



NOTICE OF ANNUAL STOCKHOLDERS' MEETING

Please be informed that the annual meeting of the Corporation's stockholders will be held on September 28, 2016 (Wednesday) at 1:00 o'clock in the afternoon at the Xavier Sports and Country Club, Xavier Estates, Balulang, Cagayan de Oro City, to consider the following agenda:

1. Call to Order
2. Certification of Notice and Quorum
3. Approval of the Minutes of the Previous Meeting of Stockholders
4. President's Report and Presentation of Audited Financial Statements
5. Ratification of all Acts of the Board of Directors and Officers
6. Approval of Stock Dividend
7. Increase in Authorized Capital Stock
8. Election of Directors
9. Appointment of External Auditor
10. Other Matters
11. Adjournment

Only stockholders of record as of August 22, 2016 (Monday) shall be entitled to notice and attend and vote at the said meeting.

Registration will start at 12:00 noon and end promptly at 1:00 p.m. To facilitate the registration process, please bring some form of identification document such as driver's license, passport, or voter's ID.

Should you be unable to attend the stockholders' meeting but wish to send a representative/proxy, you are advised to please send your proxy letter to the Corporate Secretary at least two (2) business days prior to the date of meeting, or on or before September 26, 2016 (Monday). All proxies to be submitted shall be validated on September 27, 2016 (Tuesday) at the Corporation's principal office.

For details and rationale of each agenda item, and the draft resolutions, if applicable, please refer to the attached sheet.

City of Pasig, Metro Manila, 15th day of August 2016.

Very truly yours,

JASON C. NALUPTA
Corporate Secretary

DETAILS AND RATIONALE OF THE AGENDA

1.) Call to Order

The Chairman of the Board of Directors, and the chairman of the meeting, Dr. Walter W. Brown, will call the meeting to order.

2.) Certification of Notice and Quorum

The Corporate Secretary will certify the date when written notice of the date, time, place, and purpose of the meeting was sent to all stockholders of record as of August 22, 2016.

The Corporate Secretary will further certify the presence of a quorum. The holders of record for the time being of a majority of the stocks 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 the business.

The following are the Rules of Conduct and Voting Procedures:

- a. Anyone who wishes to make a remark or to make a query shall identify himself after being acknowledged by the Chairman and shall limit his remarks and query to the item in the agenda under consideration.
- b. Voting shall be done viva voce or by raising of hands and the votes for or against the matter submitted per item in the agenda.
- c. All the items in the agenda requiring approval by the stockholders will need the affirmative vote of stockholders representing at least a majority of the issued and outstanding voting capital stock. Each outstanding share of stock entitles the registered stockholder to one vote. All votes received shall be tabulated by the Office of the Corporate Secretary, and the results shall be validated by an independent party to be announced at the meeting.

In the forthcoming annual stockholders' meeting, stockholders shall be entitled to elect nine (9) members to the Board of Directors. Each stockholder may vote such number of shares for as many as nine (9) persons he may choose to be elected from the list of nominees, or he may cumulate said shares and give one candidate as many votes as the number of his shares multiplied by nine (9) shall equal, or he may distribute them on the same principle among as many candidates as he shall see fit, provided that the total number of votes cast by him shall not exceed the number of shares owned by him multiplied by nine (9).

The election of the directors shall be by plurality of votes and every stockholder shall be entitled to cumulate his votes.

3.) Approval of the Minutes of the Previous Meeting of Stockholders

Copies of the minutes of the stockholders meeting held on June 19, 2015 will be distributed to the stockholders upon their registration for this meeting. The minutes are also available at the Company website, <http://www.abrown.ph>.

The stockholders will be requested to approve the draft minutes of previous stockholders' meeting and to acknowledge the completeness and accuracy thereof.

Below is the proposed resolution for this agenda item:

“RESOLVED, to dispense with the reading of the minutes of the previous Annual Shareholders' Meeting of June 19, 2015 and to approve the same as circulated.”

4.) President's Report and Presentation of Audited Financial Statements

The Annual Report contains summaries on operations and the audited financial statements of the Company for the calendar year ended December 31, 2015.

The President, Mr. Robertino E. Pizarro (for real estate and agri-business); the Executive Vice President – Business Development, Mr. Roel Z. Castro (for power) and the Chairman, Dr. Walter W. Brown (for mining and energy) will deliver their reports on the highlights of the Y2015 Company performance as reflected in the audited financial statements, and the outlook for Y2016.

The Chairman will request the stockholders' approval of the annual report and the audited financial statements as of December 31, 2015.

The stockholders will be given 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 the Audited Financial Statements will be distributed to the stockholders before the meeting. Further, the Audited Financial Statements is released by the Company and made available at the Company's website, <http://www.abrown.ph>.

Below is the proposed resolution for this agenda item:

“RESOLVED, to approve the Company's operations and results for 2015 together with the Audited Financial Statements and the accompanying notes thereto.”

5.) Ratification of all Acts of the Board of Directors and Officers

The Chairman will request the stockholders to ratify all acts and resolutions adopted during the preceding year by the Board of Directors, the Board Committees, Management Committee and the officers of the Company.

The acts and resolutions of the Board and its Committees are reflected in the minutes of meetings and they include approval of contracts and agreements, projects and investments, treasury matters and acts and resolutions covered by disclosures to the SEC and PSE. The acts of the Management and officers were those taken to implement the resolutions of the Board or its Committees or taken in the general conduct of business.

Below is the proposed resolution for this agenda item:

“RESOLVED, to approve and ratify all acts and resolutions of the Board of Directors, all the Board Committees, as well as all the acts of the Management and officers of the Company taken or adopted from the date of the last stockholders’ meeting up to the present (from June 19, 2015 until September 28, 2016).”

6.) Approval of Stock Dividend

The Chairman will request for the approval of Twenty Percent (20%) stock dividend, consisting of approximately 346,573,104 shares, to the Corporation’s shareholders as of record date to be later set upon approval of the dividend declaration by the Securities and Exchange Commission.

Below is the proposed resolution for this agenda item:

“RESOLVED, to approve the 20% stock dividend consisting of approximately 346,573,104 shares, to the Corporation’s shareholders as of the record date to be later set upon approval of the dividend declaration by the Securities and Exchange Commission.”

7.) Increase in Authorized Capital Stock (ACS)

In order to distribute the 20% stock dividend, the Chairman will request to amend the Corporation’s Articles of Incorporation to increase its authorized capital stock from the current Two Billion Pesos (P2,000,000,000.00) divided into Two Billion (2,000,000,000) Common Shares to up to Five Billion Pesos (P5,000,000,000.00) divided into Five Billion (5,000,000,000) Common Shares in two tranches.

Below is the proposed resolution for this agenda item:

“RESOLVED, to amend the Corporation’s Articles of Incorporation to increase its authorized capital stock from the current Two Billion Pesos (P2,000,000,000.00) divided into Two Billion (2,000,000,000) Common Shares to up to Five Billion Pesos (P5,000,000,000.00) divided into Five Billion (5,000,000,000) Common Shares.

The increase in the Corporation’s authorized capital stock will be implemented in two tranches, as follows:

- a. First, an increase by One Billion Three Hundred Million Pesos (P1,300,000,000.00), divided into One Billion Three Hundred Million (1,300,000,000) Common Shares will be immediately implemented, and out of said increase, the Twenty Percent (20%) stock dividend declaration will be issued.***
- b. Second, an increase of up to One Billion Seven Hundred Million Pesos (P1,700,000,000.00), divided into One Billion Seven Hundred Million (1,700,000,000) Common Shares, to be issued, together with the remaining authorized but unissued capital stock of the Corporation in a capital raising exercise that may be undertaken by the Corporation subsequent to the issuance and listing of the 20% stock dividend declaration.”***

8.) Election of Directors

In accordance with Section 2, Article II of the Company's By Laws, the directors shall be elected annually by the stockholders at the annual meeting and shall hold office until their successors are elected and qualified, unless removed from office as provided by law. The Nomination Committee, in the exercised of its assigned task under its charter and the Manual of Corporate Governance of the Company, shall evaluate and determine whether the nominees for election to the Board of Directors including the independent directors, have all the qualifications and none of the disqualifications before submitting the nominees for election by the stockholders of the nine (9) members of the Board of Directors including the independent directors.

Copies of the curriculum vitae and profiles of the candidates to the Board of Directors are provided in the Preliminary Information Statement and in the Definitive Information Statement.

9.) Appointment or Re-appointment of External Auditor

The external auditor of the Company is tasked with the issuance of audit opinion of the Company's annual financial statements based on its audit.

The stockholders approval for the re-appointment of Constantino Guadalquiver and Co. (CG & Co.), the Company's external auditor, will be sought at the meeting.

The Audit Committee will endorse to the stockholders the re-appointment of CG & Co. as external auditor for the ensuing year. The profile of the external auditor is provided in the Preliminary Information Statement and the Definitive Information Statement.

Below is the proposed resolution for this agenda item:

“RESOLVED, to approve the re-appointment of the firm of Constantino Guadalquiver & Co. as external auditor of the Company for the fiscal year 2016.”

10.) Other Matters

The Chairman will open the floor for comments and questions by the stockholders. Stockholders may also propose to consider such other relevant matters and issues.

11.) Adjournment

Upon determination by the Corporate Secretary that there are no other matters to be considered, and on motion by a stockholder duly seconded, the Chairman shall declare the meeting adjourned.