

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

April 28, 2009
22nd Floor, Citibank Tower
Paseo de Roxas, Makati City

Directors Present:

RENATO B. MAGADIA
ELVIRA A. TING
KENNETH T. GATCHALIAN
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 2:15p.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 February 26, 2009. 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.

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 is set to be any business day in May per Amended By-Laws, 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 4, series of 2009:

“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 2009 Annual Meeting of the Stockholders of the Corporation which is set to be any business day in May per Amended By-Laws, the meeting is hereby deferred and scheduled to be conducted on September 30, 2009, Friday, 2:00 in the afternoon at 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 August 15, 2009 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.

“RESOLVED FURTHER, as it is hereby resolved, that due to the pending issues with SEC regarding the 2006 audited financial statement, the Corporation hereby further postpone the 2007 and 2008 Annual Stockholders Meeting from June 26, 2009 to September 30, 2009 at 2:00 in the afternoon at the Top of the Citi, 34th Floor Citibank Tower, 8741 Paseo de Roxas, Makati City and has set August 15, 2009 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 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 September 30, 2009.”

PETROCHEMICAL PROJECT UPDATE

The Chairman discussed the status of the Petrochemical Project and the various issues that are still hounding the project. The Chairman updated the members of the Board that the conflict with the Iranian group continues and there is no immediate solution in sight in view of the pending cases between Polymax and Mahec on one hand and NPCI and PIIC on the other hand. In the meantime the management of NPCA and the Petrochemical plant remains in the hands of the Iranian group. The Chairman disclosed that they are planning to file a Motion for Protective Order to get control of the Petrochemical plant. After some discussion the report of the Chairman was noted by the board.

OPERATIONAL HIGHLIGHTS AND OTHER ISSUES

The Chairman briefly discussed the results of operations of Metro Alliance, Consumer Products (CPDSI) and GAC Logistics the details of which are contained in the materials furnished the members of the board earlier. After some discussion the results of operations were noted by the board.

STATUS OF PENDING CASES

Metro Alliance and BPC vs. Mirant (Philippines) Energy Corporation

Metro Alliance and BPC filed a civil action against Mirant on November 23, 2006 for its continuing refusal to reconnect the power substation, and which refusal is a violation of the Electric Power Purchase Agreement dated December 24, 1999 as well as the Contract of Sublease covering Mirant's substation occupancy of the subleased property, not to mention the various agreements with the National Power Corporation to operate the substation among others. The Chairman briefed the members of the board that the case has been settled now.

Metro Alliance vs. WESTLB AG

This pertains to a case against WESTLB AG, A German Bank, filed in the High Court of Singapore on July 13, 2006 for the return of US\$1.635 million deposited with WESTLB as part payment for the purchase of the assets of BPC foreclosed by the IFC. The Agreement stipulated that upon deposit of US\$1,635 million, WESTLB AG will immediately effect the full assignment and transfer of the legal and beneficial title to the assets to Metro Alliance as well as to obtain the necessary consents required by the loan agreement. The Chairman briefed the members of the board that the case has been terminated now.

Metro Alliance and Philippine Estate Corp. vs. Philtrust Bank

On September 14, 2005, Metro Alliance and Philippine Estate Corporation filed a Civil Action for Declaratory Relief, Accounting, Reformation of Contracts, Annulment and Decrease in Interest Rates, Service Charge, Penalties and Notice of Sheriffs Sales, plus Damages with prayer for the Issuance of a Temporary Restraining Order and/or Writ of Preliminary Injunction. Damages sought are P1, 000,000 as and by way or exemplary damages and P500,000 as and by way of attorney's fees; litigation expenses and cost of suit. The case is now pending with the Regional Trial Court of Tagaytay City, Branch 18, Case No. TG-05-2519. The case stemmed from the imminent extra-judicial foreclosure of properties covered by Transfer Certificate of Title Nos. T-35522, T-35524 and T-35552 subject to the real Estate Mortgage executed by Metro Alliance and Philippine Estate Corporation on the amount of P42,000,000 which amount was never received. The Chairman briefed the members of the board that the case is still pending.

Polymax Worldwide Ltd. vs. NPC International Ltd. (NPCI), Petrochemical Industries Investment Company (PIIC) and NPC Alliance Corp.

On November 27, 2007 Polymax filed Civil Case No. 07-1091 for Declaratory Relief against NPCI, PIIC and NPC Alliance Corporation, wherein in said case Polymax prays for the

declaration of the Share Purchase Agreement and the Stockholders' Agreement as null and void and also prays for the declaration of the transfer of the 60% equity shares of the NPCA to the NPCI group as null and void and that the shares are owned by Polymax. Said case is still pending.

STATUS OF LOANS/ADVANCES

The Chairman briefly discussed the loans and other liabilities of Metro Alliance which amount to Php 1.85 billion as of March 31, 2009 the details of which are contained in the materials furnished the members of the board earlier and how to settle these loans. The board noted the Chairman's plans and strategies.

STATUS OF INVESTMENT IN MVC

In March 2005, Metro Alliance entered into a MOA whereby Metro Alliance offered to settle its obligation amounting to P176.7 million as of February 15, 2005 by way of assignment and transfer to Equitable PCI Bank (now Banco de Oro) of all its rights and interests over the 234,592,391 MVC shares. The MOA provides for a repurchase option within one year. There were no transfers of shares of stock from March 2005 to date. Metro Alliance's failure to exercise the repurchase technically vests in the Bank the right to sell the shares to any buyer. On June 8, 2008, Metro Alliance totally extinguished its loan from BDO against its 234,592,391 MVC shares and maintained the 29,944,264 as investments in MVC. Because BDO refused to release these shares to Metro Alliance, the latter now plans to file a case against BDO.

STATUS OF SEC AND PSE COMPLIANCES

The Chairman discussed the status of SEC and PSE compliances the details of which are contained in the materials furnished the members of the board earlier and what are the steps that Metro Alliance has to take to remedy all the problems especially the suspension of trading of Metro Alliance's shares at PSE and how the company can expedite submission of all the reports required by the SEC to forestall revocation of the registration of its securities. After some discussion the reports were noted by the board.

STATUS OF BIR CASES AND ASSESSMENTS

The Chairman discussed the status of status of BIR cases of and assessments against Metro Alliance, Zuellig Distributors, Inc., and Consumer Products (CPDSI) the details of which are contained in the materials furnished the members of the board earlier and what are the steps that Metro Alliance has to take to remedy all the problems. After some discussion the reports were noted by the board.

OTHER MATTERS

OPENING OF CM PAYROLL FACILITY WITH UNITED COCONUT PLANTERS BANK (UCPB) – MAIN BRANCH.

The board was informed of the need of the corporation to open and maintain CM Payroll Facility with UNITED COCONUT PLANTERS BANK (UCPB) – Main Branch. After some discussion, the board approved the following resolution:

“Resolution number 5, series of 2009:

RESOLVED as it is hereby resolved, that the corporation open and maintain CM Payroll Facility of the bank with UNITED COCONUT PLANTERS BANK (UCPB) – Main Branch, under such terms and conditions as may be beneficial to the corporation.


Resolved further, that Mr. Renato B. Magadia - President and Ms. Janice Concepcion A. Dungca – Compliance Officer be hereby authorized for and in behalf of the corporation to enter into, execute and sign and/or submit such agreements and or documents more particularly but not limited to the Payroll Service Agreement of UCPB and to hold under such terms and conditions UCPB free and harmless from any and all liabilities and damages arising from or in connection with UCPB Payroll Service arrangement.

Resolved, that Mr. Renato B. Magadia - President and Ms. Janice Concepcion A. Dungca – Compliance Officer be hereby designated as the AUTHORIZED REPRESENTATIVES in the CM Payroll Services entered into with UCPB and are hereby authorized and granted the power to, with authority of delegation, advise UCPB to include employee’s accounts in the payroll list and authenticate the signature of all payroll accounts.

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 4:15 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