



12 April 2012

NOTICE OF ANNUAL SHAREHOLDERS MEETING

TO ALL SHAREHOLDERS:

Please be advised that the Annual Shareholders Meeting of **PHINMA CORPORATION** will be held on **14 May 2012**, at **3:00 p.m.** at **Palm Grove, The Rockwell Club, 23 Amorsolo Drive, Rockwell Center, Makati City**. The Agenda of the Meeting is as follows:

1. Call to Order
2. Proof of Notice and Determination of Quorum
3. Minutes of Previous Meeting
4. Annual Report of Management and Ratification of all acts of the Board of Directors and Management since the last Annual Shareholders Meeting
5. Election of Directors
6. Appointment of External Auditor
7. Other Matters
8. Adjournment

The record date for the determination of the shareholders entitled to notice of said meeting and to vote thereat is 16 April 2012.

Enclosed is a proxy form solely for your convenience.


JUAN J. DIAZ
Corporate Secretary

We are not soliciting your proxy. However, if you would be unable to attend the meeting but would like to be represented thereat, you may accomplish the herein proxy form and submit the same on or before 9 May 2012 to the Office of the Corporate Secretary at 11th Floor, PHINMA Plaza, 39 Plaza Drive, Rockwell Center, Makati City.