

**MINUTES OF THE
2020 ANNUAL GENERAL STOCKHOLDERS' MEETING OF
ALLIANCE SELECT FOODS INTERNATIONAL, INC.**

Held via remote communication via Zoom webinar platform
on 7 October 2020, Wednesday, at 2:30 p.m.

Shareholders present:

Registered online or represented by proxy: shareholders holding 82.41% of the Company's outstanding capital stock.

Directors Present via Remote Communication:

1. Atty. Antonio C. Pacis, Chairman
2. Atty. Gabriel A. Dee, Vice Chairman
3. Mr. Raymond K.H. See, Director, President & CEO
4. Ms. Marie Grace T. Vera Cruz, Director
5. Mr. Joseph Peter Y. Roxas, Director, and
6. Mr. Dobbins A. Tan, Independent Director
7. Mr. Domingo C. Go, Independent Directors

Also Present:

1. Atty. Barbara Anne C. Migallos, Corporate Secretary
2. Ms. Lisa Angela Y. Dejadina, Senior Vice President – Business Development and Operational Excellence
3. Ms. Leah T. Porteza, Head of Finance
4. Atty. Ma. Kristina P. Ambrocio, Vice President and Head of Legal; Assistant Corporate Secretary; Compliance Officer

I. CALL TO ORDER

Mr. Raymond K. H. See, Director, President and Chief Executive Officer, acted as Chairman and called the meeting to order at 2:30 p.m. The Chairman greeted the stockholders present and welcomed them to the first ever Annual Stockholders' Meeting of the Company to be held remotely.

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 2019, 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 the Notice with Agenda of

the Annual Stockholders' Meeting was posted on the Company's website was published in print and online on Malaya and Daily Tribune, all for two (2) consecutive days, on 16 and 17 September 2020, and was disclosed to the Securities and Exchange Commission (SEC) and the Philippine Stock Exchange (PSE). The Preliminary Information Statement as well as the Definitive Information Statement were posted on the Company's website and on PSE Edge.

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, online or represented by proxy, shareholders holding 2,060,084,178 common shares, or representing 82.41% 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 for the meeting.

VOTING PROCEDURE AND GENERAL PROTOCOL

The Corporate Secretary announced the voting procedure and general protocol for the Meeting, all of which were shown on the screen.

1. To approve an agenda item, the YES vote of at least a majority of those present is required. Only the items on the Agenda and in the Definitive Information Statement will be voted upon.

2. Proxy forms were made available as part of the Definitive Information Statement and in the Company website. The proxy form contains each item on the Agenda that requires stockholders' vote. There are spaces in the proxy for YES, NO or ABSTAIN for each item. The deadline for submission of proxies was 28 September 2020.

3. Stockholders may cast their votes through an online ballot provided to stockholders who registered attendance. The deadline for submission of ballots was on or before 12:00 noon of 2 October 2020 to the same dedicated email address.

4. In summary, for this meeting, the voting options for stockholders who registered their attendance are either to:

- Submit a proxy on or before 28 September 2020; or
- Submit an accomplished ballot on or before 12:00 noon of 2 October 2020

5. The Company's stock transfer agent, Stock Transfer Services, Inc., is responsible for the tabulation of the votes. The tabulation is further verified by the Office of the Corporate Secretary.

6. The results of the voting on each item will be announced when the particular item is taken up by the body and will be posted on the Company's website.

7. Stockholders were requested to submit their questions on or before 12 noon on 5 October 2020, through the dedicated email address provided to stockholders. Management will endeavor to answer all the questions. If, due to time constraints, we are not able to answer all the questions, responses to remaining questions will be sent via email.

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 2019 Annual General Meeting of Stockholders held on 25 June 2019. Copies of the said Minutes were posted for viewing on the Company's website 5 business days after the meeting.

At the request of the Chairman, the Corporate Secretary presented the resolution for approval by the stockholders:

"RESOLVED, that the reading of the Minutes of the Annual Meeting of Stockholders held on 25 June 2019 be as it is hereby dispensed with, and that said Minutes are hereby approved."

A slide showing the said resolution was presented to the stockholders on the screen.

The Corporate Secretary said that based on the tabulation of votes, stockholders representing a total of 1,728,634,827.00 shares, or more than a majority of the shares present or represented at the meeting, and constituting 69.15% of the Company's total outstanding capital stock, voted in favor of the proposed resolution. 331,364,351 shares, or 13.26% abstained. There were no votes against said resolution. A slide showing the voting results for this item on the Agenda was also presented on the screen.

The Chairman declared the motion carried. The Minutes of the Annual Stockholders Meeting held on 25 June 2019 were 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, 2019. Copies of the 2019 Audited Financial Statements and the Annual Report were made available to the shareholders prior to the meeting together with the Information Statement. The Chairman presented the highlights of the Annual Report.

A graph on the Company's net sales was first presented, showing net sales from 2017 to 2019. While net sales increased significantly from 2017 to 2018, it however dropped in 2019. The President said that 2019 was indeed a challenging year for the Company, and continues to be so because of the pandemic. Revenues declined in 2019 due to lower tuna prices (gross profit in 2019 was at \$8.17 Million, as against \$12.4 million in 2018) as well as the deconsolidation of Spence & Co. (Spence) as an impact of its sale. Results were also gravely affected by the one off non-recurring items mainly from the sale of Spence as well as the expiration of several tax assets. Given these, the Company recorded a net loss of \$5.09 million in 2019. In addition, as a result of the Spence sale, part of the loan borrowings of the Company were repaid which resulted to a stronger balance sheet, and reduced interest expense, moving forward.

A slide on Group financials was presented. Net sales was at \$84.88 million and cost of goods sold was at \$76.7 million, yielding a gross profit of \$8.17 million. Selling and administrative expenses (\$8.564 million), interest expense (\$2.03 million) increased from 2018, and contributed significantly to the net loss which was reported at \$5.09 million.

For the first half of 2020, the Company's performance was mixed. While improvement can be seen in the first quarter, it was offset by a very challenging 2nd quarter as a result of the pandemic. Aside from the impact of the pandemic, there is significant pressure on the margins of the Company's tuna business due to stiffer competition as well as the appreciation of the peso.

Net revenues for the first half of 2020 amounting to \$34.7 million is significantly lower than the net revenues reported for the same period in 2019 at \$43.1 million. Gross profit margin of 9% was 3 percentage points lower than the first half of 2019. While administrative expenses decreased as compared to 2019, net loss as of the first half of the year still amounted to \$261,000.

For both Big Glory Bay Salmon (BGB) and Seafood and Akaroa Salmon New Zealand Ltd. (Akaroa) subsidiaries, revenues significantly dropped in the 2nd quarter, resulting to poor profitability. This is mainly because institutional sales account for bulk of the revenue.

Moving on to the highlights of 2020 and moving forward, Mr. See announced that the Company achieved the highest state of efficiency to date, and management commits to improve further. The Company was recently ranked as the number 1 cannery in the Philippines, and the only green cannery in the country, and the third cannery in the Southeast Asia region, by Greenpeace.

The Bay of Gold scholarship grant continues to send scholars to the Mindanao State University.

In terms of sales, the global demand for tuna has been steady, and the Company has managed to increase its market share in the Middle East and Japan. The Company has also improved its product portfolio with the availability of higher grade fishmeal and fish oil products. The Company also recently introduced the Bay of Gold premium salmon line in the market.

In terms of capital expenditure and investment, the Company commissioned its upgraded fishmeal facility in March of 2020, thereby allowing the Company to expand its product portfolio. The Company also upgraded its equipment to achieve the Company's growth aspirations.

Moving forward, and with the uncertainty brought about by the pandemic, the company acknowledges the need to improve on its efficiencies, costs, and increase sales in current markets served, as well as entering new markets. The company will continue to build on what it has been doing, and what it has achieved so far.

The Chairman then asked the Corporate Secretary to inform the stockholders of the questions received from the stockholders which are to be answered at the meeting. The Corporate Secretary informed the body that there were no questions received from the stockholders. However, stockholders who have may questions on the presentation, and any general query, may still send them to the Dedicated Email Address provided in the Information statement, and the Company will promptly respond via email.

The Chairman requested the Corporate Secretary to inform the body of the resolution for approval, and the votes cast in favor thereon. The Corporate Secretary presented the Resolution

for which stockholders' approval is being sought and the voting results thereon, slides of which were shown on the screen.

“RESOLVED, that the Annual Report, together with the Audited Financial Statements and the notes thereto of the Corporation for the year ended 31 December 2019, be as they are hereby approved.”

Based on the tabulation of votes, stockholders representing a total of 1,728,634,827.00 shares, or more than a majority of the shares present or represented at this meeting, and constituting 69.15% of the Company's total outstanding capital stock, voted in favor of the proposed resolution. 331,364,351 shares, or 13.26% voted against the resolution. There were no abstentions.

The Chairman declared the motion carried. The Annual Report and the Audited Financial Statements and the notes thereto for the year ended 31st December 2019 were hereby approved.

VI. RATIFICATION AND APPROVAL OF ACTS OF BOARD OF DIRECTORS AND EXECUTIVE OFFICERS FOR THE CORPORATE YEAR 2019-2020

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 2019-2020. 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.

At the request of the Chairman, the Corporate Secretary presented the resolution for approval by the stockholders. Slides of the resolution and the voting results were shown on the screen.

“RESOLVED, that all acts, contracts, proceedings, elections and appointments made or taken by the Board of Directors, and/or executive officers and management of the Corporation during the past year and up to today's meeting, as set forth in the Minutes of the Meetings of the Board of Directors and the Committees, and/or all acts and proceedings performed or taken pursuant thereto, be as they are hereby, approved, ratified and confirmed.”

Based on the tabulation of votes, stockholders representing a total of 1,728,634,827.00 shares, or more than a majority of the shares present or represented at this meeting, and constituting 69.15% of the Company's total outstanding capital stock, voted in favor of the proposed resolution. 331,364,351 shares, or 13.26% voted against the resolution. There were no abstentions.

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. The Audit Committee and the Board of Directors recommended the appointment of Reyes Tacandong & Co. as independent auditors of the Company for 2020.

At the request of the Chairman, the Corporate Secretary presented the resolution for approval. Slides of the resolution and the voting results thereon were shown on the screen

“RESOLVED, that accounting firm of Reyes Tacandong & Company, as recommended by the Audit Committee and the Board of Directors, be appointed as the external auditor of the Corporation for the year 2020 and until its successor is duly appointed.”

Based on the tabulation of votes, stockholders representing a total of 1,728,634,827.00 shares, or more than a majority of the shares present or represented at this meeting, and constituting 69.15% of the Company's total outstanding capital stock, voted in favor of the proposed resolution. 331,364,351 shares, or 13.26% voted against the resolution. There were no abstentions.

The Chairman thus declared the motion carried and declared Reyes Tacandong & Co. as independent auditors of the Company for 2020.

VIII. ELECTION OF DIRECTORS, INCLUDING INDEPENDENT DIRECTORS

The next item on the agenda is the election of directors for the ensuing year. There are 7 seats to be filled, where 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 7 seats on the Company's Board of Directors for election at the Annual Stockholders' Meeting. Two (2) of the 7 nominees are nominees for independent directors and five (5) are nominees for regular 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. Rena M. Rico-Pamfilo;
4. Mr. Joseph Peter Y. Roxas; and
5. Mr. Gabriel A. Dee

For independent director:

1. Mr. Dobbin A. Tan; and
2. Mr. Domingo C. Go.

The Chairman asked the Corporate Secretary to inform the body of the votes cast for each of the 7 nominees to the Company's Board of Directors. The Corporate Secretary reported that

each of the 7 nominees for the 7 seats on the Board received more than sufficient votes to elect each of them as Director of the Company. A breakdown of the votes received by each director is presented below:

	VOTES FOR		VOTES AGAINST		ABSTAIN	
ANTONIO C. PACIS	1,681,590,791	67.27%	331,364,351	13.26%	0	0.00%
GABRIEL A. DEE	1,681,618,021	67.27%	331,364,351	13.26%	0	0.00%
RAYMOND K.H. SEE	1,681,622,560	67.27%	331,364,351	13.26%	0	0.00%
JOSEPH PETER Y. ROXAS	2,010,920,829	80.45%	331,364,351	13.26%	0	0.00%
RENA M. RICO-PAMFILO	1,681,561,745	67.27%	331,364,351	13.26%	0	0.00%
DOMINGO C. GO (INDEPENDENT)	1,681,557,207	67.27%	331,364,351	13.26%	0	0.00%
DOBBIN A. TAN (INDEPENDENT)	1,681,572,637	67.27%	331,364,351	13.26%	0	0.00%

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

IX. OTHER MATTERS, ADJOURNMENT

There being no other matters to discuss, the meeting was adjourned at 3:00 pm

Prepared by:

BARBARA ANNE C. MIGALLOS
Corporate Secretary

Attest:

RAYMOND K. H. SEE
Chairman of the Meeting