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**MINUTES OF THE SPECIAL MEETING  
OF THE BOARD OF DIRECTORS OF  
DoubleDragon Properties Corp. ("Corporation")**  
Held at the Boardroom, DDPC Corporate Office  
16<sup>th</sup> Floor 6750 Building, Ayala Avenue, Makati City  
On 10 April 2013, 2:00 p.m.

**DIRECTORS PRESENT:**

EDGAR J. SIA II  
FERDINAND J. SIA  
RIZZA MARIE JOY J. SIA  
WILLIAM TAN UNTIONG  
TONY TAN CAKTIONG  
JOSEPH TANBUNTIONG

**DIRECTORS ABSENT:**

None

**ALSO PRESENT:**

JOSELITO L. BARRERA, JR.

**I. CALL TO ORDER AND DETERMINATION OF QUORUM**

The Chairman, Mr. Edgar J. Sia II, called the meeting to order and presided over the same. Mr. William Tan Untiong, the Corporate Secretary, certified that there was a quorum in accordance with the By-laws and the Investment and Shareholders Agreement to transact business and record the minutes of the meeting.

**II. APPROVAL OF MINUTES OF THE PREVIOUS MEETING**

The minutes of the 16 January 2013 meeting was approved as presented.

**III. PROJECT CONSTRUCTION UPDATES**

The Chairman presented before the Board the project construction updates as follows:

ax

## A. FIRST HOMES



April 10, 2013

### PROJECT DETAILS



#### Site Development Plan



**PROJECT FULLY COMPLETED: DECEMBER 20, 2012**

Total No. of Units: 111

2-Bedroom Unit - 55 sq.m.

3-Bedroom Unit - 68 sq.m.

4-Bedroom Unit - 80 sq.m.



UPDATED APRIL 30, 2011  
PREVIOUSLY B-68 MODELS  
NOW C-80 MODELS

DoubleDragon Properties Corp.

## ACTUAL PHOTOS

Main Gate



Units



DoubleDragon Properties Corp.

Clubhouse



Model Unit



DoubleDragon Properties Corp.

## B. INJAP TOWER

 **Injap Tower**  
April 10, 2013

### VICINITY MAP



# CONSTRUCTION SCHEDULE

		CONSTRUCTION SCHEDULE																							
		2012												2013											
Item	Particulars	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec	
1	Gen. reqmt's / Earthworks																								
2	Structural Works																								
3	Masonry Works																								
4	Plumbing / Sanitary Works																								
5	Electrical Works																								
6	Fire Protection Works																								
7	Mechanical Works																								
8	Architectural works / Finishing																								

## ACTUAL PHOTOS

as of April 6th 2013

Building façade  
View from  
Diversion rd./SM City



DoubleDragon Properties Corp.

View from SM City



DoubleDragon Properties Corp.

Left side view from Diversion rd.



Rear view



DoubleDragon Properties Corp.

## C. UPTOWN PLACE



April 10, 2013



## THE UPTOWN PLACE, ILOILO

DoubleDragon Properties Corp.

## VICINITY MAP



DoubleDragon Properties Corp.

## CONSTRUCTION SCHEDULE

CONSTRUCTION SCHEDULE																
Item	Particulars	2012				2013										
		Sept	Oct	Nov	Dec	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov
1	Site Works															
2	Civil Works															
3	Structural Works															
4	Mechanical Works															
5	Electrical Works															
6	Sanitary / Plumbing Works															
7	Architectural / Finishing															

COMPLETION DATE: DECEMBER 2013

DoubleDragon Properties Corp.

## ACTUAL PHOTOS

as of April 4th, 2013

Front view,  
from Gen. Luna St.



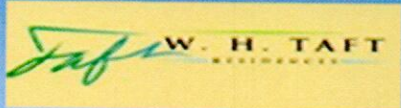
DoubleDragon Properties Corp.

Left side view,  
from Iloilo river/diversion Rd.



DoubleDragon Properties Corp.

## D. W.H. TAFT RESIDENCES



### W.H. Taft Residences

Lot 5, Block 16, Taft Avenue, Manila, Philippines

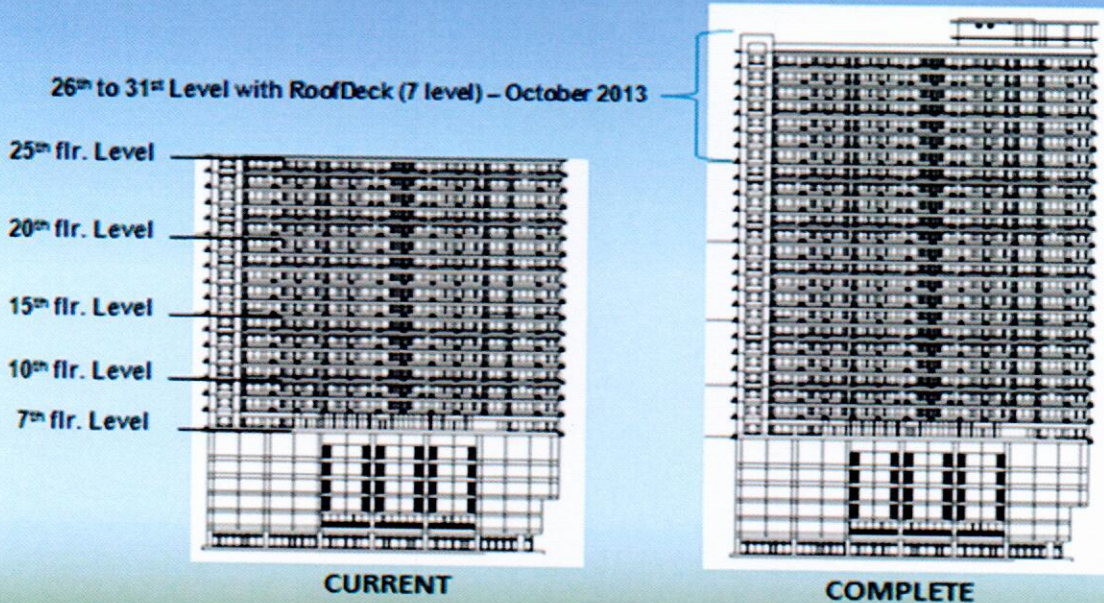


## CONSTRUCTION SCHEDULE

Item	Particulars	2013												2014											
		Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec			
1	Structural / Civil Works																								
2	Underground Water Tank / STP																								
3	Mechanical Works																								
4	Aluminum / Ceiling Works																								
5	Electrical Works																								
6	Sanitary / Fire Protection Works																								
7	Architectural / Finishing Works																								

**COMPLETION DATE : 4<sup>TH</sup> QUARTER 2014**

## PROJECT DETAILS



## ACTUAL PHOTOS



LEFT SIDE VIEW

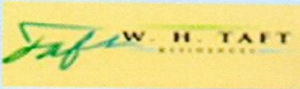


FRONT VIEW

## ACTUAL PHOTOS



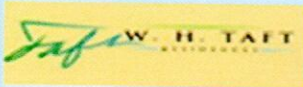
- Installation of Meralco line and electricity



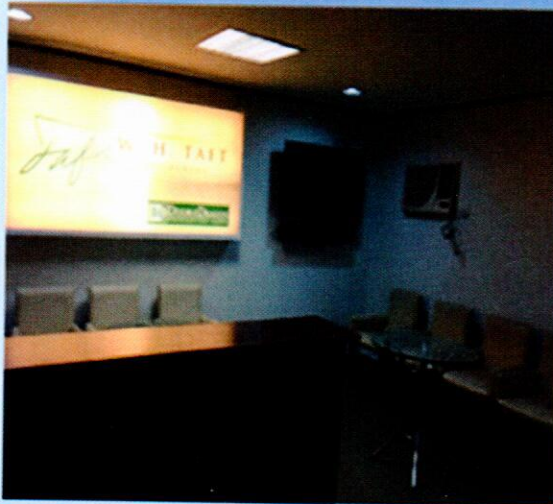
## ACTUAL PHOTOS



➤ Model Unit renovation



## ACTUAL PHOTOS



➤ Sales Office renovation

## ACTUAL PHOTOS



- Temporary rear gate installation.

## 1<sup>ST</sup> QUARTER MILESTONE

- REACTIVATION OF BUILDING PERMITS/CLEARANCE
- INSTALLATION OF ELECTRICITY
- MODEL UNIT RENOVATION
- SALES OFFICE RENOVATION
- INSTALLATION OF TEMPORARY REAR GATE
- COMPLETION OF UPDATE PLANS
- REVISION OF ENGINEERING DESIGN/PLANS
- SUB-CON EVALUATION

#### IV. SALES AND MARKETING UPDATES

The Sales Head, Dennis Perez, and Marketing Head, Elena Mercado, presented before the Board the Sales and Marketing updates as follows:

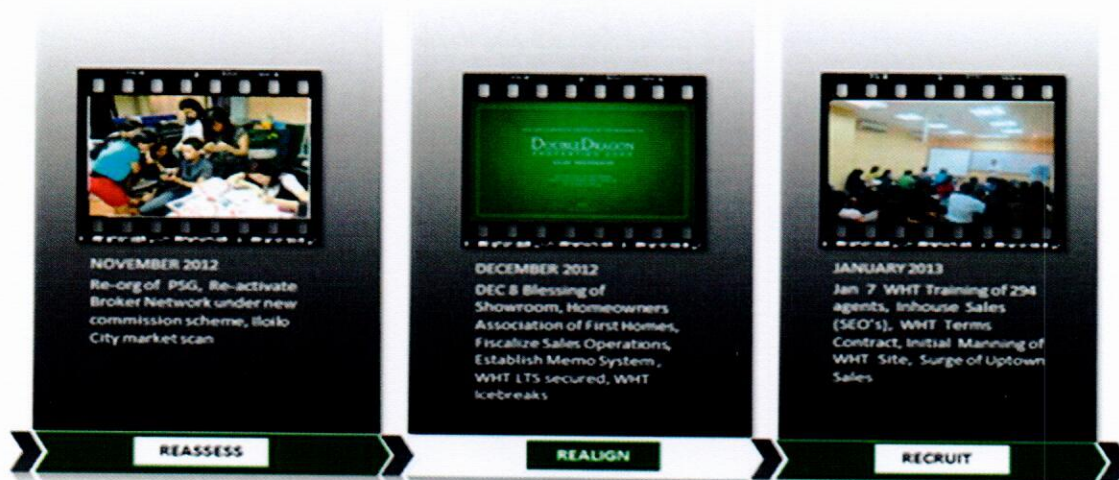
a. Sales Updates:



#### DoubleDragon Properties Corp: Milestones

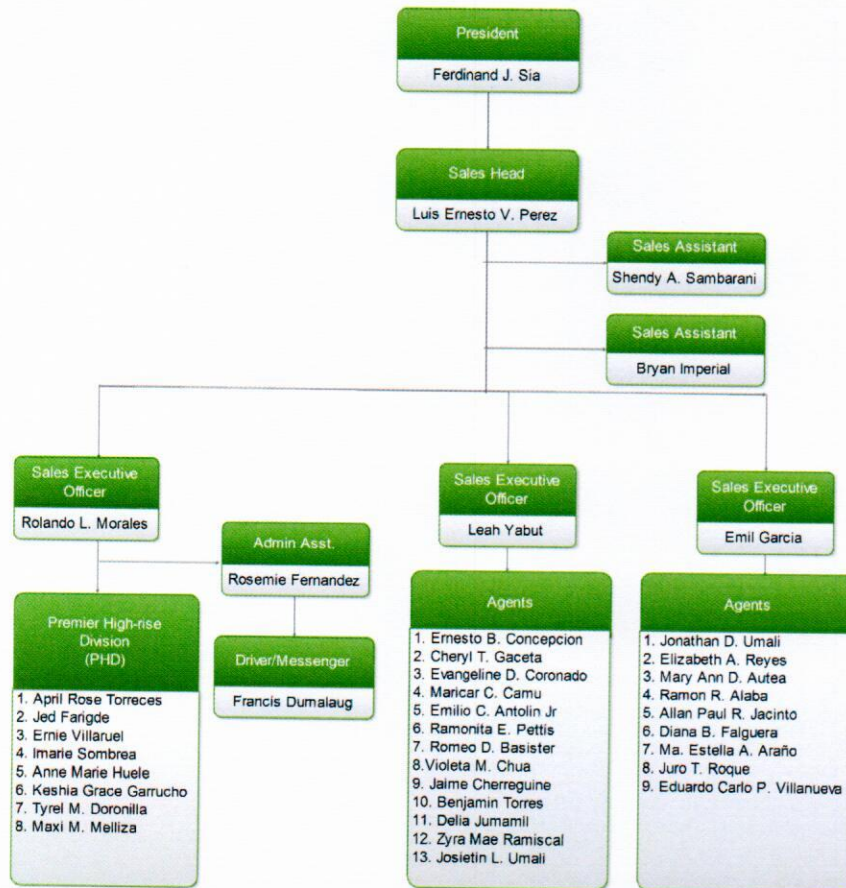


## DoubleDragon Properties Corp: Photoline



## DoubleDragon Properties Corp: Photoline

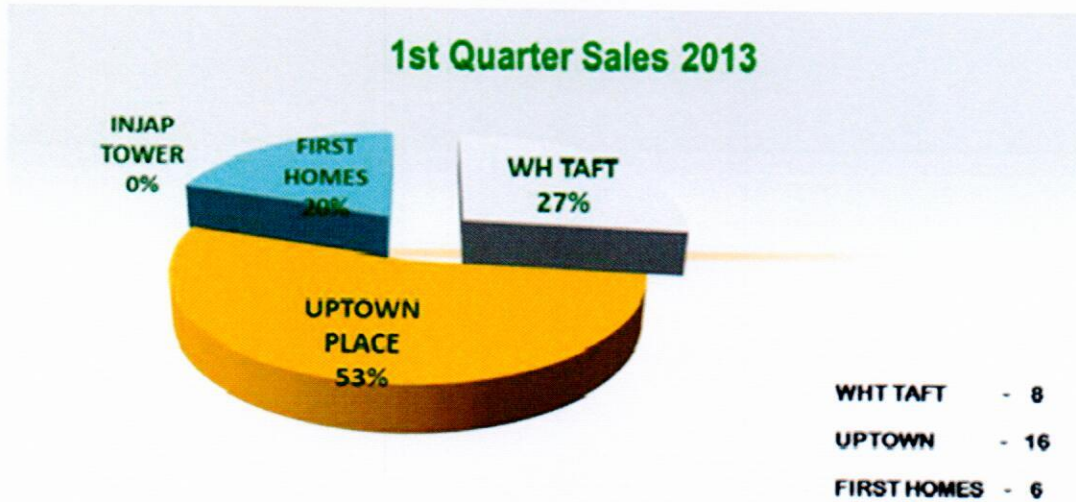




## DOUBLED DRAGON SALES CORP.

As of November 7, 2013

# 1<sup>ST</sup> QUARTER SALES 2013



## SALES PROJECTION Q2-Q4 2013

### DoubleDragon Properties Corp: Q2 Avail. Inv.

#### TOTAL INVENTORIES OF ALL DDPC PROJECTS

DDPC PROJECTS	TOTAL NUMBER OF UNITS	TOTAL FLOOR AREA	TOTAL VALUE IN PISO
WH TAFT RESIDENCES	219	6,955.00	PHP 840,882,050.82
UPTOWN PLACE	154	4,790.91	PHP 395,365,047.97
FIRST HOMES	25		PHP 72,922,400.00
INJAP TOWER	94	1,974.00	PHP 243,272,000.00
PEOPLE'S HOTEL	0	0.00	PHP 0.00
<b>TOTAL</b>	<b>492 UNITS</b>		<b>PHP 1,552,441,498.79</b>

### DoubleDragon Properties Corp: Q2-Q4/2013 Sales Projection in Units

#### SALES COMMITMENT DDPC PROJECTS 2013

PROJECTS	Q1 ACTUAL SALES	Q2 TARGET SALES	Q3 TARGET SALES	Q4 TARGET SALES	TOTAL TARGET SOLD UNITS	REMAINING UNSOLD UNITS	GRAND TOTAL
WH TAFT	PHP 15,805,564.24 8 UNITS	PHP 193,402,871.89 50 UNITS	PHP 193,402,871.89 50 UNITS	PHP 269,082,256.26 70 UNITS	PHP 671,691,308.28 178 UNITS	PHP 169,190,750.54 49 UNITS	PHP 840,882,058.82 228 UNITS
UPTOWN PLACE	PHP 37,916,787.80 36 UNITS	PHP 126,516,815.35 50 UNITS	PHP 55,352,106.72 20 UNITS	PHP 126,516,815.35 50 UNITS	PHP 346,302,525.22 126 UNITS	PHP 86,580,330.55 34 UNITS	PHP 432,882,855.77 160 UNITS
FIRST HOMES	PHP 14,010,000.00 6 UNITS	PHP 14,584,400.00 5 UNITS	PHP 14,584,400.00 5 UNITS	PHP 29,168,800.00 10 UNITS	PHP 68,337,600.00 26 UNITS	PHP 14,584,400.00 5 UNITS	PHP 102,512,400.00 36 UNITS
INJAP TOWER	PHP 0.00 0 UNITS	PHP 14,516,320.00 5 UNITS	PHP 126,934,360.00 50 UNITS	PHP 51,067,120.00 20 UNITS	PHP 196,517,800.00 75 UNITS	PHP 48,954,400.00 19 UNITS	PHP 245,472,200.00 94 UNITS
<b>TOTAL VALUE IN PISO</b>	PHP 67,732,352.04	PHP 349,100,407.04	PHP 382,272,638.41	PHP 475,855,155.61	PHP 1,217,238,257.06	PHP 331,219,340.79	PHP 1,552,441,498.79
<b>TOTAL NUMBERS of UNITS</b>	50 UNITS	110 UNITS	125 UNITS	150 UNITS	385 UNITS	107 UNITS	492 UNITS



# Marketing Overview

b. Marketing Updates:

# Website & Sales Materials



# Billboards



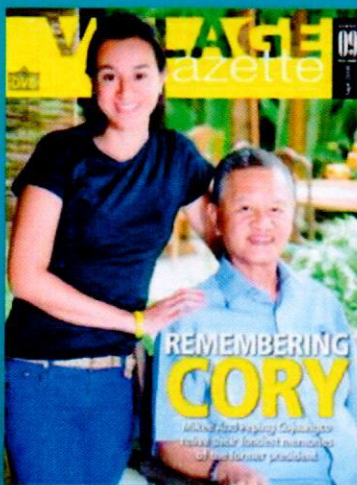
Located along EDSA corner Guadalupe, Makati City.

# Print & Magazine Ads

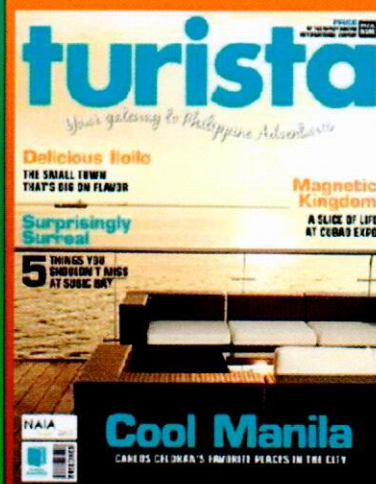
JUNE, AUG, NOV



JULY



SEPT - OCT



# Inserts

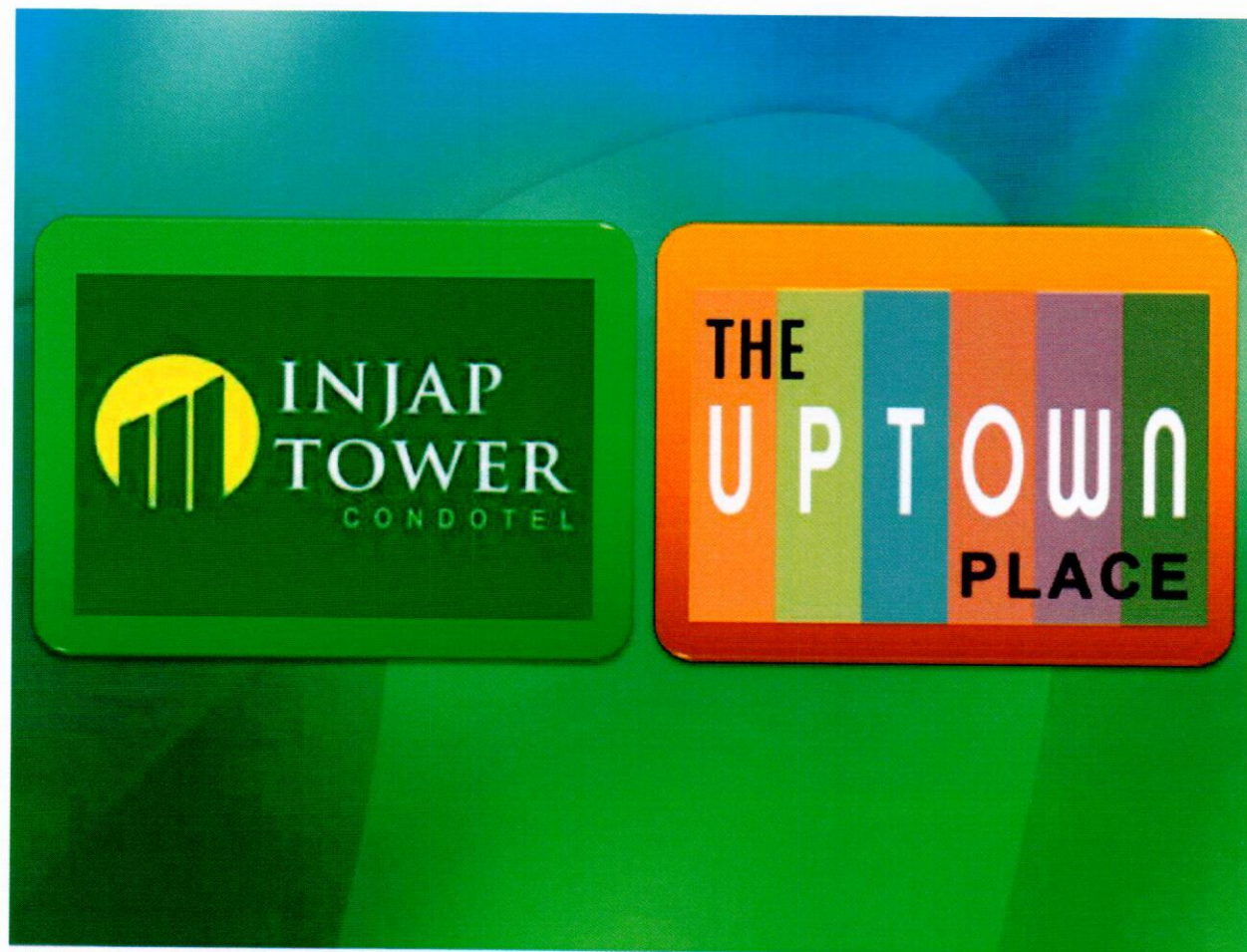


# Events

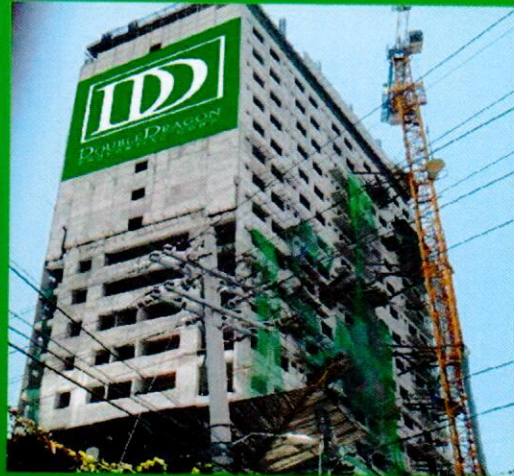
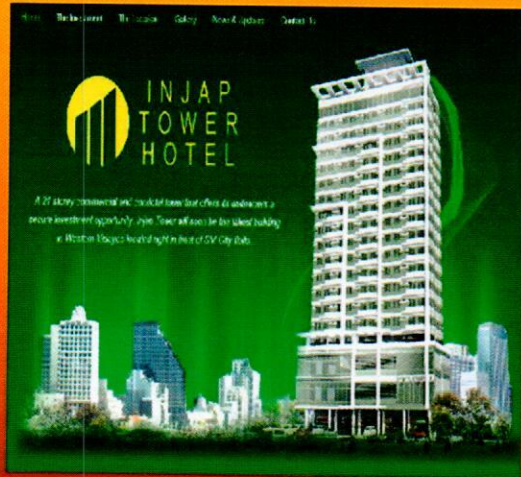


## Events

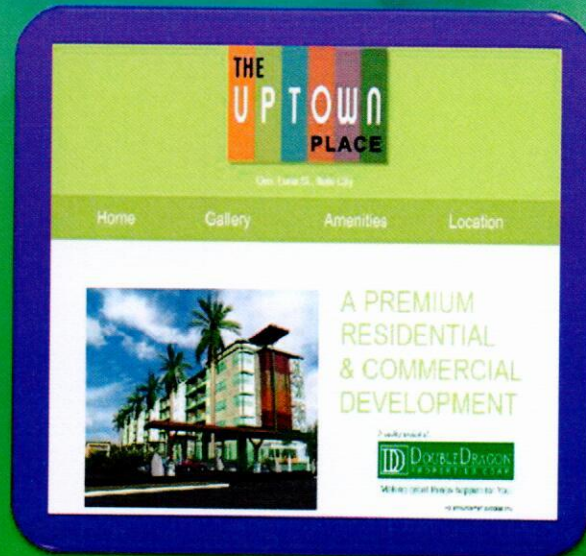
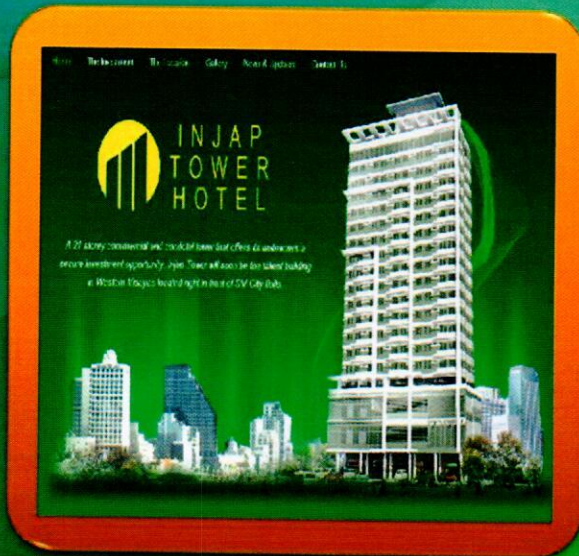
- Road Show – Batangas June
- CEO Forum – Laoag June
- Road Show – Subic July
- Road Show – Davao August
- ICC Expo – Cebu August
- Road Show – CDO September
- Investor's Night Monthly



# Final Branding



# Website Improvement



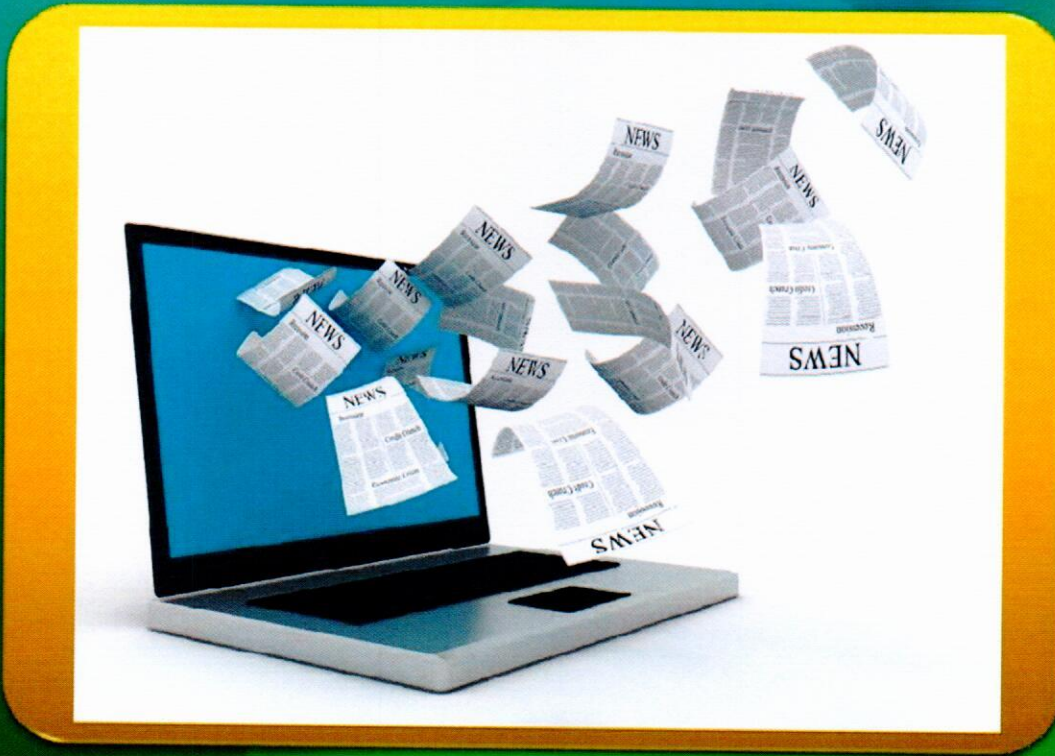
# Billboards



# Banners



PR



# Mall Exhibit



# Events

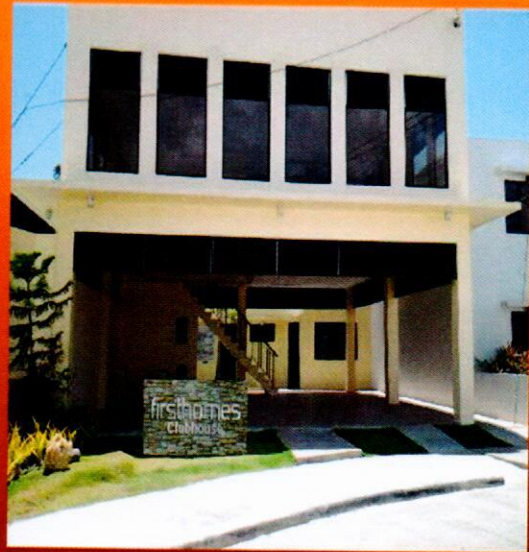


## Events & Exhibits

- |                               |            |
|-------------------------------|------------|
| • Topping Out                 | May        |
| • Condo Madness Sale (Uptown) | May – June |
| • Injap Tower Hotel Campaign  | July –Aug  |
| • Road Show/Saturation        | Aug—Dec    |
| • Mall Exhibit                | Sept—Dec   |
| • Buyer's Night               | Sept—Dec   |
| • Sales Rally Preparations    | Nov—Dec    |



## Ground Signages



## Events



## Events

● Open House

May—Sept

# Schedule Overview

	MAY	JUN	JUL	AUG	SEPT	OCT	NOV	DEC
BUYER'S NIGHT								
ROAD SHOW								
MALL EXHIBIT								
EVENT SPONSORSHIP								
TOPPING OUT								
UPTOWN CONDO MADNESS								
INJAP TOWER CAMPAIGN								
PR								
BILLBOARD								
PRINT AND MAGAZINE								
INSERTS								
AWARDING PREPARATIONS								

## V. 2013 FINANCIAL UPDATES

The Chief Accountant, Gerda Grace Galloniga, presented before the Board 2013 financial updates as follows:

## **2012 FINANCIAL STATEMENTS**

## **SALES UPDATES**

## Sales Update as of March 31, 2013

% of completion	WH Taft Residences 73%	Uptown Place 65%	Injap Tower 78%	FirstHomes Subdivision 100%	People's Condominium 100%	Total
<b>Saleable Units</b> <b>Saleable Slots</b>	562 residential 93 parking	236 residential 89 parking	202 residential	112 residential	71 residential	1,183 residential 182 parking
<b>Units Unsold</b> <b>Slots Unsold</b>	309 residential 44 parking	152 residential 50 parking	175 residential	24 residential	0	660 residential 94 parking
<b>Units Sold</b> <b>Slots Sold</b>	253 residential 49 parking	84 residential 39 parking	27 residential	88 residential	71 residential	523 residential 88 parking
<b>TCP of Sold Units and Slots Collections</b>	626,300,625 357,808,407	227,685,204 88,436,412	62,060,000 35,173,721	184,602,017 79,625,829	98,886,702 95,023,127	1,480,286,453 804,053,351
<b>Receivables</b>	<b><u>268,492,155</u></b>	<b><u>139,248,793</u></b>	<b><u>26,886,279</u></b>	<b><u>104,976,188</u></b>	<b><u>3,863,575</u></b>	<b><u>676,233,102</u></b>
<b>TCP of Unsold Units</b>	1,069,320,259	397,089,485	253,624,000	70,227,400	-	2,535,730,004

## Collections for Q1 2013

Project	Total
WH Taft Residences	10,126,723
Uptown Place	24,712,286
Injap Tower	6,253,694
FirstHomes Subdivision	17,112,278
People's Condominium	310,000
<b>Total Collections for Q1 2013</b>	<b><u>58,514,980</u></b>

## Profit and Loss Per Project

	Uptown Place	Injap Tower	WH Taft	FirstHomes	DDPC
Sales	227,685,204	62,060,000	626,300,625	184,602,017	1,100,647,845
Cost of Sales	121,333,169	40,106,695	499,077,005	103,922,026	764,438,895
Gross Profit	106,352,036	21,953,305	127,223,619	80,679,991	336,208,951
Gross Profit Rate	7%	35%	20%	44%	31%
Selling and marketing expenses	2,360,401	1,633,313	3,924,977	3,034,953	10,953,644
General and administrative expenses	755,739	17,635	2,390,998	1,879,099	5,043,471
Total expenses	3,116,139	1,650,948	6,315,975	4,914,052	15,997,115
Income before tax	103,235,896	20,302,357	120,907,644	75,765,938	320,211,835
Income tax	32,735,023	6,752,787	36,272,293	22,729,782	98,489,885
<b>Net income</b>	<b>70,500,873</b>	<b>13,549,570</b>	<b>84,635,351</b>	<b>53,036,157</b>	<b>221,721,950</b>
Net income percentage	31%	22%	14%	29%	20%

## Sales Projection

Project	Units	Amount
WH Taft Residences	168	603,767,989
Uptown Place	125	326,836,431
Injap Tower	31	80,228,000
FirstHomes Subdivision	5	29,664,614
<b>Total</b>	<b>329</b>	<b>1,040,497,034</b>

## PROJECTED CASH FLOW PER PROJECT

### Projected Cash Flow – Injap Tower

	2013			2014			
	Q2	Q3	Q4	Q1	Q2	Q3	Q4
Beginning cash balance	-	722,471	2,717,621	1,497,178	3,512,893	6,074,869	11,511,744
Cash inflow	14,973,803	12,265,399	15,454,606	11,272,761	11,798,372	14,673,270	313,944,069
Cash outflow	(78,655,499)	(78,734,832)	(79,222,966)	(6,507,045)	(6,486,395)	(6,486,395)	(17,905,544)
Net cash flows	(63,681,696)	(65,746,962)	(61,050,739)	6,262,893	8,824,869	14,261,744	307,550,269
Add: Drawdown	65,000,000	70,000,000	65,000,000	-	-	-	-
Less: Loan and interest	595,833	1,535,417	2,452,083	2,750,000	2,750,000	2,750,000	202,750,000
Ending cash balance	<u>722,471</u>	<u>2,717,621</u>	<u>1,497,178</u>	<u>3,512,893</u>	<u>6,074,869</u>	<u>11,511,744</u>	<u>104,800,269</u>

## Projected Cash Flow – Uptown Place

	2013			2014				2015
	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1
Beginning cash balance	-	30,172,410	26,806,086	2,870,781	148,643,682	155,958,089	160,040,389	161,189,709
Cash inflow	64,063,307	30,351,304	37,517,997	362,824,037.23	8,178,134.79	4,767,393.13	1,711,069.33	12,813,990.49
Cash outflow	(93,615,897)	(109,539,711)	(109,340,386)	(27,479,886.52)	(863,727.46)	(684,993.71)	(561,749.18)	(1,084,105.77)
Net cash flows	(29,552,590)	(49,015,997)	(45,016,302)	338,214,932	155,958,089	160,040,389	161,189,709	172,919,593
Add: Drawdown	60,000,000	77,000,000	50,000,000	-	-	-	-	-
Less: Loan and interest	275,000	1,177,917	2,112,917	189,571,250.00	-	-	-	-
Ending cash balance	<u>30,172,410</u>	<u>26,806,086</u>	<u>2,870,781</u>	<u>148,643,682</u>	<u>155,958,089</u>	<u>160,040,389</u>	<u>161,189,709</u>	<u>172,919,593</u>

## Projected Cash Flow – W.H. Taft

	2013				2014			
	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4
Beginning cash balance	-	2,226,144	125,656,185	140,837,329	161,563,803	72,086,242	105,873,227	100,118,972
Cash inflow	2,602,443	28,091,356	21,955,199	31,155,849	40,180,600	58,277,266	85,907,204	1,097,086,483
Cash outflow	(376,299)	(282,644,647)	(83,382,388)	(86,487,709)	(125,166,494)	(79,815,281)	(86,986,459)	(189,267,672)
Net cash flows	2,226,144	(252,327,148)	64,228,996	85,505,470	76,577,909	50,548,227	104,793,972	1,007,937,783
Add: Drawdown	-	380,000,000	80,000,000	80,000,000	-	60,000,000	-	-
Less: Loan and interest	-	2,016,667	3,391,667	3,941,667	4,491,667	4,675,000	4,675,000	344,675,000
Ending cash balance	<u>2,226,144</u>	<u>125,656,185</u>	<u>140,837,329</u>	<u>161,563,803</u>	<u>72,086,242</u>	<u>105,873,227</u>	<u>100,118,972</u>	<u>663,262,783</u>

## Q1 2013 PERFORMANCE

### Q1 2013 Profit and Loss

	Uptown Place	Injap Tower	WH Taft	FirstHomes	People's Condo	Head Office	DDPC
March 31, 2013	65%	78%	73%	100%	100%		
December 31, 2012	59%	58%	69%	100%	100%		
Sales per POC	22,063,443	14,854,680	17,650,630	16,794,400	-	-	71,363,152
Cost of sales	10,656,571	3,241,958	16,591,269	10,371,772	-	-	40,861,570
Gross profit	11,406,872	11,612,722	1,059,360	6,422,628	-	-	30,501,582
Gross profit rate	52%	78%	6%	38%	0%	0%	43%
Selling and marketing expenses	471,449	98,537	3,562,441	947,355	-	1,431,481	6,511,262
General and administrative expenses	153,617	12,041	1,835,709	496,496	213,212	7,336,633	10,047,708
Total expenses	625,065	110,578	5,398,150	1,443,851	213,212	8,768,114	16,558,970
Income before tax	10,781,806	11,502,144	(4,338,790)	4,978,777	(213,212)	(8,768,114)	13,942,612
Income tax	3,234,542	3,450,643	-	1,493,633	-	-	8,178,818
<b>Net income</b>	<b>7,547,265</b>	<b>8,051,501</b>	<b>(4,338,790)</b>	<b>3,485,144</b>	<b>(213,212)</b>	<b>(8,768,114)</b>	<b>5,763,793</b>
Net income percentage	34%	54%	-25%	21%	0%	0%	8%

## Projected Q4 Profit and Loss

	Uptown Place	Injap Tower	WH Taft	FirstHomes	People's Condo	Head Office	DDPC
December 31, 2013	100%	100%	100%	100%	100%		
March 31, 2013	65%	78%	73%	100%	100%		
Sales per POC	412,292,853	108,190,720	504,245,459	89,644,742	-	-	1,114,373,774
Cost of sales	236,893,325	72,229,143	303,767,697	73,510,552	-	-	686,400,717
Gross profit	175,399,528	35,961,577	200,477,762	16,134,190	-	-	427,973,057
Gross profit rate	43%	33%	40%	18%	0%	0%	38%
Selling and manufacturing expenses	12,656,495	4,500,000	7,281,268	3,789,419	92,079	5,038,338	33,357,599
General and administrative expenses	3,004,210	155,000	5,740,378	2,031,073	452,212	36,580,781	47,963,655
Total Expenses	15,660,705	4,655,000	13,021,646	5,820,493	544,291	41,619,118	81,321,253
Other income/expenses	-	-	-	-	-	400,000	400,000
Income before tax	159,738,822	31,306,577	187,456,116	10,313,698	(544,291)	(41,219,118)	347,051,804
Income tax	47,921,647	9,391,973	56,236,835	3,094,109	-	-	116,644,564
<b>Net income</b>	<b>111,817,176</b>	<b>21,914,604</b>	<b>131,219,281</b>	<b>7,219,583</b>	<b>(544,291)</b>	<b>(41,219,118)</b>	<b>230,407,240</b>
Net income percentage	27%	20%	26%	8%	0%	0%	21%

### VI. TARGET PROJECT ACQUISITION UPDATES

The Chairman presented before the Board potential projects as follows:

## TARGET ACQUISITION

DoubleDragon Properties Corp.

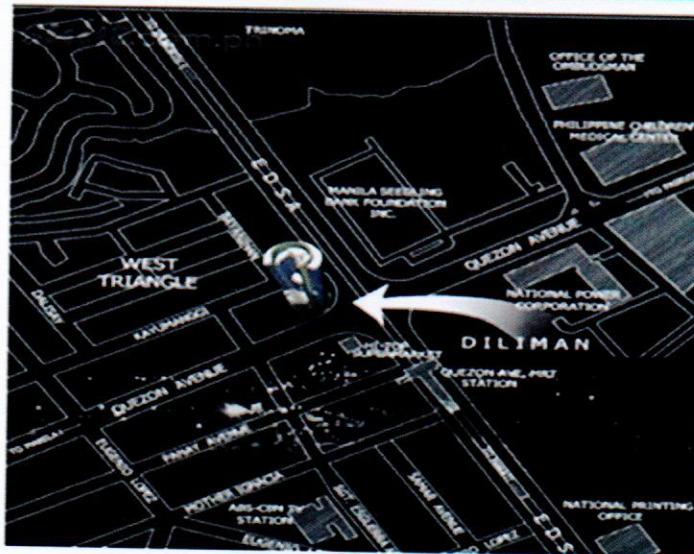


### SKYSUITES

- Lot Size: 2,811.60 sqms.
- Corporate Tower: 28-storey
- Residential Tower: 38-storey
- Gross Floor Area: 91,565.67 sqms.
- Net Saleable Area: 56,490.29 sqms.
- Commercial Units: 18
- Corporate Units: 28
- Residential Units: 976
- Parking Slots: 488
- Construction: 35% completed

DoubleDragon Properties Corp.

## VICINITY MAP



927 EDSA (Southbound) cor. Quezon Avenue, West Triangle, Quezon City

DoubleDragon Properties Corp.

## ACTUAL PHOTO



DoubleDragon Properties Corp.

## CURRENT FINANCIAL STATUS

### Inventory

	Residential	Corporate	Commercial	Parking
<b>Total Units</b>	976 units	28 units	18 units	488 slots
<b>Sold</b>	664 units	20 units	4 units	231 slots
<b>Unsold</b>	312 units	8 units	14 units	257 slots
<b>Percentage Sold</b>	68%	71%	22%	47%

### Sold

	Residential	Corporate	Commercial	Parking	TOTAL
<b>Total Contract Price</b>	2,605,318,583.32	554,867,215.10	14,836,500.00	126,654,699.89	3,301,676,998.31
<b>Collections</b>	475,066,221.82	338,365,311.40	2,967,300.00	30,114,478.47	846,513,311.69
<b>Receivables</b>	2,130,252,361.50	216,501,903.70	11,869,200.00	96,540,221.42	2,455,163,686.62

### Unsold

	Residential	Corporate	Commercial	Parking	TOTAL
<b>Total Contract Price</b>	1,447,900,000.00	272,982,400.00	44,910,000.00	140,699,951.00	1,906,492,351.00

DoubleDragon Properties Corp.

## PROJECTED INCOME STATEMENT

<b>Revenues</b>		<b>5,389,650,830.79</b>
<b>Cost and Expenses:</b>		
Cost to complete	2,534,072,960.00	
Acquisition Cost (Payable to RCBC)	700,000,000.00	
Payable to contractors	292,892,894.28	
Recoverable from contractors	(249,578,923.28)	
Payable to brokers	170,178,373.75	
Collections from buyers	846,513,311.69	
Estd Interest Expense (2B DVPT Loan)	228,937,500.01	
Estd Selling & Marketing Expenses	97,158,168.27	
Estd Prof. Fees, Permits, Misc Expenses	38,129,847.02	
Others	50,000,000.00	<b>4,708,304,131.74</b>
<b>Income Before Tax</b>		<b>681,346,699.05</b>
<b>Income Tax Expense</b>		<b>204,404,009.71</b>
<b>Income After Tax</b>		<b>476,942,689.33</b>

DoubleDragon Properties Corp.

## 2013 PROJECTED INCOME STATEMENT AT 35% POC

Revenues		1,400,586,949.41
Cost and Expenses:		
Cost to complete	680,382,460.86	
Payable to RCBC	187,945,544.63	
Payable to contractors	78,639,877.91	
Recoverable from contractors	(67,010,352.38)	
Payable to brokers	45,691,810.20	
Collections from buyers	227,394,129.91	
Estd Interest Expense	13,750,000.02	
Estd Selling & Marketing Expenses	27,759,476.65	
Estd Prof. Fees, Permits, Misc Expenses	19,064,923.51	
Others	25,000,000.00	1,238,617,871.30
Income Before Tax		161,969,078.10
Income Tax Expense		48,590,723.43
Income After Tax		<u>113,378,354.67</u>

DoubleDragon Properties Corp.

### VII. UPCOMING JOINT VENTURE PROJECTS

## UPCOMING JOINT VENTURES

Double Dragon Properties Corp.

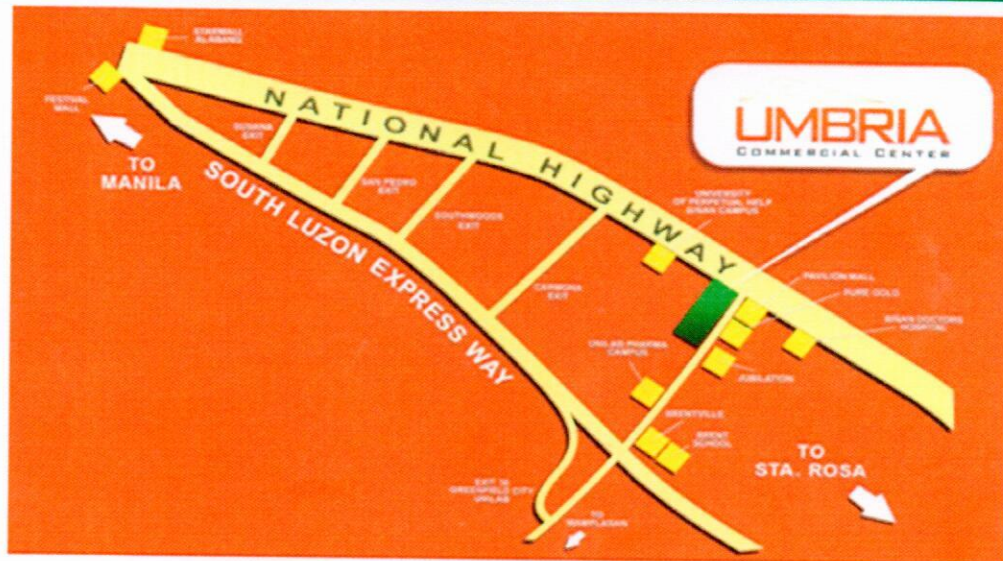
The Chairman presented before the board the plan to invest funds in PICCADILLY CIRCUS LANDING INC. (PCLI), for its UMBRIA Project located in Biñan Laguna.

## UMBRIA

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Double Dragon Properties Corp.

## VICINITY MAP



Biñan, Laguna

DoubleDragon Properties Corp.

## VICINITY MAP



Biñan, Laguna

DoubleDragon Properties Corp.

## PERSPECTIVE



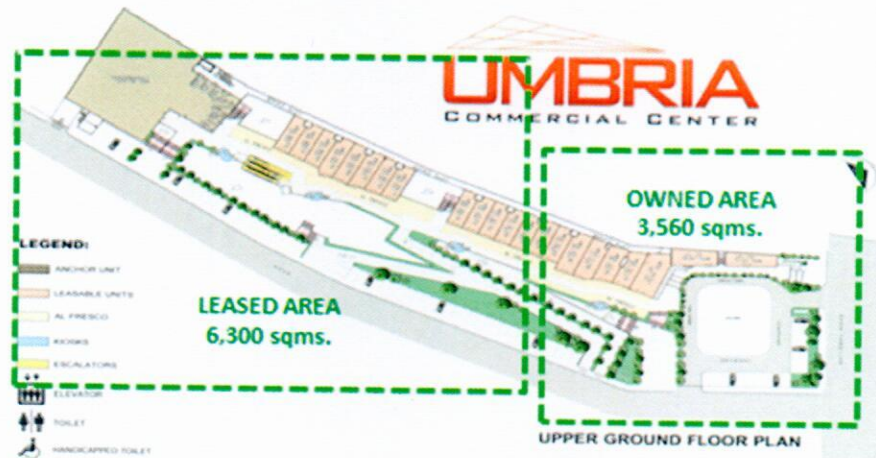
DoubleDragon Properties Corp.

## ACTUAL PHOTO AS OF APRIL 2013



DoubleDragon Properties Corp.

## FLOOR PLAN



DoubleDragon Properties Corp.

## UMBRIA PROJECT OVERVIEW

- Project Name: Umbria
- JV Corporation: Piccadilly Circus Landing Inc.
- Lot Area:
  - Owned: 3,560 sqms. (valued at Php25,000/sqms. or approx. Php 90 million)
  - Leased: 6,300 sqms. at Php 200,000/month starting on year 2 (25 year lease)
- Total Gross Floor Area: 16,000 sqms.
- Total Leasable Area: 10,000 sqms. (excluding the Jollibee area)
- Construction Cost: Php 300 million
- Total Project Cost: Php 390 million
- DDPC capital infusion (50%): Php 100 million (first week of May 2013)
- Estimated Revenue:
  - at full occupancy: Php 60 million/year (Php500/sqm./mo. ave lease rate)
  - Jollibee percentage rent (8%): Php 5 million/year

DoubleDragon Properties Corp.

## UMBRIA FINANCIAL PROJECTIONS

Year	Revenue	Net Income	50% DDPC Share in NI
1	65,000,000.00	31,476,200.01	15,738,100.01
2	68,250,000.00	30,765,564.12	15,382,782.06
3	71,662,500.00	34,782,881.56	17,391,440.78
4	75,245,625.00	39,012,112.80	19,506,056.40
5	79,007,906.25	43,464,476.68	21,732,238.34
6	82,958,301.56	47,201,678.65	23,600,839.33
7	87,106,216.64	49,989,077.58	24,994,538.79
8	91,461,527.47	52,915,846.46	26,457,923.23
9	96,034,603.85	55,988,953.79	27,994,476.89
10	100,836,334.04	59,215,716.47	29,607,858.24

\*Payback period for Php 100 million equity is = 5.21 years

DoubleDragon Properties Corp.

## UMBRIA TIMETABLE



DATE	ACTIVITY
April 2013	Submission of Bid, Negotiation
May 2013	Awarding of Contractor
June 2013	Construction
Q4 2013	Mall Opening

DoubleDragon Properties Corp.

## PROSPECTIVE TENANTS

- |  |  |
|--|--|
| <ol style="list-style-type: none"> <li>1. Shopwise</li> <li>2. Dominos Pizza</li> <li>3. Highlands Coffee</li> <li>4. French Baker</li> <li>5. North Park</li> <li>6. Pancake</li> <li>7. Mr. Donut</li> <li>8. Bo's Coffee</li> <li>9. BDO</li> <li>10. 7-Eleven</li> <li>11. Cafe France</li> <li>12. Big Chill</li> <li>13. Cafe Verde</li> <li>14. Tully's Coffee</li> <li>15. Pizza Hut</li> <li>16. Tempura</li> </ol> | <ol style="list-style-type: none"> <li>17. Bistro Group</li> <li>18. CBTL</li> <li>19. Italianni's</li> <li>20. Uncle Cheffy</li> <li>21. Fuji Film</li> <li>22. Dairy Queen</li> <li>23. Binggo</li> <li>24. AAA Salon</li> <li>25. Nail It</li> <li>26. Kumon</li> <li>27. Japanese Massage</li> <li>28. Chatime</li> <li>29. Music School</li> <li>30. Lay Bare</li> <li>31. Gerry's Grill</li> </ol> |
|--|--|

DoubleDragon Properties Corp.

Upon motion and duly seconded, the following resolution has been duly approved:

**RESOLVED**, that the Corporation is hereby authorized to invest in PICCADILLY CIRCUS LANDING INC. (PCLI), by infusing Ten Million Pesos (Php10,000,000.00) in PCLI's equity and by providing PCLI Ninety Million Pesos (Php90,000,000.00) interest-bearing non-collateral loans.

**RESOLVED**, further that the Corporation hereby authorized Mr. Tony Tan Caktiong, Edgar J. Sia II and Ferdinand J. Sia, signing either collectively or individually, to sign and execute the Investment and Shareholders Agreement, Promissory Notes and other documents and investments to put into effect the foregoing resolution.

# MERIDIAN

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DoubleDragon Properties Corp.

## VICINITY MAP



Macapagal Ave. Corner EDSA Extension, Pasay City

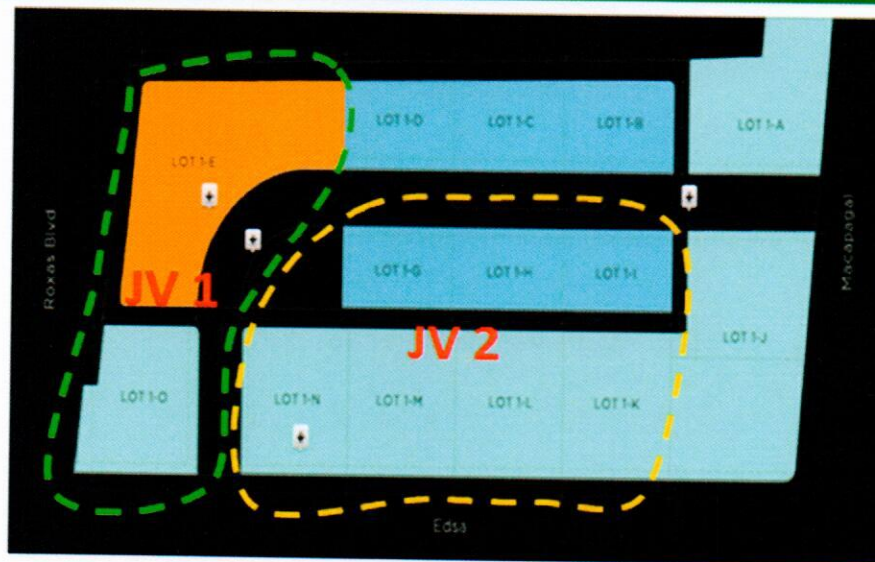
DoubleDragon Properties Corp.

## PERSPECTIVE



DoubleDragon Properties Corp.

## SITE PLAN

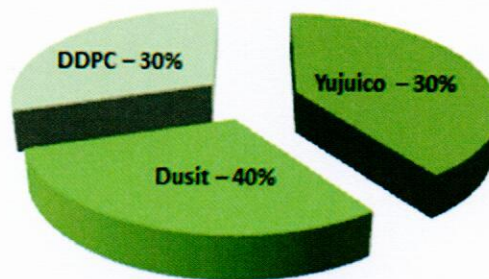


DoubleDragon Properties Corp.

## JOINT VENTURE 1

- Sharing: 40% – 30% – 30%

Joint Venture 1



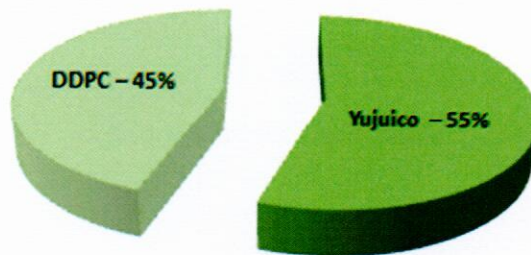
- Total Project Cost: Php 1.26 billion
  - Land: Php 600 million
  - Construction Cost: Php 660 million

DoubleDragon Properties Corp.

## JOINT VENTURE 2

- Sharing: 55% – 45%

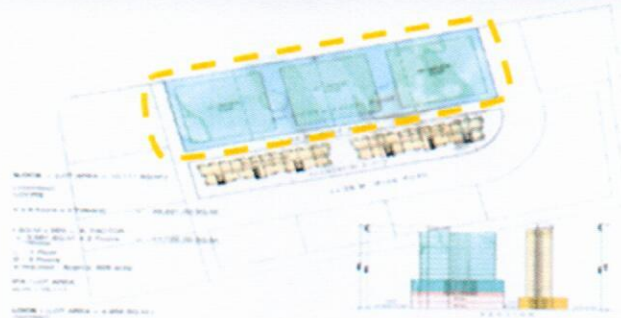
Joint Venture 2



- 3 BPO and Retail Towers
- 2 Residential Clusters

DoubleDragon Properties Corp.

## BPO AND RETAIL BLOCK



- Lot Area: 10,111 sqms.
- 3 towers, 15-storey
- Est. Gross Floor Area: 86,204.29 sqms.
- Leasable Area:
  - Office: 49,221 sqms.
  - Retail 11,122 sqms.
- Parking: 292 slots
- Monthly rental rate:
  - Office: Php 500/sqm.
  - Retail Php 700/sqm.

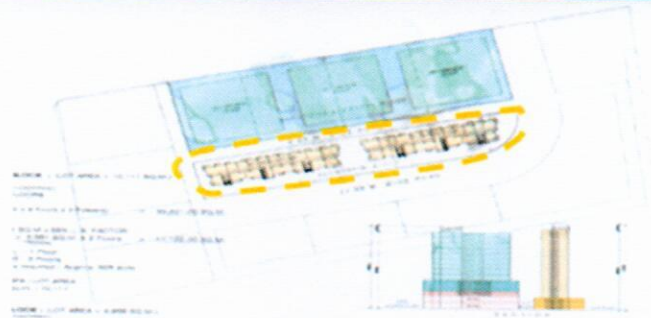
DoubleDragon Properties Corp.

## BPO AND RETAIL BLOCK FINANCIAL PROJECTIONS

Year	Revenue	Net Income	45% DDPC Share in NI
1	388,750,800.00	188,522,104.18	84,834,946.88
2	408,188,340.00	202,128,382.18	90,957,771.98
3	428,597,757.00	216,414,974.08	97,386,738.34
4	450,027,644.85	159,484,308.86	71,767,938.99
5	358,970,598.79	179,518,031.42	80,783,114.14
6	496,155,478.45	200,580,883.37	90,261,397.52
7	520,963,252.37	222,725,869.24	100,226,641.16
8	547,011,414.99	246,008,731.08	110,703,928.99
9	574,361,985.74	270,488,090.23	121,719,640.61
10	603,080,085.02	296,225,596.63	133,301,518.48

DoubleDragon Properties Corp.

## RESIDENTIAL BLOCK



- Lot Area: 4,956 sqms.
- 2 clusters, 19-storey
- Est. Gross Floor Area: 42,468.57 sqms.
- Net Saleable Area: 29,728 sqms.
- Parking: 292 slots

DoubleDragon Properties Corp.

## RESIDENTIAL BLOCK PROJECTED INCOME STATEMENT

<b>Revenue</b>		<b>4,161,920,000.00</b>
<b>Cost of Sales</b>		
Land	495,600,000.00	
Land Development	29,736,000.00	
Construction Cost	1,486,400,000.00	2,011,736,000.00
<b>Gross Profit</b>		<b>2,150,184,000.00</b>
<b>Expenses</b>		
Est. Selling and Marketing Expense	291,334,400.00	
Est. Interest Expense	344,802,951.27	
Est. Professional Fees	83,238,400.00	
Est. Miscellaneous Expenses	41,619,200.00	760,994,951.27
<b>Income before tax</b>		<b>1,389,189,048.73</b>
<b>Income tax expense</b>		<b>416,756,714.62</b>
<b>Net income</b>		<b>972,432,334.11</b>
<b>DDPC Share (45%)</b>		<b>437,594,550.35</b>

DoubleDragon Properties Corp.

**VIII. OTHERS**

**A. TRANSACTION WITH ASIAPAY**

The Chairman informed the board the necessity to apply as Bancnet eMerchant in Asiapay. Upon motion and duly seconded, the following resolutions were approved:

**RESOLUTION**

RESOLVED, that the Corporation is hereby authorized to apply as Bancnet eMerchant in ASIAPAY;

RESOLVED FURTHER, that Edgar J. Sia II, in his capacity as Chairman of the Corporation, Ferdinand J. Sia as President of the Corporation, or Rizza Marie Joy J. Sia as the Treasurer of the Corporation are hereby authorized to sign for, and in behalf of the Corporation, any and all documents in relation to its application in ASIAPAY.

By virtue of said resolution, the incumbent officers authorized to sign and their corresponding specimen signature are as follows:

<u>NAME</u>	<u>POSITION</u>	<u>SIGNATURE</u>
Edgar J. Sia II	Chairman	_____
Ferdinand J. Sia	President	_____
Rizza Marie Joy J. Sia	Treasurer	_____

RESOLVED FINALLY, that any and all acts done and/or performed by the above mentioned officer under and by virtue of the resolution be, as it is hereby confirmed and ratified.

**B. TRANSACTION WITH METROBANK**

The Chairman informed the board the necessity to execute and deliver a Letter of Instruction in favor of Metropolitan Bank & Trust Company (METROBANK), the intention being to release METROBANK from any and all liability relative to the latter's acceptance, payment or encashment of the Corporation's checks without the amount in words spelled out, to render METROBANK free and harmless from any and all claims of third persons in connection with the said acceptance, and for other related purposes. Upon motion and duly seconded, the following resolutions have been approved:

### RESOLUTION

RESOLVED, that the Corporation be authorized to execute and deliver a Letter of Instruction in favor of Metropolitan Bank & Trust Company (METROBANK), the intention being to release METROBANK from any and all liability relative to the latter's acceptance, payment or encashment of the Corporation's checks without the amount in words spelled out, to render METROBANK free and harmless from any and all claims of third persons in connection with the said acceptance, and for other related purposes;

RESOLVED, FINALLY, that any of the following officers be authorized to sign, execute and/or deliver the Letter of Instruction in favor of METROBANK.

<u>Name</u>	<u>Position</u>	<u>Specimen Signature</u>
Edgar J. Sia II	Chairman	_____
Ferdinand J. Sia	President	_____
Rizza Marie Joy J. Sia	Treasurer	_____

#### C. TRANSACTION WITH BPI

The Chairman presented before the board the necessity of giving Edgar J. Sia, Ferdinand J. Sia and Rizza Marie Joy J. Sia an authority to sign, execute and deliver any and all applications, contracts, documents, forms and other similar writings with the Bank of the Philippine Islands in connection with the Corporations application for affiliation with BPI. Upon motion and duly seconded, the following resolution has been duly approved:

### RESOLUTION

RESOLVED, that the Directors of the Corporation, appoint and designate any of the following officers, namely:

<u>NAME</u>	<u>TITLE/POSITION</u>	<u>SPECIMEN SIGNATURE</u>
Edgar J. Sia II	Chairman	_____
Ferdinand J. Sia	President	_____
Rizza Marie Joy J. Sia	Treasurer	_____

a) To sign, execute and deliver any and all applications, contracts, documents, forms and other similar writings with the Bank of the Philippine Islands in connection with the Corporations application for affiliation with BPI.

b) To open a settlement account with any branch of the Bank of the Philippine Islands where the proceeds of credit, debit and prepaid card transactions will be credited to.

**D. TRANSACTION WITH BDO**

The Chairman presented before the board the necessity to change the account name from INJAP LAND CORPORATION to DOUBLEDAGON PROPERTIES CORP., maintained to BDO SM Delgado Brach. Upon motion and duly seconded, the following resolution has been duly approved:

RESOLVED AS IT IS HEREBY RESOLVED, to request for the change of account name from INJAP LAND CORPORATION to DOUBLEDAGON PROPERTIES CORP., maintained to BDO SM Delgado Brach under Savings Account No. 000710619111 and Current Account No. 000718023111.

**E. ISSUANCE OF CONDOMINIUM CERTIFICATE OF TITLE FOR INJAP TOWER PROJECT**

The Chairman presented before the board the necessity of giving Joselito L. Barrera Jr. an authority to sign documents pertaining to the annotation of the Master Deed with Declaration of Restrictions and for the issuance of Condominium Certificate of Title for Condominium Units of Injap Tower Project . Upon motion and duly seconded, the following resolution has been duly approved:

RESOLVED, that JOSELITO L. BARRERA, JR., in is capacity as Corporate Legal Manager of the Corporation/Head of the Legal Department, is hereby named, constituted, appointed, and authorized in behalf of the Corporation to sign documents pertaining to the annotation of the Master Deed with Declaration of Restrictions of Injap Tower Project in the original TCT No. 095-2012001569 and the application with Iloilo Register of Deeds for the issuance of Condominium Certificate of Title for Condominium Units on said condominium project developed by DoubleDragon Properties Corp.

**F. TRANSACTION WITH CEBU PACIFIC**

The Chairman presented before the board the necessity to apply for and maintain a payment facility with Cebu Air, Inc. ("Cebu Pacific"). Upon motion and duly seconded, the following resolution has been duly approved:

**RESOLVED**, that the Corporation be and is hereby authorized to apply for and maintain a payment facility with Cebu Air, Inc. ("Cebu Pacific").

**RESOLVED**, that in connection with the foregoing resolution, the Board of Directors authorize, as it hereby authorizes its **President, Ferdinand J. Sia**, and its **Treasurer, Rizza Marie Joy J. Sia** whose signatures appear below to apply for and to maintain said payment facility with Cebu Pacific for and on behalf of the Corporation. And, of such purpose, they shall likewise be authorized to sign, execute and deliver the pertinent documents as may be necessary in connection with the purchase of the Corporation of air services for the carriage of passengers and baggage.

NAME	DESIGNATION	SPECIMEN SIGNATURE
Ferdinand J. Sia	President	_____
Rizza Marie Joy J. Sia	Treasurer	_____

**RESOLVED**, that the authorized signatories mention above shall be the same signatories for the Corporation should the Corporation apply for a credit facility with Cebu Pacific.

**RESOLVED FURTHER**, that the Board of Directors authorize, as it hereby authorizes its **Executive Assistants, Mae Ann Joy Bituin, and Nizel Estandarte**, whose signatures appear below to enroll and to request for changes on those who will be assigned to have access to the booking system of Cebu Pacific and to transact on behalf of the Corporation. Further to such purpose, they shall likewise to authorized to sign, execute and deliver the necessary enrollment form and other pertinent documents.

NAME	DESIGNATION	SPECIMEN SIGNATURE
Mae Ann Joy Bituin	Executive Assistant	_____
Nizel Estandarte	Executive Assistant	_____

**G. DIVIDENDS DECLARATION**

The Chairman explained to the Board the intention to declare dividends. Upon motion and duly seconded, the following resolution has been duly approved:

**RESOLVED**, that the Corporation is hereby authorized to declare dividends from its unrestricted retained earnings to its stockholders of record as of April 10, 2013.

**RESOLVED**, further, that the Corporation is hereby authorized to pay the amount of **Ninety-Two Million Seven Hundred Twenty-Three Thousand Eight Hundred Ninety-Four Pesos (Php92,723,894.00)** by July 7, 2013.

**RESOLVED**, finally, that the Corporation hereby authorized its Chairman, Edgar J. Sia II, or its President, Ferdinand J. Sia, to put into effect the foregoing resolution.

**H. AMENDMENTS TO THE ARTICLES OF INCORPORATION, INCREASING THE NUMBER OF DIRECTORS TO SEVEN (7) AND INCREASING THE AUTHORIZED CAPITAL STOCK TO 500,000,000 AND DECREASING THE PAR VALUE TO P1.00.**

The Chairman presented before the Board the reasons for the Amendment of the Articles of Incorporation. Upon motion and duly seconded, the following resolution has been duly approved:

**“RESOLVED**, to amend Article Sixth of the Articles of Incorporation of the Corporation to read as follows:

‘**SIXTH:** That the number of directors of said corporation shall be seven (7) and that the names, nationalities and residences of the directors who are to serve until their successors are elected and qualified as provided by the by-laws are as follows:’

**RESOLVED**, to amend its Articles of Incorporation (i) increasing its authorized capital stock from EIGHTY MILLION PESOS (₱80,000,000.00) divided into EIGHT HUNDRED THOUSAND (800,000) shares with a par value of ONE HUNDRED PESOS (₱100.00) per share to FIVE HUNDRED MILLION PESOS (₱500,000,000.00), divided into FIVE HUNDRED MILLION (500,000,000) shares with a par value of ONE PESO (₱1.00) per share and (ii) reducing the par value from ONE HUNDRED PESOS (₱100.00) to ONE PESO (₱1.00) per share of stock;

**RESOLVED**, to amend Article Seventh of the Articles of Incorporation of the Corporation to read as follows:

‘**SEVENTH:** That the authorized capital stock of said corporation is Five Hundred Million Pesos

(₱500,000,000), Philippine Currency, and said capital stock is divided into Five Hundred Million (500,000,000) shares with a par value of One Peso (₱ 1.00) per share.'

The stockholders of the Corporation shall have no preemptive right to subscribe to all issues or dispositions of shares of any class

The corporation shall comply with the lock-up requirement provided under the Listing Rules for the Main and SME Boards of the Philippine Stock Exchange, dated June 6, 2013.

**RESOLVED**, that the Corporation be hereby authorized to issue up to One Hundred Five Million (105,000,000) common shares at an issue price equivalent to the par value of the shares, or up to One Hundred Five Million Pesos (₱105,000,000) worth of common shares, such subscription to be paid in cash in the amount of One Hundred Five Million Pesos (₱105,000,000);

**RESOLVED, FINALLY**, that any one (1) of the President, Corporate Secretary or any Director of the Corporation be authorized and empowered to submit or cause the submission of a copy of the Amended Articles of Incorporation of the Corporation, certified by a majority of the directors and the Corporate Secretary, to the Securities and Exchange Commission, to sign, execute and deliver any and all documents and deeds, and to do any and all acts, necessary and proper, to give the foregoing resolutions force and effect."

**I. AMENDMENT OF BY-LAWS OF DOUBLEDragon PROPERTIES CORP.**

The Chairman presented before the Board the reasons for the Amendment of the Articles of Incorporation. Upon motion and duly seconded, the following resolution has been duly approved:

**"1. RESOLVED**, that Article II, Section 7 be read:

**FROM:**

**Manner of Voting-** At all meetings of stockholders, a stockholder may vote in person or by proxy. Unless otherwise provided in the proxy, it shall be valid only for the meeting at which it has been presented to the Secretary. All proxies must be in the hands of the Secretary before the

time set for the meeting. Proxies filed with the Secretary may be revoked by the stockholders either in an instrument in writing duly presented and recorded with the secretary, prior to a scheduled meeting or by their personal presence at the meeting.

**TO:**

**Manner of Voting-** At all meetings of stockholders, a stockholder may vote in person or by proxy. Unless otherwise provided in the proxy, it shall be valid only for the meeting at which it has been presented to the Secretary. All proxies must be in the hands of the Secretary at least ten (10) days before the time set for the meeting. Proxies filed with the Secretary may be revoked by the stockholders either in an instrument in writing duly presented and recorded with the Secretary, prior to a scheduled meeting or by their personal presence at the meeting.

A forum for the validation of proxies chaired by the Corporate Secretary or Assistant Corporate Secretary and attended by the Stock Transfer Agent shall be convened seven (7) days before any meeting. Any questions and issues relating to the validity and sufficiency, both as to form and substance, of proxies shall only be raised during said forum and resolved by the Corporate Secretary. The Corporate Secretary's decision shall be final and binding upon the shareholders. Any such question or issue decided upon by the Corporate Secretary shall be deemed settled and those not brought before said forum shall be deemed waived and may no longer be raised during the stockholders' meeting.

2. **RESOLVED**, that new provisions be added to **Article II**, to wit:

**Section 9. Nomination Period** – All nominations for directors to be elected by the stockholders of the Corporation shall be submitted in writing to the Corporate Secretary of the Corporation at the principal place of office of the Corporation not earlier than forty (40) days nor later than twenty (20) days prior to the date of the regular or special meeting of stockholders for the election of directors. Nominations which are not submitted within such nomination period shall not be valid. Only a stockholder of record entitled to notice of and vote at the regular or special meeting of the stockholders for the election of the directors shall be qualified to be nominated and elected a director of the Corporation.

**Section 10. Nomination Committee** – The Board shall form a nomination committee composed of at least three (3) members of the Board, one of whom must be an independent director. The Nomination Committee shall promulgate the guidelines or criteria to govern the conduct of nomination. The decision of the Nomination Committee, once confirmed by the Board of Directors, shall be final and binding

upon the shareholders and may no longer be raised during the stockholder's meeting.

Any registered stockholder may be nominated and elected to the Board of Directors. The Board of Directors, by majority vote, shall pass upon the qualification of the nominee to the Board. It may also, in the exercise of its discretion and by majority vote of its members, disqualify a nominated shareholder who, in the Board's judgment, represents an interest adverse to or in conflict with those of the Corporation.

**3. RESOLVED, that Article III, Section I be read:**

**FROM:**

**Powers of the Board-** Unless otherwise provided by law, the corporate powers of the corporation shall be exercised, all business conducted and all property of the corporation controlled and held by the Board of Directors to be elected by and from among the stockholders. Without prejudice to such powers as may be granted by law, the Board of Directors shall also have the following powers:

- (a) From time to time, to make and change rules and regulations not inconsistent with these by-laws for the management of the corporation's business and affairs;
- (b) To purchase, receive, take or otherwise acquire for and in the name of the corporations, any and all properties, rights, or privileges, including securities and bonds of other corporations for such consideration and upon such terms and conditions as the Board may deem proper or convenient;
- (c) To invest the funds of the corporation in other corporations or for purposes other than those for which the corporation was organized, subject to such stockholders' approval as may be requires by law;
- (d) To incur such indebtedness as the Board may deem necessary, to issue evidence of indebtedness including without limitation, notes, deed of trust, bonds, debentures, or securities, subject to such stockholders approval as may be requires by law, and/or pledge, mortgage, or otherwise encumber all or part of the properties of the corporation;
- (e) To establish pension, retirement, bonus or other types of incentives or compensation plans for the employees, including officers and directors of the corporation;

- (f) To prosecute, maintain, defend, compromise or abandon any lawsuit in which the corporation or its officer either plaintiffs or defendants in connection with the business of the corporation ;
- (g) To delegate, from time to time, any of the powers of the Board which may lawfully be delegated in the course of the current business of the corporation to any standing or special committee or to any officer or agent and to appoint any person to be agent of the corporation with such powers and upon such terms as may be deemed fit;
- (h) To implement these by- laws and to act in any matter not covered by these by-laws, provided such matter does not require the approval or consent of the stockholders under the Corporation Code;

TO:

**Powers of the Board-** Unless otherwise provided by law, the corporate powers of the corporation shall be exercised, all business conducted and all property of the corporation controlled and held by the Board of Directors composed of seven (7) members to be elected by and from among the stockholders.

As a Corporation publicly listed in the Stock Exchange, the Corporation shall conform with the requirement to have such number of independent directors as may be required by law, possessed with such qualifications as may be prescribed by law.

Without prejudice to such powers as may be granted by law, the Board of Directors shall also have the following powers:

- a. From time to time, to make and change rules and regulations not inconsistent with these by-laws for the management of the corporation's business and affairs;
- b. To purchase, receive, take or otherwise acquire for and in the name of the corporations, any and all properties, rights, or privileges, including securities and bonds of other corporations for such consideration and upon such terms and conditions as the Board may deem proper or convenient;
- c. To invest the funds of the corporation in other corporations or for purposes other than those for which the corporation was organized, subject to such stockholders' approval as may be required by law;

- d. To incur such indebtedness as the Board may deem necessary, to issue evidence of indebtedness including without limitation, notes, deed of trust, bonds, debentures, or securities, subject to such stockholders approval as may be required by law, and/or pledge, mortgage, or otherwise encumber all or part of the properties of the corporation;
- e. To establish pension, retirement, bonus or other types of incentives or compensation plans for the employees, including officers and directors of the corporation;
- f. To prosecute, maintain, defend, compromise or abandon any lawsuit in which the corporation or its officer either plaintiffs or defendants in connection with the business of the corporation;
- g. To delegate, from time to time, any of the powers of the Board which may lawfully be delegated in the course of the current business of the corporation to any standing or special committee or to any officer or agent and to appoint any person to be agent of the corporation with such powers and upon such terms as may be deemed fit;
- h. To implement these by- laws and to act in any matter not covered by these by-laws, provided such matter does not require the approval or consent of the stockholders under the Corporation Code;
- i. Create committees and other bodies it may deem advantageous and necessary in running the affairs of the corporation.

4. **RESOLVED, that Article III, Section 4** be read:

**FROM:**

**Meetings-** Regular meeting of the Board of Directors shall be held once a month on such dates and at places as may be called by the Chairman of the Board, or upon the request of a majority of the Directors.

**TO:**

**Meetings-** Regular meeting of the Board of Directors shall be held once every quarter of the year on such dates and at places as may be called by the Chairman of the Board, or upon the request of a majority of the Directors.

5. **RESOLVED, that Article III, Section 6** be read:

**FROM:**

**Quorum-** A majority of the number of directors as fixed in the Articles of Incorporation shall constitute a quorum for the transaction of corporate business and every decision of at least a majority of the directors present at a meeting at which there is a quorum shall be valid as a corporate act, except for the election of officers which shall requires the vote of a majority of all the members of the Board.

**TO:**

**Quorum-** A majority of the number of directors as fixed in the Articles of Incorporation shall constitute a quorum for the transaction of corporate business and every decision of at least a majority of the directors present at a meeting at which there is a quorum shall be valid as a corporate act, except for the election of officers which shall requires the vote of a majority of all the members of the Board. The presence of at least one (1) independent director is required at a meeting.

6. **RESOLVED**, that Article III, Section 7 be read:

**FROM:**

**Conduct of the Meetings-** Meetings of the Board of Directors shall be presided over by the Chairman of the Board, or in his absence, by any other director chosen by the Board. The Secretary, shall act as secretary of every meeting, if not present the Chairman of the meeting, shall appoint a secretary of the meeting.

**TO:**

**Conduct of the Meetings-** Meetings of the Board of Directors shall be presided over by the Chairman of the Board, or in his absence, by any other director chosen by the Board. The Secretary, shall act as secretary of every meeting, if not present the Chairman of the meeting, shall appoint a secretary of the meeting. During the board meeting, teleconferencing and videoconferencing will be allowed.

7. **RESOLVED**, that new provisions be added to Article III, to wit:

**Section 9** No person shall qualify or be eligible for nomination or election to the Board of Directors if he is engaged in any business which competes with or is antagonistic to that of Corporation. Without limiting the generality of the foregoing, a person shall be deemed to be so engaged:

- a) If he is an officer, manager or controlling person of, or the owner (either of record or beneficially) of 10% or more of any outstanding class of shares of, any corporation (other than one in which the Corporation owns at least 30% of the capital stock) engaged in a business which the Board, by at least three-fourths (3/4) vote, determines to be competitive or antagonistic to that of the Corporation, or
- b) If he is an officer, manager or controlling person of, or the owner (either of record or beneficially) of 10% or more of any outstanding class of shares of, any other corporation or entity engaged in any line of business of the Corporation, when in the judgment of the Board, by at least three-fourths (3/4) vote, the laws against combinations in restraint of trade shall be violated by such person's membership in the Board of Directors; or
- c) If the Board, in the exercise of its judgment in good faith, determines by at least three-fourths (3/4) vote that he is the nominee of any person set forth in (a) or (b). In determining whether or not a person is a controlling person, beneficial owner, or the nominee of another, the Board may take into account such factors as business and family relations.

**Section 10. Audit Committee** - The Audit Committee shall be composed of at least three (3) board members, preferably with accounting and finance background, one of whom shall be an independent director and another should have related audit experience. The Chairman of this committee should be an independent director. He should be responsible for inculcating in the minds of the Board members the importance of management responsibilities in maintaining a sound system of internal control and the Board's oversight responsibility.

**The Audit Committee shall the following specific functions:**

- a. Provide oversight over the senior management's activities in managing credit, market, liquidity, operational, legal and other risks of the Corporation. This function shall include receiving from senior management periodic information on risk exposures and risk management activities.
- b. Provide oversight of the Corporation's internal and external auditors;
- c. Review and approve audit scope and frequency, and the annual internal audit plan;

- d. Discuss with the external auditor before the audit commences the nature and scope of the audit, and ensure coordination where more than one audit firm is involved;
- e. Be responsible for the setting-up of an internal audit department and consider the appointment of an internal auditor as well as an independent external auditor, the audit fee and any question of resignation or dismissal;
- f. Monitor and evaluate the adequacy and effectiveness of the Corporation's internal control system;
- g. Receive and review reports of internal and external auditors and regulatory agencies, where applicable, and ensure that management is taking appropriate corrective actions, in a timely manner in addressing control and compliance functions with regulatory agencies;
- h. Review the quarterly, half-year and annual financial statements before submission to the Board, focusing particularly on:
  - i. Any change/s in accounting policies and practices
  - ii. Major judgmental areas
  - iii. Significant adjustments resulting from the audit
  - iv. Going concern assumption
  - v. Compliance with accounting standards
  - vi. Compliance with tax, legal, and stock exchange requirements
- i. Be responsible for coordinating, monitoring and facilitating compliance with existing laws, rules and regulations. It may also constitute a Compliance Unit for this purpose.
- j. Evaluate and determine non-audit work by external auditor and keep under review the non-audit fees paid to the external auditor both in relation to their significance to the auditor and in relation to the company's total expenditure on consultancy. The non-audit work should be disclosed in the annual report.
- k. Establish and identify the reporting line of the chief audit executive so that the reporting level allows the internal audit activity to fulfill its responsibilities. The chief audit executive shall report directly to the Audit Committee functionally. The Audit Committee shall ensure that the internal auditors shall have free and full access to all the company's records, properties and personnel relevant to the internal audit activity and that the internal audit activity should be free from interference in determining the scope of internal auditing examinations, performing work, and communicating results,

and shall provide a venue for the Audit Committee to review and approve the annual internal audit plan.

**Section 11. Compensation Committee** – The Board may constitute a Compensation or Remuneration Committee which may be composed of at least three (3) members, one of whom should be an independent director. It may establish a formal and transparent procedure for developing a policy on executive remuneration and for fixing the remuneration packages of corporate officers and directors, and provide oversight over remuneration of senior management and other key personnel ensuring that compensation is consistent with the corporation's culture, strategy and control environment.

**Section 12. Independent Director –**

- a. The Board of Directors shall have such number of independent directors required by law. Independent director means a person who, apart from his fees and shareholdings, is independent of management and free from any business or other relationship which could, or could reasonably be perceived to, materially interfere with his exercise of independent judgment in carrying out his responsibilities as a director in any corporation that meets the requirements of Section 17.2 of the Securities Regulation Code and includes, among others, any person who:
  - i. Is not a director or officer or substantial stockholder of the corporation or of its related companies or any of its substantial shareholders (other than as an independent director of any of the foregoing);
  - ii. Is not a relative of any director, officer or substantial shareholder of the corporation, any of its related companies or any of its substantial shareholders. For this purpose, relatives includes spouse, parent, child, brother, sister, and the spouse of such child, brother or sister;
  - iii. Is not acting as a nominee or representative of a substantial shareholder of the corporation, any of its related companies or any of its substantial shareholders;
  - iv. Has not been employed in any executive capacity by that public company, any of its related companies or by any of its substantial shareholders within the last five (5) years;
  - v. Is not retained as professional adviser by that public company, any of its related companies or any of its substantial shareholders within the last five (5) years, either personally or through his firm;
  - vi. Has not engaged and does not engage in any transaction with the corporation or with any of its related companies or with any of its substantial shareholders, whether by himself or with other

persons or through a firm of which he is a partner or a company of which he is a director or substantial shareholder, other than transactions which are conducted at arms length and are immaterial or insignificant.

In addition, a regular director who resigns or whose term ends on the day of the election shall only qualify as an independent director after a 2-year cooling off period. Persons appointed as Chairman "Emeritus", "ex-officio" Directors/Officers or Members of any Executive Advisory Board, or otherwise appointed in a capacity to assist the Board in the performance of its duties and responsibilities shall be subject to a 1-year cooling off period prior to his qualification as an independent director.

- b. When used in relation to a company subject to the requirements above:
  - i. Related company means another company which is: (a) its holding company, (b) its subsidiary, or (c) a subsidiary of its holding company; and
  - ii. Substantial shareholder means any person who is directly or indirectly the beneficial owner of more than ten percent (10%) of any class of its equity security.
- c. The independent director shall have the following qualifications:
  - i. He shall have at least one (1) share of stock of the Corporation;
  - ii. He shall be at least a college graduate or he shall have been engaged or exposed to the business of the Corporation for at least five (5) years;
  - iii. He shall possess integrity/probity; and
  - iv. He shall be assiduous.
- d. The nomination of independent director shall be conducted by the Nomination Committee prior to a stockholders' meeting. All recommendations shall be signed by the nominating stockholders together with the acceptance and conformity by the would-be nominees.
- e. After the nomination, the Nomination Committee shall prepare a Final List of Candidates which shall contain all the information about all the nominees for independent directors. The list shall be made available to the Securities and Exchange Commission and to all stockholders through the filing and distribution of the Information Statement or Proxy Statement, or in such other reports the Corporation is required to submit to the Commission. The name of the person or group of persons who recommended the nomination of the independent director shall be identified in such report including any relationship with the nominee.

- f. Only nominees whose names appear on the Final List of Candidates shall be eligible for election as an Independent Director. No other nomination shall be entertained after the Final List of Candidates shall have been prepared. No further nomination shall be entertained or allowed on the floor during the actual annual stockholders' meeting.
- g. It shall be the responsibility of the Chairman of the Meeting to inform all stockholders in attendance of the mandatory requirement of electing an independent director. He shall ensure that an independent director is elected during the stockholders' meeting.
- h. The specific slot for independent directors shall not be filled-up by unqualified nominees.
- i. In case of failure of election for the independent director, the Chairman of the Meeting shall call a separate election during the same meeting to fill up the vacancy.

**IX SCHEDULE OF NEXT BOARD MEETING**

Date of the next meeting will be announced a week before the schedule.

**X. ADJOURNMENT**

There being no further business to transact, the meeting was thereupon adjourned.

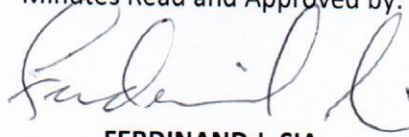
Certified Correct:

**William Tan Untiong**  
Corporate Secretary

Attested by:

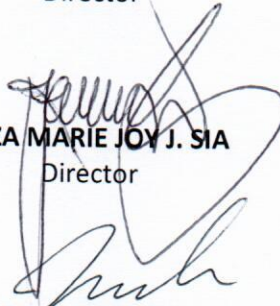
**EDGAR J. SIA II**  
Chairman

Minutes Read and Approved by:



**FERDINAND J. SIA**

Director



**RIZZA MARIE JOY J. SIA**

Director



**JOSEPH TANBUNTIONG**

Director