

MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING OF PRYCE CORPORATION HELD AT THE MAKATI
A & B FUNCTION ROOMS OF MAKATI SHANGRI-LA, CORNER AYALA AND MAKATI AVENUES,
MAKATI CITY ON THURSDAY, JUNE 23, 2016 AT 4:00 P. M.

The Chairman and Chief Executive Officer, Mr. Salvador P. Escaño, presided and called the meeting to order at 4:10 p.m. The undersigned as Corporate Secretary certified that notices of the meeting were sent to stockholders of record as of June 3, 2016, at their given addresses on June 5, 2016, and published in a newspaper of general circulation, Manila Bulletin on June 9, 2016. It was also certified that a quorum was present because 1,895,655,899 shares out of the issued and outstanding shares of 2,000,000,000 or 94.78% entitled to vote were present in person and by proxy.

The next item on the agenda was the reading and approval of the minutes of the previous annual stockholders meeting held on June 24, 2015. Inasmuch as the stockholders present were given their copies of the said minutes before the meeting, on motion duly made and seconded, it was unanimously

“RESOLVED, that the reading of the minutes of the annual meeting held on June 24, 2015, be, dispensed with and the same be, as it is hereby, approved”.

The next order of the business was the report of the President and Chief Operating Officer (COO), Mr. Efren A. Palma. But before the actual report of the President, the Chairman, Mr. Salvador P Escaño requested Mr. Carlitos Nazar Dy, Chief Operating Officer of Oro Oxygen Corporation (OOc), to make a short presentation on the operations of the Corporation's subsidiaries, Pryce Gases, Inc. and Oro Oxygen Corporation in order to further enrich the understanding of the stockholders about the core business of the Corporation.

Mr. Dy started the video presentation by showing and enumerating the volume capacity of the Corporation's sea-fed LPG terminals company-wide, as follows: Luzon – 8,400 metric tons, Visayas – 5,390 metric tons, Mindanao – 4,410 metric tons for a total of 18,200 metric tons; while the number of LPG refilling plants, are as follows: Luzon – 32, Visayas – 9, Mindanao – 6 for a total of 47 refilling plants with total volume capacity of 1,625 metric tons and the LPG Autogas Stations are located in Visayas and Mindanao for a total of 37 refilling stations. Mr. Dy likewise presented the process flow of the LPG from the suppliers LPG carriers or cargo ships. Thus; suppliers cargo ship docks at Company's owned jetty to unload cargo via submarine pipes to Company's marine terminal storage tanks. From there, LPG are pump to refilling hall where individual cylinders are refilled as well as lorries or trucks that bring LPG to Company owned refilling plants and bulk customers. LPG delivered to refilling plants then fill up empty cylinders for distribution to a network of sales centers, dealers and outlets and ultimately to the final consumer/user.

After the above presentation, Mr. Efren A. Palma, President and COO continued to read and explain the President's or simply the Management Report particularly the highlights of the Company's results of operations in 2015 compared to the previous year, 2014, as follows:

On a consolidated basis, total revenue for the year ended December 31, 2015 amounted to Php5.77 billion, an 8.8% decline from the previous year's record of Php6.33 billion. This decline was largely due to the fall in the world price of LPG. However, consolidated gross profit, jumped from Php1.07 billion in 2014 to Php1.49 billion in 2015, resulting in net income of Php589 million, an increase of 98.4% over the 2014 level.

Revenue contributions by product lines are as follows: liquefied petroleum gas (LPG), Php5.29 billion (91.7% of total); industrial gases, Php331.47 million (5.7%); real estate, Php82.14 million (1.4%); hotel operations, Php35.26 million (0.61%); pharmaceuticals, Php29.82 million (0.52%) and the remaining balance came from sales of fuels.

Gross profit across all product lines showed remarkable improvements. LPG turned in the highest gross profit contribution of Php1.31 billion, a marked increase from the previous record of Php685.18 million in 2014. Gross margins on LPG rose from 13.2% in 2014 to 25.1% in 2015. The strong gross profit margin mentioned above was made possible by the substantial growth in LPG sales in 2015, which reached 146,188 metric tons from 2014's 113,294 metric tons, or an increase of 29%.

The next order of the business was the approval of the Annual Report and the Financial Statements of the Company for the year ended December 31, 2015. In as much as copies of the said Annual Report and the Audited Financial Statements had already been provided to the stockholders before the meeting as well as copies of the Information Statement and Management Report, on motion duly made seconded the reading of the report to be rendered by the Chairman was dispensed with. There being no questions asked from the stockholders present, on motion duly made and seconded, it was unanimously

“RESOLVED, that the report of the operations of the Corporation for the fiscal year ending December 31, 2015, as well as the audited financial statements for the same period be, as they are hereby, approved”.

The Chairman then stated that the next item on the agenda was the ratification of all acts and transactions entered into by the Board of Directors and its Officers. The stockholders present were informed that the copies of the management acts are available at the Head Office of the Corporation for verification during regular working hours of any working day. There being no question on the acts and transactions entered into by the Board of Directors and its Officers, on motion duly made and seconded, it was unanimously

“RESOLVED, that the acts and transactions entered into by the Board of Directors and Officers of the Corporation on the latter’s behalf, be, as it is hereby, ratified”.

The next item on the agenda was the election of the Board of Directors of the Corporation to hold office for one year until their successors are duly elected and qualified. On motion duly made and seconded, the following stockholders were unanimously elected for the ensuing year.

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| 1. SALVADOR P. ESCAÑO | - Director – Chairman of the Board |
| 2. XERXES EMMANUEL F. ESCAÑO | - Director |
| 3. RAMON R. TORRALBA | - Director |
| 4. EFREN A. PALMA | - Director |
| 5. RAY WILLIAM JOVANOVICH | - Director |
| 6. ENERLITO G. DE MESA | - Independent Director |
| 7. ROLAND JOEY R. DE LARA | - Independent Director |

The next item on the agenda was the appointment of the Corporation’s external auditors. Upon motion duly made and seconded, it was unanimously

“RESOLVED, that the accounting firm of **Diaz Murillo Dalupan and Company** be, as it is hereby appointed external auditor of the Corporation for the current fiscal year”.

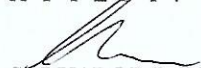
The next item on the agenda was the Approval of Management’s Authority to Offer for Sale or to Sell any or all of the Memorial Parks of the Company to Finance LPG-related Expansion Activities. On motion duly made and seconded it was unanimously

“RESOLVED, that the Management’s Authority to Offer for Sale or to Sell any or all of the Memorial Parks of the Company to Finance LPG-related Expansion Activities be, as it is hereby, approved.”

There being no further business to take up, the meeting was, on motion duly made and seconded, adjourned at 4:35 p.m.


SIMEON S. UMANDAL
Corporate Secretary

A T T E S T :


SALVADOR P. ESCAÑO
Chairman