

MINUTES OF THE ANNUAL MEETING OF THE STOCKHOLDERS

OF

PREMIERE HORIZON ALLIANCE CORPORATION

Held on May 27, 2015 at 3:00 p.m.  
at the Valle Verde Country Club, Pasig City

*Call to Order*

The Chairman of the Board of Directors, Mr. Teofilo A. Henson, called the meeting to order and presided over the same. The Corporate Secretary, Atty. Roberto V. San Jose, acted as Secretary of the meeting and recorded the minutes of the proceedings.

*Proof of Notice of Meeting and Certification of Quorum*

The Corporate Secretary declared that notices had been mailed to the stockholders as provided in the By-Laws. He also certified that stockholders owning 1,242,902,888 shares representing at least 75.40% of the outstanding capital stock were present and, thus, there was quorum for the transaction of business.

*Approval of Minutes of Previous Meeting*

The next item for business was the approval of the minutes of the previous meeting of the stockholders held on May 27, 2014, copies of which had been earlier distributed to the stockholders.

Upon motion duly made and seconded, the stockholders unanimously approved the minutes of the annual stockholders' meeting held on May 27, 2014.

*Management Report*

The next item in the agenda was the Management Report. The President, Mr. Augusto Antonio C. Serafica Jr., proceeded to render the report of Management, copies of which had previously been distributed to the stockholders together with the audited financial statements as of the year ended December 31, 2014.

After the presentation of the Management Report, questions were entertained from the floor and addressed by the concerned officer.

After the discussion and there being no further questions, upon motion duly made and seconded, the Management Report and the audited financial statements as of December 31, 2014 were duly noted.

*Ratification and Approval of Corporate Acts*

The Chairman advised that the next item in the agenda was the ratification and approval of the acts of the Board of Directors and the officers of the Corporation undertaken from the date of the last stockholders' meeting to date.

Upon motion duly made and seconded, all acts, proceedings, transactions and agreements authorized or entered into by the Board of Directors and the officers of the Corporation, for and on behalf of the Corporation, from the last annual stockholders' meeting held on May 27, 2014 to date, were unanimously approved, confirmed and ratified.

*Election of Directors*

The next matter in the agenda was the election of the members of the Board of Directors. The Corporate Secretary informed the stockholders about the mandatory requirement under existing SEC regulations to elect independent directors for the Company and that all nominations had been reviewed and approved by the Nominations Committee.

The Chairman opened the table for nominations and the following were nominated as members of the Board of Directors for the current term:

For Regular Directors:

- i. TEOFILO A. HENSON
- ii. AUGUSTO ANTONIO C. SERAFICA, JR.
- iii. SISO M. LAO
- iv. RAUL MA. F. ANONAS
- v. RAMON A. RECTO
- vi. ANA MARIA A. KATIGBAK
- vii. ROBERTO V. SAN JOSE

As Independent Directors:

- i. IGNATIUS F. YENKO
- ii. SAMUEL O. OCCENA, JR.

Thereafter, it was moved, seconded, and unanimously resolved to close the nominations. There being only nine (9) nominees to the position of nine (9) directors, the Corporate Secretary was directed and authorized to cast all votes of the stockholders present or represented at the meeting equally among all the nine (9) nominees. The Chairman, therefore, declared the nine (9) nominees as the duly elected members of the Board of Directors for the current term to act as such until their successors are duly elected and qualified in accordance with the By-Laws. Messrs. Yenko and Occena were duly recognized as the Corporation's current independent directors.

#### *Delegation of Appointment of External Auditor*

The Chairman stated that the next item in the agenda was a proposal to delegate to the Board of Directors the authority to appoint the Corporation's external auditor for the current year.

On motion duly made and seconded, the stockholders unanimously approved a resolution delegating to the Board of Directors the authority to select and appoint the external auditor of the Company for the current year.

#### *Other Matters*

##### Issuance of Warrants

The Management, thru its President, sought authority from the stockholders to approve the following proposals: (1) the issuance of warrants to subscribe to up to 600 Million shares in separate capital raising transactions; (ii) the issuance of Management warrants to subscribe to up to 100 million shares and (iii) to authorize the Board to determine and finalize the terms and conditions thereof. It was clarified that the warrants issues are in addition to the stock rights offer of 200 Million shares for an increase in authorized capital stock planned for late 2015.

The President explained that of the 600 Million warrants, 200 Million will be linked to the rights shares, such that every rights share shall have an accompanying warrant to subscribe to one (1) new share. He went on to say that another 200 Million warrants will be granted to the placement investors in connection with a placing and subscription transaction of up to 200 Million shares in a proposed Top-Up Offering, while 100 Million warrants will be granted to the management group which will make available their own shares in connection with the placing and subscription exercise. Furthermore, the remaining 200 Million warrants will be on reserve to answer for any capital requirements for the Company's projects. It was discussed that the proceeds

of the Company's capital raising activities will be deployed towards the businesses and projects that were discussed earlier in the Management Report.

After further discussion and upon motion duly made and seconded, the stockholders approved the following resolution:

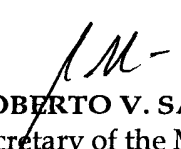
"RESOLVED, that the stockholders of **PREMIERE HORIZON ALLIANCE CORPORATION** (the 'Corporation') authorize, as it hereby authorizes, the issuance of (i) warrants to subscribe to up to 600 Million shares in separate capital transactions and (ii) Management warrants to subscribe to up to 100 Million shares;

RESOLVED FURTHER, that the Board of Directors of the Corporation be authorized to determine and finalize the terms and conditions of such warrants."

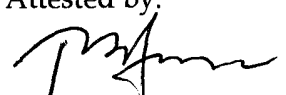
*Adjournment*

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

Minutes taken by:

  
**ROBERTO V. SAN JOSE**  
Secretary of the Meeting

Attested by:

  
**TEOFILO A. HENSON**  
Chairman of Meeting

  
**AUGUSTO ANTONIO C. SERAFICA, JR.**  
President