

M I N U T E S
of The 2020 Annual Stockholders' Meeting
of
OMICO CORPORATION
(the "Corporation")

Tuesday, July 28, 2020, 9:00 A.M.
Conducted Through Remote Communication Via Videoconferencing
(Zoom Meeting ID: 4037422150 Password: 217159)

Introduction

The Corporate Secretary, Ms. Maria Elena F. Alqueza, introduced to the stockholders the incumbent members of the Board of Directors who were all in attendance and the other executive officers of the Corporation who were present:

Tommy Kin Hing Tia - Chairman
Anson Chua Tiu Co - Vice-Chairman
Anna Mei Nga Tia - President & CEO
Juan Jose Rodom T. Fetiza - Director
Angel Severino Raul B. Ilagan, Jr. - Director
Albert Y. Yung - Independent Director
John Edwin N. Co - Independent Director

Emilio S. Teng - Corporate Information Officer
Juana Lourdes M. Buyson - Treasurer/Compliance Officer
Maria Elena F. Alqueza - Corporate Secretary

Ms. Alqueza likewise acknowledged the presence of the representatives of the external auditor of the Corporation, R. R. Tan & Associates CPAs.

Call to Order

The 2020 Annual Stockholders' Meeting was called to order at 9:00 a.m. Mr. Tommy Kin Hing Tia, the Chairman of the Board of Directors, presided over the meeting. The Corporate Secretary, Ms. Alqueza, recorded the minutes of the proceedings.

Certification of Notice and Quorum

The Corporate Secretary certified that the Notice of the Annual Stockholders' Meeting together with other materials relevant for the meeting such as the Information Statement and the Annual Report/SEC Form 17-A for 2019 were distributed through the following methods: (1) by the publication of the

Notice of the Meeting in the Daily Tribune on June 29 and June 30, 2020 and Malaya Business Insight on July 2 and July 3, 2020, in both print and online formats; (2) by disclosure to the PSE resulting in the posting of the Notice of Meeting, Information Statement and the other relevant materials on the PSE EDGE disclosure portal; and (3) by uploading the same documents on the website of the Corporation. These methods were in compliance with the Notice of the SEC dated April 20, 2020, which was issued by the SEC in order to provide publicly-listed companies an alternative mode of complying with the requirements for the distribution to its stockholders of notices and materials for their respective annual meeting. The Notice of the Meeting and other relevant materials were released on July 06, 2020 which is at least 21 days prior to the meeting date of July 28, 2020, in accordance with the Revised Corporation Code and applicable SEC regulations. Through the Notice of the Annual Meeting, stockholders were informed that the meeting would be conducted online by remote communication in lieu of physical meeting. The Information Statement included the *Procedures for Participating in the Meeting and for Voting Through Remote Communication or In Absentia*.

The Corporate Secretary reported that for purposes of determination of the meeting quorum, stockholders as of the meeting's Record Date of June 30, 2020 who registered for this meeting on or before July 17, 2020 at 5:00pm were considered in the computation of stockholders' attendance. The stockholders who timely registered for this meeting hold a total of 723,710,195 common shares of the Corporation representing approximately 68.89% of the total issued and outstanding common shares as of June 30, 2020 of 1,050,461,673, and are therefore considered as present or represented in this meeting. Accordingly, the Corporate Secretary certified that a quorum for the annual meeting have been established.

Approval of the Minutes of the Annual Stockholders' Meeting Held on May 31, 2019

The Chairman then proceeded to the next order of business which was the approval of the Minutes of the Annual Stockholders' Meeting held on May 31, 2019.

The Corporate Secretary stated that the subject minutes were uploaded and posted on the Corporation's website several days after the meeting was held and available for inspection by any stockholder at the office of the Corporate Secretary.

Upon motion duly made and seconded, the reading of the Minutes of the Annual Stockholders' Meeting held on May 31 2019 was dispensed with. The Chairman provided the stockholders present at the meeting an opportunity to ask questions on the Minutes of the 2019 Annual Stockholders' Meeting, however, none was raised.

The Minutes of the Annual Stockholders' Meeting held on May 31, 2019 was thereafter approved as follows:

AGENDA ITEM	VOTES IN FAVOR	VOTES AGAINST	ABSTAIN
Approval of the Minutes of the Annual Stockholders' Meeting held on May 31, 2019	723,710,195	0	0

The following resolution was hereby adopted and approved:

“RESOLVED, that the Minutes of the Annual Stockholders' Meeting of **Omico Corporation** held on May 31, 2019 is hereby approved.”

Audited Financial Statements for the Year Ended December 31, 2019 and the President's Report

For the next item on the agenda, the Chairman stated that the Annual Audited Financial Statements as of December 31, 2019 which form part of the 2019 Annual Report/SEC Form 17-A and the Information Statement filed by the Company with the SEC and the PSE were posted in the Corporation's website as a means of distribution to stockholders which is in accordance with the Revised Corporation Code and applicable SEC regulations. The President's Report, which highlights the operating and financial performance of the Corporation for 2019, was emailed on the day before the Annual Stockholders' Meeting to stockholders who registered for the meeting.

Thereafter, the Chairman opened the floor for questions to be raised on the report on the Corporation's operations. He noted that representatives of the Corporation's external auditor, R. R. Tan & Associates CPAS, will be on hand to entertain questions on the Corporation's financial reports.

No questions, however, were raised by the stockholders present on the report on the Corporation's operations and its Audited Financial Statements. No questions having been raised, and upon motion duly made and seconded, the President's Report was duly noted and the Audited Financial Statements as of December 31, 2019 were approved as follows:

AGENDA ITEM	VOTES IN FAVOR	VOTES AGAINST	ABSTAIN
Approval of the Audited Financial Statements for the year ended December 31, 2019	723,710,195	0	0

The following resolution was hereby adopted and approved:

“RESOLVED, that the Annual Audited Financial Statements of **Omico Corporation** and accompanying Notes for the year ended December 31, 2019 be approved.”

Ratification of the Acts and Proceedings of the Incumbent Board of Directors and Management from May 31, 2019

The next item on the agenda was the ratification and confirmation of the acts and proceedings of the Board of Directors and Management of the Corporation from May 31, 2019. The resolutions and minutes of the meetings, regular or special, of the board of directors from May 31, 2019 were made available for examination upon request by stockholders at the office of the Corporate Secretary during business hours prior to the present annual meeting.

After the motion to confirm, ratify, and approve all the acts and proceedings of the incumbent Board of Directors and Management from May 31, 2019 up to the date of the present meeting was duly made and seconded, the Chairman opened the floor for questions or issues to be taken up pertaining to the ratification of all corporate acts and proceedings. No questions or issues, however, were raised on the corporate acts and proceedings. Accordingly, motion was then approved as follows:

AGENDA ITEM	VOTES IN FAVOR	VOTES AGAINST	ABSTAIN
Ratification of all acts and proceedings of the Board of Directors and Management from the date of the last annual stockholders’ meeting held on May 31, 2019 up to the date of the present meeting	723,710,195	0	0

The following resolution was hereby adopted and approved:

“RESOLVED, that all acts and proceedings of the Board of Directors and Management of **Omico Coporation** from the date of the last annual stockholders’ meeting held on May 31, 2019 up to the date of the present meeting are hereby approved, ratified and confirmed.”

Election of Directors

The next item on the agenda is the election of the members of the Board of Directors including independent directors for the ensuing year 2020-2021. The Chairman noted that the profiles of those nominated for election as members of the Board were included in the Corporation’s Information Statement as well as in the Annual Report/SEC Form 17-A. The information included their age, nationality, dates of first appointment and other directorships in publicly-listed companies, if any.

After their nominations were duly made and seconded, the following persons were elected as members of the Board of Directors of the Corporation for the ensuing year 2020-2021 or until their successors have been duly elected and have qualified as provided in the Company’s By-laws, after receiving the votes indicated opposite their names:

Name	Number of Votes Received
Tommy Kin Hing Tia	723,710,195
Anson Chua Tiu Co	723,710,195
Anna Mei Nga Tia	723,710,195
Juan Jose Rodom T. Fetiza	723,710,195
Angel Severino raul B. Ilagan, Jr.	723,710,195
Albert Y. Yung	723,710,195
John Edwin N. Co	723,710,195

Messrs. Albert Y. Yung and John Edwin N. Co were elected as independent members of the Board in accordance with the requirements of the SEC and the Code of Corporate Governance.

Election of External Auditor

The Chairman informed the stockholders that the next proposal to be presented for approval was the re-appointment of R. R. Tan & Associates CPAs as the Corporation’s external auditor for the Year 2020. The Board of Directors has recommended the re-appointment R. R. Tan & Associates CPAs after the Audit Committee favorably endorsed said re-appointment based on the Committee’s positive evaluation of the accounting firm’s performance.

No questions or objections having been raised by the stockholders present

despite opportunity having been given by the Chairman, the proposal to re-appoint R. R. Tan and Associates CPAs as the Corporation’s external auditor for the Year 2020 was approved by the stockholders as follows:

AGENDA ITEM	VOTES IN FAVOR	VOTES AGAINST	ABSTAIN
Appointment of R. R. Tan & Associates CPAs as External Auditor for the Year 2020	723,710,195	0	0

The following resolution was hereby adopted and approved:

“RESOLVED, that all R. R. Tan & Associates CPAs be appointed as the external auditor of **Omico Coporation** for the Year 2020.”

Amendment of the Corporation’s Amended By-Laws

The Chairman proceeded to the next item of the agenda which was the amendment of the Amended By-Laws of the Corporation and requested the Corporate Secretary to elaborate on the proposed amendments.

The Corporate Secretary stated that for the consideration of the stockholders of the Corporation are the amendments of Article II, Sections 4, 5 and 7 and Article III Sections 4 and 6 of the Corporation’s Amended By-Laws.

The Corporate Secretary advised the stockholders that the Board of Directors recommends the amendments of Article II, Sections 4, 5 and 7 of the Amended By-Laws to allow sending of Notices for any regular or special meeting of stockholders through electronic mail and to allow stockholders to participate and vote in any regular or special meeting of stockholders through remote communication or *in absentia* and the amendments to Article III, Sections 4 and 6 of the Amended By-Laws for the purpose of allowing the directors to participate and vote in regular or special meetings of directors through remote communication or other alternative modes of communication that allow the directors reasonable opportunities to participate.

Upon motion duly made and seconded, the Chairman declared that, in view of the affirmative vote of stockholders holding a majority of the total outstanding shares of stock of the Corporation, the proposed amendments to the Amended By-Laws were approved as follows:

	NUMBER OF VOTES CAST	PERCENTAGE OF TOTAL OUTSTANDING SHARES
1. Yes /Approved	723,710,195	68.89%
2. No / Against	0	0
3. Abstain	0	0
Total Votes Cast	723,710,795	68.89%

The following resolutions were hereby adopted and approved:

“RESOLVED, that Article II Section 4 of the amended By-Laws of the Corporation be as it is hereby amended to read as follows:

Section 4. Notice of Meeting – Notices for any regular or special meeting of stockholders shall be sent by the Secretary by personal delivery or by postal mail or through electronic mail to stockholders of record at his last known post office address (as applicable) or by publication in a newspaper of general circulation. For regular meetings, the notice shall be sent at least twenty-one (21) days prior to the date of the regular meeting, while for special meetings, notice shall be sent at least seven (7) days prior to the date of the special meeting. The notice shall state the place, date and hour of the meeting, and the purpose or purposes for which the meeting is called. In special meetings, only matters stated in the notice can be the subject of motions or deliberations.

In case of postponement of a meeting of stockholders, notice of such postponement and the reason thereof shall be sent to stockholders of record at least two (2) weeks prior to the date of the meeting.

When the meeting of stockholders is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At the reconvened meeting, any business may be transacted that might have been transacted on the original date of the meeting.”

“RESOLVED, FURTHER, that Article II Section 5 of the amended By-Laws of the Corporation be as it is hereby amended to

read as follows:

Section 5. Quorum – Unless otherwise provided by law, in all regular or special meetings of stockholders, a majority of the outstanding capital stock must be present or represented in order to constitute a quorum. If no quorum is constituted, the meeting shall be adjourned until the requisite amount of stock shall be present.

A stockholder who participates through remote communication or *in absentia*, shall be deemed present for purposes of quorum.”

“RESOLVED, FURTHER, that Article II Section 7 of the amended By-Laws of the Corporation be as it is hereby amended to read as follows:

Section 7. Manner of Voting – At all meetings of stockholders, a stockholder may vote in person, through remote communication, *in absentia* or by proxy executed in writing, by the stockholder or his duly authorized attorney-in-fact. Unless otherwise provided in the proxy, it shall be valid only for the meeting at which it has been presented to the Secretary.

The Corporation shall establish the appropriate requirements and procedures for voting through remote communication and *in absentia*, subject to the rules and regulations issued by the Securities and Exchange Commission and other applicable rules and regulations.

All proxies must be in the hands of the secretary at least seven (7) working days, or as many days as the Board of Directors may determine, before the time set for the meeting. Such proxies filed with the Secretary may be revoked by the stockholders either in an instrument in writing duly presented and recorded with the Secretary prior to a scheduled meeting or by their personal presence at the meeting.”

“RESOLVED, FURTHER, that Article III Section 4 of the amended By-Laws of the Corporation be as it is hereby amended to read as follows:

Section 4. Meetings – Regular meetings of the Board of

Directors shall be held as frequently as and on such dates and at such times and places as the Chairman of the Board, or in his absence, the President, or the request of a majority of the directors may determine, but no less frequently than once every quarter of each year.

Directors who cannot physically attend or vote at board meetings can participate and vote through remote communication such as videoconferencing, teleconferencing, or other alternative modes of communication that allow the directors reasonable opportunities to participate.”

“RESOLVED, FURTHER, that Article III Section 6 of the amended By-Laws of the Corporation be as it is hereby amended to read as follows:

Section 6. Quorum – A majority of the number of directors as fixed in the Articles of Corporation shall constitute a quorum for the transaction of corporate business, and every decision of at least a majority of the directors present at a meeting at which there is a quorum shall be valid as a corporate act, except for the election of officers which shall require the vote of a majority of all the members of the Board.

A director who participates through remote communication shall be deemed present for the purpose of attaining quorum.”

“RESOLVED, FINALLY, that the President of Treasurer of the Corporation be as they are hereby authorized to execute such documents and do and perform such further acts and deeds as may be necessary or appropriate to apply for and obtain the approval of the SEC for the aforesaid amendments to the Amended By-Laws of the Corporation and, in general, to implement the foregoing resolutions.”

Adjournment


The Chairman asked the stockholders whether or not there were other matters that should be brought to the attention of the stockholders at the meeting.

There being no other matters and further business to discuss, on motion duly made and seconded, the meeting was adjourned.

Attested by:


Tommy Kin Hing Tia
Chairman


Anna Mei Nga Tia
President & CEO


Maria/Elena F. Alqueza
Corporate Secretary