

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

Notice is hereby given that the annual meeting of the stockholders of **STARMALLS, INC.** (the "Company") for the year 2019 will be held on 24 June 2019, Monday, at 9:00 in the morning, at the Ground Floor, Function Room, Mella Hotel, C5 Extension, Global South, Las Piñas City.

The order of business thereat as follows:

- I. Call to order
- II. Certification of service of notice and presence of quorum
- III. Approval of the minutes of the last Annual Meeting of Stockholders held on June 25, 2018
- IV. President's Report
- V. Approval of the Audited Consolidated Financial Statements as of and for the year ended 31 December 2018 as contained in the Company's Annual Report
- VI. Election of the Directors and Independent Directors for the year 2019
- VII. Appointment of External Auditors
- VIII. General ratifications of the acts of the Board of Directors and the Management in line with the usual business of the Company for the year 2018 until the date of this meeting
- IX. Approval of the change of name of the Company from STARMALLS, INC. to VISTAMALLS, INC. and the corresponding amendment of First Article of the Amended Articles of the Incorporation of the Company
- X. Other Matters
- XI. Adjournment

The Board of Directors has fixed 17 May 2019 as the record date for the determination of stockholders entitled to notice of, and to vote at, said Annual Stockholders' Meeting.

Please bring some form of identification, such as passport, driver's license, or company ID and certification from PCD participant (if applicable) to facilitate registration which will start at 8:30 a.m.



MA. NALEN S.J. ROSERO
Corporate Secretary

Starmalls, Inc.

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EXPLANATION OF AGENDA ITEMS FOR STOCKHOLDERS' APPROVAL

1. **Call to Order**

The Chairman of the Board of Directors of the Company, Mr. Manuel B. Villar, Jr., will call the meeting to order.

2. **Certification of service of notice and presence of quorum**

The Corporate Secretary, Atty. Nalen S.J. Rosero, will certify that copies of the Notice of Meeting ("Notice") were sent to the Stockholders of record as of 17 May 2019, and will certify the number of attendees, whether in person or by proxy, for purposes of determine/ng the presence of quorum.

3. **Approval of the minutes of the last Annual Meeting of Stockholders held on June 25, 2018**

The minutes of the last Annual Meeting of Stockholders held on June 25, 2018 will be presented for approval by the stockholders, in keeping with Section 49(a) of the Revised Corporation Code.

A copy of such minutes has been uploaded on the Company's website immediately after the 2018 Annual Meeting of Stockholders.

4. **Approval of the President's Report and Audited Consolidated Financial Statements for the period ended 31 December 2018 as contained in the Company's Annual Report**

The President of the Company, Ms. Benjamarie Therese N. Serrano, will present a report on the Operations and Financial Results of the Company and its subsidiaries for the year 2018. Thereafter, the Company's Audited Financial Statements for the period ended 31 December 2018 will be presented for approval by the stockholders. The Audited Consolidated Financial Statements were incorporated in the Information Statement of the Company accompanying the Notice to be sent to the shareholders twenty eight (28) days before the meeting.

The vote of stockholders representing majority of the outstanding capital stock of the Company, entitled to vote and be represented in the meeting, is required to approve the afore-said agenda items.

5. **Election of Directors and Independent Directors**

The incumbent members of the Board of Directors were nominated for re-election for the current year. Background information about the nominees to the Board are contained in the Information Statement accompanying the Notice.

For the election of the members of the Board of Directors, the candidates who received the highest number of votes shall be declared elected.

6. **Appointment of External Auditors**

The auditing firm of Sycip Gorres Velayo & Company (“SGV & Company”) is being recommended for appointment as external auditor for the current year. Brief information about SGV & Company and the aggregate fees paid for the professional services provided by SGV & Company are set out in the Information Statement accompanying the Notice.

The vote of stockholders representing majority of the outstanding capital stock of the Company, entitled to vote and be represented in the meeting, is required to approve the afore-said agenda item.

7. **General ratifications of the acts of the Board of Directors and the Management in line with the usual business of the Company for the year 2018 until the date of the meeting**

Ratification by the stockholders will be sought for the acts of the Board of Director and the Management of the Company for the year 2018 until the date of the meeting, as set forth in the minutes of the meetings of the Board of Directors held during the same period and in the disclosures that have been duly filed with the Securities and Exchange Commission and the Philippine Stock Exchange. The acts of the Board and the Management are those taken in line with the usual business of the Company.

The vote of stockholders representing majority of the outstanding capital stock of the Company, entitled to vote and be represented in the meeting, is required to approve the afore-said agenda item.

8. **Approval of the change of name of the Company from STARMALLS, INC. to VISTAMALLS, INC. and the corresponding amendment of First Article of the Amended Articles of the Incorporation of the Company.**

Ratification by the stockholders will be sought for the change of name of the Company from Starmalls, Inc. to Vistamalls, Inc. and the corresponding amendment of First Article of the Amended Articles of Incorporation of the Company.

The vote of stockholders representing two-third (2/3) of the outstanding capital stock of the Company, entitled to vote and be represented in the meeting, is required to approve the afore-said agenda item.