

**MINUTES OF THE SPECIAL MEETING
OF THE BOARD OF DIRECTORS
METRO ALLIANCE HOLDINGS & EQUITIES CORPORATION**

August 16, 2007
22nd Floor, Citibank Tower
Paseo de Roxas, Makati City

Directors Present:

RENATO B. MAGADIA
KENNETH T. GATCHALIAN
ELVIRA A. TING
ROGELIO D. GARCIA
ATTY. LAMBERTO B. MERCADO, Jr.
RICARDO M. DE LA TORRE (Independent Director)

Also Present:

ATTY. NESTOR S. ROMULO

CALL TO ORDER

Mr. Renato B. Magadia called the meeting to order at 11:30 a.m. and presided thereat. The Corporate Secretary, ATTY. NESTOR S. ROMULO was instructed to record the Minutes of the Meeting.

EXISTENCE OF A QUORUM

Upon the Chairman's inquiry, the Corporate Secretary certified that a majority of all the directors of the Corporation were personally present and therefore, a quorum existed to transact business.

APPROVAL OF THE MINUTES OF THE LAST BOARD MEETING

The Chairman called the Board's attention to the minutes of the meeting of the Board on July 30, 2007. Copies of the same were previously circulated to the Board for the directors' comments and correction. As there were no objections to the minutes, the same were approved by the Board.

AUTHORIZATION FOR DIRECTOR LAMBERTO B. MERCADO. JR

The board was informed of the need to authorize Director LAMBERTO B. MERCADO. JR to sign such documents, affidavits, verification, certification and other such papers necessary and in relation to the case to be filed by the Corporation which is a Petition for Review on Certiorari under Rule 45 against against the Philippine Trust Company. After some discussion, the board approved the following resolution:

"Resolution No. 7, Series of 2007"

"RESOLVED, that METRO ALLIANCE HOLDINGS & EQUITIES CORP. (the "Corporation") hereby names, constitutes and appoints, as it does hereby name, constitute and



appoint ATTY. LAMBERTO B. MERCADO, JR., to be its true and lawful attorney-in-fact for and in the corporation's name, place and stead, to file a Petition for Review on Certiorari under Rule 45 from the Court of Appeals' Decision in CA-G.R. SP No. 95981 against the Philippine Trust Company (also known as Philtrust Bank), before the Supreme Court, do and perform the following acts, to wit:

1. To enter and represent the Corporation at the above entitled case
2. To sign the necessary pleadings, papers, agreements or documents pertaining thereto;

"HEREBY GIVING AND GRANTING unto said attorney full power and authority to do and perform all and every act and thing whatsoever requisite or necessary to be done in and about the premises as fully to all intents and purposes as the Corporation might or could do, with full power or substitution and revocation, and

"HEREBY RATIFYING AND CONFIRMING all that said attorney shall lawfully do or cause to be done by virtue of the presents."

"RESOLVED, FINALLY, that the Corporate Secretary be authorized to certify to the foregoing resolutions in such form as may be prescribed by the court or other counter-parties".

DEFERMENT AND RESCHEDULING OF THE ANNUAL STOCKHOLDER'S MEETING, SETTING OF THE RECORD DATE FOR THE PURPOSE OF DETERMINING THE SHAREHOLDERS ENTITLED TO RECEIVE NOTICES OF MEETING AND ENTITLED TO VOTE DURING SAID MEETING AND LIST OF NOMINEES TO THE BOARD OF DIRECTORS

The board was informed of the need to further postpone the annual stockholder's meeting, which was previously set to be on September 21, 2007, the setting of the record date for the purpose of determining the shareholders entitled to receive notices of meeting and entitled to vote during said meeting and finalization of the list of nominees to the board of directors for the purpose of the annual stockholder's meeting. After some discussion, the board approved the following resolution:

"Resolution number 8, series of 2007:

"RESOLVED, as it is hereby resolved, that in view of the preparations and requirements to be complied with, such as, but not limited to, printing of the Annual Report and the Information Statement, prior to conducting the regular Annual Meeting of the Stockholders of the Corporation which was previously set to be on September 21, 2007, the meeting is hereby deferred and scheduled to be conducted on November 9, 2007, at 2:00 in the afternoon at the Top of the Citi, 34th Floor Citibank Tower, 8741 Paseo de Roxas, Makati City.

"RESOLVED, as it is hereby resolved, that the Corporation hereby set October 5, 2007 as record date for purposes of determining the shareholders entitled to receive Notice of the Annual Meeting and to vote and be elected during said meeting.

"RESOLVED FURTHER, as it is hereby resolved, that the Nomination Committee is hereby directed to screen, evaluate and submit a list of nominees to the



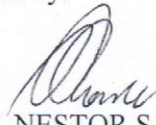
board of directors for election as members of the board of directors for the ensuing year 2007.

“RESOLVED FURTHER, as it is hereby resolved, that the Corporate Secretary is hereby instructed to file the necessary disclosures with the Securities and Exchange Commission and with the Philippine Stock Exchange, and is hereby authorized to coordinate, arrange and ensure compliance with the requirements for the conduct of the Annual Stockholders’ Meeting on November 9, 2007.”

ADJOURNMENT

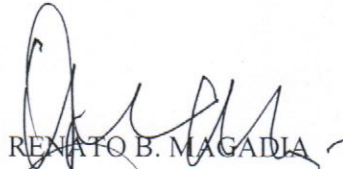
There being no other business to be discussed or acted upon by the Board, upon motion duly made and seconded, the meeting was adjourned at 12:15 p.m.

Certified by:




ATTY. NESTOR S. ROMULO
Corporate Secretary

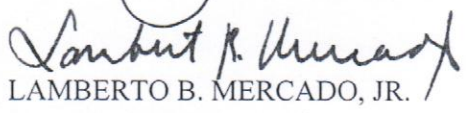
Attested by:



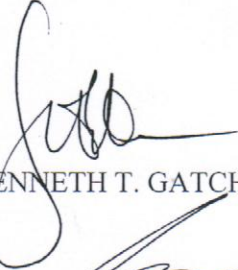
RENATO B. MAGADIA



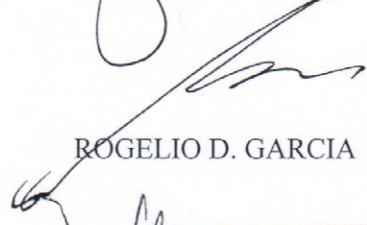
ELVIRA A. TING



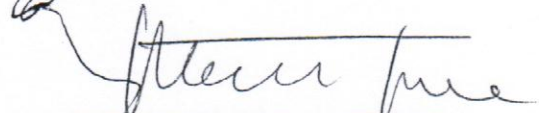
LAMBERTO B. MERCADO, JR.



KENNETH T. GATCHALIAN



ROGELIO D. GARCIA



RICARDO M. DE LA TORRE