

**MINUTES OF THE 2019 ANNUAL GENERAL STOCKHOLDERS' MEETING
OF ALLIANCE SELECT FOODS INTERNATIONAL, INC.**

**PSE Auditorium, Ground Floor, Philippine Stock Exchange Centre,
Exchange Road, Ortigas Center, Pasig City, Metro Manila**

On June 25, 2019, Tuesday, at 2:30 p.m.

Directors Present:

- 1. Mr. Raymond K.H. See**, Director, President & CEO
- 2. Ms. Marie Grace T. Vera Cruz**, Director
- 3. Mr. Erwin M. Elechicon**, Independent Director and Chairman of the Corporate Governance Committee
- 4. Mr. Joseph Peter Y. Roxas**, Director, and
- 5. Mr. Dobbins A. Tan**, Independent Director and Chairman of the Audit Committee

Also Present:

- 1. Atty. Barbara Anne C. Migallos**, Corporate Secretary
- 2. Atty. Ma. Kristina P. Ambrocio**, Vice President and Head of Legal; Assistant Corporate Secretary; Compliance Officer
- 3. Ms. Lisa Angela Y. Dejadina**, Senior Vice President - Business Development and Operational Excellence
- 4. Ms. Jennifer Porsuelo**, Assistant Treasurer and Data Protection Officer

I. CALL TO ORDER

Mr. Dobbins A. Tan, Independent Director, acted as Chairman and called the meeting to order at 2:30 p.m. He informed the body that Atty. Antonio C. Pacis and Atty. Gabriel A. Dee, Chairman and Vice-Chairman, respectively, send their regrets for not being able to join today's meeting.

The Chairman introduced the Directors and Senior Officers present at the meeting. The shareholders were also informed of the presence of representatives of Reyes Tacandong & Co., the Company's independent external auditors for 2018, and Stock Transfer Services, Inc. (STSI), the Company's stock transfer agent.

II. PROOF OF NOTICE OF MEETING

The Chairman asked the Corporate Secretary if notices of the meeting were properly sent. The Corporate Secretary, Atty. Barbara Anne C. Migallos, 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 released for distribution to shareholders not later than June 3, 2019, within the period prescribed under the implementing rules of the Securities Regulation Code.

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 were present, in person or represented by proxy, shareholders holding **2,017,181,570 common shares**, representing **80.70%** of the outstanding capital stock of the Company. Accordingly, there was a quorum for purposes of the Meeting.

The Chairman then requested the Corporate Secretary to explain the voting procedure and general protocol for the meeting.

VOTING PROCEDURE

The Corporate Secretary announced 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 quorum as provided in the Corporation Code. In the election of directors, candidates receiving the highest number of votes shall be declared elected.

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.

The Company's stock transfer agent, Stock Transfer Services, Inc., under the supervision of the Corporate Secretary and the Assistant Corporate Secretary, are

responsible for the tabulation of 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 first business item on the agenda, the reading and approval of the Minutes of the 2018 Annual General Meeting of Stockholders held on July 4, 2018. Copies of the said Minutes were provided to the shareholders upon registration. Copies of the said Minutes are also available for viewing on the Company's website.

Ms. Samantha B. Bugay, a proxy, moved that the reading of the Minutes of the July 4, 2018 Annual Stockholders' Meeting be dispensed with, and that the said Minutes be approved. The 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 **1,667,876,588 common shares**, representing **66.72%** of the Company's outstanding capital stock voted YES to the approval of the Minutes of the 2018 Annual General Meeting of Stockholders held on July 4, 2018. Shareholders holding 349,328,950 common shares or 13.97% of the outstanding capital stock, abstained from voting. There were no votes against the approval of the said Minutes.

The Chairman declared the motion carried and declared said Minutes approved.

V. ANNUAL REPORT AND AUDITED FINANCIAL STATEMENTS

The next item on the agenda was the approval of the Annual Report, together with the Audited Financial Statements and the notes thereto for the year ended December 31, 2018. Copies of the 2018 Audited Financial Statements and the Annual Report were provided to the shareholders prior to the meeting together with the Information Statement. The Chairman requested Mr. Raymond K.H. See, the Company's President & Chief Executive Officer, to present the highlights of the Annual Report.

Mr. See said that 2018 was a banner year for the Company, with a 35% increase in net revenue, while net income before tax (NIBT) increased seven fold, with US \$3.5 million. Net sales reached almost US \$100 million and the Company managed to control costs very well. Increase in interest expense was due to higher working capital costs.

On the first quarter performance of the Company for 2019, Mr. See said that management was able to keep the Company's revenue in the US \$20 million range, also while focusing on managing costs.

2018 Highlights

Mr. See said that the Company improved talent pipeline and talent development through on-and off-the-job trainings. There were also visual boards across different teams to drive personal accountability on key results.

The Company also expanded its market reach through local supermarkets and hotels, restaurants and catering accounts. The Company diversified its product line which now includes pouched tuna, frozen tuna loins, ready-to-eat salmon products. It was also in 2018 when the Company launched the Bay of Gold premium tuna line. In addition, the Company actively participated in food expos and sampling in supermarkets to introduce brands and products and refreshed the look of its local brands – Superfish and Gold Standard.

On operational excellence, the Company ranked first in the “From Sea to Can 2018 Southeast Asia’s Tuna Cannery Ranking” report by Greenpeace. The Company also ensured continuous supply chain planning and optimization and invested in capital expenditures for operational improvement.

Mr. See also emphasized the importance of cost reduction and avoidance measures for 2018, which was done through regular budget reviews and monitoring and continuous process improvements.

Mr. See then presented the ASFII Group’s different products in the Philippine market such as the Akaroa salmon, the wagyu of salmon, the Prime New Zealand smoked salmon line, Gold Standard, Super Fish, and Bay of Gold, the canned tuna line. He also presented pictures of the different products available in the market.

In 2019, the Company will upgrade its fishmeal facility to improve the quality of fishmeal by-products and allow the production of a new by-product – fish oil. The project is ongoing, with commissioning slated in November 2019. The Company will also acquire additional plant equipment to support the growth aspirations through increased plant capacity.

The expansion of the Gold Standard Salmon will include the launch of the Ready-To-Cook (RTC) Line in July 2019 in supermarkets nationwide. The Company will also have re-launch its online store, to reach more customers both for Bay of Gold and Gold Standard products.

Mr. See said that there will be new and continuing partnerships with service providers to allow sustained operational efficiency for the expected growth in 2020 and beyond.

Mr. See said he is proud to announce the launch of the Bay of Gold Scholarship Grant which will send deserving and qualified students in General Santos City to pursue BS Marine Biology or BS Fisheries at the Mindanao State University on full scholarship to completion.

Open Forum

Ms. Esperanza Lopez, a stockholder, suggested that the materials distributed to stockholders should contain pictures of the Directors. This was duly noted by the members of the Board who were present at the meeting.

Mr. Jose Alexis Agujetas, a stockholder, asked why there were instances of low revenue despite the same volume being sold. Mr. See explained that one of the factors affecting the business is the price of fish and raw materials. Increase in said price will

definitely affect the bottom line. Mr. Agujetas then asked about the status of the Company's investment in fishing boats, which was supposed to increase the Company's accessibility to raw materials. Mr. See said that there was indeed an earlier decision to invest in fishing boats. However, the Company has divested from said business upon determining that it was not part of the core competencies of the Company. As a follow up question, Mr. Agujetas asked how the Company plans to minimize the effect of erratic fish price so as not to affect revenues so much. Mr. See said that the Company continues to strengthen its partnerships with fish suppliers to secure a steady supply of fish. Lastly, Mr. Agujetas asked for the breakdown of revenue between salmon and tuna, and asked for the status of the joint venture of the Company with a Japanese company regarding tuna. Mr. See said that tuna contributes to around 70% of the Company's revenue while the rest is attributable to Salmon. Mr. See clarified that the agreement with the Japanese company is not a joint venture; rather, the Japanese company merely co-invested in equipment to be used for pouched tuna.

Mr. Stephen Soliven asked how management projects the Company's performance a year from now. Mr. See said that he sees that the Company will continue to grow. Mr. See added that the Company is a small player in the market and that there is a lot of space for the Company to grow.

There being no other comments or questions, Mr. Ronnie C. Ressoracion, a proxy, moved that the Annual Report together with the Audited Financial Statements and the notes thereto for the year ended December 31, 2018 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 Annual Report and the Audited Financial Statements for 2017. The Corporate Secretary reported that shareholders holding **1,665,968,778 common shares**, representing **66.65%** of the Company's outstanding capital stock, voted YES to the approval of the Annual Report and the Audited Financial Statements and the notes thereto for the year ended December 31, 2018. The Corporate Secretary noted that shareholders holding 331,365,351 common shares, representing 13.26% of the Company's outstanding capital stock, voted against the approval of the said Annual Report and the Audited Financial Statements. Shareholders holding 19,872,408 (0.79%) common shares abstained.

The Chairman declared the motion carried. The Annual Report and the Audited Financial Statements and the notes thereto were hereby approved.

VI. RATIFICATION AND APPROVAL OF ACTS OF BOARD OF DIRECTORS AND EXECUTIVE OFFICERS FOR THE CORPORATE YEAR 2018-2019

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 for the corporate year 2018-2019. 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. Board actions are reflected in the Minutes of Meetings of the Board which are available for inspection.

Ms. Willie Ann Ang-Siy, 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 corporate year 2018-2019. The motion was duly 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 **1,672,678,207 common shares**, representing **66.91%** of the Company's outstanding capital stock, voted YES to the ratification and approval of all acts made or taken by the Board of Directors and Executive officers of the Company for the corporate year 2018-2019. The acts made or taken by the Board of Directors and executive officers of the Company during the said corporate year were thus approved. The Corporate Secretary noted that shareholders holding 331,364,352 common shares (13.26%) voted against, while shareholders holding 13,162,979 common shares (0.53%) abstained.

The Chairman declared the motion carried. The resolution to ratify and approve all of the acts of the Board of Directors and/or Officers of the Corporation during the past year was declared as carried and 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 2019.

Ms. Daneia Isabelle F. Palad, a proxy, moved for the appointment of Reyes Tacandong & Co. as independent auditors of the Company for 2019. The motion was duly seconded.

At the Chairman's request, the Corporate Secretary informed the body that shareholders holding **1,672,678,207 common shares**, representing **66.91%** of the Company's outstanding capital stock voted YES to the appointment of Reyes Tacandong & Co. as the independent external auditor of the Company for 2018. The Corporate Secretary noted that shareholders holding 331,364,352 common shares (or

13.26%) voted against, while shareholders holding 13,162,979 common shares (or 0.53%) abstained.

The Chairman thus declared the appointment of Reyes Tacandong & Co. as independent auditors of the Company for 2019 as duly approved.

VIII. ELECTION OF DIRECTORS, INCLUDING INDEPENDENT DIRECTORS

The next item on the agenda is 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 are seven (7) nominees for the seven (7) seats on the Company's Board of Directors for election at the Annual Stockholders' Meeting. Two (2) of the seven (7) nominees are for independent directors. The Nominations Committee screened the nominees and prepared a final list of candidates, which was incorporated in the Information Statement for the Meeting. The following are the nominees:

For regular director:

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

For independent director:

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

The Chairman asked 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. 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

The Chairman asked if there were any other matters or business that the shareholders wished to raise. None of the shareholders came forward with questions or concerns.

X. ADJOURNMENT

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

Prepared by:

BARBARA ANNE C. MIGALLOS
Corporate Secretary

Attest:

DOBBIN A. TAN
Chairman of the Meeting