



NOTICE OF ANNUAL STOCKHOLDERS' MEETING

Notice is hereby given that the **2011 Annual Stockholders' Meeting** of **EEI CORPORATION** will be held on **June 17, 2011, at 10:00 A.M.** at **RCBC Plaza, Ayala Avenue cor. Sen. Gil Puyat Avenue, Makati City, Metro Manila**, to consider and act upon the following matters:

1. Certification of Sending of Notices and Quorum.
2. Approval of the Minutes of the Annual Stockholders' Meeting held on June 18, 2010.
3. Chairman and CEO's Report/Review of Operations.
 - a. 2010 Highlights
 - b. Outlook for 2011
4. Approval of the Annual Report and Ratification of the Actions of the Board of Directors/Officers.
5. Election of Directors.
6. Appointment of External Auditors.
7. Transaction of other business which may come before the meeting.
8. Adjournment.

The Board of Directors has fixed the close of business on April 15, 2011 as the record date for the purpose of determining the Company's stockholders entitled to notice of, and to vote at, the said meeting.

Stockholders who cannot attend the meeting but would like to be represented thereat, should accomplish the proxy form which have been mailed to them together with the Agenda, Information Statement, and Annual Report, and return the same to the Office of the Corporate Secretary not later than 24 hours before the meeting, for validation of proxies entitled to vote.


FERDINAND G. VILLAFUERTE
Senior Vice President & Corporate Secretary