

F & J Prince Holdings Corporation

MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING

Held at Function Room 7, Top of the Citi

34th Floor, Citibank Tower, 8741 Paseo de Roxas, Makati City

28 July 2015 • Tuesday • 2:30 P.M.

I. ATTENDANCE

The Corporate Secretary, Atty. Fina C. Tantuico, attested that stockholders owning 386,429,948 shares out of 481,827,653 shares comprising the Corporation's outstanding capital stock, entitled to vote, were present or represented at the meeting.

II. CALL TO ORDER

The Chairman, Mr. Robert Y. Cokeng, called the meeting to order. The Corporate Secretary, Atty. Fina C. Tantuico, recorded the minutes of the proceedings.

III. PROOF OF NOTICE AND QUORUM

The Corporate Secretary informed the President that notices were sent to all stockholders of record of the Corporation on 02 July 2015, in the manner and within the period fixed in the By-Laws, as certified by Mr. Cal Joseph Cano, Executive Assistant of Varied Services, Inc., the Corporation's courier service company. The Secretary likewise certified that stockholders owning at least 80.20% of the outstanding capital stock of the Corporation were present and/or represented at said meeting.

The President then declared that a quorum existed for the transaction of business.

IV. APPROVAL OF THE MINUTES OF THE 2014 ANNUAL STOCKHOLDERS' MEETING

Upon motion made and duly seconded, the reading of the minutes of the Annual Stockholders' Meeting held last 31 July 2014, copies of which were distributed to the stockholders prior to the meeting, was dispensed with and, thereafter, said minutes were duly approved and adopted.

V. MANAGEMENT REPORTS

The President rendered his yearly report the highlights of which are as follows:

- (i) The Company generated a consolidated net income after tax in 2014 of ₱78.8 million, a decrease from the ₱120.1 million net income after tax in 2013. The Company's outsourcing affiliates had a challenging year in 2014 and earnings decreased. Equity in net earnings of associates which represents the Company's share of earnings of its outsourcing affiliates totaled ₱72.6 million in 2014 compared to the ₱89.8 million reported in 2013. However, the Company also had other comprehensive income of ₱24.5 due to change in Fair Value of AFS Financial Assets held by the Company and its subsidiaries which increased total comprehensive income to ₱94.8 million.
- (ii) As a result of the higher comprehensive net income and the effect of dividend payments of ₱96.4 million in 2014, total stockholders' equity increased to ₱1,758.1 million at the end of 2014 from ₱1,744.6 million at the end of 2013. In addition, the Company and its subsidiary has been increasing its investment in income producing property and will be developing its lot in Fort Bonifacio into an office building generating lease income. Lease income in 2015 is expected to exceed ₱13 million from ₱4.5 million in 2014.
- (iii) The Company is also looking to acquire other income producing properties to increase the Company's income from continuing operations. The Company will be carefully and prudently evaluating other new projects that may be suitable to pursue in the current economic environment.

The President's Report was NOTED. There were no questions from the floor and the President and the Board were congratulated anew for the Company's gains in 2014.

VI. PRESENTATION AND APPROVAL OF THE AUDITED FINANCIAL STATEMENTS

Upon motion made and duly seconded, the stockholders approved the Corporation's Audited Financial Statements as of 31 December 2014, copies of which had been distributed to the stockholders prior to the meeting.

VII. RATIFICATION OF CORPORATE ACTIONS TAKEN

Upon motion made and duly seconded, the stockholders approved and ratified the corporate actions taken by the Board of Directors for the previous year as outlined in the Memorandum distributed to the stockholders prior to the meeting.

VIII. ELECTION OF DIRECTORS

The Chairman announced that the table was open for nominations to the Board of Directors for the coming year. This announcement was followed by the nomination

and election of the following as members of the Board of Directors and who would act as such until their successors have been duly elected and qualified:

[in alphabetical order]
EMETERIO L. BARCELON, S.J.
FRANCIS L. CHUA
JOHNSON U. CO
JOHNNY O. COBANKIAT
FRANCISCO Y. COKENG, JR.
MARK RYAN K. COKENG
MARY K. COKENG
ROBERT Y. COKENG
JOHNSON TAN GUI YEE
RUFINO B. TIANGCO
ROBERT Y. YNSON

Messrs. Francis L. Chua and Robert Y. Ynson were elected as the independent directors of the Corporation, as required by law.

IX. APPOINTMENT OF EXTERNAL AUDITORS

After discussion and upon motion made and duly seconded, the stockholders approved and ratified the re-appointment of SGV as external auditors of the Corporation for the fiscal year 2015.

X. ADJOURNMENT

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

Certified Correct by:

(ATTY.) FINA C. TANTUICO
Corporate Secretary

Attested By:

ROBERT Y. COKENG
Chairman of the Board