

# *F & J Prince Holdings Corporation*

## **MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING 11 July 2024 • Thursday • 2:30PM • Virtual**

### **I. ATTENDANCE**

The Corporate Secretary, Atty. Anne Jaycelle C. Sacramento, attested that stockholders owning 398,646,740 shares out of 481,827,653 shares comprising the Corporation's outstanding capital stock, entitled to vote, or roughly 82.74% of the total outstanding stock, were present or represented at the meeting.

### **II. CALL TO ORDER**

The Chairman, Mr. Johnson Tan Gui Yee, called the meeting to order. The Corporate Secretary, Atty. Anne Jaycelle C. Sacramento, recorded the minutes of the proceedings.

### **III. PROOF OF NOTICE AND QUORUM**

The Corporate Secretary informed the President that the annual stockholders meeting of the Corporation is being held via the digital platform known as Zoom. Notice to stockholders of record was made through publication in two newspapers of general circulation namely (i) Business Mirror as attested by the Affidavit of Publication of Leonida G. Garcia, Credit and Collection Staff of Business Mirror; and (ii) Daily Tribune as attested by the Affidavit of Publication of Mary Ann M. Datoy, Accounting Assistant of Concept and Information Group Inc., publisher of the Daily Tribune.

The Secretary likewise certified that stockholders owning roughly 82.74% of the outstanding capital stock of the Corporation were present via zoom and/or represented at said meeting.

The President then declared that a quorum existed for the transaction of business.

### **IV. APPROVAL OF THE MINUTES OF THE 2023 ANNUAL STOCKHOLDERS' MEETING**

Upon motion made and duly seconded, the reading of the minutes of the Annual Stockholders' Meeting held last 07 September 2023, copies of which were distributed to the stockholders prior to the meeting, was dispensed with and, thereafter, said minutes were duly approved and adopted.

## V. MANAGEMENT REPORTS

The President presented his yearly report, the highlights of which are as follows:

- (i) The Registrant's consolidated revenue in 2023 increased to ₱164.3 million from ₱162.1 million in 2022. Equity in net earnings of associates increased to ₱45.3 million in 2023 from ₱26.2 million in 2022. Interest income increased to ₱18.5 million in 2023 from ₱14.6 million in 2022 as interest levels have stabilized. A net foreign exchange gain of ₱3.1 million was recorded in 2023 versus a gain of ₱74.5 million in 2022 as the Peso stabilized against foreign currencies compare to last year. Rent decreased slightly from ₱23.9 million in 2022 to ₱22.1 million in 2023. Loss on AFS, HTM and FVPL Financial Assets of ₱0.3 million was recorded in 2023 versus a gain of ₱5.6 million in 2022. Dividend income decreased to ₱4.2 million in 2023 from ₱5.7 million in 2023.
- (ii) Total consolidated expenses of the Registrant decreased to ₱107.3 million in 2023 compared to ₱136.4 million in 2022 due mainly to incurring no losses from legal settlements.
- (iii) As a result of the above, total consolidated income before tax in 2023 totaled ₱56.9 million compared to ₱25.7 million in 2022. After provision for income tax, total consolidated net income after tax totaled ₱56.9 million in 2023 compared to ₱19.7 million in 2022.
- (iv) Net income attributable to non-controlling interest, namely minority shareholders of Magellan Capital Holdings Corporation, totaled to a gain of ₱1.4 million in 2023 compared to a loss of ₱0.6 million in 2022.
- (v) Net income attributable to equity holders of the Registrant totaled ₱62.2 million in 2023 compared to ₱20.3 million in 2022.
- (vi) The Registrant's financial position is very strong as it has substantial cash resources available to undertake its planned projects. As of December 31, 2023, the Registrant's consolidated cash and cash equivalent totaled ₱429.9 million compared to ₱467.7 million as of December 31, 2022. The Registrant and its subsidiary are planning to undertake development of MCHC's land in Fort Bonifacio into an office building as well as to acquire income producing properties as well as additional land for development. The Registrant and its subsidiary are debt free with total consolidated liabilities of ₱65.8 million at year-end 2023 compared to ₱58.1 million at year-end 2022. Total equity amounted to ₱1.89 billion as of the end of 2023 compared to ₱1.88 billion at the end of 2022.
- (vii) The Registrant and its subsidiary and affiliates are substantially debt free except for MUDC which has loans and advances from its principal shareholders. The Registrant and its subsidiaries have more than enough cash resources to meet any expected requirements in the next twelve months. Consolidated cash and cash equivalents at the end of 2023 totaled

P429.9 million compared to P467.7 million at the end of 2022 while total current assets totaled P810.3 million at year-end 2023 compared to P750.2 million at year-end 2022. Other than the normal fluctuation of the Peso exchange rate as well as the effect of the normal market fluctuations on the value of stock and bond holdings owned by the Registrant and its subsidiary, the Registrant is not aware of any trends, demands, commitments, events or uncertainties that will result in or that are reasonably likely to result in its liquidity increasing or decreasing in any material way. Likewise, the Registrant does not know of any trends, events or uncertainties that have or that are reasonably expected to have a material favorable or unfavorable impact on the revenues or income from continuing operations.

**VI. PRESENTATION AND APPROVAL OF THE AUDITED FINANCIAL STATEMENTS**

Upon motion made and duly seconded, the stockholders approved the Corporation's Audited Financial Statements as of 31 December 2023, copies of which had been distributed to the stockholders prior to the meeting.

**VII. RATIFICATION OF CORPORATE ACTIONS TAKEN**

Upon motion made and duly seconded, the stockholders approved and ratified the corporate actions taken by the Board of Directors and Management since the last stockholders' meeting, as outlined in the Memorandum distributed to the stockholders prior to the meeting.

**VIII. ELECTION OF DIRECTORS**

The Chairman announced that the table was open for nominations to the Board of Directors for the coming year. This announcement was followed by the nomination and election of the following as members of the Board of Directors and who would act as such until their successors have been duly elected and qualified:

[in alphabetical order]  
CHARLIE K. CHUA  
FRANCIS L. CHUA  
JOHNSON U. CO  
JOHNNY O. COBANKIAT  
KATRINA MARIE K. COKENG  
MARK RYAN K. COKENG  
MARY K. COKENG  
PETER L. KAWSEK, JR.  
JOHNSON TAN GUI YEE  
RUFINO B. TIANGCO  
RYAN WESLEY T. YAPKIANWEE

Messrs. Charlie K. Chua and Peter L. Kawsek, Jr. were re-elected as the independent directors of the Corporation, as required by law.

**IX. REAPPOINTMENT OF EXTERNAL AUDITORS**

After discussion and upon motion made and duly seconded, the stockholders approved and ratified the reappointment of Reyes Tacandong & Co. as external auditors of the Corporation for the fiscal year 2024.

**X. APPROVAL OF THE AMENDMENTS TO THE ARTICLES OF INCORPORATION**

Upon motion made and duly seconded, the stockholders approved the amendment of the third and fourth articles of the Articles of Incorporation of the Corporation:

**“RESOLVED**, that the Corporation be hereby, as it is hereby, authorized and empowered to change the principal office address of the Corporation to reflect its correct address, and accordingly, to amend the Third Article of its Articles of Incorporation, as follows:

“THIRD: That the place where the principal office of the corporation is to be established or located is at Units 3 & 4, 5th Floor, ***BDO Towers Paseo***, 8741 Paseo de Roxas, ***Bel-Air***, Makati City. *(As amended on 11 July 2024)*’

**“RESOLVED, FURTHER**, that the Corporation be hereby, as it is hereby, authorized and empowered to change its corporate existence to **perpetual**, in accordance with the Revised Corporation Code, and accordingly, to amend the Fourth Article of its Articles of Incorporation, as follows:

“FOURTH: ***That the corporation shall have perpetual existence.*** *(As amended on 11 July 2024)*’

**XI. APPROVAL OF THE AMENDMENTS TO THE BY-LAWS**

Upon motion made and duly seconded, the stockholders approved the proposed amendments to the By-Laws of the Corporation:

**“RESOLVED**, that the Corporation be hereby, as it is hereby, authorized and empowered to change the date of the annual meeting of the

stockholders of the Corporation, and accordingly, to amend paragraph 1 of Article II of the By-Laws, as follows:

‘1. THE ANNUAL MEETING of the stockholders of this company shall be held in the principal office of the company, or such other place as the Board of Directors may designate, on **the 15th of June** of each year at 4:00 P.M., **unless the Board of Directors fixes a different date and time, which in no case shall not be later than the last working day of July.** (As amended on 11 July 2024)’

“**RESOLVED, FURTHER**, that the Corporation be hereby, as it is hereby, authorized and empowered to update the provisions of the By-Laws to make them consistent with the applicable provisions of the Revised Corporation Code, and accordingly, to amend the paragraph 5 of Article I, paragraph 3 of Article II, and paragraph 4 Article III of the By-Laws, as follows:

#### ARTICLE I

‘5. LOST CERTIFICATES may be replaced whenever any person claiming a certificate of stock to be lost or destroyed shall make an affidavit to that fact and shall advertise the same in such manner as the Board of Directors may require, and shall give the company a bond of indemnity in the form and with the sureties satisfactory to the Board in such sum as the Board shall deem reasonably necessary. The new certificate shall be plainly marked as a duplicate certificate and shall otherwise be of the same tenor as the one alleged to be lost or destroyed. In this connection, the **applicable provisions of the Corporation Law of the Philippines shall be observed.** (As amended on 11 July 2024)’

#### ARTICLE II

‘3. **NOTICE OF MEETINGS - Except as otherwise provided by law, written or printed notices of all annual and special meetings of stockholders, stating the place and time of the meeting, and, if necessary, the general nature of the business to be considered, shall be transmitted by personal delivery, mail, electronic mail, telegraph, or cable to a stockholder of record entitled to**

**vote thereat at his last known address, by the Secretary of the Corporation, at least ten (10) days before the date of the meeting, if an annual meeting, or at least five (5) days before the date of the meeting, if a special meeting.**

No failure or irregularity of notice of any regular meeting shall invalidate such meeting or any proceeding thereat, and no failure or irregularity of notice of any special meeting at which all the stockholders are present and voting without protest, shall invalidate such meeting or any proceeding thereat. (As amended on 11 July 2024)'

### ARTICLE III

**'4. NOTICE OF MEETINGS - Except as otherwise provided by law, written or printed notices of all meetings of the Board of Directors, stating the place and time of the meeting, and, if necessary, the general nature of the business to be considered, shall be transmitted by personal delivery, mail, or electronic mail, at his last known address, by the Secretary of the Corporation, at least five (5) days before the date of the meeting, if a regular meeting, or at least one (1) day before the date of the meeting, if a special meeting. Notice of a meeting may be waived by any director and his presence at the meeting shall be deemed a waiver of any failure, defect or irregularity of the notice. (As amended on 11 July 2024)'**

## **XII. ADJOURNMENT**

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

Certified Correct by:

**(ATTY.) ANNE JAYCELLE C. SACRAMENTO  
Corporate Secretary**

Attested By:

**JOHNSON TAN GUI YEE**  
**Chairman of the Board**

My Docs>F&J>2024 Files>Board Meetings>  
Minutes>ASM 11 July 2024

*F&J Prince Holdings Corp.*