to attract significant investments in the manufacturing sector. She also stated that the logistics sector is also a growth driver of the Philippines, which is forecasted to grow annually by 15.6% until the year 2020 or estimated to reach more than US\$6.77 Billion in market size. With the growing acceptance of Filipinos for online shopping, she said that e-commerce is expected to show an annual growth rate of 16.25% resulting in a market volume of USD 2.6 Billion dollars by 2022. These sectors offer opportunities for strategic investment and growth for the Corporation.

The President further reported that the Corporation acquired a majority stake in Laguna Technopark Inc. (LTI), a prime developer of real estate logistics and industrial parks in the Philippines. LTI manages the 460-hectare Laguna Technopark in Santa Rosa and Biñan, and is currently developing the 135-hectare Cavite Technopark in the Municipality of Naic, Cavite. With the Philippines continuously attracting more foreign and local investments in the manufacturing sector, the plan is to not only expand existing Cavite Technopark in the CALABARZON region, but also develop a strong presence in Central Luzon, Visayas and Mindanao. LTI also manages ready-built facilities with gross leasable area of 135,000 square meters, which cater to small to medium manufacturers and logistics companies. Aside from LTI's on-going projects, the Corporation will maximize its existing real estate assets in Calamba and Tutuban which will be developed as prime logistics hubs. With the Corporation going beyond retail and becoming the platform for real estate logistics and industrial parks the target net income after tax is Php1.0 Billion in 2020.

The President added that part of the immediate forward plans of the Corporation is to redevelop Tutuban Center, which shall benefit from the plans for the North-South Railway Project of the Philippine National Railways. The North Line from Tutuban to Malolos, Bulacan, is set to start construction by the 4th quarter of this year and targeted for completion by the end of 2021. The South Line from Tutuban to Los Baños is targeted for completion by end of 2023. And lastly, the LRT2 West Extension Project shall directly connect the LRT2 network to Tutuban by end 2023.

Tutuban will be at the centerpiece of these rail projects, which provide a unique opportunity to transform Tutuban into an integrated mixed-use development, with retail, logistics, offices and other support services. With all the projects in the pipeline, it will now be recognized as one of the leaders in the real estate logistics and industrial estates development, generating employment and contributing to nation-building.

In closing, the President thanked the shareholders and stakeholders for their continued trust and support of the Corporation's strategies and plans, the directors for their guidance and commitment to the organization, and the employees for continued hard work and dedication as the significant accomplishments of the Corporation were realized because of their support.

After the report of the President, an audio-visual presentation was shown to the stockholders.

Thereafter, the Chairman opened the floor for comments and questions from the stockholders.

Mr. Edgar K. Ngo, a stockholder, inquired about the term of the lease of Tutuban Center with Philippine National Railways and the forward plans for the infrastructure in Tutuban-Divisoria in view of the traffic congestion in the area. The President replied that the term of the lease is 25 years and it will expire in 2039. The Chairman replied that access to the site will be much better once the rail lines are completed as shown in the video presentation. With respect to the traffic in the area, the President said that the team will communicate and work with the local government unit to improve the traffic situation.

Mr. Ngo asked also about the net asset value and current book value of the shares of the Corporation. Ms. Rhodora B. Revilla, the Corporation's Chief Finance Officer, replied that as of 31 December 2017, the Corporation's book value is at Php7.2 Billion. Mr. Ngo further stated that they have not received a copy of the annual report since Ayala Land, Inc. started managing the Corporation. Ms. Revilla replied that the Information Statement was mailed/delivered to the stockholders starting on 15 March 2018 and was posted in the website of the Philippine Stock Exchange and of the Corporation and advised Mr. Ngo that he will be given a copy of the Information Statement.

There being no further questions and comments from the stockholders, Ms. Mina B. Infante, seconded by Ms. Cristina Manayon, moved for the noting of the annual reports for July to December 2016 and the calendar year ended 31 December 2017 and the approval of the 2017 consolidated audited financial statements of the Corporation and its subsidiaries, and the adoption of the following Resolution No. S-02-18, which was shown on the screen:

Resolution No. S-02-17

RESOLVED, to note the Corporation's Annual Reports for July to December 2016 and calendar year ended 31 December 2017, which consists of the President's Report and the audio-visual presentation to the stockholders, and to approve the 2017 consolidated audited financial statements of the Corporation and its subsidiaries as audited by the Corporation's external auditor, SyCip Gorres Velayo & Co.

As tabulated by the Office of the Corporate Secretary and validated by SGV, the votes on the motion for the noting of the annual report for fiscal year July to December 2016 and fiscal year ended 31 December 2017 and the approval of the consolidated audited financial statements of the Corporation and its subsidiaries as of 31 December 31, 2017 and the adoption of Resolution No. S-02-18 are as follows:

Annual Report for July to December 2016

Votes	For	Against	Abstain
Number of Shares Voted	3,277,772,832	0	0
% of Shares Voted	90.33%	0%	0%

Annual Report for calendar year ended 31 December 2017

Votes	For	Against	Abstain
Number of Shares Voted	3,277,772,832	0	0
% of Shares Voted	90.33%	0%	0%

7. Election of Directors

The next item in the Agenda was the election of nine (9) members of the Board of Directors for the ensuing year. The Chairman requested the Chairman of the Corporate Governance and Nomination Committee to explain this item.

Ms. Tomeldan, Chairman of the Corporate Governance and Nomination Committee, explained that in accordance with the requirements of the Corporation's By-Laws, the Manual on Corporate Governance and the rules of the Securities and Exchange Commission, the names of the following nominees to the Board of Directors had been submitted to the Corporate Governance and Nomination Committee, and each one has accepted the nomination in writing:

Bernard Vincent O. Dy
Felipe U. Yap
Maria Rowena M. Tomeldan
Jose Emmanuel H. Jalandoni
Augusto D. Bengzon
Victor C. Say
Nathanael C. Go
Rex Ma. A. Mendoza
Renato O. Marzan

Messrs. Mendoza and Marzan were nominated as independent directors.

Ms. Tomeldan further reported that all the nominees possessed all the qualifications and none of the disqualifications under the Corporation's By-Laws and Manual of Corporate Governance, and were eligible to be nominated and elected as directors of the Corporation.

The Chairman asked the stockholders if they have any questions or comments.

There being no question on the item under consideration, the Chairman requested the Corporate Secretary for the results of the election.

The Corporate Secretary reported that based on the partial tabulation of votes, each of the nine (9) nominees has garnered at least 3,277,770,822 votes, which represent 66.58% of the total outstanding voting shares. Given this, she certified that each nominee has received enough votes for election to the Board.

On motion of Ms. Rochelle San Miguel, seconded by Mr. Joven Cristobal, the stockholders elected the foregoing nominees as directors of the Corporation for the ensuing year to serve as such beginning today until their successors are duly elected and qualified and adopted Resolution No. S-03-18, which was shown on the screen.

Resolution No. S-03-18

RESOLVED, to elect the following nominees as directors of the Corporation to serve as such beginning today until their successors are elected and qualified:

Bernard Vincent O. Dy
Felipe U. Yap
Jose Emmanuel H. Jalandoni
Augusto D. Bengzon
Maria Rowena M. Tomeldan
Victor C. Say

Nathanael C. Go
Rex Ma. A. Mendoza
Renato O. Marzan

As tabulated by the Office of the Corporate Secretary and validated by SGV, the final votes received by the nominees are as follows:

Director	Number of Votes
1. Bernard Vincent O. Dy	3,277,770,822
2. Felipe U. Yap	3,277,770,822
3. Jose Emmanuel H. Jalandoni	3,277,770,822
4. Augusto D. Bengzon	3,277,770,822
5. Maria Rowena M. Tomeldan	3,277,770,822
6. Victor C. Say	3,304,267,142
7. Nathanael C. Go	3,672,834,822
8. Rex Ma. A. Mendoza	3,277,770,822
9. Renato O. Marzan	3,277,770,822

8. Election of External Auditor and Fixing of its Remuneration

At the request of the Chairman, Mr. Rex Ma. A. Mendoza, Chairman of the Audit and Risk Committee, informed the stockholders that the Committee evaluated and was satisfied with the performance of the Corporation's external auditor, SGV. Thus, the Committee and the Board agreed to endorse the election of SGV as the external auditor of the Corporation for the current fiscal year for an audit fee of Three Hundred Eighty Six Thousand Pesos (Php386,000.00), exclusive of value-added tax and out of pocket expenses.

The Chair opened the floor for questions or comments. With no stockholder raising any question or comment, on motion of Ms. Maida B. Castro, seconded by Ms. Mina B. Infante, the stockholders elected SGV as external auditor of the Corporation for the current fiscal year and approved SGV's audit fee and adopted the following Resolution No. S-04-18, which was shown on the screen.

Resolution No. S-04-18

RESOLVED, as endorsed by the Board of Directors, to approve the re-election of SyCip Gorres Velayo & Co. as the external auditor of the Corporation for the year 2018 for an audit fee of Php386,000.00, exclusive of value-added tax and out of pocket expenses.

As tabulated by the Office of the Corporate Secretary and validated by SGV, the votes on the re-election of SGV as external auditor of the Corporation, the approval of its audit fee, and the adoption of Resolution No. S-04-18 are as follows:

	For	Against	Abstain
Number of Shares Voted	3,277,772,882	0	0
% of Shares Voted	90.33%	0%	0%

9. Other Matters

The Chairman opened the floor for questions or comments from the stockholders on matters which are relevant and of general concern to the stockholders.

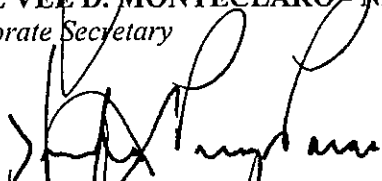
There were no questions and comments from the stockholders, thus, the Chairman requested for a motion to adjourn the meeting.

10. Adjournment

There being no other matters to discuss, on motion of Ms. Rochelle San Miguel and seconded by Ms. Cristina Manayon, the meeting was adjourned.



JUNE VEE D. MONTECLARO- NAVARRO
Corporate Secretary



NIMFA AMBROSIA L. PEREZ-PARAS
Assistant Corporate Secretary

Attested by:



BERNARD VINCENT O. DY
Chairman of the Board and of the Meeting