

**MINUTES OF THE SPECIAL MEETING OF  
THE BOARD OF DIRECTORS  
OF  
BRIGHT KINDLE RESOURCES & INVESTMENTS, INC.**

Held at 16<sup>th</sup> Floor Citibank Tower,  
8741 Paseo de Roxas, Makati City  
April 8, 2020 (Wednesday), 3:00 P.M.  
Via Zoom Teleconference

**DIRECTORS PRESENT:**

**Regular Directors:**

Mr. Cesar C. Zalamea  
Mr. Isidro C. Alcantara, Jr.  
Mr. Macario U. Te  
Atty. Remegio C. Dayandayan, Jr.  
Mr. Augusto C. Serafica, Jr.  
Atty. Hermogene H. Real  
Mr. Rolando S. Santos  
Ms. Minda P. de Paz

**Independent Directors:**

Atty. Carlos Alfonso T. Ocampo  
Mr. Felix Cesar L. Zerrudo

**OTHERS PRESENT:**

Atty. Maila G. De Castro (Corporate Secretary)  
Atty. Kenneth Peter D. Molave (Asst. Corporate Secretary)

**I. CALL TO ORDER**

Mr. Cesar C. Zalamea, the Chairman of the Board, called the meeting to order and presided over the same. Atty. Maila G. De Castro recorded the minutes of the proceedings.

**II. CERTIFICATION OF QUORUM**

The Corporate Secretary confirmed the attendance of majority of the members of the Board and certified that a quorum existed for the transaction of business.

**III. POSTPONEMENT OF ANNUAL STOCKHOLDER'S MEETING**

The Chairman advised the Board of the need to postpone the holding of Annual Stockholders' Meeting scheduled every last Thursday of May of each year to give Management ample time to prepare for the meeting and delegated the authority to determine the schedule and agenda of the same to the President. Upon motion duly made and seconded, the following resolutions were approved:

"WHEREAS, the Corporation's Amended By-Laws dated 12 January 2015 requires the holding of its Annual Stockholders' Meeting (ASM) every last

Thursday of May of each year.”

“**WHEREAS**, on 16 March 2020, the Office of the President through a Memorandum from the Executive Secretary imposed an Enhanced Community Quarantine (ECQ) over the entire Luzon effective 17 March 2020 which, among others, restricted movement and travel. Local Government Units (LGUs) have likewise implemented similar measures in their respective jurisdictions.”

“**WHEREAS**, on 07 April 2020, as reported, President Rodrigo Duterte declared the extension of the Luzon-wide ECQ until 30 April 2020.”

“**WHEREAS**, due to safety and health risks brought about by the COVID-19 pandemic, the extension of the ECQ until 30 April 2020, the lack of any concrete signs of its imminent abatement, and local and national governmental issuances that continuously evolve depending on the developments of said pandemic, the Board and the Management were prevented from timely convening and preparing for the scheduled ASM in accordance with the Amended By-Laws.”

“**RESOLVED**, as it is hereby resolved, that the Annual Stockholders’ Meeting be postponed.”

“**RESOLVED**, that pursuant to Securities and Exchange Commission (SEC) Notice dated 03 April 2020 requiring all publicly-listed companies (PLCs) to file a 17- C Report disclosing said postponement in lieu of an Affidavit of Postponement, the Corporation authorizes the Corporation’s Corporate Secretary, Atty. Maila G. de Castro, to file said 17-C Report and cause the same to be uploaded through the PSE Edge.”

“**RESOLVED, FURTHER**, that the Board authorized the President, Mr. Isidro C. Alcantara, Jr., to reschedule the ASM to an indicative date on 06 August 2020 or to any other date he deems proper”

“**RESOLVED, FINALLY**, that the foregoing resolution shall continue to have full force and effect until the same are repealed, amended and/or superseded by a subsequent resolution to the contrary.”

## V. ADJOURNMENT

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

*Prepared by:*

  
**ATTY. KENNETH PETER D. MOLAVE**  
*CO-Assistant Corporate Secretary*

  
**ATTY. MAILA G. DE CASTRO**  
*Corporate Secretary*