

MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING
of
PACIFICA, INC.

5 December 2018

Room 201 Metropolitan Club
Estrella cor. Amapola Streets,
Guadalupe Viejo, Makati City

Present

Lowell L. Yu	-	Director/Chairman
Winglip K. Chang	-	Director/President/CEO
Alexander S. Roleda	-	Director
Luis Michael R. Yu III	-	Director
Richard N. Rocha	-	Director
Christian Francis C. Reyes	-	Director
Ian Norman E. Dato	-	Director
Mark Werner J. Rosal	-	Independent Director
Vittorio P. Lim	-	Independent Director

Also Present

Atty. Cristina S. Palma Gil-Fernandez	-	Corporate Secretary
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Share Information

Total Number of Issued and Outstanding Shares	40,000,000,000
Total Number of Shares Represented at the Meeting	25,668,000,000
Percentage of Shares Represented	64.17%

PROCEEDINGS

I. Call to Order

The Chairman, Mr. Lowell L. Yu, called the meeting to order and presided over the same. The Corporate Secretary, Atty. Cristina S. Palma Gil-Fernandez, recorded the minutes of the proceedings.

II. Certification of Notice and Quorum

Upon request of the Chairman, the Corporate Secretary confirmed (i) that notices were duly sent by mail or special messengerial service to all stockholders of record of the Company as of 2 October 2018, the record date of the meeting, (ii) that based on the records, there were represented at the meeting, in person or by proxy, stockholders owning 25,668,000,000 shares, representing 64.17% of the total issued and outstanding capital stock of the Company, and (iii) that there was a quorum to transact business therein.

III. Approval of Minutes of Previous Stockholders' Meeting

Upon motion duly made and seconded, the stockholders resolved to approve the minutes of the Annual Stockholders' Meeting held on 26 October 2017 in its entirety.

IV. Ratification of All Acts of the Board of Directors and of Management since the Last Stockholders' Meeting

Upon motion duly made and seconded, the stockholders resolved to ratify and confirm all acts done or caused to be done by the Board of Directors and Management of the

Company since the last stockholders' meeting held on 27 October 2017, as set forth in the minutes of the meetings of the Board of Directors held during the same period and in the disclosures made and duly filed with the Securities and Exchange Commission (SEC) and the Philippine Stock Exchange (PSE).

V. Approval of the Annual Report and Audited Financial Statements for the Year 2017

The President, Mr. Winglip K. Chang, reported on the financial condition and results of operations of the Company for the year 2017 and for the third quarter of 2018.

The Corporate Secretary noted that copies of the Annual Report for the year ended 31 December 2017 were furnished and sent to all stockholders of record. The Audited Financial Statements were incorporated in the Annual Report of the Company. These were likewise summarized in the Definitive Information Statement, copies of which were distributed to the stockholders of record together with the Notice of the Meeting.

After the presentation of the report, and upon motion duly made and seconded, the stockholders approved the Annual Report and Audited Financial Statements of the Company for the fiscal year ended 31 December 2017.

VI. Election of Directors

At the request of the Chairman, the Corporate Secretary reported that the following individuals were nominated for election as directors of the Company:

1. Lowell L. Yu
2. Winglip K. Chang
3. Alexander S. Roleda
4. Luis Michael R. Yu III
5. Richard N. Rocha
6. Christian Francis C. Reyes
7. Ian Norman E. Dato
8. Mark Werner J. Rosal
9. Vittorio P. Lim

The Corporate Secretary identified Messrs. Rosal and Lim as nominees for independent directors. There being no other nominations, and upon motion made and duly seconded, the nominations were declared closed.

A stockholder moved that all nine (9) individuals nominated to the Board of Directors of the Company for the year 2018 be elected as members of the Board of Directors. The Corporate Secretary informed the stockholders that based on the votes cast in favor of all of the above-named nominees, which was tabulated with the assistance of the Company's stock transfer agent, Securities Transfer Services, Inc., the foregoing persons were elected as members of the Board of Directors. The Chairman accordingly declared the nine (9) nominees duly elected as directors of the Company for the year 2018.

VII. Appointment of External Auditor for Fiscal Year 2018

The Chairman stated that the Company submits for approval of the stockholders the reappointment of the Company's external auditors, Punongbayan & Araullo, upon the recommendation of the Audit Committee.

Upon motion duly made and seconded, the stockholders approved the reappointment of Punongbayan & Araullo as the Company's external auditors for fiscal year 2018.

VIII. Adjournment

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

[Signature page follows.]

Certified correct:

CRISTINA S. PALMA GIL-FERNANDEZ
Corporate Secretary

Attested by:

LOWELL L. YU
Chairman