M I N U T E S
of The 2024 Annual Stockholders' Meeting
of

# OMICO CORPORATION

(the "Corporation")

Friday, May 31, 2024, 9:00 A.M.
(Conducted Through Remote Communication Via Videoconferencing)

**Call to Order**

Mr. Tommy Kin Hing Tia, Chairman of the meeting, called the 2024 Annual Stockholders' Meeting to order and presided over the same. The Corporate Secretary, Ms. Maria Elena F. Alqueza, recorded the minutes of the proceedings. The other members of the Board of Directors and principal executive officers of the Corporation present during the meeting were introduced to the stockholders.

**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 on SEC Form 17-A for 2023 were distributed through the following methods: (1) by the publication of the Notice of the Meeting in the Daily Tribune and Malaya Business Insight on May 7 and May 8, 2024, 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 which was issued in February 2024 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 April 25, 2024 which is at least 21 days prior to the meeting date of May 31, 2024, 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 May 3, 2024 who registered for this meeting on or before May 22, 2024 at 5:00pm were considered in the computation of stockholders' attendance. The stockholders who timely registered for this meeting hold a total of 609,254,822 common shares of the Corporation representing approximately 58.00% of the total issued and outstanding common shares as of May 3, 2024 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 26, 2023**

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 26, 2023.

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, there being no objections, the reading of the Minutes of the Annual Stockholders' Meeting held on May 26, 2023 was dispensed with and the same was unanimously approved by the stockholders holding at least 58% of the outstanding capital stock of the Corporation.

The Corporate Secretary noted that no stockholder voted against or abstained on the motion. The affirmative votes were sufficient to approve the resolution.

The following resolution was hereby adopted and approved:

> "RESOLVED, that the Minutes of the Annual Stockholders' Meeting of **Omico Corporation** held on May 26, 2023 is hereby approved."

**Audited Financial Statements for the Year Ended December 31, 2023 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, 2023, which form part of the 2023 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 2023, 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, 2023 were approved by the stockholders representing at least 58% of the outstanding capital stock of the Corporation as follows:

| AGENDA ITEM | VOTES IN FAVOR | VOTES AGAINST | ABSTAIN |
| --- | --- | --- | --- |
| Approval of the Audited Financial Statements for the year ended December 31, 2023 | 609,254,822 | 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, 2023 be approved."

**Ratification of the Acts and Proceedings of the Incumbent Board of Directors and Management from May 26, 2023**

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 26, 2023 up to the date of the present meeting. The resolutions and minutes of the meetings, regular or special, of the board of directors from May 26, 2023 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 26, 2023 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, the motion was then approved by the stockholders representing at least 58% of the outstanding capital stock of the Corporation 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 26, 2023 up to the date of the present meeting | 609,254,822 | 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 Corporation** from the date of the last annual stockholders' meeting held on May 26, 2023 up to the date of the present meeting are hereby approved, ratified and confirmed."

**Election of Directors**

The next item on the agenda was the election of the members of the Board of Directors including independent directors for the ensuing year 2024-2025. 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 on 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, it was unanimously resolved by the stockholders owning 609,254,822 shares representing at least 58% of the outstanding stock of the Corporation that the following persons were declared as the duly elected members of the Board of Directors of the Corporation for the ensuing year 2024-2025 or until their successors have been duly elected and have qualified as provided in the Company's By-laws.

| Name | Number of Votes Received |
|---|---|
| Tommy Kin Hing Tia | 609,254,822 |
| Anson Chua Tiu Co | 609,254,822 |
| Anna Mei Nga Tia | 609,254,822 |
| Angel Severino Raul B. Ilagan, Jr. | 609,254,822 |
| Timothy K. Tia | 609,254,822 |
| Ricardo R. Blancaflor | 609,254,822 |
| Jason Paul P. Malajacan | 609,254,822 |

Messrs. Ricardo R. Blancaflor and Jason Paul P. Malajacan 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 2024. 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 2024 was approved by the stockholders holding at least 58% of the outstanding capital stock of the Corporation as follows:

| AGENDA ITEM | VOTES IN FAVOR | VOTES AGAINST | ABSTAIN |
|---|---|---|---|
| Appointment of R. R. Tan & Associates CPAs as External Auditor for the Year 2024 | 609,254,822 | 0 | 0 |

Upon motion duly made and seconded, the following resolution was hereby adopted and approved:

> "RESOLVED, that the accounting firm of R. R. Tan & Associates CPAs be appointed as the external auditor of **Omico Corporation** for the current year."

**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*