

**DRAFT ONLY**

**For Approval of the Stockholders in the Next Stockholders' Meeting**

MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING OF

**FIRST ABACUS FINANCIAL HOLDINGS CORPORATION**

Held on 26 September 2024 at 10:00 AM

via Zoom Webinar

(in accordance with the SEC regulations on Meetings by Remote Communication)

**TOTAL NUMBER OF SHARES OUTSTANDING** 1,193,200,000

**SHAREHOLDERS PRESENT**

IN PERSON:

PAULINO S. SOO	133,000,000
JIMMY S. SOO	10,010,000
MARIA CRISTINA B. ENCARNACION	10,000
MARIE THERESE G. SANTOS	10,000
ANNA FRANCESCA C. RESPICIO	1,000
ALDEN ALFONSO M. CASTANEDA	1,000
MARIA RITA CECILIA P. ARENAS	1,000

BY PROXY:

ABACUS SECURITIES CORPORATION	540,444,341
ABACUS CAPITAL & INVESTMENT CORPORATION	94,552,000
VISTA HOLDINGS CORPORATION	14,095,000
SOO, PAULINO ITF NICHOLAS SOO	100,000
SOO, PAULINO ITF MARK CHRISTIAN SOO	100,000
SOO, ELIZABETH K.	6,000,000
LIMTONG, EDGARDO	28,527,000
UY, LOUIS	2,000,000
HUANG, JACK	500,000

**TOTAL NUMBER OF SHARES PRESENT/REPRESENTED  
AND ENTITLED TO VOTE** 829,351,341

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

PAULINO S. SOO  
JIMMY S. SOO  
MARIA CRISTINA B. ENCARNACION  
MARIE THERESE G. SANTOS  
ANNA FRANCESCA C. RESPICIO  
ALDEN ALFONSO M. CASTANEDA (Independent)  
MARIA RITA CECILIA P. ARENAS (Independent)

The following were likewise in attendance at the shareholder's meeting:

MELANIO C. DELA CRUZ (Compliance Officer)  
JESERAIRE NOC L. QUISAOT (Assistant Corporate Secretary)

Representatives of Punongbayan and Araullo, the Corporation's External Auditor, were also present to respond to questions or requests for clarification on the Corporation's financial reports.

**CALL TO ORDER**

After the Invocation and the National Anthem, the Chairman, Mr. Paulino S. Soo, called the meeting to order and presided over the same. The Assistant Corporate Secretary, Mr. Jeseraire Noc L. Quisaot, acted as the Secretary of the Meeting and recorded the minutes of the proceedings.



**CERTIFICATION OF NOTICE AND QUORUM**

Upon the request of the Chairman, the Secretary certified that notices of the meeting were sent to all stockholders of record as of 27 August 2024 in accordance with the provisions of the By-Laws. The Chairman instructed the Secretary to ensure that the Certificate attesting to the mailing of notices to the original minutes of the meeting shall form part of the records of the meeting.

The Secretary certified that, based on the register of attendees and proxies as tabulated by the Professional Stock Transfer, Inc., the Corporation’s Stock Transfer Agent, out of the One Billion One Hundred Ninety-Three Million Two Hundred Thousand (1,193,200,000) shares of the total outstanding capital stock of the Corporation, there were present, in person or by proxy, Eight Hundred Twenty Nine Million Three Hundred Fifty One Thousand Three Hundred Forty One (829,351,341) shares, representing an attendance of 69.51% of the total outstanding capital stock of the Corporation. Accordingly, the Secretary certified that a quorum existed for the transaction of business at hand.

**RULES OF CONDUCT AND VOTING PROCEDURES**

The Chairman then informed the Body that, while the meeting is being held in a virtual format, the Corporation is extending the shareholders every opportunity to participate therein to the same extent as if they were in an in-person meeting. He then requested the Secretary of the Meeting to briefly explain the rules of conduct and the voting procedures.

The Secretary of the Meeting explained as follows:

1. Shareholders participating through the livestream may send questions throughout the duration of this meeting.
2. After all items in the agenda have been discussed, questions and comments received from shareholders will be read and answered, as time will allow.
3. Management will reply via e-mail to questions and comments received but not taken up during the meeting.
4. Resolutions will be proposed for adoption for each of the items in the Agenda for this meeting.
5. The proxies received and the votes cast have been tabulated by Professional Stock Transfer, Inc., the stock transfer agent of the Corporation.

**APPROVAL OF THE MINUTES OF THE PREVIOUS MEETING OF STOCKHOLDERS**

As requested by the Chairman, the Secretary advised the Body that the minutes of the last stockholders’ meeting held on 07 September 2023 was immediately available for the stockholders to view soon after the last meeting, when it was posted on the Corporation’s website.

The Corporation then presented the Resolution as proposed by Management, and based on the votes received, reported the approval by the stockholders of the following Resolution:

**“RESOLVED**, that the Minutes of the Annual Meeting of the Stockholders of **FIRST ABACUS FINANCIAL HOLDINGS CORPORATION** held on 07 September 2023 is hereby approved.”

The votes for the Resolution on the approval of the Minutes of the 2023 Annual Stockholders’ Meeting are as follows:

<b>AGENDA ITEM</b>	<b>VOTES IN FAVOR</b>	<b>VOTES AGAINST</b>	<b>ABSTAIN</b>
Approval of Minutes of the Previous Meeting of Stockholders	829,351,341	0	0

**PRESIDENT’S REPORT AND PRESENTATION OF FINANCIAL STATEMENTS**

The next item on the agenda was the approval of the operations and results for year 2023. The Chairman directed the stockholders to the Annual Report, which contains a summary of the operations and the audited financial statements of the Corporation as of 31 December 2023.

Thereafter, upon request of the Chairman, the Secretary presented the Resolution, as proposed by the Management, and based on the votes received, reported the approval of the stockholders of the following Resolution:

**“RESOLVED**, that the 2023 Annual Report on the operations of **FIRST ABACUS FINANCIAL HOLDINGS CORPORATION** together with the Audited Financial Statements and accompanying notes thereto for the year ended 31 December 2023, be approved.”

The votes for the adoption of the Resolution for the approval of the Annual Report for year ended 31 December 2023, together with the Audited Financial Statements for Fiscal Year ended 31 December 2023, are as follows:

AGENDA ITEM	VOTES IN FAVOR	VOTES AGAINST	ABSTAIN
President’s Report and Presentation of Financial Statements	829,351,341	0	0

**RATIFICATION OF ALL ACTS OF THE BOARD OF DIRECTORS AND OFFICERS**

The next item on the agenda was the ratification of all acts of the Board of Directors and Officers of the Corporation, from the date of the last Annual Stockholders’ Meeting up to the date of the present meeting.

Upon the Chairman’s request, the Secretary explained that the Board and Management sought the stockholders’ ratification for all the acts of the Board of Directors and Officers of the Corporation, from 07 September 2023 until the present date.

The Secretary then presented the Resolution, as proposed by Management, and based on the votes received, reported the approval by the stockholders of the following resolution:

**“RESOLVED**, that all acts of the Board of Directors and Officers of **FIRST ABACUS FINANCIAL HOLDINGS CORPORATION** from the date of the last stockholders’ meeting on 07 September 2023 up to the date of this meeting, are hereby confirmed, ratified and approved.”

The votes for the adoption of the Resolution for the ratification of the acts and resolutions of the Board of Directors and Officers of the Corporation are as follows:

AGENDA ITEM	VOTES IN FAVOR	VOTES AGAINST	ABSTAIN
Ratification of All Acts of the Board and Management	829,351,341	0	0

**ELECTION OF DIRECTORS**

The Chairman announced that the next item on the agenda is the election of the members of the Board of Directors for the ensuing year and until the next election. He noted that the profiles of those nominated for election as members of the Board were included in the Corporation’s Information Statement, as well as in the Annual Report. The Chairman then requested the Secretary of the Meeting to present the results of the election.

The Secretary stated that each of the nominees has garnered sufficient votes for election as Director. He then presented the Resolution on the election of the nominees for the Board, as proposed by Management, and based on the votes received, reported the approval of the following Resolution:

**“RESOLVED**, to elect the following nominees, receiving the votes indicated opposite their names, as directors of **FIRST ABACUS FINANCIAL HOLDINGS CORPORATION** for the year 2024-2025, to serve as such until their successors shall have been duly elected and qualified:

NOMINEE	NO. OF VOTES RECEIVED
Mr. Paulino S. Soo	829,351,341
Mr. Jimmy S. Soo	829,351,341
Ms. Ma. Cristina B. Encarnacion	829,351,341
Ms. Marie Therese G. Santos	829,351,341
Ms. Anna Francesca C. Respicio	829,351,341
Mr. Alden Alfonso M. Castañeda ( <i>independent</i> )	829,351,341
Ms. Maria Rita Cecilia P. Arenas ( <i>independent</i> )	829,351,341

The Chairman then thanked the shareholders for their continued trust and support in the Board of Directors.

#### APPOINTMENT OF EXTERNAL AUDITOR

The Chairman announced that the next item on the agenda is the appointment of the Corporation's external auditor for the year 2024. He announced that the Audit Committee has recommended, and the Board of Directors has endorsed for the consideration of the stockholders, the re-appointment of the auditing firm of Punongbayan and Araullo as the Corporation's external auditor for the year 2024.

The Secretary, upon the request of the Chairman, presented the Resolution as proposed by Management, and based on the votes received, reported the approval by the stockholders of the following Resolution:

**“RESOLVED**, that the auditing firm of Punongbayan and Araullo be appointed as the **FIRST ABACUS FINANCIAL HOLDINGS CORPORATION**'s external auditor for Year 2024.”

The votes for the adoption of the Resolution for the re-appointment of the auditing firm of Punongbayan and Araullo as the Corporation's external auditor for the year 2024 are as follows:

AGENDA ITEM	VOTES IN FAVOR	VOTES AGAINST	ABSTAIN
Appointment of External Auditor	829,351,341	0	0

#### OTHER MATTERS

After confirming with the Secretary that there are no other remaining matters on the agenda, the Chairman requested Mr. Melanio Dela Cruz to read aloud questions and comments sent by the stockholders.

A question was raised on the recent 20% rally of the PSEI from its lows, with observers suggesting that a bull market is underway. The stockholders inquired about the company's reading of current market conditions, its outlook for the upcoming quarters, potential opportunities and risks for investors and the company on these conditions, and prospects for growing the full-service and online brokering businesses.

In response, the Chairman, Mr. Paulino Soo, stated that the company's position, as presented by the research department, has been consistently bullish since the last quarter, driven primarily by rate reductions in the Philippines and major global markets. The research department has been diligent in pointing out issues that Abacus strongly believes will lead the recovery from almost 10 years of flat market or declining market.

He noted that these reductions signal a shift from tightening to easing monetary policies, a trend that bodes well for the stock market. Specifically, the *Banko Sentral ng Pilipinas*' (BSP's) recent 25 basis points reduction in policy rates to 6.25—the first in four years—coupled with a 250-basis points reduction in the reserve requirement for banks, is expected to lower loan rates, spur economic activity, and attract investments in sectors like housing and manufacturing. Rate reduction coupled with trend buying, which is almost every day of the last 28 days, has resulted in the PSEI moving up 20%.

Mr. Soo added that the company believes the current market trend reflects the beginning of a bullish phase, marked by consistent foreign investor buying, which has not been seen in

nearly a decade. The strength of the company lies in its research department, which identifies key investment opportunities that we broadly share through platforms like YouTube to reach a wider audience.

Another question addressed the potential for growth in the company's brokering businesses and expected revenue trajectories in the coming quarters. Mr. Soo explained that both institutional and retail customer activity are showing positive momentum, with daily trade volumes starting to increase. He emphasized that the company expects revenue growth as more customers invest and trade, although the market is still far from its peak levels.

There was also a question about the industry trend toward lower commission rates and whether Abacus would follow suit. Mr. Soo responded that while the company has reduced rates for some large institutional clients, further cuts would compromise the resources needed for technology and research, which are essential to Abacus' strategy. The current rates are very reasonable and reflect the value provided through expert advice and support. He added that providing expert advice and timely market insights is more valuable to clients than reduced commission rates.

Mr. Soo concluded by acknowledging the risks posed by the dynamic nature of the economy and government policies. He reiterated that informed customers who can respond to changes are crucial in navigating market volatility. He stressed that the market does not move in a straight line, and the Abacus Group's focus would remain on offering high-quality research and guidance to support clients' investment decisions.

#### **ADJOURNMENT**

There being no other matter to be discussed, the meeting was, upon motion, duly made and seconded, adjourned.

Attested by:

**PAULINO S. SOO**  
Chairman

  
**JESERAIRE NOC L. QUISAOT**  
Assistant Corporate Secretary