

PNOC ENERGY DEVELOPMENT CORPORATION

Merritt Road, Fort Bonifacio, 1200 Taguig City, Metro Manila, Philippines
P.O. Box 2102 MCPO Tel. No. 893-6001 to 47 / 893-1320 Fax No. 840-1575

NOTICE OF ANNUAL STOCKHOLDERS' MEETING

To All Stockholders:

Please be advised that the annual meeting of the stockholders of PNOC Energy Development Corporation will be held on June 14, 2007, at 2:00 p.m. at the principal office of the Corporation located at Building 5, Fifth Floor, Energy Center, Merritt Road, Fort Bonifacio, Taguig City.

The following is the agenda of the meeting:

1. Call to order
2. Proof of notice and certification of quorum
3. Approval of minutes of previous stockholders' meeting
4. Management's report and audited financial statements
5. Ratification of acts of management
6. Approval of the following amendments to the articles of incorporation:
 - a. Increase in authorized capital stock by creation of preferred shares
 - b. Insertion of provision on the denial of pre-emptive right with regard to the issuance of preferred shares
6. Approval of directors' compensation
7. Election of directors
8. Other matters
9. Adjournment

For purposes of the meeting, stockholders of record as of May 14, 2007 are entitled to notice of and to vote at the said meeting. Registration for the said meeting begins at 12:30 p.m. For convenience in registering your attendance, please have available some form of identification, such as a driver's license, voter's ID, TIN card, SSS card or passport.

If you will not be able to attend the meeting but would like to be represented thereat, you may submit your proxy form, duly signed and accomplished, to the Office of the Corporate Secretary at the head office of PNOC-Energy Development Corporation, Building 5, Fifth Floor, Energy Center, Merritt Road, Fort Bonifacio, Taguig City, on or before June 4, 2007. Beneficial owners whose shares are lodged with PDTC or registered under the name of a broker, bank or other fiduciary allowed by law must, in addition to the required I.D., present a notarized certification from the owner of record that he is the beneficial owner, indicating thereon the number of shares. Corporate shareholders shall likewise be required to present a notarized secretary's certificate attesting to the authority of its representative to attend and vote at the stockholders' meeting.

Validation of proxies will be not later than June 8, 2007 at the office of the Company's stock transfer agent.

Taguig City, Metro Manila, Philippines, May 2, 2007.


ROBERTO V. SAN JOSE
Corporate Secretary