

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 2016 will be held on 27 June 2016, Monday, at 10:00 in the morning, at Colonial Ballroom, Palazzo Verde, Daang Reyna, Vista City, Las Piñas City.

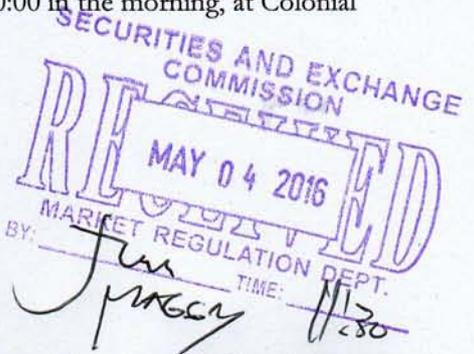
The order of business thereat as follows:

- I. Call to order
- II. Certification of service of notice and presence of quorum
- III. President's Report
- IV. Approval of the Audited Consolidated Financial Statements for the period ended 31 December 2015 as contained in the Company's Annual Report
- V. Election of the Directors and Independent Directors
- VI. Appointment of External Auditors
- VII. 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 2015 until the date of the meeting
- VIII. Approval of the amendments of Articles III and IV of the Articles of Incorporation of the Company to extend the corporate term of the Company and to change the principal office address of the Company.
- IX. Approval of the amendments of Articles I, III paragraph 1, and IV paragraph 6 of the By-laws of the Company to change the principal office address of the Company, to change the format of the notice of annual stockholders' meeting of the Company, and to add to the express powers of the Board of Directors of the Company the power to amend, revise, or modify the By-Laws of the Company.
- X. Other Matters
- XI. Adjournment

The Board of Directors has fixed 18 May 2016 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 9:30 a.m.

MA. NALEN ROSERO-GALANG
Corporate Secretary



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-Galang, will certify that copies of this Notice were sent to the Stockholders of record as of 18 May 2016, and will certify the number of attendees, whether in person or by proxy, for purposes of determining the presence of quorum.

3. Approval of the President's Report and Audited Consolidated Financial Statements for the period ended 31 December 2015 as contained in the Company's Annual Report

The President and Chief Executive Officer of the Company, Mr. Jerry M. Navarrete, will present a report on the Operations and Financial Results of the Company and its subsidiaries for the year 2015. Thereafter, the Company's Audited Financial Statements for the period ended 31 December 2015 will be presented for approval by the stockholders. The Audited Consolidated Financial Statements were incorporated in the Information Statement of the Company accompanying this Notice to be sent to the shareholders twenty eight (28) days before the meeting.

The vote of majority of the outstanding capital stock entitled to vote and represented in the meeting is required to approve these agenda items.

4. 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 this Notice.

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

5. 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 and P&A for the last two (2) years are set out in the Information Statement accompanying this Notice.

The vote of majority of the outstanding capital stock entitled to vote and represented in the meeting is required to approve this agenda item.

6. 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 2015 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 2015 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 majority of the outstanding capital stock entitled to vote and represented in the meeting is required to approve this agenda item.

7. Approval of the amendments of Articles III and IV of the Articles of Incorporation of the Company to extend the corporate term of the Company and to change the principal office address of the Company

Ratification by the stockholders will be sought for the amendments of Articles III and IV of the Articles of Incorporation of the Company to extend the corporate term of the Company and to change the principal office address of the Company

The vote of two-thirds (2/3) of the outstanding capital stock entitled to vote and represented in the meeting is required to approve this agenda item.

8. Approval of the amendments of Articles I, III paragraph 1, and IV paragraph 6 of the By-laws of the Company to change the principal office address of the Company, to change the format of the notice of annual stockholders' meeting of the Company, and to add to the express powers of the Board of Directors of the Company the power to amend, revise, or modify the By-Laws of the Company

Ratification by the stockholders will be sought for the amendments of Articles I, III paragraph 1, and IV paragraph 6 of the By-laws of the Company to change the principal office address of the Company, to change the format of the notice of annual stockholders' meeting of the Company, and to add to the express powers of the Board of Directors of the Company the power to amend, revise, or modify the By-Laws of the Company.

The vote of majority of the outstanding capital stock entitled to vote and represented in the meeting is required to approve the amendments on the principal office address of the Company and the format of the notice of annual stockholders' meeting of the Company.

The vote of two-thirds (2/3) of the outstanding capital stock entitled to vote and represented in the meeting is required to approve the amendment adding to the express powers of the Board of Directors of the Company the power to amend, revise, or modify the By-Laws of the Company

9. Other Matters

The Chairman will entertain questions and comments from the stockholders.