

**MINUTES OF THE SPECIAL MEETING
OF THE BOARD OF DIRECTORS OF METRO ALLIANCE HOLDINGS & EQUITIES CORP.
HELD ON June 18, 2024 AT 11:00 A.M.
35TH FLR. ONE CORPORATE CENTER, PASIG CITY (VIA REMOTE COMMUNICATION)**

Directors Present:

Ms. Elvira A. Ting
Mr. Kenneth T. Gatchalian
Atty. Lamberto B. Mercado, Jr.
Atty. Aristeo R. Cruz
Atty. Nestor S. Romulo
Mr. Byoung Hyun Suh

Also Present:

Atty Nestor S. Romulo. (as Corporate Secretary)

1. CALL TO ORDER

ELVIRA A. TING as Chairperson called the meeting to order at 11:00 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 incumbent Directors namely: Kenneth T. Gatchalian, Atty. Lamberto B. Mercado, Jr., Atty. Aristeo R. Cruz, Atty. Nestor S. Romulo 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 all the incumbent 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 May 6, 2024. 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. SETTING THE DATE OF THE ANNUAL STOCKHOLDERS' MEETING FOR 2024

On motion duly made and seconded, the Board unanimously passed the following resolution:

"RESOLVED, as it is hereby resolved, that the 2024 regular Annual Meeting of the Stockholders, be set to be held on July 24, 2024, Wednesday at 11:00 a. m. through remote communication.

"RESOLVED FUTHER, as it is hereby resolved that the Corporation hereby set July 2, 2024 as record date for purposes of determining the shareholders entitled to receive Notice of the Annual Meeting and to vote and be elected during the said meeting and that from July 3 to 24, 2024 the stock and transfer books be closed.

"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 Stockholder’s Meeting on July 24, 2024.

“RESOLVED FINALLY, that the foregoing authorities shall remain in full force and effect and binding on the Corporation unless rescinded or otherwise voided.”

5. AMENDMENT OF THE ARTICLE III SECTION 1, PARAGRAPH 1 OF THE CORPORATION’S BY-LAWS

The Board was informed of the need to amend Article III, Section 1, Paragraph 1 of the By-Laws to comply with the rules and regulations of the Securities and Exchange Commission on Good Corporate Governance and Revised Corporation Code, by changing the date of Annual Meeting of stockholders from “on any day not a Sunday or a legal holiday in the month of May of each year” to “every third Tuesday of July of each year” because of the difficulty of holding it in the month of May due to the lack of sufficient time to prepare all the needed materials and documents, among them: the Information Statement, the President’s Report as well as the preparations and requirements to be complied with, such as, but not limited to, printing of the Annual Report, the Information Statement and SEC Form 17-A or making electronic copy thereof, publication of the Notice of Stockholders meeting, prior to conducting the regular Annual Meeting of the Stockholders.:

After some discussion, on motion duly made and seconded, the board approved the following resolution:

“RESOLVED, as it is hereby resolved, that Article III, Section 1, Paragraph 1 of the By-Laws be as it is hereby amended to read as follows:

Section 1. Annual Meetings. - A meeting of the stockholders of the Company shall be held annually at Makati, Metro-Manila, Philippines, or in the city of municipality where the principal office of the Company may be located, and if practicable in the principal office of the company, every 3rd Tuesday of July of each year, on such time as may be fixed and determined by the Board of Directors.

6. DESIGNATION AND APPOINTMENT OF MS. CARMELITA E. ELEGIO AND/OR JOANN ARENDAYIN AS THE DULY AUTHORIZED REPRESENTATIVE OF THE CORPORATION WITH THE BUREAU OF INTERNAL REVENUE

On motion duly made and seconded, the Board unanimously passed the following resolution:

“RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of **METRO ALLIANCE HOLDINGS & EQUITIES CORP.**, (the “Corporation”), hereby designate and appoint Ms. Carmelita E. Elegio and/or Joann Arendayin as the duly authorized representative with the Bureau of Internal Revenue (BIR) regarding any tax matters involving the Corporation or anything connected therewith; and for this purpose, they are hereby authorized for and on behalf of the Corporation to transact, sign and execute any documents with the BIR and all related documents thereto and/or deliver documents and/or to do or cause to be done all other acts and things necessary, proper or convenient to give effect to the foregoing approval/authorizations”

7. ADJOURNMENT

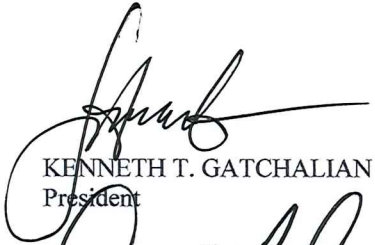
There being no other business to transact, the meeting was adjourned.


ATTY. NESTOR S. ROMULO
Corporate Secretary

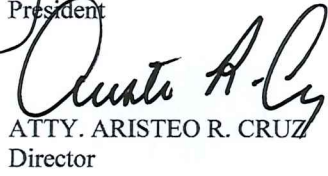
Attested by:



ELVIRA A. TING
Chairman of the Board



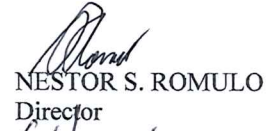
KENNETH T. GATCHALIAN
President



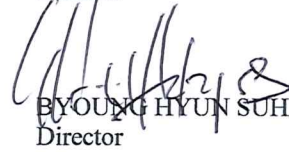
ATTY. ARISTEO R. CRUZ
Director



ATTY. LAMBERTO B. MERCADO JR.
Director



NESTOR S. ROMULO
Director



BYOUNG HYUN SUH
Director