

MINUTES OF THE SPECIAL MEETING
OF THE BOARD OF DIRECTORS
METRO ALLIANCE HOLDINGS & EQUITIES CORPORATION
October 11, 2023
HELD THROUGH REMOTE COMMUNICATION

Directors Present:

ELVIRA A. TING
KENNETH T. GATCHALIAN
ATTY. LAMBERTO B. MERCADO, Jr.
RENO I. MAGADIA
NESTOR S. ROMULO
ARISTEO R. CRUZ (Independent Director)
BYOUNG HYUN SUH (Independent Director).

Also Present:

ATTY. NESTOR S. ROMULO (As Corporate Secretary)

1. CALL TO ORDER

ELVIRA A. TING as Chairperson called the meeting to order at 11:30 a.m. through remote communication using ZOOM video conferencing application and presided thereat. The Chair instructed the Corporate Secretary, Atty. Nestor S. Romulo to make the roll call. After calling their names one by one all the Directors namely: Elvira A. Ting, Kenneth T. Gatchalian, Atty. Lamberto B. Mercado, Jr., Reno I. Magadia, Nestor S. Romulo, Aristeo R. Cruz and Byoung Hyun Suh, they individually responded that they were present and participating via ZOOM video conferencing application, stating his/her full name and position, location, confirmed that he/she can clearly hear/see the other attendees and he/she received the notice of meeting, agenda and materials, and using Laptop/Tablet/Smartphone. The Corporate Secretary was instructed to record the Minutes of the Meeting.

2. EXISTENCE OF A QUORUM

Upon the Chairperson's inquiry, the Corporate Secretary certified that majority of the directors of the Corporation were personally present through ZOOM video conferencing application and therefore, a quorum existed to transact business.

3. 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 of August 22, 2023. 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.

4. APPOINTMENT OF MR. KENNETH T. GATCHALIAN AS THE CORPORATION'S REPRESENTATIVE TO SIGN THE DEED OF ASSIGNMENT

The board was informed of the need to appoint MR. KENNETH T. GATCHALIAN as the

Corporation's representative to sign the deed of assignment and all documents in relation to the Corporation's assignment of one (1) common share of Metro Combined Logistics Solutions, Inc. covered by stock certificate no. 0044, to Atty. Aristeo R. Cruz. After some discussion the board approved the following resolution:

Resolution No. 7 series of 2023

"RESOLVED, that MR. KENNETH T. GATCHALIAN is hereby appointed as the Corporation's representative to sign the deed of assignment and all documents in relation to the Corporation's assignment of one (1) common share of Metro Combined Logistics Solutions, Inc. covered by stock certificate no. 0044, to Atty. Aristeo R. Cruz."

5. OTHER MATTERS

No other matters were discussed

6. 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:



ELVIRA A. TING



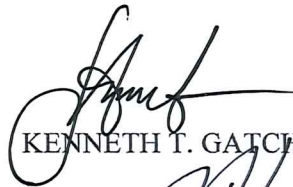
LAMBERTO B. MERCADO, Jr.



NESTOR S. ROMULO



BYOUNG HYUN SUH



KENNETH T. GATCHALIAN



RENO L. MAGADIA



ARISTEO R. CRUZ

REPUBLIC OF THE PHILIPPINES)
CITY OF PASIG _____)

SECRETARY'S CERTIFICATE

I, NESTOR S. ROMULO, Filipino, of legal age, married and with postal address at 35th Floor, One Corporate Center, Doña Julia Vargas Avenue cor. Meralco Avenue, Ortigas Center, Pasig City, after having been duly sworn to in accordance with law do hereby depose and state:

1. That I am the duly elected, qualified and incumbent Corporate Secretary of METRO ALLIANCE HOLDINGS & EQUITIES CORP, a corporation; duly organized and existing under the laws of the Republic of the Philippines, with principal office at 35th Floor, One Corporate Center, Doña Julia Vargas Avenue cor. Meralco Avenue, Ortigas Center, Pasig City.

2. As Corporate Secretary, I have in my custody the corporate records of the Corporation among others, the Minutes of the meetings of the Board of Directors;

3. I hereby certify under oath that at a meeting of the Board of Directors of the Corporation called and held on October 11, 2023 at the principal place of business of the Corporation mentioned above, at which a quorum was present and acting throughout, the following resolution was unanimously passed and approved by the members of the Board present:

"RESOLVED, that MR. KENNETH T. GATCHALIAN is hereby appointed as the Corporation's representative to sign the deed of assignment and all documents in relation to the Corporation's assignment of one (1) common share of Metro Combined Logistics Solutions, Inc. covered by stock certificate no. 0044, to Atty. Aristeo R. Cruz."

4. I further certify that said resolution is still in force and effect and has not been amended or revoked.


In WITNESS WHEREOF, I have hereunto affixed my signature this 13 OCT 2023 day of November, 2021 at

PASIG CITY


NESTOR S. ROMULO
Corporate Secretary

13 OCT 2023

SUBSCRIBED AND SWORN to before me this _____ day of October, 2023 at PASIG CITY affiant exhibited to me his Driver's License No. N17-76-011116 valid up to April 23, 2024 and issued in Quezon City bearing his picture and signature, competent evidence showing his identity, known to me unto known to be the same person who executed the foregoing document and acknowledged to me that the same person is his free act and voluntary deed.


ATTY LETICIA M. AMON
Notary Public
Pasig, Pateros & San Juan
Valid Until December 31, 2023
Roll No. 22188
PTR AA No. 0112306/01-03-23
Lifetime IBP Member No. 04286
Official Receipt No. 574709, IBP Chapter
MCLE Compliance No. VII-0000050/6-18-2019
Ground Flr. Armal Centre, U. Velasco, Ave.
Malinao, Pasig City

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