

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

Date : 15 July 2016  
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 Chairman, 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. Cal Joseph R. Cano, Executive Assistant of Varied Services, Incorporated, certifying to the sending out of notices of the meeting, and an Affidavit of Publication from the Manila Bulletin, attesting to the publication of the notice in the Manila Bulletin on 15 June 2016.

**II. DETERMINATION OF QUORUM.**

The Chairman 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	373,454,518 (Common) 742,775,092 (Preferred)
Total	----- 1,116,229,610 Shares
Outstanding No. of Shares Entitled to Vote	615,996,114 (Common) 757,404,055 (Preferred)
Total	----- 1,373,400,169 Shares
Percentage of Attendance	81 %

which was a majority of the outstanding number of shares entitled to vote. Whereupon, the Corporate Secretary certified the presence of a legal quorum, and the Chairman declared the agenda open for deliberation.

*Atty. Torres*

**DIRECTORS PRESENT**

1. Ms. Helen Y. Dee – Chairman  
Chairman, Executive Committee
2. Mr. Medel T. Nera
3. Ms. Yvonne S. Yuchengco
4. Dr. Reynaldo B. Vea
5. Atty. Wilfrido E. Sanchez – Chairman, Compensation Committee  
Chairman, Good Governance Committee
6. Mr. Renato C. Valencia – Independent Director
7. Mr. Francisco H. Licuanan III – Independent Director
8. Mr. Juan B. Santos – Independent Director; Chairman, Nomination Committee

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

The Minutes of the last Annual Stockholders' Meeting held on 17 July 2015 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 were approved to be correct.

**IV. APPROVAL OF THE 2015 MANAGEMENT REPORT AND THE AUDITED FINANCIAL STATEMENTS.**

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 2015. He commenced his President's Report with updates on the Company's stock price, consolidated revenues, and net income contributors. He then proceeded to particularly report on the Company's core business focus in the construction industry (EEI Corporation); education sector [through shareholdings in iPeople, Inc. and relative to the Mapua School System, which is composed of Malayan Colleges, Inc., Malayan High School of Science, Inc., Malayan Colleges Laguna, Inc., and Malayan Colleges Mindanao (A Mapua School) Inc.]; car dealership business (Honda and Isuzu), and project and property management (through its subsidiary Landev Corporation and minority ownership in RCBC Realty Corp.).

Mr. Nera also mentioned the Company's other businesses in the fields of energy (Petroenergy Resources Corporation, PetroGreen Energy Corporation, Maibarara Geothermal, Inc., PetroWind Energy, Inc., and Petro Solar Corporation), pharmaceuticals (HI-Eisai Pharmaceutical, Inc.), afterlife services (Manila Memorial Park Cemetery, Inc. and La Funeraria Paz-Sucac, Inc.), and consumer finance (Zamboanga Industrial Finance Corporation).

After Mr. Nera concluded his President's Report, the Chairman informed the stockholders that the Board of Directors had earlier approved the declaration of a cash dividend of Php0.065 per common share and Php0.01733 per preferred share, for a total amount of Fifty Three Million One Hundred Sixty Eight Thousand Eighty Four Pesos and Thirty Six Centavos (Php53,168,084.36), from the company's unrestricted retained earnings as of 31 December 2015

*C. Torres*

to the Company's stockholders of record as of 12 August 2016. The payment date is on 06 September 2016.

The Chairman proceeded to note that the Company's Management Report and the Audited Financial Statements for the year ending 31 December 2015 were sent earlier to the stockholders by mail. She then inquired from the stockholders if there were any questions respecting the same. There being no queries or objections, the Company's Management Report and Audited Financial Statements, as certified by Mr. Michael C. Sabado of SGV & Co., were approved by the stockholders present, upon motion made and duly seconded.

V. **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 acts, resolutions and proceedings of the Board of Directors, various Committees and Officers of the Company during the preceding year be, as they are hereby affirmed and ratified.”

VIII. **ELECTION OF DIRECTORS FOR 2016-2017.**

The Chairman 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:

**Regular Directors:**

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



**Independent Directors:**

7. Mr. Renato C. Valencia
8. Dr. Roberto F. De Ocampo, OBE
9. Mr. Francisco H. Licuanan III
10. Mr. Juan B. Santos
11. Mr. Ermilando D. Napa

**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 2016 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 2016.”

**X. OTHER MATTERS.**

The Chairman inquired if there were any other matters, which the stockholders would like to take up. At this juncture, a stockholder, Mr. Philip Tan, requested to be recognized, saying that he would like some clarification on three (3) items. His first query was with respect to the arbitration claim filed by EEI Corporation (“EEI”). EEI’s President and CEO, Mr. Roberto Jose L. Castillo, who was present during the Annual Meeting, proceeded to address the concern of Mr. Tan. He clarified that EEI’s arbitration claim pertains to one of its projects in Saudi Arabia. A compromise settlement has been arrived at and the balance of EEI’s claim will be settled by way of payments to be made pursuant to EEI’s completion of the project. As for a possible reversal of losses, the same has yet to be determined considering that the prospects for the Saudi Arabia projects are not so good given the decline in oil prices and increasing security concerns.


Mr. Tan’s second query pertained to a request for clarification on a loss during the first quarter of 2016. The Company’s Chief Finance Officer, Ms. Gema O. Cheng, explained that while equity in net earnings of the Company’s associates significantly dropped due to the net loss reported by EEI’s foreign affiliate, Al Rushaid Construction Company, in which EEI has 49% shareholdings, the Company, overall, posted a profit during the period concerned.

Mr. Tan’s final query is with respect to who owns 74% of Manila Memorial Park Cemetery, Inc. (“MMP”). Mr. Tan then called attention to the successful IPO of Golden Haven Memorial Park, Inc. and suggested that MMP should also consider pursuing the same course of action. He further commented that the afterlife business appears to be a “sunshine industry” at present and it would be advisable to take advantage of the same. Mr. Nera advised Mr. Tan that MMP is owned by various shareholders and that, to the extent possible, his suggestion will be considered.

*CJ Tan*

**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

ATTESTED BY:

  
**HELEN Y. DEE**  
Chairman