

MINUTES OF THE ANNUAL MEETING OF THE STOCKHOLDERS OF  
FORUM PACIFIC, INC.  
HELD ON WEDNESDAY, 28 OCTOBER 2020 AT 2:00 P.M.  
VIA REMOTE COMMUNICATION

TOTAL NUMBER OF SHARES		
PRESENT/REPRESENTED	-	952,268,595
ISSUED AND OUTSTANDING	-	1,838,943,246
PERCENTAGE OF SHARES		
PRESENT/REPRESENTED	-	51.78 %

**PROCEEDINGS OF THE MEETING**

**1. CALL TO ORDER**

The Chairman, Mr. Peter S. Salud, called the meeting to order and thereafter presided. The Corporate Secretary, Atty. Arsenio A. Alfiler, Jr., recorded the minutes thereof.

**2. PROOF OF NOTICE**

The Corporate Secretary certified that in accordance with SEC Notice dated April 20, 2020 providing for an alternative mode of distributing ASM notices, notice of this meeting and definitive copies of the Information Statement were published via the Company's website and PSE Edge on October 1, 2020. The notice was also published in two (2) newspaper of general circulation, in print and digital format - in Manila Bulletin and Philippine Star on October 1 and 2.

**3. DETERMINATION OF QUORUM**

The Corporate Secretary certified that based on the record of attendance, stockholders representing a total of 952,268,595 common shares or 51.78% of the total issued and outstanding capital stock of the Corporation were present, either in person or by proxy, and that there was therefore a quorum to consider the business stated in the agenda for the meeting. The list of the stockholders present is attached hereto as Annex "A".

The Chairman acknowledged the presence of the following directors and officers:

Elvira A. Ting  
Kenneth T. Gatchalian  
Richard L. Ricardo  
Byoung H. Suh  
Sergio R. Ortiz-Luis, Jr.  
Arthur R. Ponsaran  
Lamberto B. Mercado, Jr.  
Omar M. Guinomla  
Ruben D. Torres  
Renato C. Francisco

4. **APPROVAL OF MINUTES OF PREVIOUS MEETING**

The stockholders present or represented were furnished with copies of the minutes of the annual stockholders' meeting held on October 08, 2019.

On motion duly made and seconded, the stockholders approved the minutes of the annual stockholders' meeting held on October 08, 2019.

5. **REPORT TO THE STOCKHOLDERS**

Mr. Peter S. Salud reported on the highlights of the Company's financial and operational performance for the year 2019, as reflected in the Annual Report, the Audited Financial Statements and the Information Statement, copies of which have been earlier given to the stockholders.

He then presented the Management Plan to erase any doubt on the ability of the Company to continue as a going concern. He said the shareholders of the Company have committed in principle to provide full financial support to the Company in order to sustain its operations, meet the working capital requirements and settle obligations as they fall due.

The Company has been reviewing outstanding receivables and advances to affiliates and has designed collection programs to improve the Company's financial status. The board continues to evaluate calling the remaining stock subscription as source of fund capital intensive endeavors. The officers and major stockholders of the Company have committed to provide full financial support to the Company once its projects will materialize and a definite project is in place. The Company estimates that it will satisfy its capital funding within two (2) years from the finalization and approval of such business project plans.

With the Company's experience in the participation in the Department of Energy's (DOE) 4<sup>th</sup> Philippine Energy Contracting Round (PECR 4) last April 2012, evaluation of which focuses on the Company's financial and technical qualifications, the Company will

prioritize the improvement of its financial position and exploring new business opportunities in oil and gas exploration and extraction, order to maintain strong and healthy cash flows, and at the same time, aspiring for maximized potential earnings.

The management is still evaluation potential buyers who expressed interest to buy out the Company's remaining 33.33% capital stock investment in Forum Exploration, Inc. (FEI), a subsidiary of Pangilinan-led Forum Energy Plc and the project operator for Libertad Gas Field or Service Contract (SC40). Talks, however, with the three (3) interested groups are still on hold at the moment, pending clarification of several commercial issues.

While the Company is affiliated with group of mining companies, the current slowdown of the mining sector and the stringent evaluations being conducted by the Department of Environment and Natural Resources (DENR) for new mining applications has led the Company to shelve the entry into the mining sector for the time being.

Aside from the investment made during 2017 in Taguig Lake City Development Corporation – a corporate engaged in the real estate industry, the Company will further outline business target projects, welcome other business opportunities from different industries apart from oil and gas and mineral exploration; and improve its financial position. As mentioned above, the management is currently discussing on how the Company will proceed with its remaining 33.33% capital stock investment in Forum Exploration, Inc., specifically whether to sell its interest or enter into partnership with potential buyers.

On the one hand, given the growing requirements for power, the Company is actively looking into the traditional energy business, concentrating on cheap and consistent coal power for the country's base loads. Demand and supply studies, as well as site feasibility analysis and the selection of green and clean coal technologies are being conducted by select engineering advisers of the Company. On the other hand, the Company is also considering investing into potential renewable energy sources like solar power, ethane, biofuels, hydro, wind and geothermal energy. The management is also conducting research and feasibility studies on these renewable projects, albeit utilizing more stringent investment hurdles, given that renewable energy projects produce power at higher pricing levels as compared to traditional energy sources.

The COVID-19 pandemic and the ensuing home quarantine has triggered an economic slowdown for the country. Despite the curtailment of worldwide travel and the hesitancy of global investors to venture into new projects, the company is hopeful that the business environment will recover over the coming year.

After clarifications made on various matters raised from the floor, the stockholders, on motion duly made and seconded, approved the 2019 Annual Report and the accompanying Audited Financial Statement of the Corporation as of December 31, 2019.

## **6. RATIFICATION OF THE ACTS OF THE BOARD AND MANAGEMENT**

The Chairman asked for the approval and ratification the approval and ratification of the acts of the Board and Management for the year ended December 31, 2019 as well as the contracts and transactions entered into by the Corporation for the same period.

On motion duly made and seconded, the stockholders unanimously approved and ratified approved all acts of the Board of Directors and Management for the year ended December 31, 2019 as well as contracts and transactions entered into by the Corporation for the same period, all as reflected in the minutes of the meetings of the Board of Directors and the board committees, the Annual Report and the Financial Statements.

## **7. ELECTION OF DIRECTORS**

Proceeding with the agenda, the Chairman entertained nominations for directors to serve for the term 2020-2021. The following were nominated and elected directors:

As independent directors:

Byoung Hyun Suh  
Sergio Ortiz-Luis, Jr.  
Ruben D. Torres  
Renato C. Francisco

As regular directors:

Peter S. Salud  
Elvira A. Ting  
Kenneth T. Gatchalian  
Arthur R. Ponsaran  
Lamberto B. Mercado, Jr.  
Omar M. Guinomla  
Richard L. Ricardo

Upon motion duly made and seconded, all votes were cast in favor of those who were nominated. The Chairman then announced that all those who had been nominated were elected as members of the board of directors to serve as such for the term 2020-2021 until the election and qualification of their successors.

## **8. APPOINTMENT OF EXTERNAL AUDITOR**

The Chairman informed the stockholders that the next item in the agenda was the designation of the Corporation's external auditor. Upon motion duly made and seconded, the following resolution was approved:

“RESOLVED, that the accounting firm of Diaz Murillo Dalupan and Co., CPAs is hereby designated as the Corporation’s external auditors for the ensuing corporate year 2020.”

**9. APPOINTMENT OF EXTERNAL COUNSEL**

On motion duly made and seconded, the following resolution was approved:

“**RESOLVED**, that Corporate Counsels, Philippines Law Offices be, as they are hereby, designated external counsel of the Corporation for the year 2020-2021.”

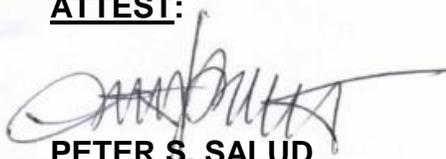
**10. ADJOURNMENT**

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



**ARSENIO A. ALFILER, JR.**  
Corporate Secretary

**ATTEST:**



**PETER S. SALUD**  
Chairman

**FORUM PACIFIC, INC.**  
**DETERMINATION OF QUORUM**  
**ANNUAL STOCKHOLDER'S MEETING - OCTOBER 28, 2020**

STOCKHOLDER'S NAME	PROXY	NO. OF SHARES	PERCENTAGE
FORUM HOLDINGS CORP.	ELVIRA TING / CHAIRMAN	150,000	0.01%
FORUM HOLDINGS CORP.	MARIEL FRANCISCO / CHAIRMAN	10,000	0.00%
FORUM HOLDINGS CORP.	AMANDO PONSARAN JR. / CHAIRMAN	10,000	0.00%
FORUM HOLDINGS CORP.	ARIANNE BONAVENTE / CHAIRMAN	10,000	0.00%
FORUM HOLDINGS CORP.	JOHANNA BALILO / CHAIRMAN	10,000	0.00%
FORUM HOLDINGS CORP.	JO AL FONSO GARCIA / CHAIRMAN	10,000	0.00%
GATCHALIAN, DEE HUA T.	ELVIRA TING / CHAIRMAN	350,000	0.02%
GATCHALIAN, WILLIAM T.	ELVIRA TING / CHAIRMAN	100,001	0.01%
INTERNATIONAL POLYMER CORP.	ELVIRA TING / CHAIRMAN	496,886,494	27.02%
THE WELLEX GROUP, INC.	ELVIRA TING / CHAIRMAN	376,950,000	20.50%
TING, ELVIRA A.	PETER SALUD / CHAIRMAN	400,000	0.02%
WESTLINK GLOBAL EQUITIES, INC.(PCD)	ELVIRA TING / CHAIRMAN	77,382,100	4.21%
	<b>Total:</b>	<b>952,268,595</b>	

*Total Issued & Outstanding Capital:*  
*% to Issued & Outstanding Capital:*

1,838,943,246

51.78