

**MINUTES OF THE ANNUAL MEETING OF THE  
STOCKHOLDERS OF NEXTSTAGE, INC.  
HELD AT ALEXANDRA CONDOMINIUM CLUBHOUSE  
29 MERALCO AVENUE, PASIG CITY  
ON 30 APRIL 2013 AT 10:00 A.M.**

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**PRESENT:**

PERFECT RESEARCH TECHNOLOGY CORPORATION, represented by JJ SAMUEL A. SORIANO  
ESTATE OF DAVID T. FERNANDO, represented by MARIA CATHERINA FERNANDO  
ORLANDO B. VEA, represented by PONCIANO V. CRUZ, JR.

**ALSO PRESENT:**

ANTHONY B. PERALTA  
FR. JESSEL GERALD GONZALES, SJ

MENCHIE MATIGA  
JACLYN ANNE ORDONEZ  
CANDICE FAYE SEE

**A G E N D A**

1. Call to Order
2. Secretary's Proof of the Notice of the Meeting and Certification of Quorum
3. Report of Managing Consultant
4. Approval of Financial Statements
5. Ratification of All Acts and Resolutions of the Board of Directors and Management Adopted During the Preceding Year
6. Election of Directors
7. Appointment of External Auditor
8. Other Matters
9. Adjournment

**1. CALL TO ORDER.**

The Chairman/President, JJ Samuel A. Soriano called the meeting to order and presided thereat. The Corporate Secretary, Anthony B. Peralta recorded the minutes of the meeting.

**2. SECRETARY'S PROOF OF THE NOTICE OF THE MEETING AND CERTIFICATION OF QUORUM.**

The Corporate Secretary informed the Chairman/President and the body that all the stockholders were given due notice of the meeting. The Corporate Secretary also caused the publication of the Notice of the Annual Shareholders' Meeting in the April 27, 2013 issue of the Manila Times. The Corporate Secretary then certified that a quorum existed for the transaction of business there being 155,163,009 shares out of the 167,559,097 issued and outstanding capital stock of the Corporation present or otherwise represented by proxy or 92.60% of the total shareholdings.

**3. REPORT OF THE MANAGING CONSULTANT**

The Managing Consultant reported that as a result of the untimely death of the Corporation's Chairman and President, David Fernando, the Corporation has been in a state of dormancy and has not been exercising its functions as a holding company for the last six (6) years. Consequently, the Corporation has not been able to submit any reportorial requirements to the Securities and Exchange Commission (SEC) and the Philippine Stock Exchange (PSE).

However, efforts are now being made to revive the Corporation and to comply with all the PSE and SEC requirements in order that the stockholders at large may benefit from the company, in which they have invested,

The Managing Consultant also stated that it will be the plan of the newly-elected directors to make the Corporation a fully-functioning holding company with shareholdings particularly in ASEAN region. Such plan is in line with the directions of the top 10 ASEAN countries to form the ASEAN Economic Community in 2015, which is similar to the existing European community. The Corporation plans to begin preparations to serve as the platform for ASEAN and greater Asia related businesses.

#### **4. APPROVAL OF REPORT AND FINANCIAL STATEMENTS**

The Chairman reported that earlier this year, the Corporation requested Isla Lipana & Co. to complete the audit of its financial position from 2007 onwards to 2012. Copies of the draft reports were distributed to the shareholders present.

Upon motion duly made and seconded, the Managing Advisor's Report and the Audited Financial Statements of the Corporation for the years 2010 to 2012 were approved.

#### **5. RATIFICATION OF ACTS OF THE BOARD, OFFICERS AND MANAGEMENT**

Upon motion duly made and seconded, all acts, proceedings, transactions and resolutions of the Board, Officers and Management of the Corporation were unanimously approved, confirmed and ratified.

#### **6. ELECTION OF DIRECTORS**

The Corporate Secretary certified that the nominations for the following directors for the years 2013-2014 were received within the period specified in the By-Laws of the Corporation:

JJ SAMUEL A. SORIANO  
MARIA CATHERINA FERNANDO  
LOIDA N. LEWIS  
PONCIANO V. CRUZ, JR.  
SHINYA KAJIKAWA  
MARIA CYNTHIA C. MARTINEZ  
FR. JESSEL GERALD GONZALEZ, S.J.  
KENNETH P. BUTT  
AUGUSTO JOSE ARREZA

Upon nominations duly made and seconded, all the directors listed above were elected.

#### **7. APPOINTMENT OF EXTERNAL AUDITOR**

The Stockholders present and represented unanimously agreed to reappoint the auditor of the previous year, *Isla Lipana & Co. (Pricewaterhouse Coopers)* as their external auditor for the year 2012.

#### **8. OTHER MATTERS**


The Corporate Secretary brought up the matter of the filing of a Petition for Lifting of Suspension Order by both the SEC and the PSE. Since the death of Mr. David Fernando in 2009, the Corporation has been unable to comply with disclosure requirements both with the SEC and the PSE.

As a result, in May 25, 2009, the SEC issued an order of suspension of trading of the shares of the Corporation over the PSE. The PSE followed suit last year, as a result of a BIR ruling, and issued a trading suspension of shares for listed companies, including the Corporation, with a public float of less than ten percent (10%). It is because of the two suspension orders that stockholders approval must be obtained to file the petition to lift suspension orders with the SEC and the PSE.

Upon motion made and duly seconded, the filing of the Petition for Lifting of the Suspension Order by both the SEC and the PSE were approved.

9. **ADJOURNMENT**

Upon motion made and duly seconded, the meeting was adjourned at 10:45 a.m.

  
**ANTHONY B. PERALTA**  
*Corporate Secretary/Vice President*