

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 **July 28, 2015, Tuesday at 2:30 in the afternoon, at Function Room 7, Top of the Citi, Citibank Tower, 8741 Paseo de Roxas, Makati City.**

The following matters will be taken up during the meeting:

- 1. CALL MEETING TO ORDER.** The Chairman will formally open the 2015 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 June 5, 2015. 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 31, 2014.** Copies of the minutes of the stockholders' meeting held on July 31, 2014 will be distributed to the stockholders before the meeting. Shareholders will vote for the adoption of a resolution approving the Minutes of the July 31, 2014 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 2014 and the outlook for the year 2015.
- 5. PRESENTATION AND APPROVAL OF AUDITED FINANCIAL STATEMENTS AS OF DECEMBER 31, 2014.** 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 31, 2014. 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 for the office of the Board of Directors including the Independent Directors for the year 2015-2016 will be announced, for purposes of their election.
8. **ELECTION OF EXTERNAL AUDITOR FOR THE FISCAL YEAR JANUARY TO DECEMBER, 2015.** Upon the endorsement of the Audit Committee, the stockholders shall elect the external auditor for the year 2015.
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 June 5, 2015 shall be entitled to vote thereat.

Stockholders who cannot attend the meeting in person are requested to accomplish the attached proxy and return the same to the office of the Corporation not later than the close of office hours on July 21, 2015. 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 July 21, 2015 at 11:00 a.m. at the 5th Floor, Citibank Center Building, Paseo de Roxas, Makati City.

Makati City, June 8, 2015.

By Resolution of the Board of Directors:


FINA C. TANTUICO
Corporate Secretary