

**MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING
OF
METRO ALLIANCE HOLDINGS & EQUITIES CORPORATION**

DATE NOVEMBER 7, 2019

TIME 2:00 P.M.

PLACE ONE CAFÉ AND EVENTS PLACE, 6th FLOOR, ONE CORPORATE CENTER, DONA JULIA VARGAS cor. MERALCO AVE., PASIG CITY

ATTENDANCE:

Number of shares present 238,884,009
or represented

Number of shares issued 306,122,449
and outstanding

Percentage of attendance 78.03%

I. CALL TO ORDER

The registration of shareholders was closed by 2:00 p.m. whereupon, the Acting Chairman, Atty. Lamberto B. Mercado, Jr. called the meeting to order and presided thereat. The minutes of the meeting were taken down by the undersigned Corporate Secretary Atty. Nestor S. Romulo.

II. PROOF OF NOTICE AND OF QUORUM

The Corporate Secretary certified that in compliance with the rules of the Securities and Exchange Commission, the Corporation through its Stock and Transfer Agent, the BDO, sent out notices of the meeting to the stockholders of record as of October 8, 2019 on October 9, 2019 and stated that a total of 238,884,009 shares out of the total of 306,122,449 issued and outstanding shares of the Corporation or 78.03% of the issued and outstanding shares were represented either in person or by proxy. The Corporate Secretary certified that a quorum existed to transact business.

III. READING AND APPROVAL OF MINUTES OF THE SHAREHOLDERS MEETING HELD ON NOVEMBER 16, 2018

The Chairman made it of note that copies of the Minutes of the Shareholders Meeting held on November 16, 2018 were attached to the Notice of Meeting that were earlier sent to the shareholders.

He then asked for any comments and/or amendments to the same. There being none, on motion duly made and seconded, it was

"RESOLVED, that the reading of the minutes of the Shareholders Meeting held on November 16, 2018, be as it is hereby dispensed with, and that the same be, as they are hereby, approved."

IV. REPORT OF THE PRESIDENT

The next item in the Agenda was the President's Report. The Acting Chairman, Atty. Lamberto B. Mercado, Jr. delivered the report to the assembled shareholders.

The Acting Chairman then opened the floor to the stockholders for questions on the President's Report. The Acting Chairman addressed the questions and points for clarifications raised by some stockholders. Thereafter, upon motion duly made and seconded The President's Report were noted and unanimously approved by the stockholders through the following resolution:

"Resolved, that the President's Report be, as it is hereby approved and ratified"

V. APPROVAL OF THE AUDITED FINANCIAL STATEMENT FOR THE YEAR ENDED DECEMBER 31, 2018

The Chairman made it of note that a copy of the audited financial statements for the year ended December 31, 2018 were appended to the Notice of Meeting sent to the shareholders. He then sought the shareholders' approval and consideration of the Company's Audited Financial Statements for the year ended December 31, 2018. On motion duly made and seconded, it was:

"RESOLVED that the Company's Audited Financial Statements for the fiscal year ending December 31, 2018 be, as they are hereby approved."

VI. RATIFICATION OF THE ACTIONS AND PROCEEDINGS TAKEN BY THE BOARD OF DIRECTORS AND CORPORATE OFFICERS SINCE NOVEMBER 16, 2018 THE LAST ANNUAL MEETING OF THE STOCKHOLDERS

With no objections raised to the ratification of all the resolutions, acts and proceedings of the Board of Directors and the Management, from November 18, 2017 to the present, on motion duly made and seconded, it was

"RESOLVED, that all the resolutions, acts and proceedings of the Board of Directors and Corporate Officers of the Corporation from November 16, 2018 to the present, as reflected in the minutes, resolutions and corporate records of the Corporation be, as the same are hereby approved, ratified and confirmed and made the acts and deeds of the Corporation."

VII. ELECTION OF DIRECTORS

The Chairman, upon declaring the reception of nominations to the Board of Directors of the Corporation open, received the following as nominees for directors:

1. Elvira A. Ting
2. Kenneth T. Gatchalian
3. Reno I. Magadia
4. Nestor S. Romulo
5. Lamberto B. Mercado, Jr.
6. Aristeo R. Cruz
7. Byoung Hyun Suh

Thereafter, upon motion duly made and seconded, the nominations were declared closed. Considering that there were only seven (7) nominees to the seven vacancies to the Board, the Acting Chairman directed the secretary to record in the minutes that:

1. Elvira A. Ting
2. Kenneth T. Gatchalian
3. Reno I. Magadia
4. Nestor S. Romulo
5. Lamberto B. Mercado, Jr.
6. Aristeo R. Cruz (Independent Director)
7. Byoung Hyun Suh (Independent Director)

were duly elected as directors of Metro Alliance Holdings & Equities Corporation for the incoming fiscal year by unanimous vote of all shareholders then present or represented. The Acting Chairman expressed his appreciation for the shareholders' renewed vote of confidence in the incumbent management.

VIII. ELECTION OF EXTERNAL AUDITORS

On motion duly made and seconded, the accounting firm Valdez Abad and Associates, CPAs, was elected external auditor of the Corporation for the incoming fiscal year.

IX. OTHER BUSINESS/MATTERS

It was then announced that the Chair will be entertaining any other matter wished to be discussed by a shareholder. Several stockholders asked questions which were satisfactorily answered by the Acting Chairman and presiding officer.

After that the Chair asked if there are other questions.

There being none, the Chairman announced that a motion to adjourn would be accepted.

X. ADJOURNMENT

With no further business to transact, the meeting, on motion duly made and seconded was declared adjourned.



ATTY. LAMBERTO B.MERCADO, JR.
Acting Chairman



ATTY. NESTOR S. ROMULO
Corporate Secretary