



MEDCO HOLDINGS, INC.

Notice of Annual Meeting of Stockholders

Dear Stockholder:

You are cordially invited to attend the Annual Meeting of the Stockholders of Medco Holdings, Inc. (the "Corporation") which will be held on December 28, 2012 at 10:00 a.m. at Brasserie 21, 21st Floor Security Bank Centre, 6766 Ayala Avenue, Makati City. The agenda for the meeting is as follows:

- I. Call to Order
- II. Certification of Notices and Quorum
- III. Approval of the minutes of the annual meeting of stockholders held on December 28, 2011;
- IV. Approval of the Annual Report and the Audited Financial Statements as of December 31, 2011;
- V. Approval and Ratification of the acts, contracts, investments and resolutions of the Board and management of the Corporation since the last annual meeting on December 28, 2011;
- VI. Election of the members of the Board of Directors for the year 2012;
- VII. Re-appointment of Punongbayan & Araullo, the Philippine representative of Grant Thornton International, as external auditors of the Corporation for the year 2012;
- VIII. Other matters that may properly come before December 28, 2012 (date of meeting).

Only stockholders of record in the books of the Corporation at the close of business on December 11, 2012 will be entitled to vote at the meeting. A list of stockholders entitled to vote will be available for inspection at the offices of the Corporation at the 31st Floor, Rufino Pacific Tower, 6784 Ayala Avenue, Makati City, Metro Manila, Philippines, on December 12, 2012, at least fifteen (15) days prior to the Annual Meeting.

Medco Holdings, Inc.

By:

MA. LOURDES B. BATHAN

Assistant Corporate Secretary

Makati City, Philippines November 26, 2012

REGISTRATION OF STOCKHOLDERS WILL START AT 9:00 A.M.