

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

March 17, 2008  
22<sup>nd</sup> 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  
JANICE A. DUNGCA

**CALL TO ORDER**

Mr. Renato B. Magadia called the meeting to order at 12:00 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 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 meetings of the Board on January 25, 2008. 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 RENATO B. MAGADIA OR KENNETH T. GATCHALIAN OR ELVIRA A. TING OR ROGELIO D. GARCIA OR LAMBERTO B. MERCADO, Jr. TO FILE CASE AGAINST BANCO DE ORO (FORMERLY EQUITABLE PCIBANK) AND TO VERIFY COMPLAINT AND CERTIFY NON-FORUM SHOPPING.**

The board was informed of the need to authorize Renato B. Magadia or Kenneth T. Gatchalian or Elvira A. Ting or Rogelio D. Garcia or Lamberto B. Mercado, Jr. to file case against Banco de Oro (formerly Equitable PCIBank) and to verify the complaint and certify against non-forum shopping. After some discussion, the board approved the following resolution:

Resolution No. 2, Series of 2008:

“RESOLVED, as it is hereby resolved, that the Corporation authorize Renato B. Magadia or Kenneth T. Gatchalian or Elvira A. Ting or Rogelio D. Garcia or Lamberto B. Mercado, Jr. to file whatever legal action/case against Banco de Oro (formerly Equitable PCIBank) and to verify the complaint and certify against non-forum shopping.

RESOLVED further, as it is hereby resolved that Renato B. Magadia or Kenneth T. Gatchalian or Elvira A. Ting or Rogelio D. Garcia or Lamberto B. Mercado, Jr. be as they are hereby authorized singly to sign any papers, affidavits or whatever pleading required in the filing of whatever legal action/case is necessary.

**AUTHORIZATION FOR CORPORATE COUNSELS, PHILS. LAW OFFICES OR ANY OTHER LAWYER BELONGING TO THE CORPORATE COUNSELS, PHILS. LAW OFFICES**

The board was informed of the need to authorize **CORPORATE COUNSELS, PHILS. LAW OFFICES** or any other lawyer belonging to the **CORPORATE COUNSELS, PHILS. LAW OFFICES** as the attorney-in-fact or representative of the Corporation to file the case, to sign such documents, affidavits, verification, certification and other such papers necessary and in relation to the case to be filed by the Corporation against Banco de Oro (formerly Equitable PCIBank). After some discussion, the board approved the following resolution:

Resolution No. 3, Series of 2008:

“RESOLVED, as it is hereby resolved, that the Corporation authorize, as it hereby authorizes, Corporate Counsels, Phils. Law Offices or any other lawyer belonging to the Corporate Counsels, Phils. Law Offices, as its attorney-in-fact or representative of the Corporation, in its name, place and stead to do the following:

1. To file any case/legal action, and to appear for and represent the Corporation at the pre-trial conference, trial, and at any and all proceedings for whatever legal action/civil case/s, with damages, and prayer for writ of Preliminary Mandatory/Prohibitory Injunction/Temporary Restraining Order, against Banco de Oro (formerly Equitable PCIBank) before the proper Regional Trial Court.
2. To enter into an amicable settlement and/or compromise agreement in connection with the said case, and for that purpose to make, sign and execute any compromise agreement under such terms and conditions as the Corporation’s above-named attorney-in-fact and counsel may deem necessary, or proper in the premises; and
3. To consider the simplification of issues, necessity or desirability of amendments to the pleadings, possibility of obtaining stipulations or admissions of fact and of documents to avoid unnecessary proof, limitation of number of witnesses, and such other matters as may aid the court in the prompt disposition of the action.”

**AUTHORIZATION FOR A. TAN, ZOLETA AND ASSOCIATES LAW FIRM OR ANY OTHER LAWYER BELONGING TO THE CORPORATE COUNSELS, PHILS. LAW OFFICES**

The board was informed of the need to authorize A. TAN, ZOLETA AND ASSOCIATES LAW FIRM and/or any of its associates ATTYS. ALEX Y. TAN, TRISTRAM B. ZOLETA, ELVIN P. GRANA and ROBERTO S. FEDERIS to represent it in civil action against PHILIPPINE TRUST COMPANY. After some discussion, the board approved the following resolution:

Resolution No. 4, Series of 2008:

“RESOLVED, as it is hereby RESOLVED, that A. TAN, ZOLETA AND ASSOCIATES LAW FIRM and/or any of its associates ATTYS. ALEX Y. TAN, TRISTRAM B. ZOLETA, ELVIN P. GRANA and ROBERTO S. FEDERIS be, as it is hereby, authorized to represent it in civil action “METRO ALLIANCE HOLDINGS & EQUITIES CORPORATION and PHILIPPINE ESTATE CORPORATION versus PHILIPPINE TRUST COMPANY, ET AL., SCA No. TG-05-2519” before the Regional Trial Court of Tagaytay City, Branch 18 on the Pre-Trial Conference schedules on March 26, 2008 at 2:00 o’clock in the afternoon and in all its subsequent hearings; and RESOLVED, FURTHERMORE, that it is hereby authorized to:

- (a) Enter into any amicable settlement or submit to alternative modes of dispute resolutions;
- (b) Enter into stipulations or admissions of facts and of documents;
- (c) To consider the simplification of issues, necessity or desirability of amendments to the pleadings, possibility of obtaining stipulations or admissions of fact and of documents to avoid unnecessary proof, limitation of number of witnesses, and such other matters as may aid the court in the prompt disposition of the action
- (d) Enter into such other matters as may aid in the prompt disposition of the action; and
- (e) Enter into any other matter appropriate under Section 2 of Rule 18 of The 1997 Rules of Civil Procedure.”

**AUTHORIZATION FOR MR. RENATO B. MAGADIA AND/OR NESTOR S. ROMULO AND/OR JOAQUIN P. OBIETA**

After some discussion, the board approved the following resolution:

“Resolution number 5, series of 2008:

“RESOLVED, as it is hereby resolved, that Mr. Renato B. Magadia and/or Nestor S. Romulo and/or Joaquin P. Obieta be appointed as the Corporation’s proxy, with full power of substitution and revocation, to represent the Corporation, participate in deliberation and vote at the Special or Annual Stockholder’s Meetings of the following subsidiaries/affiliates:

1. Mabuhay Vinyl Corporation
2. Consumer Products Distribution Services, Inc.

3. GAC Logistics, Inc.
4. Asia Healthcare, Inc.
5. FEZ-EAC Holdings, Inc.
6. Zuellig Distributors, Inc.

The board was informed of the need to authorize Janice A. Dungca to pre-terminate on behalf of the Corporation the promissory notes that the Corporation previously issued in favor of Waterfront Philippines, Inc. and to sign and issue new promissory notes with 7% interest in favor of Waterfront Philippines, Inc. After some discussion, the board approved the following resolution:

“Resolution number 6, series of 2008:

“**RESOLVED**, as it is hereby resolved, that Janice A. Dungca, be authorized to pre-terminate on behalf of the Corporation the following promissory notes that the Corporation previously issued in favor of Waterfront Philippines, Inc.

Promissory Notes	Principal	Interest rate
August 1, 2006 to August 1, 2007	37,352,455.82	0%
August 9, 2006 to August 9, 2007	11,220,000.00	0%
September 1, 2006 to September 1, 2007	15,251,494.58	0%
December 31, 2006 to December 31, 2007	227,203,254.77	4%
December 31, 2006 to December 31, 2007	230,000.00	0%
December 31, 2006 to December 31, 2007	10,240,000.00	0%
	<u>301,497,205.17</u>	

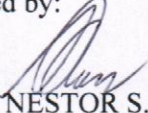
and to sign and issue the following new promissory notes with 7% interest in favor of Waterfront Philippines, Inc.

Promissory Notes	Principal	Interest rate
January 1, 2007 to December 31, 2007	37,352,455.82	7%
January 1, 2007 to December 31, 2007	11,220,000.00	7%
January 1, 2007 to December 31, 2007	15,251,494.58	7%
January 1, 2007 to December 31, 2007	227,203,254.77	7%
January 1, 2007 to December 31, 2007	230,000.00	7%
January 1, 2007 to December 31, 2007	10,240,000.00	7%
January 1, 2007 to December 31, 2007	2,000,000.00	7%
	<u>303,497,205.17</u>	

**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 12:45 p.m.

Certified by:

  
ATTY. NESTOR S. ROMULO  
Corporate Secretary

Attested by:

RENATO B. MAGADIA

KENNETH T. GATCHALIAN

ELVIRA A. TING

ROGELIO D. GARCIA

LAMBERTO B. MERCADO, JR.

RICARDO M. DE LA TORRE