



May 21, 2020

Philippine Dealing & Exchange Corp.
29/F, BDO Equitable Tower,
8751 Paseo de Roxas, Makati City

Attention: Atty. Marie Rose M. Magallen-Lirio
Head-Issuer Compliance and Disclosure Department (ICDD)
Philippines Dealing & Exchange Corp.

Re: Results of the Special Meeting of the Board of Directors held on 21 May 2020

Subject of the Disclosure
Results of the Special Meeting of the Board of Directors held on 21 May 2020
Background/Description of the Disclosure
Results of the Special Meeting of the Board of Directors held on 21 May 2020
Other Relevant Information
<p>At the Special Meeting of the Board of Directors of the Corporation held on 21 May 2020 at its principal office, at which meeting a quorum was present and acting throughout, the following were discussed and approved:</p> <p>A. Resolution approving the Minutes of the Special Meeting of the Board of Directors held on 13 February 2020;</p> <p>B. Resolutions postponing the date of the Annual Stockholders' Meeting of the Corporation for the year 2020 to Thursday, 20 August 2020, 8:00 a.m., and authorizing the virtual conduct of the Annual Stockholders' Meeting;</p> <p>C. Resolutions authorizing the stockholders to participate and vote on matters in the 2020 Annual Stockholders' Meeting via remote communication or in absentia;</p> <p>D. Resolutions setting the record date on 17 July 2020 for purposes of determining the list of stockholders of the Corporation who are entitled to notice of, and to vote at, the Annual Stockholders' Meeting, and all other deadlines to ensure timely and full compliance with the reportorial/disclosure requirements of both the Securities and Exchange Commission ("SEC") and the Philippine Stock Exchange for the Annual Stockholders' Meeting; and</p> <p>E. Resolution authorizing the Corporation to acquire a parcel of land located in San Mateo, Rizal with an area of 17,112 sq.m.</p> <p>Pursuant to Rule 20.11.1.5 of the 2015 Implementing Rules and Regulations of the Securities Regulation Code and the SEC Notice dated 03 April 2020, we attach herewith the Secretary's Certificate dated 21 May 2020 attesting to the resolutions of the Board of Directors postponing the Annual Stockholders' Meeting and deadlines related thereto.</p>



SECRETARY'S CERTIFICATE

I, **PATRICIA A. O. BUNYE**, of legal age, Filipino, and with office address at the 9th, 10th, 11th and 12th Floors, One Orion, 11th Avenue corner University Parkway, Bonifacio Global City, Taguig 1634, Metro Manila, after having been duly sworn in accordance with law, hereby certify that:

1. I am the Corporate Secretary of **STA. LUCIA LAND, INC.** (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with office address at the Penthouse, Building 3, Sta. Lucia Mall, Marcos Highway corner Imelda Avenue, Cainta, Rizal.

2. At the Special Meeting of the Board of Directors of the Corporation held on 21 May 2020, at which meeting a quorum was present and acting throughout, the following resolutions were unanimously approved and adopted:

"WHEREAS, Section 1.01 of the By-Laws of the Corporation provides that, unless otherwise determined by the Board of Directors, the Annual Stockholders' Meeting of the Corporation shall be held on the third Friday of June of each year;

"WHEREAS, during the Special Meeting of the Board of Directors of the Corporation dated 13 February 2020, the Board of Directors determined that the Annual Stockholders' Meeting of the Corporation shall be held on the fourth Friday of June, or on 26 June 2020;

"WHEREAS, due to the risks associated with conducting the Annual Stockholders' Meeting during the outbreak of COVID-19, the Board of Directors determined that the Annual Stockholders' Meeting of the Corporation shall be postponed;

"RESOLVED, That the Annual Stockholders' Meeting of the Corporation for the year 2020 shall be postponed to 20 August 2020, Thursday, at 8:00 a.m., and shall be conducted virtually;

"RESOLVED, FURTHER, That the stockholders are hereby authorized to participate and vote on matters in the Annual Stockholders' Meeting of the Corporation for the year 2020 via remote communication or *in absentia*;

"RESOLVED, FURTHER, That the record date for the purpose of determining the list of stockholders of the Corporation who are entitled to notice of, and vote at the 2020 Annual Stockholders' Meeting (the 'List of Stockholders') be hereby set on 17 July 2020;

"RESOLVED, FURTHER, That the stock and transfer agent of the Corporation, Philippine Stock Transfer, Inc., be, as it is hereby, authorized and empowered to close the stock and transfer book of the

Corporation at 5:00 p.m. on 17 July 2020, to enable it to prepare the List of Stockholders as of the record date of 17 July 2020;

“RESOLVED, FURTHER, That in compliance with the requirements of the Revised Disclosure Rules of the Philippine Stock Exchange, Inc. (‘PSE’), the List of Stockholders be submitted to the PSE and Securities and Exchange Commission (‘SEC’) not later than 24 July 2020;

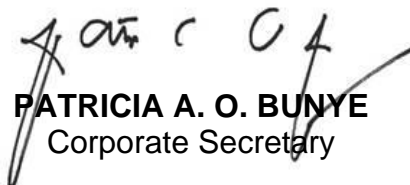
“RESOLVED, FURTHER, That in compliance with SEC Notice dated 20 April 2020, written notices of the 2020 Annual Stockholders’ Meeting be published in the business section of two (2) newspapers of general circulation, in print and online format, for two (2) consecutive days, by 29 July 2020;

“RESOLVED, FURTHER, That in compliance with the requirements of the 2015 SRC Rules, the deadline for submission by the stockholders of their proxies for the 2020 Annual Stockholders’ Meeting to the Corporate Secretary shall be on 13 August 2020, at the principal office of the Corporation; Proxies received by the Corporate Secretary thereafter shall not be considered for purposes of the 2020 Annual Stockholders’ Meeting;

“RESOLVED, FINALLY, That in compliance with the requirements of the 2015 SRC Rules, the date for validating all the proxies submitted to the Corporate Secretary pursuant to the foregoing resolution shall be on 14 August 2020 at the principal office of the Corporation.”

3. The foregoing resolutions have not been revoked, amended, nor in any manner modified, and accordingly, the same may be relied upon until a written notice to the contrary is issued by the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand this 21st day of May 2020 in Taguig City, Metro Manila.


PATRICIA A. O. BUNYE
Corporate Secretary

SUBSCRIBED AND SWORN TO before me this 21st day of May 2020, in Taguig City, Metro Manila, with affiant exhibiting to me her Unified Multi-Purpose ID with Common Reference No. (CRN) 0111-7602634-4 bearing her photograph and signature issued by the Social Security System.

Doc. No. ____;
Page No. ____;
Book No. ____;
Series of 2020.