

DRAFT
For Stockholders' Approval

MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING OF
COAL ASIA HOLDINGS INCORPORATED

Held on 17 September 2019, 9:00 a.m. at the
Dasmariñas Room, Makati Sports Club, L.P. Leviste cor. Gallardo St.,
Salcedo Village, 1227 Makati City

TOTAL NUMBER OF SHARES OUTSTANDING	4,000,000,004
TOTAL NUMBER OF SHARES PRESENT/REPRESENTED AND ENTITLED TO VOTE	3,200,012,001 (80.00%)

Before the start of the meeting, the following members of the Board of Directors present were introduced:

Harald R. Tomintz	Dexter Y. Tiu
Johnson A. Sanhi, Jr.	Eric Y. Roxas
Arsenio M. Bartolome III	

The presence of the following officers of the Corporation was likewise acknowledged:

Rolando P. Domingo	A. Bayani K. Tan
Enrique C. Payawal	Ann Margaret K. Lorenzo
Rosanna T. Desiderio	

I. CALL TO ORDER

The Chairman, Mr. Harald R. Tomintz, called the meeting to order and presided over the same. The Corporate Secretary, Atty. A. Bayani K. Tan, recorded the minutes of the proceedings.

II. CERTIFICATION OF NOTICE AND QUORUM

Upon the request of the Chairman, the Corporate Secretary certified that notices of the meeting were sent to all shareholders of record as of 26 July 2019 in accordance with the provisions of the By-Laws. The Chairman instructed the Secretary to append the Certificate attesting to the mailing of notices to the original Minutes of the Meeting.

The Corporate Secretary certified that, based on the register of attendees and proxies, out of 4,000,000,004 shares of the total outstanding capital stock of the Corporation, a total of 3,200,012,001 shares were present, in person or by proxy, representing an attendance of 80.00% of the total outstanding capital stock of the Corporation. Accordingly, the Secretary certified that a quorum existed for the transaction of business at hand.

III. APPROVAL OF THE MINUTES OF THE LAST STOCKHOLDERS' MEETING

Upon motion duly made and seconded, the reading of the minutes of the last stockholders' meeting held on 07 August 2018 was dispensed with as the same had been previously distributed to the shareholders. Meanwhile, the Chairman opened the floor for questions about the Minutes of the 2018 Annual Stockholders' Meeting but none were raised.

The Minutes of the said meeting was thereafter approved, as circulated, with the shareholders voting as follows:

AGENDA ITEM	VOTES IN FAVOR	VOTES AGAINST	ABSTAIN
Approval of Minutes of the Previous Meeting of Stockholders	3,200,012,001	0	0

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The following resolution was thereafter passed:

“RESOLVED, that the Minutes of the Annual Meeting of the Stockholders of Coal Asia Holdings Incorporated held on 07 August 2018 is hereby approved.”

IV. MANAGEMENT REPORT ON 2019 OPERATIONS AND RESULTS

At the request of the Chairman, the President, Mr. Johnson A. Sanhi, Jr., presented the highlights of the Corporation's coal operations and Mine Development for the year 2018, and reported as follows:

- As an overview, Mr. Sanhi presented a geographical map pointing to the locations of the Coal Operating Contract 159 (COC 159) or the Davao Oriental Project and of COC 166 or the Zamboanga Sibugay Project. Also shown in the map are locations of the two (2) Market Customers, specifically General Santos City Canneries and Sarangani Energy Corporation-Conal (SEC-Conal) Kamanga Power Plant, and one (1) other possible Market Customer, which is San Miguel Malita Coal Power Plant.
 - Mr. Sanhi presented updates on the operations and permits for COC 159 and COC 166. For COC 159, he informed the stockholders that, in estimate, of the total area coverage of 7,000 hectares, 200 hectares were already drilled out. The quality of coal found in such area is 8,404 British Thermal Unit (BTU) per pound (air dried). Also, in compliance with the Environmental Compliance Certificate (ECC) of COC 159, which was granted on 16 May 2014, Coal Asia conducts a weekly inspection of the silt traps and other company installed facilities. Mr. Sanhi also mentioned that the Certification Precondition (CP) for Exploration was already approved by NCIP last 14 December 2018, however, the CP for Development and Production has yet to be issued. On 21 December 2018, the Corporation already submitted to the Department of Energy (DOE) a Work Program/Feasibility Study for the exploration of the Macopa and Sagasa mines.
 - On the other hand, for COC 166, Mr. Sanhi ensured the stockholders that there are no problems encountered with the NCIP. In fact, on 20 March 2019, the Company already submitted to the DOE its amended five-year Mining Plan or Feasibility Study for COC 166.
- Next, Mr. Sanhi reported to the stockholders that there are two (2) Market Customers to be served: (1) the General Santos City Canneries through coal traders, with 12,000MTPA; and (2) SEC-Conal Fuel Supply and Transport Agreement (FSTA) Unit 2, which is to be operational on 17 October 2019, with 132,000MTPA, at the minimum. He also reported that a sample of around 1MTPA was collected and submitted for analysis to San Miguel Malita Coal Power Plant, a possible Market Customer.
 - In connection with the aforementioned FSTA with SEC-Conal, the President informed the stockholders of the projected funds needed for the opening, development, and production of Macopa and Sagasa mine areas to fulfill the FSTA. Total capital expenditure for mining equipment, infrastructure facilities and supplemental exploration is expected to be at ₱253 Million while total operating expenses is projected to be at ₱247 Million. Thus, the Corporation is required to raise capital amounting to, at least, ₱500 Million.
- Furthermore, Mr. Sanhi presented a graph showing a comparison between the price of Indonesian coal and the price set by Coal Asia for the months of July 2018 until July 2019. He mentioned that the coal price has decreased by 35% or from 52.37M U\$/MT last August 2018 to 34.03M U\$/MT last July 2019.
- Finally, Mr. Sanhi reported on the unaudited financial statement of Coal Asia for

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second quarter ended 30 June 2019. Because the Corporation is yet to begin its coal operations, the Corporation has no reported sales, except for Interest Income amounting to ₱700,000, while General and Administrative Expenses amounted to ₱3.88 Million, which resulted to a Net Loss of ₱3.81M. As of 30 June 2019, Total Assets of the Corporation was ₱3.93 Billion. On the other hand, Total Liabilities was at ₱45.10 Million while Total Equity was at ₱3.885 Billion.

- He also reported on the use of the IPO proceeds. The Net Proceeds were ₱726.87 Million, while additional accumulated interest amounted to ₱13.96 Million. The following amounts were disbursed: (i) ₱561.01 Million for the Davao Oriental Project; (ii) ₱52.28 Million for the Zamboanga-Sibugay Project; and, (iii) ₱126.87 Million disbursement for working capital. This leaves a balance of ₱0.67 Million as of 30 June 2019.

Thereafter, the Chairman thanked the Board of Directors for its valuable guidance, the employees for their tireless dedication, and the shareholders for their continued trust and support in the Corporation and the management. Then, the Chairman opened the floor for questions to be raised on the report on the Corporation's operations.

No questions having been raised, the President's Report for the year ended 31 December 2018, together with the Audited Financial Statements for the Fiscal Year ended 31 December 2018, upon motion duly made and seconded, was approved as follows:

AGENDA ITEM	VOTES IN FAVOR	VOTES AGAINST	ABSTAIN
Approval of the 2018 Operations and Results and 2018 Audited Financial Statements	3,200,012,001	0	0

The following resolution was likewise approved:

“RESOLVED, that the President's Report on Coal Asia Holdings, Incorporated's Operations and Results for 2018, together with the Audited Financial Statements for the year ended 31 December 2018, be approved.”

V. RATIFICATION OF CORPORATE ACTS

The next item in the agenda was the ratification of corporate acts. A summary of the significant actions of the Corporation's Board of Directors were flashed on the screen for the benefit of the stockholders.

After the motion to confirm, ratify, and approve all the acts of the Board of Directors and Officers of the Corporation from the date of the last stockholders' meeting up to date of the present meeting was duly made and seconded, the Chairman opened the floor for issues to be taken up pertaining to the ratification of all corporate acts. No questions or issues, however, were raised about the corporate acts. Accordingly, the motion was then approved as follows based on the results of voting:

AGENDA ITEM	VOTES IN FAVOR	VOTES AGAINST	ABSTAIN
Ratification of all acts of the Board of Directors and Officers from the date of the last meeting up to the date of the present meeting.	3,200,012,001	0	0

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The following resolution was likewise approved:

“RESOLVED, that all acts of the Board of Directors and Officers of **COAL ASIA HOLDINGS INCORPORATED**, from the date of the last meeting of the shareholders on 07 August 2018 up to the date of this meeting, are hereby confirmed, ratified and approved.”

VI. ELECTION OF DIRECTORS

The Chairman announced that the next item in the agenda is the election of the members of the Board of Directors for the ensuing year. The Corporate Governance Committee Chairman, Mr. Arsenio M. Bartolome III announced the names of the seven (7) nominees qualified for election to the Board of Directors for Year 2019-2020.

After the nominations were duly made and seconded from the floor, there being seven nominees and seven seats to be filled, voting by ballot was dispensed with and the Corporate Secretary was directed to cast the votes in favor of the seven nominees, and the said nominees were deemed elected. The following persons were elected as members of the Board of Directors of the Corporation for the year 2019-2020 after receiving the votes indicated opposite their names:

Nominee	No. of Votes Received
Harald R. Tomintz	3,200,012,001
Johnson A. Sanhi, Jr.	3,200,012,001
Dexter Y. Tiu	3,200,012,001
Eric Y. Roxas	3,200,012,001
Juan Kevin G. Belmonte (Independent Director)	3,200,012,001
Aristides S. Armas (Independent Director)	3,200,012,001
Arsenio M. Bartolome III (Independent Director)	3,200,012,001

Messrs. Juan Kevin G. Belmonte, Aristides S. Armas and Arsenio M. Bartolome III were elected to serve as the Corporation's Independent Directors.

VII. APPOINTMENT OF EXTERNAL AUDITOR

The body next considered the appointment of the Corporation's external auditors for Year 2019. On behalf of the Audit Committee, Mr. Bartolome announced that the Corporation's Audit Committee has pre-screened and recommended, and the Board of Directors has endorsed for the consideration of the shareholders, the re-appointment of Reyes Tacandong & Co. as the Corporation's external auditor for Year 2019.

No questions or objections having been raised by the shareholders present despite opportunity having been given, the proposal to re-appoint Reyes Tacandong & Co. as the Corporation's external auditor for Year 2019 was approved by the shareholders as follows based on the results of voting:

AGENDA ITEM	VOTES IN FAVOR	VOTES AGAINST	ABSTAIN
Appointment of Reyes Tacandong & Co. as External Auditor for 2019	3,200,012,001	0	0

The following resolution was likewise approved:

“RESOLVED, that Reyes Tacandong & Company be re-appointed as the external auditor of **COAL ASIA HOLDINGS INCORPORATED** for the Year 2019.”

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VIII. OTHER MATTERS

The Chairman next inquired as to whether the shareholders had other matters that they wanted to be discussed, but none was raised.

IX. ADJOURNMENT

There being no other business to transact, the meeting was thereupon adjourned.

Attested by:

HARALD R. TOMINTZ
Chairman

A. BAYANI K. TAN
Corporate Secretary