

MINUTES OF THE MEETING OF THE STOCKHOLDERS OF
ASIA UNITED INSURANCE, INC.

*Held at the Board Room of AUBC
Joy Nostalq Center, ADB Avenue
Ortigas Center, Pasig City
On November 06, 2012, 10:00 a.m.*

PRESENT:

Jacinto L. Ng, Sr.
Jacob C. Ng
Jacinto C. Ng, Jr., *Represented by Proxy Jacob Ng*
Jonathan C. Ng, *Represented by Proxy Jacob Ng*
Julie Ann C. Ng, *Represented By Proxy Jacob Ng*
Abraham T. Co
Felix Chung
Andres Chua
Santos In Hong Guiap
Virginia Quianzon

ALSO PRESENT:

Atty. Ma. Pilar Martinez-Caedo – Corporate Secretary

I. CALL TO ORDER

Mr. Abraham T. Co, the Chairman of the Board, called the meeting to order at 10:00 a.m. and presided over the same. Atty. Ma. Pilar M. Caedo, the Corporate Secretary, recorded the minutes of the proceeding.

II. CERTIFICATION OF QUORUM

The Secretary certified that shares representing more than 2/3 of the stockholdings are present. Hence, a quorum exists for the transaction of the business at hand.

III. APPROVAL OF THE MINUTES OF THE JUNE 19, 2012 ANNUAL STOCKHOLDERS' MEETING

Upon motion of Mr. Jacinto Ng, Jr, duly seconded by Director Andres Chua, the stockholders unanimously approved the Minutes of the Annual Meeting of the Stockholders held June 19, 2012, without any amendments.

IV. MANAGEMENT REPORT

The President reported on the Financial Statement of the company for the period January to September 30, 2012 and 2011 (Comparative) and likewise presented a projected Income Statement for the year 2013. (Copies of the reports are made integral parts of these Minutes.) Based on the income statement for the period January to September 2012, the company earned a net income of Php18.9M, which is a 17.13% decrease of the net income for the same period during

the previous year. Director Chua however said that for 2013, he projects that the company will earn about Php27.4 net income. A discussion ensued at which Director presented in detail his projections for 2013.

Thereafter, the Board noted the report of President and Director Chua.

- V. INCREASE IN AUTHORIZED CAPITAL STOCK FROM PHP200M TO PHP500M
- VI. COMPLIANCE WITH DEPARTMENT ORDER NO. 27-06 TO INCREASE PAID-UP CAPITAL FROM PHP175M TO PHP250M.

Director Chua reported on developments in respect of Department Order No. 27-06 of the Department of Finance which effectively requires the shareholders of AUII to increase its paid-up capital from Php175M to Php250M.

While insurance companies have filed cases in Court questioning this department order, as of this date, no temporary restraining order has yet been issued by any Court. We are thus expected to comply by December 31, 2012.

The shareholders were reminded that in the June 19, 2012 meeting, they already approved the increase in authorized capital from Php200M to Php500M; in implementation of this increase, the paid-up capital of the shareholders will likewise increase. The contributed surplus of the stockholders in the total amount of Php25M will be applied as partial payment for the increase in the paid-up capital. The shareholders will thus infuse fresh capital of Php50M to complete the increase in paid-up capital from Php175M to Php250M. The necessary documentation for this is already being prepared and proper coordination will be made with the shareholders regarding their contribution in the increase.

The shareholders present confirmed the report of the President and asked that they be notified in respect of developments in the cases filed in Court as well as the time frame for the equity contribution of each to be turned over to the company.

VII. ADJOURNMENT

There being no other business for the shareholders to act on, the meeting was adjourned at 11:45 a.m.

Minutes Certified By:

MA. PILAR MARTINEZ-CAEDO
Corporate Secretary

Noted By:

ABRAHAM T. CO
Chairman

Attested By:

ANDRES CHUA
President