

F & J Prince Holdings Corporation

NOTICE OF ANNUAL STOCKHOLDERS' MEETING

To: All Stockholders

NOTICE IS HEREBY GIVEN that the Special Stockholders' Meeting of **F & J Prince Holdings Corporation** (the "**Corporation**") will be held on Thursday, 29 January 2026 at 2:00 in the afternoon in a fully virtually format via **ZOOM**. The Guidelines for Participating via Remote Communication and Voting in Absentia are provided in the Corporation's website at <https://www.fjprince.com>.

The following matters will be taken up during the meeting:

1. Call to Order
2. Certification of Notice and Quorum
3. Approval of Declassification of Shares and Amendment of the Articles of Incorporation
4. Other Matters
5. Adjournment

Only stockholders of record as of 28 November 2025 are entitled to notice of, and to vote at, the said annual meeting or any adjournment or postponement thereof.

Stockholders shall attend the meeting by remote communication and/or vote *in absentia* or through the Chairman of the meeting as proxy. Stockholders who wish to participate by remote communication or vote *in absentia* or by proxy should notify the Corporate Secretary by email to fjphco@gmail.com on or before 19 January 2026. The requirements and procedures in participating in absentia or by remote communication are available in the Information Statement. The Information Statement is now accessible on the Corporation's website at <https://www.fjprince.com>.

This Notice will also be published twice in two (2) newspapers of general circulation and online format at least twenty-one (21) days before the date of the Special Stockholders' Meeting.

Duly accomplished proxies in the form attached shall be submitted on or before 19 January 2026 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 20 January 2026, at 11:00 AM at the 5th Floor, BDO Towers Paseo, Paseo de Roxas, Makati City, or virtually, as may be necessary or required.

Makati City, 09 December 2025.


(ATTY.) ANNE JAYCELLE C. SACRAMENTO
Corporate Secretary

AGENDA DETAILS

1. **CALL TO ORDER.** The Chairman of the Board of Directors, Mr. Johnson Tan Gui Yee, will formally open the Special Stockholders' Meeting and will call the meeting to order.
2. **CERTIFICATION OF NOTICE AND QUORUM.** The Corporate Secretary, Atty. Anne Jaycelle C. Sacramento, will certify the date when the written notice of the time, date, place and purpose of the meeting was sent to all registered stockholders of record as of **28 November 2025**. The Corporate Secretary will thereafter certify the number of attendees for the purpose of determining the existence of quorum to validly transact business. The holders of record of the majority of the stock of the Corporation then issued and outstanding and entitled to vote shall constitute a quorum.
3. **APPROVAL OF DECLASSIFICATION OF SHARES AND AMENDMENT OF THE ARTICLES OF INCORPORATION.** SEC Memorandum Circular No. 10, Series of 2025 orders the declassification of the Class “A” and “B” shares of publicly-listed companies, and further requires all affected corporations to amend their respective Articles of Incorporation to reflect such change. Stockholders will be asked to approve and/or ratify the amendment of the Articles of Incorporation. Below is the text of the proposed resolution:

“RESOLVED, that the Corporation be hereby, as it is hereby, authorized and empowered to declassify its shares, and accordingly, to amend the Seventh Article of its Articles of Incorporation, as follows:

‘SEVENTH: That the capital stock of the said corporation is ONE BILLION PESOS (P1,000,000,000.00) Philippine Currency, and said capital stock is divided into One Billion (1,000,000,000) shares having a par value of One Peso (1.00) Philippine Currency per share.

All of the share of the capital stock of the corporation shall be common shares, all with the same rights and privileges.

No shareholder of this corporation shall have any preemptive or preferential right to subscribe for any increase thereof that may lawfully authorized. (As Amended on 29 January 2026)

4. **OTHER MATTERS AND OPEN FORUM.** Stockholders may raise questions or express comments that are relevant to the Corporation.

5. **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.