

**MINUTES OF THE SPECIAL MEETING
OF THE STOCKHOLDERS
OF
HARBOR STAR SHIPPING SERVICES, INC.**

Held on 28 November 2014

Geneva Room, Old Swiss Inn, Makati City

<u>PRESENT:</u>	<u>NO. OF SHARES</u>
Total No. of Shares Represented In Person and By Proxy	428,225,580
Total Outstanding Shares	605,238,580
Attendance Percentage to Total Outstanding Shares	70.75%

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I. CALL TO ORDER

The Chairman, Mr. Geronimo P. Bella, Jr., called the meeting to order and presided over the same. The Corporate Secretary, Mr. Ignatius A. Rodriguez, recorded the minutes of the proceedings.

II. CERTIFICATION OF NOTICE AND QUORUM

Based on the Certifications provided by Mr. Walter R. Briones of Rizal Commercial Banking Corporation ("RCBC"), the stock and transfer agent of the Corporation, the Corporate Secretary certified that:

- (a) Notices for the meeting were sent to all stockholders of record as of 28 October 2014 at least fifteen (15) business days prior to the meeting in compliance with Section 2, Article 1 of the By-Laws of the Corporation; and
- (b) Present in person and by proxy are Four Hundred Twenty-Eight Million Two Hundred Twenty-Five Thousand Five Hundred Eighty (428,225,580) shares of the total Six Hundred Five Million Two Hundred Thirty-Eight Thousand Five Hundred Eighty (605,238,580) shares, or 70.75%, of the Corporation's total issued and outstanding capital stock, and that a quorum existed for the valid transaction of business.

The Certifications of Mr. Briones of RCBC regarding the sending of notices to stockholders of record as of 28 October 2014 and on quorum are attached hereto as Annexes "A" and "B", respectively.

III. APPROVAL OF PREVIOUS MINUTES

The Chairman stated that copies of the Minutes of the Annual Meeting of the Stockholders held on 11 June 2014 were made available for inspection at the registration desk.

Upon motion duly made and seconded, the Minutes of the Annual Meeting of the Stockholders held on 11 June 2014 were unanimously approved.

IV. AMENDMENT OF THE ARTICLES OF INCORPORATION

The Chairman explained that there is a proposal from Management to amend the Second Article of the Articles of Incorporation of the Corporation to include new lines of business in order for the Corporation to take advantage of business opportunities.

The Corporate Secretary stated that on 17 July 2014, the Board of Directors of the Corporation approved to amend the Second Article of the Articles of Incorporation of the Corporation by including new lines of business in the Primary and Secondary Purposes as follows:

- (a) For the Primary Purpose, to include international towage, commerce and navigation in the carriage of goods and passengers, and international manning, recruitment, contracting and ship and crew management for all types of vessels.
- (b) For the Secondary Purpose, to include: (i) operate liner and feeder vessels and barges, and logistics operations; (ii) invest in, develop, manage and/or operate in domestic and international shipyards, ports and terminals; (iii) import, export, trade, buy and sell coal, oil, bunker, construction material, rice, corn and other commodities; (iv) engage in offshore marine and engineering works; (v) construction and rehabilitation of marine facilities; (vi) acquire by purchase, lease, donation or otherwise, and to own, use, improve, develop, subdivide, sell, mortgage, exchange, lease, develop, operate and hold for investments or otherwise, real estate of all kinds, and to perform all acts which are incidental and necessary to the real estate business.

He further stated that the Corporation requires the affirmative vote of the stockholders representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation in order to amend the Second Article of the Articles of Incorporation.

Upon motion duly made and seconded, the stockholders unanimously approved the following resolution:

"RESOLVED, That the stockholders of the Corporation approve, as it hereby approves, the amendment of the Second Article of the Articles of Incorporation of the Corporation by including new lines of business in the Primary and Secondary Purposes as follows:

- (a) *For the Primary Purpose, to include international towage, commerce and navigation in the carriage of goods and passengers, and international manning, recruitment, contracting and ship and crew management for all types of vessels.*
- (b) *For the Secondary Purpose, to include: (i) operate liner and feeder vessels and barges, and logistics operations; (ii) invest in, develop, manage and/or operate in domestic and international shipyards, ports and terminals; (iii) import, export, trade, buy and sell coal, oil, bunker, construction material, rice, corn and other commodities; (iv) engage in offshore marine and engineering works; (v) construction and rehabilitation of marine facilities; (vi) acquire by purchase, lease, donation or otherwise, and to own, use, improve, develop, subdivide, sell, mortgage, exchange, lease, develop, operate and hold for investments or otherwise, real estate of all kinds, and to perform all acts which are incidental and necessary to the real estate business."*

V. OTHER MATTERS

Updates

The Corporation's Treasurer and Investor Relations Officer, Mr. Dany Cleo B. Uson, updated the stockholders on the revenue and net income of the Corporation for the quarter ended 30 September 2014. Said update is based on the Corporation's SEC Form 17-Q for the quarter ended 30 September 2014, which were distributed to the stockholders prior to the meeting.

Ms. Rachel Cruz, a stockholder, inquired whether the Corporation has any plans of acquiring new vessels. The Chairman answered in the affirmative. He added that he could not, however, as of present time disclose the details of said plans.

A stockholder inquired on the status of the order of seizure issued by the Bureau of Customs ("BOC") against a tugboat of the Corporation, which was previously disclosed to the Philippine Stock Exchange ("PSE") last 20 August 2014.

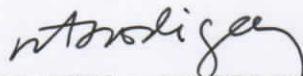
By way of background, the Corporate Secretary informed the stockholders that the Acting District Collector of Limay, Bataan issued an order of seizure against the Corporation's tugboat, MT Propus. Mr. Rodriguez stated that the Corporation contested the legality of the seizure on the basis that the district collector no longer had any jurisdiction over the tugboat at the time he issued the seizure order. By that time, MT Propus was previously cleared by the BOC. Further, the Maritime Industry Authority (MARINA) already approved the registration of the tugboat under the name of the Corporation. Mr. Rodriguez informed the stockholders that the

Corporation was currently exhausting all legal remedies to nullify said order, and engaged the services of SyCip Salazar Hernandez and Gatmaitan as counsel. He also stated that the seizure will not in any way materially affect the operations of the Corporation.

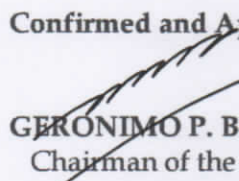
Mr. Marasigan, a stockholder, inquired as to the identity of the competitors of the Corporation. The Chairman replied that the Corporation's main competitor remained the same, Malayan Towage and Salvage Corporation.

VI. ADJOURNMENT

There being no further business to transact, and upon motion duly made and seconded, the meeting was adjourned.


IGNATIUS A. RODRIGUEZ
Corporate Secretary

Confirmed and Approved:


GERONIMO P. BELLA, JR.
Chairman of the Board



ANNEX "A"

November 25, 2014

HARBOR STAR SHIPPING SERVICES, INC.

2224 Gen. A. Bonifacio St.
Corner South Superhighway
Bangkal, Makati City 1233

Attention: **Mr. Ignatius A. Rodriguez**
COS / CIO

Re: **2014 Special Stockholders' Meeting**

Gentlemen:

This is to certify that all notices of stockholders meeting as of record date October 28, 2014 of **HARBOR STAR SHIPPING SERVICES, INC.** were dispatched within the specified deadline.

Thank you.

Very truly yours,

ANTONIO B. MADRID JR.
Assistant Manager
Stock Transfer Section

WALTER R. BRIONES
Operations Manager
Stock Transfer Section

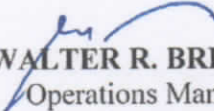
ANNEX "B"

CERTIFICATION

As Stock Transfer Agent of **HARBOR STAR SHIPPING SERVICES INC**, we hereby certify that the total number of shares represented by shareholders who attended in person and by proxy during the Annual Stockholder's Meeting last November 28, 2014 is 428,225,500 shares equivalent to 70.75% of the total outstanding shares of the company.

Issued this 28th day of November 2014, upon the request of Harbor Star Shipping Services Inc.

RIZAL COMMERCIAL BANKING CORP.
Stock Transfer Department


WALTER R. BRIONES
Operations Manager