

**MINUTES OF THE ANNUAL MEETING
OF THE STOCKHOLDERS OF
ASIANLIFE AND GENERAL ASSURANCE CORPORATION**

The annual meeting of the stockholders of ASIANLIFE AND GENERAL ASSURANCE CORPORATION was held at the 3rd Floor Morning Star Center, 347 Sen Gil Puyat Avenue, Makati City on March 17, 2015.

<u>Present</u>	<u>No. of Shares</u>
Common:	
Maybank ATR Kim Eng Financial Corporation (represented by Manuel N. Tordesillas)	47,142,276
E-Marc Consultants, Inc. (represented by Eulogio A. Mendoza)	2,357,113
Ramon B. Arnaiz	2
Manuel N. Tordesillas	2
Lorenzo T. Roxas	2
Eulogio A. Mendoza	2
Modesta P. Mammoad	2
Kamaludin Bin Ahmad	1
Herminio M. Famatigan, Jr.	1
Augusto Z. Fajardo	2
Ma. Victoria C. Viñas	1
Preferred:	
ATR Holdings, Inc. (represented by Kamaludin Bin Ahmad)	50,059,600
Total number of shares represented	99,559,004
Total number of shares issued and outstanding	99,559,004
Percentage of shares represented	100%

CALL TO ORDER

The meeting was called to order by the Chairman, Mr. Ramon B. Arnaiz, who thereafter presided. The Corporate Secretary, Atty. Gemma M. Santos, took the minutes thereof.

QUORUM

The Corporate Secretary certified that written notice of this meeting was sent to all stockholders of record, and that stockholders representing 100% of the total

outstanding shares were present during the meeting, either in person or by proxy, and that there was, therefore, the presence of a quorum to proceed with the transaction of the business for which the meeting was called.

APPROVAL OF THE MINUTES OF THE PREVIOUS MEETINGS

The Chairman proceeded to the reading and approval of the minutes of the previous meetings of the stockholders held on March 18, 2014, July 7, 2014, October 13, 2014 and October 23, 2014. Upon motion made and duly seconded, the minutes of the said meetings were approved by the stockholders.

RATIFICATION OF ACTS OF THE BOARD OF DIRECTORS AND MANAGEMENT

Upon motion duly made and seconded, it was:

“RESOLVED, that all acts taken, authorized or approved by the Board of Directors, Committees, Officers and Management since the last annual stockholders’ meeting be, and the same hereby are, in all respects, ratified, approved and confirmed.”

PRESIDENT’S REPORT AND APPROVAL OF THE AUDITED FINANCIAL STATEMENTS

The President presented the annual report for the year ended December 31, 2014.

The Treasurer presented the audited financial statements of the Corporation for the year ended December 31, 2014.

Upon motion duly made and seconded, the annual report and the audited financial statements for the period ending December 31, 2014 were approved by the stockholders.

ELECTION OF DIRECTORS

The meeting then proceeded with the election of the directors to serve as such for the current year and until their respective successors shall have been duly elected and qualified. The following were nominated:

Ramon B. Arnaiz
Manuel N. Tordesillas
Lorenzo T. Roxas
Eulogio A. Mendoza
Modesta P. Mammud
Kamaludin Bin Ahmad
Herminio M. Famatigan, Jr.
Augusto Z. Fajardo
Ma. Victoria C. Viñas

The Corporate Secretary noted that Mr. Fajardo and Ms. Viñas were nominated as independent directors. No further nominations having been made, the Secretary was ordered to cast all votes in favor of the above-named nominees, and the Chairman declared them elected directors of the Corporation.


APPOINTMENT OF EXTERNAL AUDITOR

Upon motion made and seconded, SyCip Gorres Velayo & Co. was appointed as the external auditor of the Corporation for the current year until the next annual stockholders meeting.

ADJOURNMENT

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

CERTIFIED CORRECT:


GEMMA M. SANTOS
Corporate Secretary

ATTEST:


RAMON B. ARNAIZ
Chairman