

**MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING
OF SEAFRONT RESOURCES CORPORATION**

DATE : **May 30, 2019**
TIME : **1:30 p.m.**
PLACE : **Rooms 527-528 YIAS Level 5, Podium 4, RCBC Plaza Building, Ayala cor. Sen. Gil J. Puyat Avenues, Makati City**

Director Raul M. Leopando welcomed all the stockholders to the Company's 2019 Regular Annual Stockholders' Meeting (ASM) and stated that he was authorized by the Board of Directors to act as the Chairman of the 2019 ASM in the absence of Chairman Roberto Jose L. Castillo and President Milagros V. Reyes who were both out of the country at the time of the ASM. He mentioned that the Chairman was among the delegates that accompanied President Rodrigo Roa Duterte to his trip to Japan. He thereafter introduced the incumbent members of the Board of Directors of the Company who were then present, as follows:

PERRY Y. UY	- Director/Treasurer
ERNESTINE CARMEN JO D. VILLAREAL-FERNANDO	- Independent Director
YVONNE S. YUCHENGCO	- Director
MEDEL T. NERA	- Director
VICTOR V. BENAVIDEZ	- Director

I. CERTIFICATION OF SERVICE OF NOTICE

The Corporate Secretary, Atty. Samuel V. Torres, was called to submit proof of the notice of meeting. The Corporate Secretary certified that notices of the meeting were sent to all stockholders of record as of March 15, 2019 either by mail or through messenger services. The Corporate Secretary also certified that the Notice of the Meeting was published in the Manila Bulletin on March 9, 2019, as evidenced by an affidavit of Mr. Ramon C. Ting, AVP for Classified Advertising of the said publication, which was likewise presented and submitted. The Chairman requested that the above affidavit be attached to the Minutes.

Atty. Samuel V. Torres

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II. DETERMINATION OF QUORUM / CALL TO ORDER

The Corporate Secretary certified that there was a quorum for the transaction of any business that may be properly brought before the body, with attendance of shareholders present in person covering **27,647 shares (0.017%)** and **99,642,323 shares (61.130%)** represented by proxy, for a total of **99,669,970 shares (61.147%)** out of the **163,000,000 total outstanding shares**. Thereafter, the Chairman called the meeting to order.

III. APPROVAL OF THE MINUTES OF THE LAST REGULAR ANNUAL STOCKHOLDERS' MEETING HELD ON MAY 17, 2018

The Chairman requested the shareholders present to review the minutes of the last Regular Annual Stockholder's Meeting held on May 17, 2018, copies of which were earlier distributed. Upon motion duly made and seconded, the reading of the minutes was dispensed with, and the following resolution was unanimously approved:

"RESOLVED, That the Minutes of the Regular Annual Stockholders' Meeting held on May 17, 2018 be, as it is hereby, approved."

IV. APPROVAL OF MANAGEMENT REPORT AND THE 2018 AUDITED FINANCIAL STATEMENTS

The Chairman called the attention of the stockholders regarding the Management Report and the 2018 Audited Financial Statements, which were earlier distributed to all stockholders through mail and messenger services and at the registration table. He requested the stockholders that all questions and requests for clarification be raised after the presentation of the results of operation. On behalf President Reyes, he proceeded to give the 2018 year-end report, including some updates, to wit:



“Dear Fellow Stockholders:

The year 2018 has delivered resilient results for our Company. Despite a down turn in our 2018 income amounting to P6.86 MM, brought largely by unfavorable market movements, Seafront is able receive P12.23 MM in dividends from our investment in Hermosa Ecozone Development Corporation (HEDC). This allowed Seafront to pay off its subscriptions payables. Additional dividends from HEDC totaling to P10 MM was received by Seafront in May, and we are expecting another P5 MM in August of this year. We are optimistic that a more steady business landscape after the elections will improve the capital market. Furthermore, active calls for investments in export and manufacturing sectors will bring further growth prospects and economic activities to HEDC.

HEDC continue to increase its market reach. In 2018, it sold 62,358 sqm. of industrial lots, translating to P246.13 MM in revenues. As of April 2019, HEDC sales already amounted to P153.78 MM with additional reserved lots totaling 135,840 sqm or P612.03 MM in possible sale. HEDC is completing land development with the completion of site grading in Phase 2, construction of road and utilities in Phases 2 and 3, and slope protection works in selected areas.

We are also expecting four (4) new manufacturing firms to be completed this year, thus adding commercial value to HEDC. Bessup Industrial Supplies from Singapore, Peninsula Integrated Plastics Inc. from China, GOT Technologies Inc. from Taiwan, and Sultou Philippines, Inc. from Japan are expected to employ ~900 personnel once completed. The second manufacturing plant of Sumi Philippines Wiring Systems is also expected to add another 500 employees once the plant starts to operate in December 2019. HEDC's local employment, together with its numerous community engagements, manifests its commitment to bring development in Bataan's local economy and society.



Moving forward, we assure you that your support and confidence in Seafront will be our driving tool to provide value to your investment and to continue looking for other business opportunities that will not only grow our Company, but also foster a common vision to share growth with our employees and the community.

Thank you.”

After the report, and there being no questions raised by the stockholders, the following resolution was adopted, upon motion made, seconded, and carried:

“RESOLVED, as it is hereby resolved, that the 2018 Management Report and the 2018 Audited Financial Statements, as made available to the stockholders, be as they are hereby, noted and approved.”

V. CONFIRMATION AND RATIFICATION OF ALL ACTS, RESOLUTIONS, CONTRACTS AND INVESTMENTS MADE AND ENTERED INTO BY THE BOARD OF DIRECTORS AND MANAGEMENT DURING THE PERIOD MAY 17, 2018 to MAY 30, 2019

Upon motion made, seconded and carried, a resolution was adopted, as follows:

“RESOLVED, as it is hereby resolved that all acts, resolutions, contracts and investments made by Management and/or the Board of Directors for the period May 17, 2018 to May 30, 2019, be as they are hereby confirmed, ratified and approved.”

VI. ELECTION OF NINE (9) MEMBERS OF THE BOARD OF DIRECTORS FOR THE YEARS 2019-2020

The Chairman then tackled the next item in the Agenda. He then asked the Corporate Secretary if he has the list of nominees to the Board of Directors. The Corporate Secretary replied in the affirmative and that, as of March 22, 2019, the deadline for nominations, there were nine (9) nominees, screened and short listed



by the Corporate Governance Committee for election as members of the Board of Directors, namely:

1. ROBERTO JOSE L. CASTILLO – Director
2. YVONNE S. YUCHENGCO – Director
3. MILAGROS V. REYES – Director
4. PERRY Y. UY – Director
5. MEDEL T. NERA – Director
6. RAUL M. LEOPANDO – Director
7. VICTOR V. BENAVIDEZ – Director
8. NICASIO I. ALCANTARA – Independent Director
9. ERNESTINE CARMEN JO
D. VILLAREAL-FERNANDO – Independent Director

Since there were only nine (9) nominees representing nine (9) seats, a motion was made, seconded and unanimously carried dispensing with the formal balloting and directing the Corporate Secretary to cast all votes in favor of the nine (9) nominees, except for those proxies, if any, which have been voted against the election of the above mentioned nominees.

The Chairman then declared/proclaimed the above named nominees as elected members of the Board of Directors of the Corporation for the years 2019-2020.

VII. APPOINTMENT OF EXTERNAL AUDITORS

Upon motion duly made and seconded, the auditing firm of SyCip Gorres Velayo & Co. was reappointed as External Auditors of the Corporation for 2019 and for such purpose, the following resolution was unanimously approved:

"RESOLVED, That the auditing firm of SGV & Co., be as it is hereby, reappointed as External Auditor of the Company for the calendar year ending December 31, 2019."





The following representatives from SGV & Co. attended the Annual Stockholders' Meeting:


Ms. Ana Lea C. Bergado	- Partner-in-Charge
Ms. Elizabeth D. Parado	- Senior Associate

VIII. ADJOURNMENT

Since no other business was brought to the table, the meeting was adjourned upon motion duly made and seconded.


ATTY. SAMUEL V. TORRES
Corporate Secretary 

ATTEST:


RAUL M. LEOPANDO
Chairman of the 2019 ASM