

F & J Prince Holdings Corporation

14 June 2013

To : BOARD OF DIRECTORS

**ROBERT Y. COKENG
FRANCISCO Y. COKENG, JR.
EMETERIO L. BARCELON, SJ
JOHNSON U. CO
MARY K. COKENG
MARK RYAN K. COKENG**

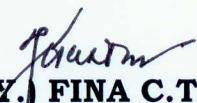
**RUFINO B. TIANGCO
JOHNSON TAN GUI YEE
FRANCIS L. CHUA
JOHNNY O. COBANKIAT
ROBERT Y. YNISON**

NOTICE OF ANNUAL STOCKHOLDERS' MEETING

NOTICE IS HEREBY GIVEN that the Annual Stockholders' Meeting of F&J PRINCE HOLDINGS CORPORATION (the "Corporation") will be held on Wednesday, 24 July 2013 at 2:30 in the afternoon at the Function Room 7, Top of the Citi, 34th Floor, Citibank Tower, 8741 Paseo de Roxas, Makati City.

The following matters will be taken up during the meeting:

1. Call to Order.
2. Proof of Notice and Quorum.
3. Approval of the Minutes of the Annual Stockholders' Meeting held on 17 July 2012.
4. Management Reports.
5. Presentation and Approval of Audited Financial Statements as of 31 December 2012.
6. Ratification of Corporate Actions Taken.
7. Election of Directors.
8. Appointment of External Auditor for the Fiscal Year - January to December 2013.
9. Other Matters.
10. Adjournment.


(ATTY.) FINA C. TANTUICO
Corporate Secretary

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