

MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING OF ETON PROPERTIES PHILIPPINES, INC. HELD ON JUNE 29, 2020 BY REMOTE COMMUNICATION VIA ZOOM WEBINAR

STOCKHOLDERS PRESENT:

IN PERSON	19,800	0.00
BY PROXY	5,649,219,605	98.71%
	5,649,239,405	98.71%

DIRECTORS PRESENT:

LUCIO C. TAN	-	Chairman
RAMON S. PASCUAL	-	Director
KARLU T. SAY	-	Director
VIVIENNE K. TAN	-	Director
MICHAEL G. TAN	-	Director
HARRY C. TAN	-	Director
CIRILO P. NOEL	-	Director
JUANITA T. TAN LEE	-	Director
WILFRIDO E. SANCHEZ	-	Independent Director
JOHNIP G. CUA	-	Independent Director

I. CALL TO ORDER

The Chairman, Dr. Lucio C. Tan, called the meeting to order. He then requested the Chief Operating Officer (COO), Ms. Karlu T. Say, to preside over the rest of the meeting.

II. PROOF OF NOTICE

The COO asked the Corporate Secretary if notices of the meeting had been sent. The Corporate Secretary, Atty. Erolayne C. Go, certified that notice of the meeting was published in two newspapers of general circulation in print and online format for two (2) consecutive days and that the last day of publication, June 8, 2020, was at least twenty one (21) days prior to the date of the meeting in accordance with SRC Rules and the Securities and Exchange Commission Notice dated April 20, 2020. A copy of the Notice was likewise uploaded to the Corporation's website on June 5, 2020.

III. CERTIFICATION OF QUORUM

The COO then requested the Corporate Secretary to show proof of quorum for the meeting. The Corporate Secretary then certified that stockholders duly registered to attend the meeting via remote communication and represented by proxy are a total of 5,649,239,405 shares or 98.71% of the Corporation's 5,723,017,872 total issued and outstanding shares, hence a quorum existed for the valid transaction of business.

IV. APPROVAL OF MINUTES OF THE PREVIOUS MEETING

The next item in the agenda was the approval of the Minutes of the Annual Stockholders' Meeting held on April 12, 2019. The matters discussed in the previous meeting were flashed on screen and summarized in the Information Statement uploaded to the Corporation's website hence, the reading of the Minutes was dispensed with.

Thereafter, upon motion duly made and seconded, the Minutes of the Annual Stockholders' Meeting held on April 12, 2019, was approved, to wit:



STOCKHOLDERS' RESOLUTION NO. 01-20

"RESOLVED, that the Stockholders hereby approve the Minutes of Eton Properties Philippines, Inc.'s Annual Stockholders' Meeting held last April 12, 2019."

The votes on the motion for approval of the Minutes are as follows:

	For	Against	Abstain
No. of Voted Shares	5,649,239,405	-	-
% of Shares Voted	98.71%	-	-

V. CHAIRMAN'S MESSAGE

The Chairman mentioned that the year two thousand and nineteen was the second consecutive year of sustained growth. He attributed the Company's strong performance to its balanced portfolio and everyone's hard work.

He noted that Company achieved its desired revenue mix. To date, the leasing business continues to be very strong. Because of this, the company is financially healthy.

To sustain the Company's growth despite the global pandemic, he mentioned that the Company has lined up projects that meet customer needs. These are mainly in the office and commercial segments.

As the Company moves forward, he stressed that it will remain focused on the customer's needs. In doing so, the Company can continue to be a respected developer and trusted leasing partner.

The Chairman stated that he is confident that with the Company's solid foundation, it can surpass its growth.

He then expressed his deepest gratitude to the Company's shareholders, Management, and staff, for their never-ending support.

VI. PRESIDENT'S REPORT

EPPI's President mentioned that EPPI faces these challenging times with the same mission for continuing steady growth. The President noted that the Chairman's and the Board's vision and chosen business models have kept EPPI stable at this time. He added that the Company rolled out initiatives to mitigate the impact of the Covid-19 virus, with health and safety protocols in buildings, strict physical distancing measures, and digital access to services for clients to reduce contact.

He emphasized that the Company will continue the commitment of Lucio "Bong" Tan, Jr. EPPI's beloved late President, to seek out and create long term value, bringing about continuous prosperity to communities where EPPI deploys its investment resources. He pointed out that the Company continuously researches model projects from around the world and adjust strategies to fit its markets.

In 2019, EPPI posted 83% increase in net income to PhP900 million. Its EBITDA registered a 55% growth to PhP1.9 billion.

Rental income reached PhP1.7 billion, a 14% increase compared to the same period last year. This past year, EPPI opened Eton Square Ortigas and Eton WestEnd Square in Makati.

He stressed that the higher occupancy at The Mini Suites in Makati, added PhP181 million, a 95% jump in revenue. He likewise mentioned that Real Estate Sales was at PhP1.4 billion. As a result of these, EPPI reported gross revenues of PhP3.3 billion in 2019.

Amidst the disruptions in the global environment with continuing cautious persistence and adjustments to manage, EPPI's key strategies remain focused. The Company now faces the last 2 quarters of 2020 with the goal of further strengthening the Company in preparation for the challenges ahead.

EPPI will further increase leasing revenue by expanding its portfolio of leasable space to further strengthen its consistent revenue streams. The Company will continue to unlock the value of its landholdings, converting them into producers of cash flow with real estate that will fulfill the demands of the market.

He pointed out that to do all these, the Company will need strong support not only from its employees, staff, and partners, but also from the shareholders. As the Company continues its journey, the Company is looking forward to the strong continuing support that has taken it to new heights.

The President then thanked the Company's Shareholders, its Board of Directors, its Management team, and all its employees and staff for the opportunity to serve the Company and the Filipino people.

Thereafter, upon motion duly made and seconded, the President's Report, the Management Report, as reflected in the Annual Report, together with the Audited Financial Statement for the period ending 31 December 2019 and the First Quarter Report ending March 31, 2020 were approved to wit:

STOCKHOLDERS' RESOLUTION NO. 02-20

"RESOLVED, that the Stockholders hereby note and approve the President's Report and the Management Report as reflected in the Annual Report together with the financial statements for the period ending December 31, 2019 and the First Quarter Report ending March 31, 2020."

As reported by the Corporate Secretary, the votes on the motion to approve the President's Report and Management Report as reflected in the Annual Report as well as the Audited Financial Statement for the period ending December 31, 2019 and the First Quarter Report ending March 31, 2020, are as follows:

	For	Against	Abstain
No. of Voted Shares	5,649,239,405	-	-
% of Shares Voted	98.71%	-	-

VII. RATIFICATION OF ALL ACTS OF DIRECTORS AND OFFICERS DURING THE PRECEDING YEAR

The COO then requested for the stockholders' confirmation and ratification of all actions and decisions made by the Board and Management for the year 2019 to present. A list of the Board approvals and major Management action was flashed on the screen and

summarized in the Information Statement which was uploaded to the Company's website. There were no extraordinary transactions entered into by the Board or Management in 2019. The acts and resolutions for approval cover ordinary transactions which have been reported in the quarterly reports or disclosed by Management to the Securities and Exchange Commission from time to time. Thereafter, upon motion duly made and seconded, it was approved, thus:

STOCKHOLDERS' RESOLUTION NO. 03-20

"RESOLVED, that all legal acts, resolutions and proceedings of the Board of Directors and the Management of the Corporation from the last Annual Stockholders Meeting held on April 12, 2019 be approved, confirmed and ratified."

As reported by the Corporate Secretary, the votes on the ratification of all actions and decisions made by the Board and Management for the year 2019 to present, are as follows:

	For	Against	Abstain
No. of Voted Shares	5,649,239,405	-	-
% of Shares Voted	98.71%	-	-

VIII. ELECTION OF DIRECTORS

The COO then requested the Corporate Secretary for the report of the Nomination and Remuneration Committee. The Corporate Secretary then reported that the Nomination and Remuneration Committee has approved the following as nominees for directors for the calendar year 2020 to 2021:

LUCIO C. TAN
RAMON S. PASCUAL
KARLU T. SAY
MICHAEL G. TAN
VIVIENNE K. TAN
JUANITA T. TAN LEE
CIRILO P. NOEL

Independent Directors
WILFRIDO E. SANCHEZ
JOHNIP G. CUA
MARY G. NG
FLORENCIA G. TARRIELA

Noting that there were eleven (11) individuals who were nominated, corresponding to the number of seats in the Board, the COO upon motion duly made and seconded, thereafter instructed the Corporate Secretary to cast the votes equally in favor of the above-nominated stockholders and declared them as having been duly elected members of the Board of Directors of the Company.

STOCKHOLDERS' RESOLUTION NO. 04-20

"RESOLVED, AS IT IS HEREBY RESOLVED, that the following persons shall be deemed duly nominated and elected directors of Eton Properties Philippines, Inc. for year 2020-2021 and shall hold office until such time that their successors shall have been elected and qualified:



LUCIO C. TAN
 RAMON S. PASCUAL
 KARLU T. SAY
 MICHAEL G. TAN
 VIVIENNE K. TAN
 JUANITA T. TAN LEE
 CIRILO P. NOEL
 WILFRIDO E. SANCHEZ - Independent Director
 JOHNP G. CUA - Independent Director
 MARY G. NG - Independent Director
 FLORENCIA G. TARRIELA - Independent Director

As reported by the Corporate Secretary, the votes on the election of directors, are as follows:

Nominee	For	Against	Abstain	Percentage of Shares Voted
Lucio C. Tan	5,649,239,405	-	-	98.71%
Ramon S. Pascual	5,649,239,405	-	-	98.71%
Karlu T. Say	5,649,239,405	-	-	98.71%
Michael G. Tan	5,649,239,405	-	-	98.71%
Vivienne K. Tan	5,649,239,405	-	-	98.71%
Juanita T. Tan Lee	5,649,239,405	-	-	98.71%
Cirilo P. Noel	5,649,239,405	-	-	98.71%
Johnip G. Cua	5,649,239,405	-	-	98.71%
Wilfrido E. Sanchez	5,649,239,405	-	-	98.71%
Mary G. Ng	5,649,239,405	-	-	98.71%
Florencia G. Tariela	5,649,239,405	-	-	98.71%

IX. AMENDMENT OF THE AMENDED BY-LAWS TO CHANGE THE DATE OF THE ANNUAL STOCKHOLDERS' MEETING

The COO then requested the stockholders to approve the amendment of Section 1, Article II of the Amended By-Laws to change the date of the annual shareholders' meeting from the third Wednesday of April of every year to the last Thursday of April of every year with the proviso that should the said day be declared a holiday, the meeting shall be moved to the business day immediately after the said day. Thereafter, upon motion duly made and seconded, it was unanimously approved, thus:

STOCKHOLDERS' RESOLUTION NO. 05-20

"RESOLVED, That the Corporation be, as it is hereby, authorized to amend Section 1, Article II of its By-Laws to read as follows:

Section 1. Annual / Regular Meetings – The annual / regular meetings of shareholders shall be held at the principal office of the Corporation on the last Thursday of April each year, provided that if the said day be declared a holiday, the meeting shall be moved to the business day immediately after the said day.

RESOLVED FINALLY That the Corporation's Corporate Secretary, Erolayne C. Go, be, as she is hereby, authorized to sign, execute and deliver any and all documents as may be necessary and/or appropriate to effect the foregoing resolutions."

As reported by the Corporate Secretary, the votes on the motion to Amend the By-Laws, are as follows:

	For	Against	Abstain
No. of Voted Shares	5,649,239,405	-	-
% of Shares Voted	98.71%	-	-

X. OTHER MATTERS

The COO then opened the floor to address the questions received from the stockholders via email.

Atty. Cathleen Lao, the Assistant Corporate Secretary, read the first question coming from Mr. Francis Marion. He asked, "How was the first five months of the year been for Eton, financial and operational wise? And how was Eton affected by the Covid-19 pandemic?". The Corporation's Controller, Mr. Wilfredo Pielago, responded that despite the Covid-19 pandemic, the Company, in its first five months of operations for 2020, has posted a 16% increase in Net Income. Management anticipates that the pandemic may impact performance towards the second half of 2020. To mitigate the effect, the Company has implemented cost savings measures, deferred project Capital Expenditures, improved tenancy mix by having more pandemic-resistant tenants, activated and enhanced the Company's Business Continuity Plan to sustain operations, and lastly, the Company provided mandatory rental concessions and deferment at the beginning of the Enhance Community Quarantine (ECQ) to our retail tenants.

The second question also came from Mr. Francis Marion. He asked, "what is the current position of Eton in the industry? What challenges are you currently facing as a company? And how do you manage to get past through these challenges?". The Company's Technical Services Group Head, Engr. Carlos Carlos, was called to answer the question. He said that the Company has been and still is one of the fastest growing developers in the country. With this fast-paced growth, and notwithstanding the challenges posed by the new normal, the Company's foremost challenge is to deliver a sustainable growth and added economic value to the shareholders. Management is proactively exploring opportunities in line with the ever-changing demands from the real estate industry. Thus, Management recognizes the importance of having a solid organization of talented people in order to get pass through these challenges. He added that they are confident that they will be able to forge ahead to become one of the most respected and trusted developers in the country.

The final question was sent by Ms. Krisha Villanueva. She asked, "What is the revenue and net income forecast of the Company for 2020?". Mr. Wilfredo Pineda, the Chief Financial Officer, was tasked to answer the question. He explained that the Company's revenue forecast for 2020 has been reduced to PhP3.2Billion, which is slightly lower than last year's revenue. This is mainly due to the impact of the Covid-19 pandemic. He however pointed out that because of the various cost savings measures and corporate actions implemented by the Company, Management anticipates Net Income for the year to be at least the same as last year at around PhP900million.



XI. ADJOURNMENT

There being no other business to be discussed and upon motion duly made and seconded, the meeting was adjourned.

CERTIFIED CORRECT:


EROLYNE C. GO
Corporate Secretary

ATTESTED BY:

LUCIO C. TAN
Chairman