

CHEMICAL INDUSTRIES OF THE PHILIPPINES, INC.

Minutes of the Special Stockholders' Meeting

Held on 2 February 2023; 8:00 A.M.

Via Videoconferencing

STOCKHOLDERS PRESENT:

STOCKHOLDERS	STOCKHOLDINGS
LAVISH SOURCES LIMITED	4,091,077
QUANTUMLINK REALTY CORPORATION	1,315,513
EXQUADRA INC.	1,315,011
CITIWORLD PROPERTIES AND DEVELOPMENT CORPORATION	1,315,512
CHI THING CO	1
JANICE CO ROXAS-CHUA	1
EUGENIUS KEVIN L. CO	1
SALLY L. CO	1
MACDARREN GAN SY	10
RAINIER ALLAN RONDA	300
TOTAL NO. OF SHARES REPRESENTED	8,037,427
TOTAL NO. OF OUTSTANDING CAPITAL STOCK	10,296,601
Percentage of Shares Represented vis-a-vis Outstanding Shares Of Stock	78.06%

OTHER ATTENDEES:

Atty. Zhanika Marie O. Carbonell (Corporate Secretary)

Atty. Nancy M. Ocampo-Omadto (Compliance Officer)

Hernan S. Chua (Investor Relations Officer)

I. CALLING THE ROLL

The special meeting of the stockholders was held via videoconferencing pursuant to the by-laws of the corporation and applicable laws, rules and regulations.

The stockholders who participated through videoconferencing confirmed that:

1. They can completely and clearly hear the others who can clearly hear them at the end of the line;
2. They are aware of the agenda, and acknowledged receipt of proper notice of the meeting; and,
3. They were attending through videoconferencing via smartphone and/or computer.

The President, Ms. Janice Co Roxas-Chua acted as the Chairman of the meeting and presided over the meeting. The Corporate Secretary, Atty. Zhanika Marie O. Carbonell, confirmed the existence of the quorum and recorded the minutes of the meeting.

The secretary confirmed and noted that the stockholders joined through Zoom Videoconference meeting, and that a visual and audio recording of the meeting was secured. The secretary certified that she is duty-bound to safe-keep and perpetuate in updated data storage equipment or facility the visual and audio recordings. The secretary also confirmed that all pertinent materials for discussion shall be numbered and marked in such manner that the stockholder participating through remote communication can easily follow and participate.

II. PRESENTATION OF SECRETARY’S DUE NOTICE OF THE MEETING

The Corporate Secretary, with documented proof of notice of the meeting, certified that the Notice of the meeting and the Definitive Information Statement (DIS) were sent through publication in the business sections of two (2) newspapers of general circulation, namely, Business Mirror and Manila Standard, in print and online format, on 25 January 2023 and 26 January 2023, and by ordinary mail to the registered post office address of the stockholders on 25 January 2023, in accordance with the Amended By-laws and applicable rules issued by the Securities and Exchange Commission (“SEC”).

The Corporate Secretary further certified that there was a quorum for the meeting with stockholders owning 8,037,427 shares or 78.06% of the outstanding capital stock present in person or by proxy. The mode of attendance of the stockholders deemed present and their respective percentages of the outstanding shares are set forth below:

Mode of Attendance	% of Total Outstanding Shares
In person	0%
Remote communication	78.06%

III. RATIFICATION OF THE BOARD RESOLUTION TO APPROVE THE CONDUCT OF A FOLLOW-ON OFFERING OF AT LEAST TEN PERCENT (10%) OF CHEMICAL INDUSTRIES OF THE PHILIPPINES, INC.’S ISSUED AND OUTSTANDING SHARES

The chairman informed the stockholders that on 25 January 2023, the board of directors approved the resolutions finalizing the details of the conduct of a follow-on offering of at least ten percent (10%) of CHEMICAL INDUSTRIES OF THE PHILIPPINES, INC.’s issued and outstanding shares.

The chairman sought the stockholders’ ratification.

After discussion, and upon motion duly made, seconded and unanimously approved, it was:

RESOLVED, as it is hereby resolved, that **CHEMICAL INDUSTRIES OF THE PHILIPPINES, INC.** (the “**Corporation**”) be hereby authorized to conduct follow-on offering of at least ten percent (10%) of its issued and outstanding shares.

RESOLVED FURTHER, that the follow-on offering will not include shares that are under lock-up.

RESOLVED FURTHER, that the follow-on offering by way of secondary offering of shares will come from the following stockholders:

Stockholder	Number of Common Shares Offered	Percentage of Shares Offered
Chemholdings Corporation	504,533	4.9%
A2K Holdings Corporation	504,533	4.9%
RG Holdings Corporation	20,595	0.2%
Total	1,029,661	10%

RESOLVED FINALLY, that any one (1) of the Chairman of the Board, the President, Compliance Officer, Corporate Secretary and/or other Directors and/or Officers of the Corporation, is hereby empowered and authorized, for and on behalf of the Corporation and its management, to prepare, sign, execute and deliver the application for follow-on offering, and any and all contracts, agreements, letters and documents, and any supplements or amendments thereto in connection with the follow-on offering, under such terms and conditions as he/she may deem beneficial for the Corporation, and to do any and all acts, which may be required, necessary or proper in connection with the follow-on offering and the regulatory approvals required to be filed and obtained from the Securities and Exchange Commission, the Philippine Stock Exchange, and such other agencies or bodies or regulatory organizations requiring such submission, and assume responsibility for all information and disclosures therein regarding the Corporation, its subsidiaries, and the follow-on offering.

As tabulated and validated, the votes on the ratification of the board resolutions on the conduct of a follow-on offering of at least ten percent (10%) of CHEMICAL INDUSTRIES OF THE PHILIPPINES, INC.’s issued and outstanding shares are as follows:

	For	Against	Abstain	Total
Number of Shares Voted	8,037,427	0	0	8,037,427
% of Shares of Shareholders Present	78.06%	0%	0%	100%

IV. APPROVAL OF THE FURTHER AMENDMENTS TO THE AMENDED ARTICLES OF INCORPORATION AND AMENDED BY-LAWS TO CHANGE THE PRINCIPAL OFFICE ADDRESS OF THE CORPORATION TO ELISCO ROAD, KALAWAAN, PASIG CITY

The chairman informed the stockholders that on 25 January 2023, the board of directors approved the resolutions approving further amendments to the Amended Articles of Incorporation and amended By-Laws of the Corporation to change the principal office address of the Corporation to Elisco Road, Kalawaan, Pasig City.

The chairman sought the stockholders' ratification.

After discussion, and upon motion duly made, seconded and unanimously approved, it was:

RESOLVED, as it is hereby resolved, that **CHEMICAL INDUSTRIES OF THE PHILIPPINES, INC.** (the "**Corporation**") is hereby authorized to amend its principal office address in its Amended Articles of Incorporation.

RESOLVED FURTHER, as it is hereby resolved that the Corporation amend its principal office address under the Third Article in its Amended Articles of Incorporation to read as follows:

"THIRD: That the principal office of the Corporation is established and located in **Elisco Road, Kalawaan, Pasig City.**"

RESOLVED FURTHER, as it is hereby resolved, that the Corporation is hereby authorized to amend its principal office address in its Amended By-Laws.

RESOLVED FINALLY, as it is hereby resolved that the Corporation amend its principal office address under Article I in its Amended By-Laws to read as follows:

"Article I

Office

The main office of the corporation shall be located in **Elisco Road, Kalawaan, Pasig City.** Branch offices may, likewise, be established in such other places in the Philippines or in foreign countries, as the Board of Directors may determine from time to time."

As tabulated and validated, the votes on the ratification of the board resolutions on the further amendments to the Amended Articles of Incorporation of the Corporation to change the principal office address of the Corporation to Elisco Road, Kalawaan, Pasig City are as follows:

	For	Against	Abstain	Total
Number of Shares Voted	8,037,427	0	0	8,037,427
% of Shares of Shareholders Present	78.06%	0%	0%	100%

V. APPROVAL OF THE FURTHER AMENDMENTS TO THE AMENDED ARTICLES OF INCORPORATION AND AMENDED BY-LAWS OF THE CORPORATION TO AMEND THE NAME OF THE CORPORATION TO UNIHOLDINGS INC.

The chairman informed the stockholders that on 25 January 2023, the board of directors approved the resolutions approving further amendments to the Amended Articles of Incorporation and Amended By-Laws to amend the name of the corporation to Uniholdings Inc.

The chairman sought the stockholders' ratification.

After discussion, and upon motion duly made, seconded and unanimously approved, it was:

RESOLVED, as it is hereby resolved, that **CHEMICAL INDUSTRIES OF THE PHILIPPINES, INC.** (the "**Corporation**") is hereby authorized to amend the Name and First Article in its Amended Articles of Incorporation.

RESOLVED FURTHER as it is hereby resolved, that the Corporation amend its Name in its Amended Articles of Incorporation to read as follows:

**“AMENDED ARTICLES OF INCORPORATION
Uniholdings Inc.”**

RESOLVED FURTHER, as it is hereby resolved, that the Corporation amend the First Article in its Amended Articles of Incorporation to read as follows:

“FIRST: That the name of said corporation shall be:

Uniholdings Inc.”

RESOLVED FURTHER, as it is hereby resolved, that the Corporation is hereby authorized to amend its Name in its Amended Bylaws.

RESOLVED FURTHER, as it is hereby resolved, that the Corporation amend its Name in its Amended Bylaws to read as follows:

**“AMENDED BY-LAWS OF
UNIHOLDINGS INC.”**

RESOLVED FURTHER, as it is hereby resolved, that the Corporation is hereby authorized to amend Article II of its Amended By-Laws to read as follows:

“Article II

Seal

The corporate seal shall consist of a circular design on which is inscribed the name of the corporation, “**Uniholdings Inc.**” and the words “Incorporated 1959, Philippines.”

RESOLVED FINALLY, as it is hereby resolved, that the Corporation is hereby authorized to amend its Philippine Stock Exchange (PSE) stock symbol to “**UNH**”, or to such other stock symbol that would better suit its corporate name, and hereby authorizes its President and/or Compliance Officer to amend, revise and/or finalize the details of the Corporation’s stock symbol, with authority to sign and submit any and all application, report, contracts or document or instrument relative thereto.

As tabulated and validated, the votes on the ratification of the board resolutions on the further amendments to the Amended Articles of Incorporation and Amended By-Laws to amend the name of the corporation to Uniholdings Inc. are as follows:

	For	Against	Abstain	Total
Number of Shares Voted	8,037,427	0	0	8,037,427
% of Shares of Shareholders Present	78.06%	0%	0%	100%

VI. RATIFICATION OF THE BOARD RESOLUTION AUTHORIZING THE CORPORATION TO OPEN AN ACCOUNT WITH STERLING BANK OF ASIA, A SAVINGS BANK

The chairman informed the stockholders that on 16 November 2022, the Board of Directors passed resolutions authorizing the Corporation to open an account with STERLING BANK OF ASIA, A SAVINGS BANK.

The chairman sought the stockholders’ ratification.

After a discussion, and upon motion duly made, seconded and unanimously approved, the following board resolutions were ratified being necessary and essential to carry out the purposes of the Corporation and incidental to the exercise of the powers conferred to it:

RESOLVED, that the Corporation be authorized to open and maintain deposit accounts and/or trust accounts (the “Deposit Account/s”) with STERLING BANK OF ASIA, A SAVINGS BANK; (hereinafter referred to as the “Bank”) Ortigas Branch, or any other branch of the Bank where it shall require the signatures of the following signatories:

any two (2) of the individuals named below

all of the individuals named below

others: _____

countersigned by _____

NAME/POSITION

SPECIMEN SIGNATURE

Angeline L. Co
(Authorized Signatory)

DocuSigned by:
Angeline Co
541942BF1C144CF

Hernan Chua
(Authorized Signatory)

DocuSigned by:
[Signature]
4BD72483320F427...

Kelly Inzie P. Cada
(Authorized Signatory)

DocuSigned by:
Kelly Cada
280D2528D8064EF

RESOLVED FURTHER, that the above signatories are authorized to execute, sign and deliver any or all paper and documents required for the opening, maintenance or withdrawals from said Deposit Account/s in behalf of the Corporation, including all checks, withdrawal slip, drafts and other acceptable orders for the payment of money drawn against the Deposit Account/s; endorse checks, drafts and other instruments for deposit to the credit of the Corporation and/or for collection for the account of the Corporation.

RESOLVED FURTHER, that the named signatories signing in the manner indicated above are likewise authorized and empowered by the Corporation to transact corporate business of whatever kind or nature with or through the bank, at any time and for such amount/s and under such terms as may be determined by said officers including, but without limiting the generality of the foregoing, the authority to invest the funds of the Corporation, through the investment outlets / deposit products of the Bank such as time deposits, money market or trust and other deposit placements; borrow, apply for, negotiate and/or secure credit accommodations/facilities from the Bank such as letters of credit, loans, etc., under such terms and conditions deemed by

said officers to be advantageous to the Corporation, effect amendments, renewals or extensions thereof, with or without security, and/or bind the Corporation as guarantor or surety to the obligation of third persons to the Bank; assign, mortgage or otherwise hypothecate any and all properties of the Corporation, real or personal, to secure the due and full payment of the obligations of the Corporation and/or third parties to the Bank; make, execute and/or deliver to the Bank any and all documents / agreements / negotiable instruments necessary to effect the corporate transactions that may be entered into by said officer with the Bank, such as investment agreements, letters of credit, draft, bills of exchange, trust receipts, undertakings, guaranties, surety agreements, assignments, pledges, mortgages and to rent a safe deposit box, etc.; enter into settlements with the Bank in all matters affecting the corporate transactions made in accordance with the authorities granted herein.

RESOLVED FINALLY, that any and all corporate transactions entered into by above named officers of the Corporation pursuant to the foregoing resolutions shall be valid and binding against the Corporation and its successors and assigns until the Bank shall have received a notarized Corporate Secretary’s Certification of a Board resolution of the Corporation revoking or modifying the aforesaid Board resolutions.

As tabulated and validated, the votes on the ratification of the board resolutions authorizing the Corporation to open an account with STERLING BANK OF ASIA, A SAVINGS BANK, are as follows:

	For	Against	Abstain	Total
Number of Shares Voted	8,037,427	0	0	8,037,427
% of Shares of Shareholders Present	78.06%	0%	0%	100%

VII. ADJOURNMENT

There being no other matters to discuss, the meeting was adjourned.


DocuSigned by:

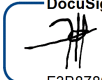
 48E1749044B14B2
ZHANIKA MARIE O. CARBONELL
 Corporate Secretary

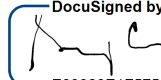
APPROVED BY:

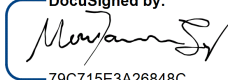
DocuSigned by:

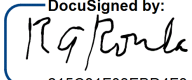
 44C6B4AB851649E...
CHI THING CO
 Stockholder

DocuSigned by:

 BA09CD92456E4BC...
JANICE CO ROXAS-CHUA
 Stockholder

DocuSigned by:

F3B87893F39549E...
EUGENIUS KEVIN L. CO
Stockholder

DocuSigned by:

E89920E1F575456...
SALLY L. CO
Stockholder

DocuSigned by:

79C715E3A26848C...
MACDARREN GAN SY
Stockholder

DocuSigned by:

215C81F03EBD4E8...
RAINIER ALLAN RONDA
Stockholder

LAVISH SOURCES LIMITED
Stockholder

QUANTUMLINK REALTY CORPORATION
Stockholder

By:

By:

DocuSigned by:

BA09CD92456E4BC...
Name: **Janice Co Roxas-Chua**
Proxy

DocuSigned by:

BA09CD92456E4BC...
Name: **Janice Co Roxas-Chua**
Proxy

CITIWORLD PROPERTIES & DEVELOPMENT CORPORATION
Stockholder


EXQUADRA INC.
Stockholder

By:

By:

DocuSigned by:

BA09CD92456E4BC...
Name: **Janice Co Roxas-Chua**
Proxy

DocuSigned by:

BA09CD92456E4BC...
Name: **Janice Co Roxas-Chua**
Proxy