

**MINUTES OF THE SPECIAL MEETING
OF THE STOCKHOLDERS OF
MERRYMART CONSUMER CORP.
On 24 January 2020**

STOCKHOLDERS PRESENT:	No. of Outstanding and Voting Shares 6,000,000,000	Percentage 100%
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PRESENT:

EDGAR J. SIA II
FERDINAND J. SIA
RIZZA MARIE J. SIA
MARRIANA H. YULO
JOSE ROELPH E. DESALES
GARY EMERSON P. CHENG
VICTORIA R. TAMAYAO
JACQUELINE ANN MARIE O. GOMEZ

I. Determination of Quorum and Call to Order

A quorum being present, the Chairman, Mr. Edgar J. Sia II, called the meeting to order and presided over the proceedings. The Corporate Secretary, Jacqueline O. Gomez recorded the minutes of the meeting.

II. Reading And Approval Of The Minutes Of The Previous Board Of Directors' Meeting

Copies of the minutes of the Board of Directors meeting on November 15, 2019 and Organizational Meeting held January 23, 2020 were provided to all members of the Board for their review and comments. Upon motion duly made and seconded, the reading of the minutes of the last Board of Director's Meeting was dispensed with and the minutes of the previous Board of Directors' Meetings were unanimously approved.

III. Approval of the Initial Public Offering of 1,594,936,709 Shares

A. Resolved that the corporation is authorized to:

1. Offer up to 1,594,936,709 primary common shares of the Corporation (the 'Offer Shares') through an initial public offering at the price of up to One Peso (P1.00) per share (the "Offer Price").
2. Apply with the SEC for the registration of one hundred percent (100%) of its issued and outstanding stock consisting of 6,000,000,000 and the Offer Shares of 1,594,936,709 or the aggregate of 7,594,936,709 common shares.
3. Engage the services of underwriter/s, issue managers, selling agents, stabilizing agents, advisors, legal counsel and such other parties and agents as may be necessary, proper or desirable to effect and implement the registration and licensing of the Subject Shares with the SEC, and the listing thereof with the PSE.
4. Allow any of the following officers to execute, sign, file and deliver the Registration Statement with the SEC, the Listing Application with the PSE, the Underwriting Agreement, and such other documents, instruments, applications and statements, and to do all things as may be required or necessary to fully implement the foregoing:

1.	Edgar J. Sia II	Chairman of the Board
2.	Ferdinand J. Sia	President

5. *Approve the disclosures contained in the Registration Statement and assume responsibility for the information contained in the Registration Statement, Listing Application and the Prospectus, including any attachments, amendments or supplementary documents thereto.*

III. Adjournment

There being no further matter to be discussed, the meeting was, upon motion duly made and seconded, adjourned.

Certified Correct:

JACQUELINE ANN MARIE O. GOMEZ
Corporate Secretary

Attested by:

EDGAR J. SIA II
Chairman

Minutes Read and Approved by:

FERDINAND J. SIA
President/Director

MARRIANA H. YULO
CFO/Director

VICTORIA R. TAMAYAO
Independent Director

GARY P. CHENG
Independent Director

JOSE ROELPH E. DESALES
Asst. Corp. Secretary/ Director