

**MINUTES OF THE
ANNUAL STOCKHOLDERS' MEETING
OF
HAUS TALK, INC.
Held on September 25, 2024 (Wednesday)
via Zoom Meeting**

<https://zoom.us/j/97719993567?pwd=3TUHbNc2bJDTz0sNfalkG8b0hmvSHO.1>

Stockholders Present In Absentia/ Proxy	No. of Shares	%
Luis Pio D. Madlambayn	168,181,363	6.73%
Ma. Leah D. Madlambayan	168,181,363	6.73%
Joselito D. Madlambayan	168,181,363	6.73%
Maria Agnes M. Siapno	168,181,364	6.73%
Gloria Judith D. Madlambayan	168,181,363	6.73%
Noemi D. Madlambayan	168,181,363	6.73%
Rufino Albert D. Madlambayan	168,181,363	6.73%
Edward D. Madlambayan	168,181,363	6.73%
A.T. De Castro Securities Corp.	793,820,095	31.75%
Abacus Securities Corporation	49,352,487	1.97%
AAA Southeast Equities, Inc.	58,408,500	2.34%
Mercantile Securities Corporation	13,410,000	0.54%
Unicapital Securities, Inc.	37,654,000	1.51%
TOTAL	2,298,095,987	91.92%
Issued and Outstanding Shares	2,500,000,000	

Also Present are the following Board of Directors and Officers:
Terence Restituto D. Madlambayan
Maria Rachel D. Madlambayan
Luis Pio D. Madlambayan
Ma. Leah D. Madlambayan
Joselito D. Madlambayan
Atty. Angelico T. Salud
Atty. Jose Ferdinand M. Rojas li
Ma. Leah D. Madlambayan
Gloria Judith D. Madlambayan
Maria Agnes M. Siapno
Noemi D. Madlambayan
Atty. Lyra Gracia Y. Lipae-Fabella

Call to Order

The meeting started at exactly 2:00 p.m. It opened with an opening prayer which was followed by the singing of the Philippine National Anthem.

The Corporate Secretary, Atty. Lyra Gracia Y. Lipae-Fabella, recorded the minutes of the proceedings and acted as the moderator. She discussed the rules and procedures for the conduct of the meeting.

The Chairman, Mr. Terence Restituto D. Madlambayan, then called the meeting into order and presided over the same. He also introduced the members of the Board of Directors who were all present at the meeting.

Certification of Notice and Quorum

The Chairman requested the Corporate Secretary to inform the body if notices were sent to the stockholders of the Company, and if there is a quorum in this meeting.

The Corporate Secretary certified that the Notice of the Annual Stockholders' Meeting with link to the Definitive Information Statement, among others, was duly published in print and online format in the Manila Bulletin and the Business World, both newspapers of general circulation, on September 3 and 4, 2024, in accordance with the requirements of the Securities and Exchange Commission, and is available on the Corporation's website and on the PSE Edge website, for the information of the Corporation's stockholders. She informed the attendees that the publishers also executed their respective affidavits of publication.

She further certified that the stockholders have been informed of the manner of voting for this meeting, details of which were provided in the Definitive Information Statement. Specifically, the stockholders were asked to cast their votes via the proxy forms or google forms with the link sent to them prior to the meeting.

The Corporate Secretary also certified that a quorum existed for the meeting at hand. After final tabulation, it was determined that the stockholders registered an attendance of 2,298,095,987 common shares representing 91.92% of the total issued and outstanding 2,500,000,000 common shares.

Approval of the Minutes of the Previous Annual Meeting of Stockholders Held on July 21, 2023

The Minutes of the previous annual stockholders' meeting held on July 21, 2023 were made available to the stockholders together with the Definitive Information Statement. The Chairman informed the stockholders of the proposal to approve the previous minutes and dispense with the reading thereof during the meeting.

Per voting results, shareholders owning 2,298,095,987 shares or 91.92% percent of total voting shares represented in the meeting voted IN FAVOR of the approval of this corporate action, with 0 AGAINST and 0 ABSTAIN.

Management Report

The President, Ms. Maria Rachel D. Madlambayan, delivered the Management Report and discussed the highlights of the previous years' operations as well as the recent updates. Please see Annex "A" for the Management Report.

Approval of the Audited Financial Statements as of December 31, 2023

The Audited Financial Statements ending December 31, 2023, as contained in the Annual Report, were made available to the stockholders together with the Definitive Information Statement. The Chairman informed the stockholders of the proposal to approve and ratify the same.

Per voting results, shareholders owning 2,298,095,987 shares or 91.92% percent of total voting shares represented in the meeting voted IN FAVOR of the approval of this corporate action, with 0 AGAINST and 0 ABSTAIN.

Ratification of All Prior Acts and Proceedings of the Board of Directors, Corporate Officers and Management

The Chairman informed the stockholders of the proposal to approve and ratify the prior acts and proceedings of the Board of Directors, Corporate Officers and Management up until this date, September 25, 2024, as set forth in the previous minutes of the meetings and the duly filed reports and disclosures.

Per voting results, shareholders owning 2,298,095,987 shares or 91.92% percent of total voting shares represented in the meeting voted IN FAVOR of the approval of this corporate action, with 0 AGAINST and 0 ABSTAIN.

Election of the Board of Directors

The Chairman requested the Corporate Secretary to read the names of the nominated members of the Board of Directors. The Corporate Secretary noted that the Corporate Governance Committee exercising functions as Nominations Committee has evaluated the nomination of the nominated individuals and confirmed that these individuals possess all the qualifications and have none of the disqualifications to be elected as directors of the Company. The Committee has also confirmed that Attys. Salud and Rojas meet all the requirements for election as independent directors of the Company under Section 38 of the Securities Regulation Code and Rule 38 of its Implementing Rules and Regulations.

The Corporate Secretary also confirmed that there are only seven nominees for the seven Board seats and each nominee received enough votes for election to the Board.

Per voting results, each director below obtained 2,298,095,987 votes IN FAVOR, 0 AGAINST and 0 ABSTAIN.

Thus, the following were elected directors for the ensuing year:

1. Mr. Terence Restituto D. Madlambayan
2. Ms. Maria Rachel D. Madlambayan
3. Mr. Luis Pio D. Madlambayan
4. Ms. Ma. Leah D. Madlambayan
5. Mr. Joselito D. Madlambayan

6. Atty. Angelico T. Salud (independent director)
7. Atty. Jose Ferdinand M. Rojas II (independent director)

Appointment of External Auditor for the Calendar Year 2024

The Chairman informed the stockholders of the proposal by Management to appoint Valdes Abad & Company as External Auditor for the calendar year 2024, as recommended by the Audit Committee.

Per voting results, shareholders owning 2,298,095,987 shares or 91.92% percent of total voting shares represented in the meeting voted IN FAVOR of the approval of this corporate action, with 0 AGAINST and 0 ABSTAIN.

Other Matters

The Chairman opened the floor for other matters to be taken up or questions from the stockholders.

The questions raised were as follows:

1. What are the Corporation's strategic priorities for the upcoming year?

The President, Ms. Madlambayan, gave an update on the Corporation's plans. She explained that the Corporation's strategic priorities for the upcoming year include enhancing its presence in key regions such as Rizal and Laguna, where the Corporation is working on large-scale projects that cater to the economic and mid-cost segments. She also answered that the Corporation aims to expedite project timelines and increase construction efficiency using technologies like CIP (cast-in-place) which enables quicker delivery of homes. Additionally, the Corporation shall continue to focus on expanding its market share in the economic housing segment which has a substantial demand.

2. Can the shareholders expect dividends for the current year?

Ms. Madlambayan answered in the affirmative. She said that considering the consistent profitability shown by the Corporation, as reflected in the financial performance over the past year and the first half of 2024, the shareholders can certainly expect dividend payouts within the year.

Video Presentation and Adjournment

There being no other matters raised, the Chairman thanked the stockholders for their attendance and support. A video presentation was thereafter shown presenting the accomplishments of the Corporation in 2023, and its inspiration and outlook for the coming period.

After the video presentation, the meeting was adjourned.

The newly-elected Board of Directors shall convene for their organizational meeting.

Prepared by:


LYRA GRACIA Y. LIPAE – FABELLA
Corporate Secretary

Attested by:


TERENCE RESTITUTO D. MADLAMBAYAN
Chairman of the Board

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Annex “A”

MANAGEMENT REPORT ASM 2024

HAUS TALK, INC. (“HAUS TALK”) continues to strive in catering to the economic and Mid-market housing segment. We see the strength in focusing on this segment as it gives us the best mix of sales velocity, profitability, turnaround time, and tax efficiency.

A testament to our focus on this segment is our The Granary project in Biñan, Laguna. The Granary has now sold more than 1,100 units and because of the continued strong market reception to the Granary, the development timeline has been shortened from 5 years to 3 years.

Due to the strong demand, we have invested in new construction technologies that not just speed up construction, but also help with cost efficiencies. An example of which is the Cast-in-Place (“CIP”) technology, where we are able to build a housing structure within days.

Moving to our pipeline projects, we have broken ground in two new projects in Antipolo this year - the Hammond and Ellery Homes. The Hammond is a 1.6-hectare horizontal housing project that comprises of 145 units, with the average price of the units at 3.6Million Pesos. This development is projected to have a revenue of 522Million Pesos.

Also located in Antipolo, is The Ellery – a midrise development project which will have 144 units priced at an average of 1.8Million Pesos. The project is looking to bring in a total revenue of 260Million Pesos.

Due to the success of The Granary, HAUS TALK will continue to grow its presence in Biñan, Laguna. In the coming year, we plan to break ground in two new projects - The Amberwood and The Cornerstone.

Amberwood is a 1.6-hectare horizontal housing project of 160 units, and is expected to bring in revenues of 576Million Pesos. We are projecting to break ground in early 2025.

“The Cornerstone” will be HAUS TALK’s first venture in midrise apartment living in the south. The development is strategically located along the South Luzon expressway and is easily accessible. The 12-building, 4-hectare project is expected to bring in revenues of 4.6Billion Pesos. We plan to break ground in the 4th quarter of 2025.

We have also recently acquired a 37-hectare property in Rizal to develop our first mixed-use development, where we are projecting to bring in revenues of 9Billion Pesos.

As to the financial highlights of the company – With the strong performances of our projects, we have seen robust financial performances for the calendar year 2023 and the first half of 2024.

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For fiscal year 2023, we saw record highs in revenue and net income. The revenue of the company increased to 58% and reaching 1Billion Pesos in revenue, and an increase of 75% in net income, gaining 242Million Pesos.

For the first half of 2024, we saw growth across the board; with an increase of 48% in revenue or 575Million Pesos and +65% in net income or 127Million Pesos. We also have improved our margin with a +2% margin expansion.

Overall, HAUS TALK has seen impressive growth since going public in 2022.

We have seen a Revenue Compounded Annual Growth Rate of 32% and a Net Income Compounded Annual Growth Rate of 36%. Also, due to operational efficiencies we have gained a NIAT Margin Expansion of 2 percentage points. To propel our growth, we have also continued our efforts to improve our capital structure, with our Debt-to-Equity Ratio seeing an expansion of +0.10. We have also seen our Net Asset Value increase by 43%.

We will strive to continue this growth through strategic land acquisitions and development innovations, to further propel the story of HAUS TALK and improve the quality of living of homebuyers who will begin their stories with us.

FORWARD-LOOKING STATEMENT

The subject disclosure contains statements about future events and expectations that constitute “forward-looking statements.” Although HTI has years of professional experience and competitive advantage in similar projects, the forward-looking statements are subject to known and unknown risks and uncertainties that could cause actual results to differ materially from those contemplated by the relevant forward-looking statements. Known uncertainties affecting forward-looking statements include (1) project completion risk, (2) regulatory risk, (3) foreign exchange risk, (4) changes in political climate. Lastly, such looking forward statements are made based on management’s current expectations and past experiences and as at current date. Nothing contained in the disclosure should be relied upon as a promise or representation as to a definite happening in the future and the expectations may differ from the actual results given the various risks.