

MINUTES OF THE SPECIAL MEETING  
OF THE BOARD OF DIRECTORS  
METRO ALLIANCE HOLDINGS & EQUITIES CORPORATION  
April 18, 2012  
Suite 2002 Antel 2000 Corporate Center  
121 Valero Street, Makati City

Directors Present:

RENATO B. MAGADIA  
ROGELIO D. GARCIA  
ATTY. LAMBERTO B. MERCADO, Jr.  
RICARDO M. DE LA TORRE (Independent Director)  
RENO I. MAGADIA  
NESTOR S. ROMULO  
JAMES PALIT-ANG (Independent Director)

Also Present:

ATTY. NESTOR S. ROMULO (As Corporate Secretary)

CALL TO ORDER

Mr. Renato B. Magadia called the meeting to order at 3:00 p.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 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 special meeting of the Board on February 23, 2012. Copies of the same were previously circulated to the Board for the directors' comments and correction. As there were no objections to the minutes as well as to the Resolutions, the same were approved by the Board.

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 postpone the annual stockholder's meeting, 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 2, series of 2013:

“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 and more importantly the audited financial statement prior to conducting the regular Annual Meeting of the Stockholders of the Corporation on May 25, 2012, said Annual Meeting is hereby deferred and scheduled to be conducted on November 23, 2012 at 2:00 in the afternoon at ONE CAFÉ, 6th Floor One Corporate Center, Julia Vargas Ave., cor. Meralco Ave., Ortigas Center, Pasig City.

“RESOLVED, as it is hereby resolved, that the Corporation hereby set October 22, 2012 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, to postpone the 2011, 2010, 2009, 2008, 2007 Annual Stockholders Meeting (ASM) from May 25, 2012 to November 23, 2012 at 2:00 in the afternoon at ONE CAFÉ, 6th Floor One Corporate Center, Julia Vargas Ave., cor. Meralco Ave., Ortigas Center, Pasig City. All stockholders of record as of October 22, 2012 are entitled to participate in said Annual Stockholders 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.

“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 23, 2012.

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 4:30 p.m.

Certified by:

  
ATTY. NESTOR S. ROMULO  
Corporate Secretary

Attested by:

  
RENATO B. MAGADIA

  
LAMBERTO B. MERCADO, Jr.

  
RENATO B. MAGADIA

  
JAMES PALIT-ANG

  
ROGELIO D. GARCIA

  
RICARDO M. DE LA TORRE

NESTOR S. ROMULO