

Minutes of the Special Meeting  
of the Stockholders of  
**CIRTEK HOLDINGS PHILIPPINES CORPORATION**  
Held on 1 March 2013 at 10:30 a.m.  
At the Paseo Premier Hotel in Sta. Rosa Business Park,  
Greenfield City, Sta. Rosa, Laguna

**PRESENT:**

Name	Shares Held
Jerry Liu	
- for himself	1
- as proxy for Camerton, Inc.	140,399,988
- as proxy for Evergreen Stock Brokerage & Sec., Inc.	22,842,549
- as proxy for UPCC Securities Corp.	322,736
- as proxy for David Go Securities Corp.	797,880
Michael Stephen Liu	1
Brian Gregory Liu	1
Anthony S. Buyawe	1
Rafael Estrada	1
Stephen G. Soliven	720

**Total** **164,363,877**

**Total Outstanding Shares** : **233,514,715 Shares**  
**% of Shares Present** : **70.39%**

**Also Present:**

Tadeo F. Hilado  
Esther Claudine F. Lim

**I. CALL TO ORDER**

Upon request of the Stockholders present, Mr. Jerry Liu called the meeting to order and presided as Chairman of the meeting. He requested Atty. Tadeo F. Hilado to record the minutes of the proceedings as Secretary of the meeting.

**II. CERTIFICATION OF QUORUM**

There being present, either in person or by proxy, the stockholders representing 70.39% of the total outstanding capital stock of the Corporation, the Secretary certified that a quorum existed for the proper transaction of business.

**III. APPROVAL OF THE MINUTES OF THE SPECIAL STOCKHOLDERS' MEETING HELD ON 7 DECEMBER 2012**

Upon motion duly made and seconded, the minutes of the Annual Stockholders' Meeting held on 7 December 2012 was approved.

**IV. APPROVAL OF THE DECLARATION OF STOCK DIVIDENDS**

Upon motion and duly seconded, the following resolution was approved:

**"RESOLVED**, that the Corporation hereby declares a stock dividend of Twenty Percent (20%) for each of the Two Hundred Thirty Three Million Five Hundred Fourteen Thousand Seven Hundred Fifteen (233,514,715)

fully paid and issued shares payable on 5 April 2013, to shareholders of record as of 15 March 2013.

**"RESOLVED FINALLY**, that any fractional shares arising from the above declaration of stock dividend to the Corporation's stockholders be paid in cash to the stockholders concerned."

**V. ADJOURNMENT**

There being no other matters to discuss, the meeting was, upon motion duly made and seconded, adjourned.

Prepared by:



**TADEO F. HILADO**

Secretary of the Meeting

Noted by:



**JERRY LIU**

Chairman of the Meeting/Director