

**MINUTES OF THE ANNUAL MEETING
OF THE STOCKHOLDERS
OF STARMALLS, INC.**

Held on June 24, 2013

CALL TO ORDER

The President, Mr. Jerry M. Navarrete., called the meeting to order and presided over the same. The Assistant Corporate Secretary, Ms. Jo Marie C. Lazaro-Lim, recorded the minutes of the meeting.

CERTIFICATION OF NOTICE AND QUORUM

The Corporate Secretary certified that notice of this meeting was duly sent to all the shareholders of the Corporation and that shareholders owning 9,923,419,291 shares representing 92.07% of the total issued and outstanding capital stock of the Company were present in this meeting and there was, therefore, a quorum to transact business herein.

APPROVAL OF THE PRESIDENT'S REPORT

On motion duly made and seconded, the shareholders received and adopted President's Report and the Annual Report of the Company for the year ended December 31, 2012.

**APPROVAL OF THE AUDITED FINANCIAL STATEMENTS AS AT 31
DECEMBER 2012**

On motion duly made and seconded, the shareholders approved the Audited Financial Statements of the Company as at 31 December 2012.

**RATIFICATION/APPROVAL OF THE ACTS OF THE BOARD OF DIRECTORS
AND MANAGEMENT FOR THE YEAR 2012**

On motion duly made and seconded, stockholders confirmed and ratified all acts done or caused to be done by the Board of Directors and Management for the year 2012.

ELECTION OF DIRECTORS

On motion duly made and seconded, all the 7 individuals nominated to the Board of Directors of the Company for the year 2013 were elected as members of the Board of Directors. They are as follows:

- (1) Manuel B. Villar Jr.
- (2) Jerry M. Navarrete
- (3) Manuel Paolo A. Villar
- (4) Adisorn Thananun-Narapool
- (5) Frances Rosalie T. Coloma
- (6) Atty. Joel L. Bodegon
- (7) Carolina C. Mejias

APPOINTMENT OF EXTERNAL AUDITORS

On motion duly made and seconded, Punongbayan & Araullo was declared re-appointed as the external auditors of the Company.

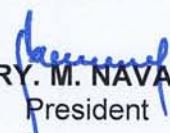
ADJOURNMENT

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

CERTIFIED CORRECT:


MA. NALEN ROSERO GALANG
Corporate Secretary

ATTESTED BY:


JERRY M. NAVARRETE
President