

**MINUTES OF THE REGULAR ANNUAL
STOCKHOLDERS MEETING OF
BHI HOLDINGS, INC.
VIA VIDEO CONFERENCING**
Held on December 17, 2021, at 8:00 a.m.

CALL TO ORDER

The Chairman, MR. MANUEL TANKIANSEE called the Annual Stockholders' Meeting to order and presided over the same. The Corporate Secretary, ATTY. HELEN C. DE LEON-MANZANO, recorded the minutes thereof.

CERTIFICATION BY THE
CORPORATE SECRETARY ON
THE SENDING OF THE
NOTICES AND THE
EXISTENCE OF THE
QUORUM

The Corporate Secretary certified that notices have been given to all stockholders pursuant to the requirements of the by-laws and that there were present during the meeting, in person or in proxy, stockholders representing more than two-thirds (2/3) of the issued and outstanding shares, and that the meeting was, therefore, competent to transact the business for which it was called.

READING AND APPROVAL OF
THE MINUTES OF THE ANNUAL
REGULAR STOCKHOLDERS'
MEETING HELD ON
DECEMBER 17, 2021

Upon the motion duly made and seconded, the reading of the minutes of the Annual Regular Stockholders' Meeting held on December 17, 2021, was dispensed with and the same was unanimously approved.

PRESIDENT'S REPORT ON
OPERATION AND APPROVAL
OF ANNUAL REPORT

Upon motion duly made seconded, the Chairman rendered his report on the financial statements for the year ended December 31, 2021, and the Chairman submitted the Annual Report of the Corporation for the year 2021 for stockholders' approval and the same was unanimously approved as reflected in the following resolution:

“RESOLVED, That the Annual Report of the Board of Directors of the Corporation for the calendar year ended December 31, 2021, together with financial statements of the Corporation, inclusive of the Balance Sheet, the Statement of Income and Retained Earnings and the Statement of Changes in Financial Position, as of December 31, 2021, as audited by the Corporation's independent auditors, Messrs. Punongbayan and Araullo, and their certification and the supplementary notes be as they are hereby, noted and approved.”

RATIFICATION OF ACTIONS
TAKEN BY THE BOARD OF
DIRECTORS AND OFFICERS
SINCE THE LAST ANNUAL
STOCKHOLDERS' MEETING

Upon motion duly made and seconded, the stockholders unanimously approved the following resolution:

“RESOLVED, That all resolutions, contracts, and other corporate acts made or taken by the Board of Directors and /or the officers of the Corporation as set forth in the minutes of the meetings of the Board of Directors from December 18, 2020, to December 17, 2021, and all proceedings performed or taken pursuant thereto, be as they are hereby approved, ratified and confirmed.”

ELECTION OF NEW DIRECTORS

Upon motion duly made and seconded, the nominations for new directors was opened. Since there were eleven (11) directors to be elected and only eleven (11) candidates have been nominated, the Secretary of the Meeting was hereby ordered to cast all votes in favor of all those nominated.

Thus the following are elected as members of the Board of Directors:

1. MR. MANUEL TANKIANSEE
2. MS. JUANITA U. TAN
3. MS. AGRIPINA M. SERRANO
4. MS. JEMIE U. TAN
5. MS. JALANE CHRISTIE U. TAN
6. MR. MIGUEL OCAMPO-TAN
7. MS. EMMA KENG OCAMPO-TAN

8. MS. MARLOU U. PUA
9. MR. PAOLO REDEMPTUS A. CAPINO
10. MS. JULIE C. DELA CRUZ
11. MS. FELISA ESCUDERO

The Chairman congratulated the newly elected directors and informed them that an organizational meeting of the newly elected directors shall be held immediately after the meeting.

APPOINTMENT OF
PUNONGBAYAN AND
ARAUULLO AS EXTERNAL
AUDITORS

“RESOLVED, as it is hereby resolved, that the Corporation appoints the auditing firm PUNONGBAYAN AND ARAULLO, as external auditor of the Corporation.”

ADJOURNMENT

Thereafter, it was moved and seconded that the meeting be adjourned. As there were no other matters to be taken and, in the absence of any objections, the Chairman declared the meeting adjourned.

HELEN C. DE LEON-MANZANO
Secretary of the Meeting

ATTEST:

MANUEL TANKIANS EE
Chairman of the Meeting

CERTIFICATION OF INDEPENDENT DIRECTORS

I, **FELISA P. ESCUDERO**, Filipino, of legal age and a resident of 22nd Floor, The Pearlbank Centre, 146 Valero Street, Salcedo Village, Makati City, after having been duly sworn to in accordance with law do hereby declare that:

1. I am an independent director of BHI Holdings Inc.
2. I possess all the qualifications and none of the disqualifications to serve as an independent Director of BHI Holdings Inc., as provided for in Section 38 of the Securities Regulation Code and its Implementing Rules and Regulations.
3. I shall faithfully and diligently comply with my duties and responsibilities as independent directors under the Securities Regulation Code.
4. I am not connected with any government agencies or its instrumentalities.
5. I shall inform the corporate secretary of BHI Holdings Inc. of any changes in the abovementioned information within five days from site occurrence.

Done, this 03 NOV 2022 day of QUEZON CITY at _____.

FELISA P. ESCUDERO
Affiant

SUBSCRIBED AND SWORN to before me this 03 NOV 2022 day of _____ at QUEZON CITY affiant personally appeared before me and exhibited to me his/her Tax Identification Number 167-017-993.

Doc. No. 468 ;
Page No. 87 ;
Book No. 66 ;
Doc. No. 102 ;
Series of _____ ;

ATTY. ELISEO S. CALMA, JR.
Notary Public for Quezon City Until Dec. 31, 2023
Roll No. 50183
PTR No. 24548590. 01/03/, 2022/Q.C.
IBP No. 183898 Jan. 31, 2022
MCLE Comp. No. VII-0006624-until April 14, 2025
ADM. Matter No. NP-067 / (2022-2023)
20 Karnagong St., Sapamanai Village
East Fairview, Quezon City
TIN: 138-541-197-00000

CERTIFICATION OF INDEPENDENT DIRECTORS

I, **MARTIN A. AUSTRIA**, Filipino, of legal age and a resident of 22nd Floor, The Pearlbank Centre, 146 Valero Street Salcedo Village, Makati City, after having been duly sworn to in accordance with law do hereby declare that:

1. I am an independent director of BHI Holdings Inc.
2. I am affiliated with the following companies or organizations:

Company/Organization	Position/Relationship	Period of Services
AUSTRIA LAND SURVEYING	General Manager	2012 – Present

3. I possess all the qualifications and none of the disqualifications to serve as an independent Director of BHI Holdings Inc., as provided for in Section 38 of the Securities Regulation Code and its Implementing Rules and Regulations.
4. I shall faithfully and diligently comply with my duties and responsibilities as independent directors under the Securities Regulation Code.
5. I am not connected with any government agencies or its instrumentalities.
6. I shall inform the corporate secretary of BHI Holdings Inc. of any changes in the abovementioned information within five days from site occurrence.

Done, this 03 NOV 2022 day of _____ at QUEZON CITY.

MARTIN A. AUSTRIA
Affiant

SUBSCRIBED AND SWORN to before me this 03 NOV 2022 day of _____ at QUEZON CITY,
affiant personally appeared before me and exhibited to me his/her Tax Identification Number
248-944-863

Doc. No. 4141 ;
Page No. 11 ;
Book No. CC ;
Doc. No. 1111 ;
Series of _____ ;

ATTY. ELISEO S. CALMA, JR.
Notary Public for Quezon City Until Dec. 31, 2023
Roll No. 50183
PTR No. 2454359D, 01/03/, 2022/Q.C.
IBP No. 183888 Jan. 31, 2022
MCLE Comp. No. VII-0008924/until April 14, 2025
ADM. Matter No. NP-067 / (2022-2023)
20 Kamagong St., Sapamanai Village
East Fairview, Quezon City
TIN : 138-541-197-00000