

STA. LUCIA LAND, INC.
Penthouse, Building III, Sta. Lucia Mall
Marcos Highway corner Imelda Avenue, Cainta, Rizal

ANNUAL STOCKHOLDERS' MEETING
28 June 2019, 8:00 a.m.
at Il Centro, Sta. Lucia Mall
Marcos Highway corner Imelda Avenue, Cainta, Rizal

I. ATTENDANCE

TOTAL NUMBER OF SHARES PRESENT IN PERSON	1,645,240
TOTAL NUMBER OF SHARES REPRESENTED BY PROXY	6,701,005,767
TOTAL NO. OF SHARES PRESENT/REPRESENTED	6,702,651,007
TOTAL NO. OF SHARES ISSUED & OUTSTANDING	8,196,450,000
PERCENTAGE OF SHARES PRESENT/REPRESENTED	81.78%

A copy of the List of Attendees as certified by the Corporation's Stock Transfer Agent is attached as Annex "A".

II. PRESIDING OFFICER; SECRETARY

The Chairman, **MR. VICENTE R. SANTOS**, presided over the meeting, while the Corporate Secretary, **MS. PATRICIA A. O. BUNYE**, recorded the minutes thereof.

III. PROOF OF NOTICE AND PROOF OF THE PRESENCE OF A QUORUM

At the request of the Chairman, the Corporate Secretary certified that written notices of the Annual Stockholders' Meeting had been sent out to all stockholders of record as provided in Section 1.03, Article 1 of the By-Laws of the Corporation. The Secretary then certified that a quorum was present for the transaction of business by the stockholders.

IV. MATERIAL INFORMATION ON THE CURRENT STOCKHOLDERS AND THEIR VOTING RIGHTS

At the request of the Chairman, the Corporate Secretary discussed the material information on the current stockholders, their voting rights and voting procedure pursuant to Section 49 of the Revised Corporation Code.

The Corporate Secretary discussed that, based on the List of Stockholders as of 28 May 2019 prepared by the Corporation's Stock Transfer Agent, the Corporation has 264 stockholders.

The Corporate Secretary then discussed the voting rights of each stockholder and voting procedure. Pursuant to Section 1.06 of the Corporation's By-Laws, every holder of voting stock shall be entitled to vote during all meetings, including the Annual Stockholders' Meeting, either in person or by proxy executed in writing by the stockholder or his duly authorized attorney-in-fact.

A majority of the subscribed capital present in person or represented by proxy, shall be sufficient to constitute a quorum for the election of directors and for the transaction of any business whatsoever, except in those cases in which the Revised Corporation Code requires the affirmative vote of a greater portion.

The votes for the election of directors, and, except upon demand by any stockholder, the votes upon any question before the meeting except for the procedural questions determined by the Chairman of the meeting, shall be by *viva voce* or show of hands.

Thereafter, at the request of the Chairman, the Compliance Officer, **MR. JEREMIAH T. PAMPOLINA**, discussed the Report on the Board of Directors. The Compliance Officer discussed the profiles and qualifications of the directors, the compensation received by the directors, and related party transactions involving the Board of Directors. The foregoing matters were included in the Definitive Information Statement of the Corporation, copies of which were distributed to the stockholders together with the Notices.

Thereafter, the Compliance Officer reported on the attendance of the Board of Directors in Meetings of the Stockholders and Board of Directors from 21 June 2018 to 27 June 2019.

The Chairman opened the floor for questions from the stockholders. There being no questions or comments, the Chairman proceeded to the next item in the Agenda.

V. READING AND APPROVAL OF THE MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING HELD ON 21 JUNE 2018

The Chairman announced that the next item on the agenda was the review of the Minutes of the Annual Stockholders' Meeting held on 21 June 2018. Upon motion made and duly seconded, the reading of the Minutes was dispensed with. Thereafter, upon motion made and duly seconded, the Minutes of the Annual Stockholders' Meeting held on 21 June 2018 were unanimously approved by stockholders owning Six Billion Seven Hundred Two Million Six Hundred Fifty One Thousand and Seven (6,702,651,007) shares, representing 81.78% of the outstanding capital stock of the Corporation.

The Chairman opened the floor for questions from the stockholders. There being no questions or comments, the Chairman proceeded to the next item in the Agenda.

VI. REPORT OF THE PRESIDENT

The President, **MR. EXEQUIEL D. ROBLES**, delivered the President's Report, a copy of which is attached as Annex "B".

The Chairman opened the floor for questions from the stockholders. There being no questions or comments, the Chairman proceeded to the next item in the Agenda.

VII. APPROVAL AND RATIFICATION OF ALL ACTS AND RESOLUTIONS OF THE BOARD OF DIRECTORS AND OFFICERS FOR THE PERIOD FROM 21 JUNE 2018 TO 27 JUNE 2019

The Chairman then announced that the next item on the agenda was the ratification of all acts of the Board of Directors and the Management of the Corporation for the period from 21 June 2018 to 27 June 2019, a list of which is attached as Annex "C". Thereafter,

upon motion made and duly seconded, the stockholders owning Six Billion Seven Hundred Two Million Six Hundred FiftyOne Thousand and Seven (6,702,651,007) shares and representing 81.78% of the outstanding capital stock of the Corporation approved, ratified and confirmed all the acts and resolutions of the Board of Directors and Management of the Corporation for the period from 21 June 2018 to 27 June 2019.

The Chairman opened the floor for questions from the stockholders. There being no questions or comments, the Chairman proceeded to the next item in the Agenda.

VIII. ELECTION OF DIRECTORS

Pursuant to Securities and Exchange Commission (“SEC”) Memorandum Circular No. 16, Series of 2002, the Nomination Committee has the obligation to promulgate guidelines or criteria governing the conduct of the nomination procedure for the Corporation’s Independent Directors. This procedure must be properly disclosed to the SEC and be incorporated in the Corporation’s By-Laws. In this connection, the Chairman stated that the names of the short-listed nominees for Independent Directors were disclosed to the SEC prior to the Annual Stockholders’ Meeting through the submission of the Corporation’s Information Statement on SEC Form 20-IS. Section 2.01(d) of Article II of the Amended By-Laws of the Corporation provides for the nomination procedure for the Corporation’s Independent Directors.

Under said nomination procedure, Mariza Santos-Tan and ExequielD. Robles submitted their signed nominations to the Nomination Committee together with the resumes of their respective nominees. The Nomination Committee then pre-screened the nominations, and submitted the names of the nominees and their resumes to the SEC. The following were then announced as the nominees for Independent Directors of the Corporation for the year 2019-2020:

1. Osmundo De Guzman, Jr.; and
2. Jose Ferdinand R. Guiang.

The qualifications of Messrs. De Guzman and Guiang were included in the Definitive Information Statement of the Corporation, copies of which were distributed to the stockholders together with the Notices.

Considering that there were only two (2) nominees to the two (2) positions for Independent Directors of the Corporation, and upon motion made and duly seconded, the Chairman directed the Corporate Secretary to cast all the votes equally in favor of the nominees, and declared both nominees as the duly elected Independent Directors of the Corporation for the year 2019–2020.

The Chairman next announced that pursuant to the provisions of the Corporation Code and the By-Laws of the Corporation, the remaining seven (7) members of the Board of Directors of the Corporation should be elected for the ensuing year.

This announcement was followed by the nomination of the following persons to serve as members of the Board of Directors of the Corporation for the year 2019–2020:

Vicente R. Santos
Exequiel D. Robles
Antonio D. Robles
Aurora D. Robles
Simeon S. Cua
Mariza Santos-Tan
Orestes R. Santos

The qualifications of the foregoing nominees were included in the Definitive Information Statement of the Corporation, copies of which were distributed to the stockholders together with the Notices.

Upon motion made and duly seconded, the table for nominations was closed. Considering that there were only seven (7) nominees to the remaining seven (7) positions for Directors of the Corporation, and upon motion made and duly seconded, the Chairman directed the Corporate Secretary to cast all the votes in favor of the said nominees, and declared all those nominated as the duly elected Directors of the Corporation for the year 2019–2020.

The Chairman opened the floor for questions from the stockholders. There being no questions or comments, the Chairman proceeded to the next item in the Agenda.

IX. APPOINTMENT OF THE EXTERNAL AUDITOR OF THE CORPORATION FOR THE FISCAL YEAR 2019-2020

It was proposed that Sycip Gorres Velayo and Company be appointed as the external auditor of the Corporation for the calendar year 2019-2020. Thereafter, upon motion made and duly seconded, the appointment of Sycip Gorres Velayo and Company as the external auditor of the Corporation was unanimously approved by stockholders owning Six Billion Seven Hundred Two Million Six Hundred Fifty One Thousand and Seven (6,702,651,007) shares and representing 81.78% of the outstanding capital stock of the Corporation.

The Chairman opened the floor for questions from the stockholders. There being no questions or comments, the Chairman proceeded to the next item in the Agenda.

X. ADJOURNMENT

There being no further business to transact, and upon motion made and duly seconded, the meeting was thereupon adjourned.

CERTIFIED CORRECT:

PATRICIA A. O. BUNYE
Corporate Secretary

ATTESTED BY:

VICENTE R. SANTOS
Chairman