

F & J Prince Holdings Corporation

NOTICE OF ANNUAL STOCKHOLDERS' MEETING

To: All Stockholders

NOTICE IS HEREBY GIVEN that the Annual Stockholders' Meeting of *F & J Prince Holdings Corporation* will be held on **September 28, 2020, Monday at 2:30 PM via ZOOM**. In view of the ongoing Covid-19 pandemic, stockholders may only attend by remote communication, by voting in absentia, or by appointing the Chairman of the meeting as proxy. The Guidelines on the procedure registration for the meeting are provided in the company's website fjprince.com.

The following matters will be taken up during the meeting:

- 1. CALL MEETING TO ORDER.** The Chairman will formally open the 2020 Annual Stockholders' Meeting and will call the meeting to order.
- 2. PROOF OF NOTICE AND QUORUM.** The Corporate Secretary will certify on the date when written notice of the time, date, place and purpose of the meeting was sent to all registered stockholders of record as of **August 10, 2020**. The Corporate Secretary will further certify the presence of a quorum. The holders of record for the time being of majority of the stock of the Company then issued and outstanding and entitled to vote, represented in person or by proxy, shall constitute a quorum for the transaction of business.
- 3. APPROVAL OF THE MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING HELD ON JULY 16, 2019.** Copies of the minutes of the stockholders' meeting held on July 16, 2019 will be distributed to the stockholders before the meeting. Shareholders will vote for the adoption of a resolution approving the Minutes of the July 16, 2019 annual general meeting of the stockholders.
- 4. MANAGEMENT REPORTS.** The Chairman will deliver a report to the stockholders on the highlights of the company's performance for the year 2019 and the outlook for the year 2020.
- 5. PRESENTATION AND APPROVAL OF AUDITED FINANCIAL STATEMENTS AS OF DECEMBER 31, 2019.** The stockholders will be given an opportunity to ask questions prior to submitting the Annual Report and the Audited Financial Statements for approval by the stockholders. Copies of the Annual Report and Audited Financial Statements will be distributed before the meeting.

6. **RATIFICATION OF CORPORATION ACTION TAKEN.** Ratification by the stockholders will be sought for all the acts and resolutions of the Board of Directors, Board Committees and management of the Company taken or adopted since the annual stockholders' meeting on July 16, 2019. The acts and resolutions of the Board and its Committees were reflected in the minutes of meetings including approval of contracts and agreements, projects and investments, treasury matters and acts of resolutions covered by the disclosures to the SEC and PSE.
7. **ELECTION OF DIRECTORS.** The list of names of nominees for the office of the Board of Directors including the Independent Directors for the year 2020-2021 will be announced, for purposes of their election.
8. **ELECTION OF EXTERNAL AUDITOR FOR THE FISCAL YEAR JANUARY TO DECEMBER, 2020.** Upon the endorsement of the Audit Committee, the stockholders shall elect the external auditor for the year 2020.
9. **OTHER MATTERS.** Shareholders may raise questions or express comments that are relevant to the corporation.
10. **ADJOURNMENT.** Upon determination by the Corporate Secretary that there are no other matters to be considered, and on motion by the stockholders, the Chairman shall declare the meeting adjourned.

For purposes of the meeting, only stockholders of record at the close of business on August 10, 2020 shall be entitled to vote thereat.

This Notice will also be published twice in 2 newspapers of general circulation at least 21 days before the date of the Annual Stockholders' Meeting.

Duly accomplished proxies in the form attached must be submitted on or before September 21, 2020 to the office of the Corporation not later than the close of office hours, or submitted online by email to fjphco@gmail.com. If the stockholder is a corporation, a Secretary's Certificate quoting the board resolution authorizing the corporate officer to execute the proxy should also be submitted.

Validation of proxies will be held on September 22, 2020 at 11:00 am at the 5th Floor, Citibank Center Building, Paseo de Roxas, Makati City.

Makati City, August ____, 2020.

By Resolution of the Board of Directors:

(ATTY.) FINA BERNADETTE D.C. TANTUICO

Corporate Secretary