



CIRCULAR FOR BROKERS

T h e P h i l i p p i n e S t o c k E x c h a n g e , I n c .

<input type="checkbox"/>	Disclosures	<input checked="" type="checkbox"/>	Stockholders' Meeting	Others: _____
<input type="checkbox"/>	Dividend Notice	<input type="checkbox"/>	SEC / Gov't Issuance	_____
<input type="checkbox"/>	Stock Rights Notice	<input type="checkbox"/>	Transfer Agent's Notice	_____

Date : **November 24, 2005**
 Company : **UNIOIL RESOURCES & HOLDINGS COMPANY, INC.**

Further to Circular for Brokers No. 5118-2005 dated November 21, 2005, Unioil Resources & Holdings Company, Inc. ("UNI") furnished the Exchange a copy of its **SEC Form 20-IS (Amended Definitive Information Statement)** in connection with its Annual Stockholders' Meeting, which will be held on **15 December 2005**, at 10:00 a.m. at the Roces Room, Club Filipino Eisenhower Street corner Club Filipino Avenue, Greenhills, San Juan, Metro Manila.

As previously announced, "(b)y resolution of the Board of Directors, the close of business on Tuesday, **18 October 2005**, has been fixed as the record date for the determination of the stockholders entitled to notice of, and to vote at, the Annual Stockholders' Meeting and any adjournment thereof."

Attached is a copy of the Notice of Annual Stockholders' Meeting.

A copy of UNI's Amended Definitive Information Statement shall be made available for downloading at the PSE website: www.pse.com.ph (under Listed Companies).

For your information.

(Original Signed)
JANET A. ENCARNACION
OIC, Disclosure Department

Noted by:

(Original Signed)
JURISITA M. QUINTOS
Senior Vice President

Finance / Admin / Membership Tel. No. 688-7560/7440/7460	Compliance & Surveillance Grp. Tel. No. 688-7559	Listing & Disclosures Grp. Tel. No. 688-7501/7510	COO / Automated Trading Grp. Tel. No. 688-7405/819-4400	Business Dev't & Info. Group Tel. No. 688-7590	CEO / Legal Tel. No. 688-7400/819-4408

UNIOIL RESOURCES & HOLDINGS COMPANY, INC.

6th Floor, Sagittarius Condominium, H.V. Dela Costa Street
Salcedo Village, Makati City, Metro Manila

NOTICE OF ANNUAL STOCKHOLDERS' MEETING

TO : **ALL STOCKHOLDERS**

Please be notified that the Annual Stockholders' Meeting of **UNIOIL RESOURCES & HOLDINGS COMPANY, INC.** (the "Corporation") will be held on **Thursday, 15 December 2005, 10:00a.m., at the Roces Room, Club Filipino Eisenhower Street corner Club Filipino Avenue, Greenhills, San Juan, Metro Manila**, at which meeting the following matters will be taken up:

1. Call to Order;
2. Notice of Quorum
3. Reading and Approval of the Annual Stockholders' Meeting held on 03 October 2003;
4. Report of the Management;
5. Approval and Ratification of all Acts and Resolutions of the Board of Directors and Management for the Period from 04 October 2003 to 15 December 2005;
6. Election of Members of the Board of Directors for 2005-2006;
7. Appointment of External Auditor;
8. Amendment of the By-Laws to reflect the process for the nomination of the Independent Directors of the Corporation;
9. Other Matters; and
10. Adjournment.

The Organizational Meeting of the new Board of Directors will be held immediately after the Annual Stockholders' Meeting.

By resolution of the Board of Directors, the close of business on Tuesday, 18 October 2005, has been fixed as the record date for the determination of the stockholders entitled to notice of, and to vote at, the Annual Stockholders' Meeting and any adjournment thereof.

All stockholders who do not expect to attend the meeting in person are urged to fill in, date, sign and return the enclosed proxy to the Corporation, at its Principal Office, not later than 23 November 2005, in accordance with Amended Implementing Rules and Regulations of the Securities Regulation Code. Proxies received after the said deadline will not be recorded. Corporate stockholders are requested to attach to the proxy instrument their respective Secretary's Certificates containing the Board Resolution *vis-a-vis* the authority of their proxy(ies). Management is not asking you for a proxy and you are not requested to send management a proxy. All proxies submitted on or before the deadline shall be validated by a Committee of Inspectors on 09 December 2005, at the Principal Office of the Corporation.

To facilitate registration of your attendance, please bring identification containing your signature and photograph.



RUBEN R. ALDEA
Corporate Secretary