

**MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING
OF
HOUSE OF INVESTMENTS, INC.**

Date : 17 July 2014
Time : 2:30 P.M.
Place : Rooms 527-528 YIAS, 5/F Tower II
RCBC Plaza, 6819 Ayala Avenue
Makati City, Metro Manila

I. CALL TO ORDER.

The Chairperson, Ms. Helen Y. Dee, called the meeting to order and asked the Corporate Secretary, Atty. Samuel V. Torres, whether proper notices of the meeting were sent out to the stockholders to which Atty. Torres replied in the affirmative.

As proof, Atty. Torres presented the Certification executed by Mr. Ronaldo T. Buena, General Manager of Tri-Load Express Systems, certifying to the sending out of notices of the meeting, and the Affidavit of Publication issued by Manila Bulletin, attesting to the publication of the notice on 17 June 2014, as part of the records to show that the qualified stockholders were duly notified of the meeting.

II. DETERMINATION OF QUORUM.

The Chairperson then asked the Corporate Secretary if there was a quorum for the transaction of business, to which the Corporate Secretary certified as follows:

	<u>No. of Common/Preferred Shares</u>
Stockholders Present in Person or By Proxy	451,789,851 (Common)
	<u>901,481,832 (Preferred)</u>
Total	1,353,271,683 Shares
Outstanding No. of Shares Entitled to Vote	616,196,757 (Common)
	<u>927,884,131 (Preferred)</u>
Total	1,544,080,888 Shares
Percentage of Attendance	87.00%

which was more than two third (2/3) of the outstanding number of shares entitled to vote. Whereupon, the Corporate Secretary certified the presence of a legal quorum and the Chairperson declared the agenda open for deliberation.

DIRECTORS PRESENT

1. Ms. Helen Y. Dee
2. Ms. Yvonne S. Yuchengco
3. Mr. Medel T. Nera
4. Atty. Wilfrido E. Sanchez – Chairman, Good Governance Committee
Chairman, Compensation Committee
5. Dr. Reynaldo B. Vea
6. Dr. Roberto F. De Ocampo – Independent Director
Chairman, Audit Committee
7. Mr. Renato C. Valencia – Independent Director
8. Mr. Antonino L. Alindogan, Jr. – Independent Director
Chairman, Risk Management Committee

III. APPROVAL OF THE MINUTES OF THE PREVIOUS ANNUAL STOCKHOLDERS' MEETING

The Minutes of the last Annual Stockholders' Meeting held on 19 July 2013 were presented to the stockholders for approval. On motion duly made and seconded, the reading of the said Minutes was dispensed with, and there being no objection or correction to the same, the Minutes was considered approved to be correct.

IV. APPROVAL OF THE 2013 MANAGEMENT REPORT AND THE AUDITED FINANCIAL STATEMENTS.

The Management Report and the Audited Financial Statements of the Company for year ending 31 December 2013 were presented to the stockholders for approval.

The President and CEO, Mr. Medel T. Nera, reported on the various actions, performance and results of the operation of the Company, including that of its subsidiaries, for the one (1) year period ended 31 December 2013. Copies of said Management Report and Audited Financial Statements of the Company for the year ending 31 December 2013 are hereto attached and made integral parts of these Minutes.

There being no further comments, the stockholders present approved the Management Report and the Audited Financial Statements of the Company for the year ended 31 December 2013, as certified by Mr. Michael C. Sabado of SGV & Co., upon motion duly made and seconded.

Thereafter, the Chairperson informed the stockholders that the Board of Directors had earlier approved the declaration of a cash dividend of Six and a Half Centavos (Php0.065) per common share and One and 5/7 Centavos (Php0.01733) per preferred share, for a total amount of Fifty Six Million One Hundred Thirty Three Thousand and Twenty One Pesos (Php56,133,021.00), from the company's unrestricted retained earnings as of 31 December 2013 to the Company's stockholders of record as of 14 August 2014. The payment date is on 05 September 2014.

V. AMENDMENT TO ARTICLE FIRST OF THE COMPANY'S ARTICLES OF INCORPORATION

The Chairperson presented to the stockholders the matter of amending Article First of the Company's Articles of Incorporation and the Bylaws to include in the Corporate Name the business names of the new car dealerships, Honda Cars Marcos Highway and Isuzu Leyte, pursuant to the Securities and Exchange Commission's Memorandum Circular No. 12, Series of 2008.

Upon motion made and duly seconded, the following resolutions were unanimously approved:

"RESOLVED, as it is hereby resolved, that the Corporation be authorized to amend Article First of its Articles of Incorporation and the Bylaws to include in its corporate name the business names of the new car dealerships, Honda Cars Marcos Highway and Isuzu Leyte.

RESOLVED, FURTHER, that Article First of the Articles of Incorporation of the Corporation be amended to read as follows:

FIRST - That the name of said corporation shall be: House of Investments, Inc. doing business also under the names of Honda Cars Quezon City, Honda Cars Manila, Honda Cars Marikina, Honda Cars Fairview, Honda Cars Tandang Sora, Honda Cars Marcos Highway, Isuzu Manila, Isuzu Commonwealth, Isuzu Greenhills, and Isuzu Leyte.

RESOLVED, FURTHER, that the corporate name in the Bylaws of the Corporation be amended to read as follows:

House of Investments, Inc. doing business also under the names of Honda Cars Quezon City, Honda Cars Manila, Honda Cars Marikina, Honda Cars Fairview, Honda Cars Tandang Sora, Honda Cars Marcos Highway, Isuzu Manila, Isuzu Commonwealth, Isuzu Greenhills, and Isuzu Leyte.

RESOLVED, FINALLY, that the Amendment to Article First of the Articles of Incorporation of the Corporation and the corporate name in the Bylaws, as amended and approved by the Board of Directors, be ratified and approved."

VI. AMENDMENT TO ARTICLE THIRD OF THE COMPANY'S ARTICLES OF INCORPORATION

The Chairperson also presented to the stockholders the matter of amending Article Third of the Company's Articles of Incorporation, in compliance with the Securities and Exchange Commission Memorandum Circular No. 6, Series of 2014, which requires existing corporations to specify in their Articles of Incorporation the specific and complete address of their principal office.

Upon motion made and duly seconded, the following resolutions were unanimously approved:

“RESOLVED, as it is hereby resolved, that the Corporation be authorized to amend Article Third of its Articles of Incorporation to specify therein its complete principal office address pursuant to SEC Memorandum Circular No. 6, Series of 2014.

RESOLVED, FURTHER, that Article Third of the Articles of Incorporation of the Corporation be amended to read as follows:

THIRD - That the place where the principal office of the corporation is to be established or located is at 3rd Floor, Grepalife Building, 219 Sen. Gil Puyat Avenue, Makati City, Metro Manila, Philippines.

RESOLVED, FINALLY, that the Amendment to Article Third of the Articles of Incorporation of the Corporation, as amended and approved by the Board of Directors, be ratified and approved.”

VII. RATIFICATION AND CONFIRMATION OF THE ACTS, RESOLUTIONS AND PROCEEDINGS OF THE BOARD OF DIRECTORS, OFFICERS AND VARIOUS COMMITTEES OF THE COMPANY DURING THE YEAR IN REVIEW.

On motion duly made and seconded, the stockholders present ratified and confirmed all the acts, resolutions and proceedings of the Board of Directors, various Committees and Officers of the Company during the year in review under the following resolution.

“RESOLVED, That all the acts, resolutions and proceedings of the Board of Directors, various Committees and Officers of the Company during the preceding year be, as the same are hereby affirmed and ratified.”

VIII. ELECTION OF DIRECTORS FOR 2014-2015.

The Chairperson declared the table open for the election of directors for the ensuing year.

The Corporate Secretary presented the names of the nominees who have accepted their respective nominations, further stating that the Nomination Committee has pre-screened and evaluated their qualifications and have found them to have all the qualifications and none of the disqualifications of a director.

The following stockholders were thereafter elected.

As Regular Directors:

1. Amb. Alfonso T. Yuchengco
2. Ms. Helen Y. Dee
3. Ms. Yvonne S. Yuchengco
4. Mr. Medel T. Nera
5. Atty. Wilfrido E. Sanchez
6. Dr. Reynaldo B. Veal

As Independent Directors:

7. Mr. Renato C. Valencia
8. Dr. Roberto F. De Ocampo
9. Mr. Antonino L. Alindogan, Jr.
10. Mr. Francisco H. Licuanan III

IX. APPOINTMENT OF EXTERNAL AUDITOR.

As recommended by the Audit Committee, on motion duly made and seconded, SYCIP GORRES VELAYO & CO. was re-appointed as the external auditor of the Company for the fiscal year ending 31 December 2014 under the following resolution:

“RESOLVED, that Sycip Gorres Velayo & Co. be re-appointed as the external auditor of the Company for the fiscal year ending 31 December 2014.”

X. OTHER MATTERS.

The Chairperson inquired if there are other matters, which the stockholders would like to take up. A stockholder, Mr. Guillermo F. Gili, Jr., then stated that he earlier noted the declaration of a cash dividend and that he would like to know the percentage of the same against the Retained Earnings. Ms. Ma. Esperanza F. Joven, the Company's VP-Finance, replied that it is 5%. Mr. Gili stated that he is satisfied with the percentage and congratulated Management and the Board for their good performance.

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XI. ADJOURNMENT.

There being no further business to discuss, the meeting was adjourned at 3:00 p.m. on motion duly made and seconded.


SAMUEL V. TORRES
Corporate Secretary

ATTEST:


HELEN Y. DEE
Chairperson