

**MINUTES OF THE 2016 ANNUAL STOCKHOLDERS' MEETING
OF ALLIANCE SELECT FOODS INTERNATIONAL, INC.**

At the Philippine Stock Exchange (PSE) Centre Auditorium,
Ground Floor PSE Centre, Exchange Road,
Ortigas Center, Pasig City, Metro Manila
On Tuesday, June 28, 2016 at 2:30 p.m.

Directors Present:

1. **Mr. Erwin M. Elechicon**, Independent Director;
2. **Mr. Joseph Peter Y. Roxas**, Director; and
3. **Mr. Dobbin A. Tan**, Independent Director

Also Present:

1. **Atty. Barbara Anne C. Migallos**, Corporate Secretary;

I. CALL TO ORDER

At 2:30 p.m., the Corporate Secretary, Atty. Barbara Anne C. Migallos, called the meeting to order. She said that Mr. Raymond K.H. See, President and Chief Executive Officer of the Company, sends his regrets for not being able to make it to the Meeting. Under the Company's By-Laws, the President shall preside as Chairman of stockholders' meetings. In his absence, the stockholders shall elect a Chairman of the Meeting. The Corporate Secretary thus inquired if any stockholder wishes to nominate a Chairman of the Meeting.

Mr. Jan Franz Norbert Joselito Almario Chan, a proxy, moved that Mr. Dobbin A. Tan, an Independent Director of the Company, be designated as the Chairman of the Meeting. The motion was duly seconded.

Mr. Dobbin A. Tan thus presided as Chairman of the Meeting. Atty. Migallos recorded the minutes of the Meeting.

The Chairman introduced the Directors present at the meeting. The shareholders were also informed of the presence of representatives of Reyes Tacandong & Co., independent auditors of the Company for 2015, and BDO Alba Romeo, who were engaged to tabulate the votes at the Meeting.

II. PROOF OF NOTICE OF MEETING

The Chairman asked the Corporate Secretary if notices of the meeting were properly sent.

The Corporate Secretary certified that Notices of the Annual Stockholders' Meeting, together with the Agenda and the Information Statement, all duly approved by the Securities and Exchange Commission (SEC), were sent to shareholders not later than June 6, 2016, within the periods prescribed under the applicable rules.

III. CERTIFICATION OF QUORUM

The Chairman then asked the Corporate Secretary if there was a quorum for the transaction of business for which the meeting was called. The Corporate

Secretary informed the body that there are present, in person or by proxy, **1,881,478,590 shares**, representing **75.27%** of the outstanding capital stock of the Company. Accordingly, there was a quorum for purposes of the Meeting.

VOTING PROCEDURE

The Corporate Secretary proceeded to discuss the voting procedure for the Meeting.

The required quorum for the Meeting is the presence, in person or by proxy, of stockholders holding a majority of the outstanding capital stock. In order to approve an item on the agenda, the affirmative vote of at least a majority of those present is required. There are no items on the Agenda that require a higher vote as provided in the Corporation Code.

The voting is conducted by balloting. Ballots were provided to shareholders and designated proxies upon registration. Where a shareholder designated a proxy, the proxy must vote in accordance with the stockholders' instructions, which instructions are indicated in the proxy submitted to the Company.

The proxy form distributed to the shareholders contained each item on the Agenda that requires the shareholders' vote. There are spaces for YES, NO or ABSTAIN, and the shareholder indicates how he wants his shares to be voted. For the election of directors, the names of all nominees are in the proxy form with three options: (1) VOTE FOR ALL; (2) WITHHOLD VOTE FOR ALL; and (3) WITHHOLD VOTE FOR CERTAIN NOMINEES, with space provided for names of nominees not being voted for.

Independent auditing firm, BDO Alba Romeo, tabulated the votes. The votes cast for each item will be announced when that particular item is taken up by the body. The voting results shall also be made available on the Company's website.

GENERAL PROTOCOL

For fair, orderly, and efficient proceedings, the Corporate Secretary also explained the general protocol that shall be observed for the Meeting.

Only stockholders and duly designated proxies are entitled to take the floor to make a comment or ask questions at the Meeting. A stockholder or proxy who wants to comment or ask a question is requested to give his name, and to state for the record that he is a stockholder or proxy, as the case may be. The stockholder or proxy must first be recognized by the Chairman before he can have the floor.

The comments and questions from the stockholders or their proxies must be relevant to the particular item in the agenda being discussed. Also, a stockholder or proxy recognized by the Chairman shall be given a maximum of two (2) minutes to make a comment or ask a question for each item on the Agenda. After his comment or question has been responded to or addressed, he shall be given a maximum of one (1) minute to respond or make a follow up comment.

Stockholders and proxies must observe proper decorum and due courtesy during the meeting. Any person who fails to follow the general protocol as stated

may be declared out of order and may be barred from further participation in the proceedings and/or be escorted out from the venue.

IV. APPROVAL OF THE MINUTES OF THE PREVIOUS STOCKHOLDERS' MEETINGS

The Chairman proceeded to the reading and approval of the Minutes of the adjourned 2015 Annual Stockholders' Meeting held on December 16, 2015, and the continuation of the said Meeting on March 1, 2016. Copies of the said Minutes were provided to the shareholders upon registration, and were posted on the Company's website.

Mr. Salvador Paolo A. Panelo, a proxy, moved that the reading of the Minutes of the adjourned 2015 Annual Stockholders' Meeting held on December 16, 2015, and the continuation of the said Meeting on March 1, 2016 be dispensed with, and that the said Minutes be approved. This motion was seconded.

The Chairman requested the Corporate Secretary to inform the body of the votes of the shareholders on the approval of the Minutes. The Corporate Secretary reported that shareholders holding **1,880,942,879 shares** representing **75.25%** voted YES to the approval of the Minutes of the Annual Stockholders' Meeting held on December 16, 2015, and the Minutes of the continuation of the said Meeting held on March 1, 2016. The said Minutes were therefore approved.

V. MANAGEMENT REPORT AND AUDITED FINANCIAL STATEMENTS

The next item on the agenda was the approval of the Management Report, together with the Audited Financial Statements and the notes thereto for the year ended December 31, 2015. The Chairman requested Ms Flordeliza A. Po, the Company's Deputy Group Comptroller, to present the highlights of the Management Report.

2015 Audited Financial Statements

Ms. Po began her report by presenting the Audited Financial Statements for the year ended December 31, 2015. She stated that with regard to the Company's foreign salmon subsidiaries, particularly Akaroa Salmon New Zealand Ltd. (Akaroa) and Spence & Co. Ltd. (Spence), the Company continues to improve its Net Sales Revenues. From its 2013 Net Sales Revenues of US\$ 18.7 Million, the Company's Net Sales Revenues went up to US\$ 22.2 Million in 2015. There was likewise an improvement in the Company's Net Income from the 2013 Net Income of US\$ 497,000 to the 2015 Net Income of US\$ 1.78 Million.

With regard to the Company's tuna businesses, the Net Revenue for 2015 was US\$ 34.4 Million, which was lower than the Net Revenues for both 2014 and 2013. This decline was mainly due to lower sales volume and lower selling prices caused by the huge discounts given by the Company's competitors.

Ms. Po proceeded with discussing discussion of the Net Revenues of subsidiary PT International Alliance Foods Indonesia (PT IAFI). The 2015 Net Revenues of PT IAFI amounted to only US\$ 6.5 Million. This is due to Indonesian regulations which prohibited PT IAFI from fishing in Indonesian waters. It was explained that the regulations resulted in a high cost in fish as well as an

insufficient supply of tuna, which affected the net revenue of PT IAFI. Thus, there was a Gross Loss of US\$ 734,000 for PT IAFI.

The consolidated financial statement of the total business was then presented. For Net Revenues, the Company ended up with an amount of US\$ 67.9 Million, which is a decline from its Net Revenues in 2014. This decline was mainly due to the performance of PT IAFI. The Company's tuna business contributed to 60% of the total revenues while salmon comprised the other 40%. Despite the decrease in Net Revenues, the Company's Gross Profit ratio remained stable at 10%, which was due to the improvements made in the Company's salmon business.

For the selling and administrative expenses of the Company, Ms. Po reported that there are continued efforts to cut costs. From the 2014 costs of US\$ 28,289,706, the 2015 costs went down to US\$ 18,744,748. Also, the acquisition of Alliance MHI Properties, Inc. (AMHI) in 2015 contributed to a gain of US\$ 5.8 Million in the Company's Net Income. Therefore, the total loss incurred by the Company in 2015 was US\$ 8.1 Million as compared to the US\$ 17.1 Million loss incurred in 2014.

2016 Unaudited Financial Statements

There was also a report on the Company's unaudited financial statements for the first quarter of 2016, which was compared with the results for the first quarter of 2015. For 2016, the Company's Net Revenues amounted to \$US 14.7 Million as compared to 2015's \$US 21.4 Million. The reduction is mainly due to the performance of PT IAFI.

The Company's Gross Profit, however, increased despite the decrease in Net Revenues. The Company's Gross Profit Ratio improved by 5 percentage points in 2016 from the 11% Ratio in 2015. Due to the continued cost-cutting initiatives that the Company has been doing, it was able to reduce its selling and administrative expenses from US\$ 1.7 Million to US\$ 1.6 Million in 2016. Finally, the gains in other income, which includes the duty benefit rebates and foreign exchange gains, contributed to the improvements in the Net Income, where the Net Income for the first quarter of 2016 is US\$ 519,303 as compared to the US\$ 18,065 in 2015.

2016 Highlights

For 2016, the Company will focus on four (4) key areas to sustain its profitable growth, namely: People, Sales, Operational Excellence, and Cost Efficiency.

On People, the Company intends to continue to build its organization capabilities and talents. There will also be an alignment of financial and non-financial incentives with Key Performance Indicators in order to drive the employees' performance.

On Sales, the Company plans to continue to expand in both domestic and export markets, such as the Middle East, Japan, and other countries.

On Operational Excellence, the Company will continue to improve in terms of its operating efficiency by improving its technology and production processes. There will be a constant monitoring of Key Performance Indicators for rapid decision-making and operational improvements.

Lastly, for the area of Cost Efficiency, the Deputy Group Comptroller reported that the Company will continue to cut costs.

Open Forum

Before the Chairman entertained any questions regarding the report, he reminded the shareholders and proxies of the general protocol for the meeting earlier announced by the Corporate Secretary.

There were no questions from the stockholders.

Ms Isabella Gianna P. Palma, a proxy, thus moved that the Management Report together with the Audited Financial Statements and the notes thereto for the year ended December 31, 2015 be approved, ratified, and confirmed. The motion was seconded.

The Chairman requested the Corporate Secretary to inform the body of the votes cast in favor of the approval of the Management Report and the audited financial statements for 2015. The Corporate Secretary reported that shareholders holding **1,880,948,066**, representing **75.25%** of the outstanding capital stock of the Company, voted YES to the approval of the Management Report and the audited financial statements and the notes thereto for the year ended December 31, 2015. The said Management Report and the Audited Financial Statements and the notes thereto were thus declared approved.

VI. RATIFICATION AND APPROVAL OF ACTS OF BOARD OF DIRECTORS AND EXECUTIVE OFFICERS

The next item on the agenda was the ratification and approval of the acts of the Board of Directors and the executive officers of the Company during the past year. The major actions of the Board and the executive officers for the past year are summarized in the Information Statement, which were distributed to the shareholders before the meeting. All Board actions are reflected in the Minutes of Meetings of the Board which were available for inspection.

Ms Ma. Karla Josee C. Ilagan, a proxy, moved for the approval, ratification and confirmation of all acts made or taken by the Board of Directors and executive officers of the Company for the past year. The motion was seconded.

At the Chairman's request, the Corporate Secretary informed the body of the votes of the stockholders on the matter. The Corporate Secretary reported that shareholders holding **1,880,945,769**, representing **75.25%** of the outstanding capital stock of the Company, voted YES to the ratification and approval of all acts made or taken by the Board of Directors and executive officers of the Company during the past year. The acts made or taken by the Board of Directors and executive officers of the Company during the past year was thus declared approved.

VII. APPOINTMENT OF INDEPENDENT AUDITORS

The Chairman took up the next item on the Agenda which is the appointment of the Company's independent auditors. He said that the Audit Committee and the Board of Directors recommended the appointment of Reyes Tacandong & Co., as independent auditors of the Company for 2016.

Ms Ma. Concepcion Z. Sandoval, a proxy, moved for the appointment of Reyes Tacandong & Co. as independent auditors of the Company for 2016. The motion was seconded.

At the Chairman's request, the Corporate Secretary informed the body that shareholders holding **1,880,946,769 shares**, representing **75.25%** of the outstanding capital stock of the Company, voted YES to the appointment of Reyes Tacandong & Co. as the independent external auditor of the Company for 2016. The Chairman thus declared that the appointment of Reyes Tacandong & Co. as independent auditors of the Company for 2016 has been duly approved.

VIII. ELECTION OF DIRECTORS, INCLUDING INDEPENDENT DIRECTORS

The Chairman then proceeded to the election of directors for the ensuing year. There are seven (7) seats to be filled, where two (2) of the directors to be elected must be independent directors. The Corporate Secretary was then requested to read the names of the nominees.

The Corporate Secretary reported that there were seven (7) nominees for the seven (7) seats on the Company's Board of Directors for election at the Annual Stockholders' Meeting. The Nominations Committee screened the seven (7) nominees including the nominees for independent directors and thereafter prepared a Final List of qualified candidates, which was incorporated in the Information Statement for the meeting. The following were the nominees:

For regular director:

1. Mr. Antonio C. Pacis;
2. Mr. George E. Sycip;
3. Mr. Raymond K.H. See;
4. Ms. Marie Grace T. Vera Cruz; and
5. Mr. Joseph Peter Y. Roxas

For independent director:

1. Mr. Erwin M. Elechicon; and
2. Mr. Dobbin A. Tan

Mr. Guillermo Gili, Jr., a stockholder, asked whether Mr. George E. Sycip, nominee for Director, is related to Mr. Washington Sycip. In response, the Corporate Secretary said that Mr. George Sycip is the son of Mr. Washington Sycip.

The Chairman proceeded by asking the Corporate Secretary to inform the body of the votes cast for each of the seven (7) nominees to the Company's Board of Directors. The Corporate Secretary reported that each of the seven (7) nominees for the seven (7) seats on the Board received more than sufficient votes to elect each of them as Director of the Company. Consistent with corporate governance best practices, the final vote tally for the election of directors will be posted on the Company's website together with the Minutes of the Meeting.

The Chairman thus declared all of the seven (7) nominees as duly elected members of the Company's Board of Directors.

IX. OTHER MATTERS

No other matters were raised.

X. ADJOURNMENT

There being no other matters to discuss, and upon motion duly made and seconded, the Chairman declared the meeting adjourned at 3:00 p.m.

Prepared by:

BARBARA ANNE C. MIGALLOS
Corporate Secretary

Attest:

DOBBIN A. TAN
Chairman of the Meeting,
Independent Director

Alliance Select Foods International, Inc.
Minutes of the 2016 Annual Stockholders' Meeting
Held on June 28, 2016

Tabulation Results:

| Item | Total Number of Votes | | |
|---|-----------------------|-------|---------|
| | Yes | No | Abstain |
| 1. Dispensing with the Reading of the Minutes of Previous Stockholders' Meetings, and Approval of said Minutes (Item 4 on the Agenda): | | | |
| a. 2015 Annual Stockholders' Meeting held on June 16, 2014: | 1,880,942,879 | | 435,711 |
| b. Continuation of the meeting held on March 1, 2016 | 1,880,942,879 | | 435,711 |
| 2. Approval of the Management Report and the Audited Financial Statements for the Year Ended December 31, 2015 (Item 5 on the Agenda): | 1,880,948,066 | | 430,524 |
| 3. Ratification and Approval of Acts of the Board of Directors and Executive Officers during the past year (Item 6 on the Agenda): | 1,880,945,769 | 1,000 | 431,821 |
| 4. Appointment of Reyes Tacandong & Co. as the Company's Independent External Auditors for 2016 (Item 7 on the Agenda): | 1,880,946,769 | | 431,821 |

5. Election of Directors (Item 8 on the Agenda)

I also hereby attest and certify that the names below are the successful nominee(s) for the office(s) indicated:

FOR REGULAR DIRECTOR (five (5) nominees will be elected):

| Voting Statistics: | Total Number of Votes * |
|------------------------------|-------------------------|
| MR. ANTONIO C. PACIS | 2,537,975,391 |
| MS. MARIE GRACE T. VERA CRUZ | 2,538,045,972 |
| MR. GEORGE E. SYCIP | 2,538,082,046 |
| MR. JOSEPH PETER ROXAS | 2,537,971,704 |
| MR. RAYMOND K.H. SEE | 2,538,087,257 |

FOR INDEPENDENT DIRECTOR (two (2) nominees will be elected):

| Voting Statistics: | Total Number of Votes * |
|------------------------|-------------------------|
| MR. ERWIN M. ELECHICON | 238,237,213 |
| MR. DOBBIN A. TAN | 238,236,884 |

*the votes cast in favor of election of directors on cumulative basis.