



April 5, 2017

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**

TO : ALL STOCKHOLDERS  
FIRST PHILIPPINE HOLDINGS CORPORATION

Please take notice that the Annual Meeting of the Stockholders of our Corporation will be held on *Monday, May 29, 2017*, at *10:00 a.m.* at the *Philippine Stock Exchange Centre Auditorium, Ground Floor, PSE Centre, Exchange Road, Ortigas Center, Pasig City*, to discuss the following:

1. Call to Order
2. Proof of Required Notice
3. Determination of Quorum
4. Approval of the Minutes of the May 23, 2016 Stockholders' Meeting
5. Reports of the Chairman & the President
6. Approval/Ratification of the December 31, 2016 Reports and the Audited Financial Statements
7. Ratification of the Acts of the Board, of the Executive Committee and of Management
8. Election of Directors
9. Appointment of External Auditors
10. Other Matters
11. Adjournment

For purposes of the meeting, only stockholders of record as of March 23, 2017 are entitled to attend and to vote in the said meeting. We encourage shareholders to participate in this meeting of the shareholders either in person or by proxy.

All stockholders who will not, are unable, or do not expect to attend the meeting in person may choose to execute and send a valid proxy to our Stock Transfer Agent, Securities Transfer Services, Inc., Ground Floor, Benpres Building, Exchange Road cor. Meralco Avenue, Pasig City on or before May 19, 2017. Proxies shall be validated beginning on May 22, 2017, 9:00 a.m. at the company's offices until May 26, 2017.

By orders of the Board of Directors,

**ENRIQUE I. QUIASON**  
Corporate Secretary

## **EXPLANATION OF AGENDA ITEMS**

1. Call to Order

The Chairman will call to order the Annual Meeting of the Stockholders.

2. Proof of Required Notice

The Corporate Secretary will be asked to certify that copies of the Notice and Agenda of the meeting, among others, were served upon the stockholders entitled to the same. The Corporate Secretary will then certify whether or not, based on the number of shares present personally or represented by proxy, a quorum exists for a valid meeting. He will also explain the rules for the orderly conduct of business at the meeting.

3. Determination of Quorum

The Corporate Secretary will then certify whether or not, based on the number of shares present personally or represented by proxy, a quorum exists for a valid meeting. He will also explain the rules for the orderly conduct of business at the meeting.

4. Approval of the Minutes of the May 23, 2016 Stockholders' Meeting

The minutes of the meeting held on May 23, 2016 are available at the company website and will likewise be provided during the meeting. The minutes will be presented for approval by the stockholders.

5. Reports of the Chairman & the President

The Chairman and the President will render their respective reports to the stockholders.

6. Approval/Ratification of the December 31, 2016 Reports and the Audited Financial Statements

The stockholders will be requested to approve the management reports and to ratify the board's approval of the Audited Financial Statements. At this point, the Chairman asks if there are any questions from the floor.

7. Ratification of the Acts of the Board, of the Executive Committee and of Management

With respect to the ratification of the Acts of the Board, of the Executive Committee, and of Management for the past year and up to the date of the meeting, this would covers items entered into in the ordinary course of business with those of significance having been covered by the proper disclosures and the related actions taken with respect thereto.

8. Election of Directors

The Corporate Secretary will announce the names of the individuals nominated as directors, including those for independent directors, pursuant to the by-laws, as qualified by the nominations and elections committee and as required by the relevant laws, rules and regulations. The respective profiles can be seen in the Information Statement.

9. Appointment of External Auditors

Upon motion, the appointment of the company's external auditors will be put to a vote by the stockholders.

10. Other Business

The Chairman may open for consideration any other matter that can be properly brought before the meeting.