

# AGP INDUSTRIAL CORPORATION

Unit 1810 Cityland Condominium 10 Tower 1, 6815 Ayala Avenue corner H. V. dela Costa St., Makati City

## NOTICE OF ANNUAL STOCKHOLDERS' MEETING

**NOTICE IS HEREBY GIVEN** that the Annual Meeting of Stockholders of **AGP INDUSTRIAL CORPORATION** will be held at the **Dasmariñas Room of the Makati Sports Club, L.P. Leviste corner Gallardo Streets, Salcedo Village, Makati City** on **7 October 2011** at **3:00 p.m.** with the following

### A G E N D A

1. Call to Order
2. Secretary's Proof of Notice and Quorum
3. Approval of Minutes of the Annual Stockholders' Meeting held on 28 October 2008.<sup>1</sup>
4. Annual Report of the President
5. Adoption of the Audited Financial Statements for the Years Ended 31 December 2008 to 2010
6. Approval of the sale and issuance of Forty five million (45,000,000) shares of the Company at One Peso (₱ 1.00) per share to various Investors, represented by and who are clients of HDI Securities, on 2 May 2011 under private placements and listing of said shares in the Philippine Stock Exchange ("PSE") and, whenever applicable, waiver of the requirement to conduct a rights or public offering of the shares to be approved by a majority vote representing the outstanding shares held by the minority present or represented in the meeting
7. Approval of the sale and issuance of One hundred thirty six million six hundred seventy eight thousand six hundred fifty one (136,678,651) shares of the Company at One Peso (₱ 1.00) per share to various Investors on 17 June 2011 under private placements, listing of said shares in the Philippine Stock Exchange ("PSE"), and whenever applicable, waiver of the requirement to conduct a rights or public offering of the shares to be approved by a majority vote representing the outstanding shares held by the minority present or represented in the meeting
8. Change of Company name from AGP Industrial Corporation to any of the following as may be approved by the Securities and Exchange Commission:  

Asia Best Group International, Inc.  
Allcapital Group, Inc.  
Alta Global Agglomerate, Inc.
9. Approval of the creation of several subsidiaries with the authority to engage in the businesses of real estate, mining development, mining sub-contracting and equipment leasing, and agriculture / palm oil production and processing

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<sup>1</sup> Copy of Form 17-C disclosing the results of the meeting is hereto attached as Annex "A".

10. Authorization upon the Company to study, explore, evaluate and consider various investments to expand its business interests and operations and upon approval of the Board of Directors, invest corporate funds raised from the private placement transactions and other sources in businesses and interests in the fields of real estate, mining development, mining sub-contracting and equipment leasing, and agriculture / palm oil production and processing
11. Approval of the increase of the authorized capital stock of AGP Industrial Corporation from Two hundred million Pesos (P 200,000,000.00) divided into Two hundred million (200,000,000) shares to **UP** to Two billion Pesos (P 2,000,000,000.00) divided into Two billion (2,000,000,000) shares, which capital increase may be undertaken in several parts/tranches and in such amounts **UP** to Two billion Pesos (P 2,000,000,000.00) divided into Two billion (2,000,000,000) shares, as may be determined by the Board of Directors
12. Delegation to the Board of Directors of the power to issue shares to various investors at a price to be determined by the Board from the increase in the authorized capital stock of the Company and grant by stockholders of approval to such sale and issuance of shares of stock of the Company from the net increase of a total of One Billion Eight Hundred Million (1,800,000,000) shares to various Investors under private placements, property for share swap and stock rights offering. Such authority shall give the Board of Directors the power to determine the subscription price and other terms and conditions of the issuances and listing of said shares in the Philippine Stock Exchange ("**PSE**"). Whenever applicable, approval by a majority vote representing the outstanding shares held by the minority present or represented in the meeting with a waiver of the requirement to conduct a rights or public offering of the shares
13. Election of Directors.
14. Ratification of all acts of the Board of Directors and Management for the period covered from the last Annual Stockholders Meeting of the Corporation held on 28 October 2008 to the date of this Annual Stockholders Meeting.
15. Delegation to the Board of Directors the power to appoint the Company's External Auditor.
16. Other Matters.
17. Adjournment.

Only stockholders of record at the close of business on **12 September 2011** are entitled to notice of, and to vote at, this meeting.

Makati City, 23 August 2011.

FOR THE BOARD OF DIRECTORS



**VENUS L. GREGORIO**  
Corporate Secretary