

**MINUTES OF THE  
ANNUAL STOCKHOLDERS' MEETING OF  
REPUBLIC GLASS HOLDINGS CORPORATION**  
Held on Friday, April 30, 2012 at 3:00 P.M.  
at the Meeting Room, Makati (Sports) Club, Inc.,  
L.P. Leviste cor. Gallardo Streets,  
Salcedo Village, Makati City

**I. CALL TO ORDER.**

The President, Mr. Geronimo F. Velasco, Jr., called the meeting to order and presided over the same. Mr. Mario T. Meneses, Jr., the Corporate Secretary took the minutes thereof.

**II. PROOF OF NOTICE OF MEETING.**

The Secretary certified that notice of the meeting and information statement was sent by messengerial delivery and/or by mail postage prepaid, on April 4, 2012 to all stockholders of record in accordance with and pursuant to Section 20 of the Securities Regulation Code. The Secretary exhibited a duly executed Affidavit of Notice and mailing and the Chairman of the Meeting directed him to file it with the records of the Corporation.

**III. DETERMINATION OF QUORUM.**

The Secretary certified that based on the list of stockholders in attendance and proxies submitted, a total of at least 643,000,266 shares, or 94.27% of the total number of issued and outstanding shares were properly represented and that a quorum existed for the transaction of business at the meeting. The stockholders present in person or by proxy are listed in the schedule attached as Annex "A" and made a part hereof.

**IV. READING AND APPROVAL OF THE MINUTES OF THE PREVIOUS MEETING.**

The Chairman of the Meeting announced that copies of the Minutes of the Annual Stockholders' Meeting held on 29 April 2011 were distributed to the stockholders present. After discussion on motion duly made and seconded, the reading of the minutes of the meeting was dispensed with and the minutes were approved in the form distributed.

## **V. PRESIDENT'S REPORT.**

The President then submitted to the stockholders the President's report on the overall performance of the Corporation during the year 2011. A copy of his report is hereto attached as Annex "B" and made a part hereof.

On motion, duly made and seconded, the stockholders approved a resolution accepting and noting the President's report.

## **VI. APPROVAL OF THE AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2011.**

The Chairman of the Meeting noted that copies of the audited financial statements for the year 2011 have been distributed to the stockholders prior to the meeting.

After discussion, on motion duly made and seconded, the stockholders unanimously approved the Corporation's audited financial statements for the year ended 31 December 2011.

## **VII. RATIFICATION OF ALL ACTS, RESOLUTIONS AND PROCEEDINGS OF, AND INVESTMENTS OF THE CORPORATION MADE THROUGH, THE BOARD OF DIRECTORS AND OFFICERS FOR THE YEAR 2011.**

On motion, duly made and seconded, the stockholders unanimously approved, confirmed and ratified all acts, resolutions and proceedings of, and investments of the Corporation made through, the Board of Directors and Officers of the Corporation for the year 2011 and as appearing in the records of the Corporation.

## **VIII. ELECTION OF DIRECTORS.**

The Chairman of the Meeting opened the table for nominations to the Board of Directors. He advised the shareholders, that the rules of the Securities and Exchange Commission requiring the nomination of minority directors were observed. The following persons were duly nominated:

- |                              |                                 |
|------------------------------|---------------------------------|
| 1. Geronimo F. Velasco, Jr.  | 6. Victor C. Macalincag         |
| 2. Bienvenido A. Tan, Jr.    | 7. Antonio A. Henson            |
| 3. Federico E. Puno          | 8. Adeline S. Lim               |
| 4. Ma. Paz Amparo V. Laperal | 9. Corazon S. dela Paz-Bernardo |
| 5. Jose Miguel F. Velasco    |                                 |



There being only nine (9) nominees to the nine (9) seats in the Board, the Chairman of the Meeting directed the Secretary to cast all votes present in favor of the above-named persons and declared them duly elected as members of the Board of Directors to serve for the ensuing year until their successors are duly elected and qualified.

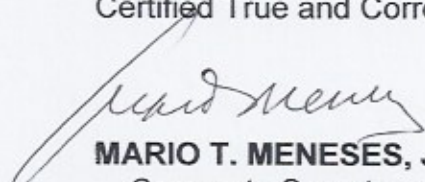
**IX. APPOINTMENT OF EXTERNAL AUDITORS.**

On motion, duly made and seconded, the stockholders unanimously approved the delegation to the Board of Directors of the appointment of External Auditors of the Corporation for the year 2012.

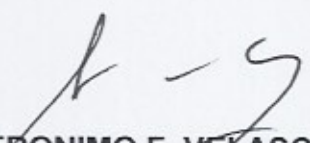
**X. ADJOURNMENT.**

There being no other matter in the agenda, on motion duly made and seconded, and there being no objection thereto, the meeting was adjourned at 4:00 P.M.

Certified True and Correct:

  
**MARIO T. MENESES, JR.**  
Corporate Secretary

Attest:

  
**GERONIMO F. VELASCO, JR.**  
Chairman of the Meeting