

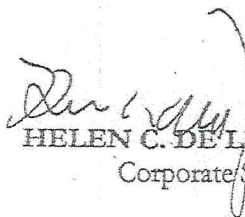
## NOTICE OF REGULAR ANNUAL STOCKHOLDERS' MEETING

NOTICE IS HEREBY GIVEN that the regular annual meeting of the stockholders of BHI Holdings, Inc will be held at the 22<sup>nd</sup> Floor, The Pearlbank Centre, No. 146 Valero Street, Salcedo Village, Makati City on December 19, 2014 Friday, at 9:00 a.m.

Only the stockholders of record as of end of business day of November 19, 2014 shall be entitled to notice and to vote at the said meeting.

The agenda for the 2014 Annual Stockholders' Meeting shall be as Follows:

1. Call to Order;
2. Proof of Notice;
3. Certification by the Corporate Secretary on the sending of notices and existence of Quorum;
4. Reading and Approval of the Minutes of the Annual Stockholders' Meeting held last December 20, 2013;
5. Report of the Chairman;
6. Consideration and approval of Financial Statements for the preceding year;
7. Appointment of Punongbayan and Araullo as external auditors;
8. Election of Directors;
9. Other Matters;
10. Adjournment.

  
HELEN C. DE LEON MANZANO  
Corporate Secretary