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

42ND FLOOR BOARDROOM, JOY-NOSTALG CENTER
ON MAY 17, 2024, 11:00 A.M.

PRESENT:

Jacinto L. Ng, Sr.
Jacob Ng
Abraham T. Co
Andres Chua
Chan Kok Bin
George T. Chua

ALSO PRESENT:

Atty. Grace Veronica C. Reyes – Corporate Secretary
Emmanuel R. Que
Atty. Ana Alexandra C. Castro
Milagros G. Chua

I. CALL TO ORDER AND CERTIFICATION OF QUORUM

Chairman Abraham T. Co called the meeting to order at 11:00 a.m. and presided over the same. Atty. Grace Veronica C. Reyes, the Corporate Secretary, recorded the minutes of the meeting.

Chairman Co and Messrs. Jacinto L. Ng, Sr., Jacob Ng, Andres Chua, Chan Kok Bin, and George T. Chua all attended the meeting.

The Corporate Secretary certified that shareholders representing at least a majority of the subscribed shares of AUII being present, a quorum existed for the transaction of the business at hand.

II. APPROVAL OF THE MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING HELD LAST 28 APRIL 2023

After confirming their timely receipt of the copies of the Minutes of the 28 April 2023 Annual Stockholders' Meeting, the same were read and discussed by the shareholders.

There being no other matter raised with respect to the Minutes, upon motion of Mr. George Chua, duly seconded by Mr. Jacinto Ray Ng III., the stockholders unanimously approved the Minutes of the Annual Meeting of the Stockholders held last 28 April 2023, without any amendments.

III. PRESENTATION OF THE ANNUAL REPORT

Mr. Andres Chua presented the following annual report on the Corporation's operations and financial position for the year ended December 31, 2023, based on the accompanying Audited Financial Statements, copies of which were provided the shareholders of AUII, to wit:

The Philippine Economy

The year 2023 has been more challenging, as the country continues to experience the economic fallout from the war in Ukraine, particularly its knock-on effect on energy prices and inflationary pressures.

Whilst keeping inflation in check, the inflation rate for all commodities in the Philippines dropped to 3.9%. This inflation rate gradually declined from the beginning of the year, and then peaked at 8.7%.

Overall, the 2023 Philippine economic performance, as measured by its Gross Domestic Product, expanded by 5.6%. However, this is below the lower-end of the government's annual target which is at 6%. Discounting the historic decline of 9.5% during the pandemic in 2020, this is the slowest growth the economy has had since 2011.

The Non-Life Insurance Industry

Reeking from the effects of inflation, the non-life insurance industry was faced with higher cost of claims. From construction materials to cost of spare parts and services, prices continue to rise without adjustments on the premium. Further, considering the rising cost of reinsurance cover, companies started to become selective in their acceptance of risks, unless it is properly priced.

Despite these challenges, the non-life insurance industry grew by 10%. However, this is lower compared to the 13% growth achieved in 2022.

The Company

The company remains steady in its growth trajectory, as in fact, its premiums grew by 20%. As translated to the bottom-line profit after tax, the company made P182 Million in profits in 2023, which is higher compared to 2022's profit of P160 Million. Further, the rate of return on equity for the year 2023 is equivalent to 12.7%.

The Corporation's comparative financial highlights are as follows:

	2023	2022	%
ASSETS	3,478	2,379	46%
LIABILITIES	1,955	944	107%
EQUITY	1,523	1,431	6%
GROSS PREM WRITTEN	895	743	20%
NET PREM WRITTEN	563	496	13%
NET PREM EARNED	536	432	24%
NET INCOME	182	160	14%
ROE	**12.7%**	**12.0%**	

After due discussion thereon, the foregoing report was duly noted by the shareholders.

IV. RATIFICATION OF ALL ACTS AND RESOLUTIONS OF THE BOARD OF DIRECTORS AND MANAGEMENT FOR THE PERIOD OF JUNE 2022 TO APRIL 2023

The corporate acts taken by the Board of Directors and Officers of AUII for the period of April 2023 to May 2024 were presented to the shareholders, as follows –

Date of Meeting	Particulars
April 28, 2023	Organization of AUII's Board Committees, and appointment of their members
April 28, 2023	Organization of AUII's other committees, and appointment of their members
April 28, 2023	Appointment of AUII's authorized signatories to contracts and agreements with third parties
April 28, 2023	Grant of authority to AUII to apply for accreditation with the Subic Bay Metropolitan Authority
April 28, 2023	Appointment of AUII's authorized representatives for the approval of surety bonds with the Supreme Court and other courts

April 28, 2023	Grant of authority to AUII to apply for an account with the Security Bank Corporation
April 28, 2023	Appointment of AUII's authorized representatives to any and all cases within the territorial jurisdiction of Davao City
April 28, 2023	Grant of authority to AUII to open a satellite office in Davao City
April 28, 2023	Grant of authority to AUII to avail of internet services from the Philippine Long Distance Company
April 28, 2023	Grant of authority to AUII to lease an office space from UBP Investments Corporation
April 28, 2023	Grant of authority to AUII to apply for an account with the Philippine Business Bank, Inc.
November 24, 2023	Grant of authority to AUII to open and/or close account/s with the Asia United Bank
November 24, 2023	Grant of authority to AUII to declare cash dividends
November 24, 2023	Grant of authority to AUII to registers its books of accounts with the Bureau of Internal Revenue
November 24, 2023	Grant of authority to AUII to avail of wi-fi/internet services from Globe Telecom
November 24, 2023	Appointment of AUII's authorized representatives to the SCCI/PMMSC Insurance Pool
November 24, 2023	Grant of authority to AUII to open and/or close account/s with the Rural Bank of Angeles, Inc.
November 24, 2023	Grant of authority to AUII to open and/or close account/s with the Philippine Business Bank
November 24, 2023	Grant of authority to AUII to open a satellite office in Imus, Cavite

After due discussion, the following resolution was unanimously passed and approved by the shareholders, to wit –

> *"BE IT RESOLVED, AS IT IS HEREBY RESOLVED, that all resolutions of the Board of Directors as well as the acts and contracts entered into by the Officers of Asia United Insurance Inc., during the period of April 2023 to May 2024, be, in all respects, as they are hereby, confirmed, ratified and approved as valid and binding acts of the Corporation."*

V. ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS

Chairman Co declared the meeting open for the nomination of directors for the year 2024-2025. Upon motion by Mr. Jacob Ng, which was duly seconded by Mr. Andres Chua, the following were nominated and elected as Directors of AUII for the term 2024-2025, and until their successors are duly elected and shall have qualified:

Jacinto L. Ng, Sr.
Abraham T. Co
Andres C. Chua
Jacob C. Ng
Jacinto C. Ng, Jr.
Chan Kok Bin
Jacinto Ray Ng III
George T. Chua
Virginia A. Quianzon

Accordingly, the following resolutions were unanimously passed and approved by the shareholders, to wit –

> *"BE IT RESOLVED, AS IT IS HEREBY RESOLVED, that Asia United Insurance Inc. ("Corporation") hereby elects the following as the new members of the Board of Directors of the Corporation, to wit –*
>
> *Jacinto L. Ng, Sr.*
> *Abraham T. Co*
> *Andres C. Chua*
> *Jacob C. Ng*
> *Jacinto C. Ng, Jr.*
> *Chan Kok Bin*
> *Jacinto Ray Ng III*
> *George T. Chua*
> *Virginia A. Quianzon*
>
> *RESOLVED FURTHER, that the foregoing Directors shall hold office for a term of one (1) year (2024 to 2025), or until their successors shall have been elected and duly qualified."*

VI. APPOINTMENT OF EXTERNAL AUDITOR

Chairman Co declared the meeting open for the nomination of the external auditor of the Corporation for the year 2024. Upon motion of Mr. Jacob Ng which was duly seconded by Mr. Chan Kok Bin, the stockholders unanimously re-appointed R.R. Tan & Associates as external auditor of the Corporation.

The following resolutions were thus unanimously approved and passed by the shareholders, to wit –

> *"BE IT RESOLVED, AS IT IS HEREBY RESOLVED, that Asia United Insurance Inc. ("Corporation") hereby appoints the firm of*

R.R. Tan & Associates as its external auditor for the fiscal year 2024;

RESOLVED FURTHER, that the Corporation authorizes, approves and ratifies the appropriation and release of the appropriate amount as the annual audit fee of R.R. Tan & Associates."

VII. ADJOURNMENT

There being no other business for the shareholders to act on, the meeting was adjourned at 11:30 a.m.

Minutes Certified By:

GRACE VERONICA C. REYES
Corporate Secretary

Noted By:

ANDRES CHUA
President