

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

November 8, 2007
22nd 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 12:15 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 meeting of the Board on September 27, 2007. 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 was previously set to be on December 14, 2007, the setting of the record date for the purpose of determining the shareholders entitled to receive notices of meeting and entitled to

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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 10, series of 2007:

"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 regular Annual Meeting of the Stockholders of the Corporation which was previously set to be on December 14, 2007, the meeting is hereby deferred and scheduled to be conducted on January 18, 2008 at 2:00 in the afternoon at the 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 December 14, 2007 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 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 January 18, 2008."

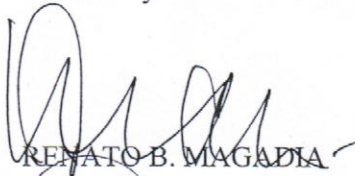
ADJOURNMENT

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.

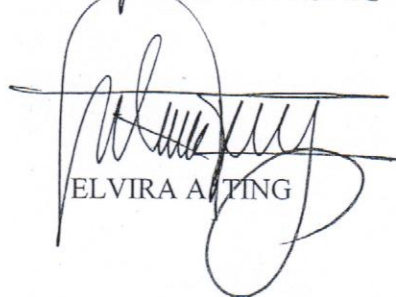
Certified by:


ATTY. NESTOR S. ROMULO
Corporate Secretary

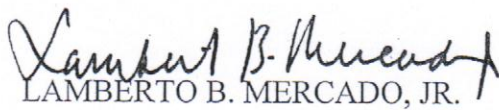
Attested by:



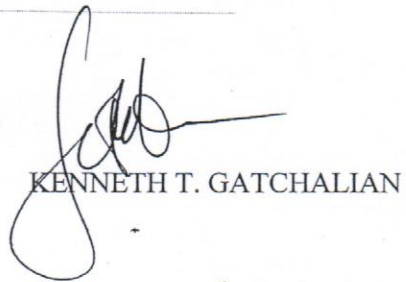
RENATO B. MAGADIA



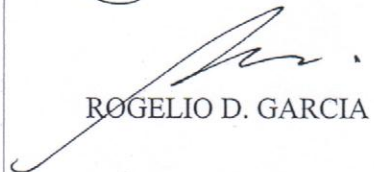
ELVIRA ARTING



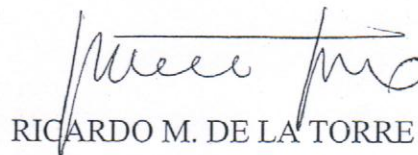
LAMBERTO B. MERCADO, JR.



KENNETH T. GATCHALIAN



ROGELIO D. GARCIA



RICARDO M. DE LA TORRE

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS
CONSUMER PRODUCTS DISTRIBUTION SERVICES, INC.
DECEMBER 3, 2007

Present:

RENATO B. MAGADIA
KENNETH T. GATCHALIAN
ELVIRA A. TING

Also Present:

ATTY. ARTHUR R. PONSARAN

PROCEEDINGS OF THE MEETING

CALL TO ORDER

The Chairman of the Board, Mr. Renato B. Magadia called the meeting to order and presided thereafter. The Corporate Secretary, Atty. Arthur R. Ponsaran, recorded the minutes of the meeting.

QUORUM

The Corporate Secretary certified that a majority of the Board of Directors were present in the meeting and that there was a quorum for the transaction of corporate business.

AUTHORITY TO TRANSACT WITH PLDT

The Chairman informed the Board that the only item of the agenda is the authority of the Corporation to transact with Philippine Long Telephone Company with respect to the dividends, claims and other transaction related thereto. On motion duly made and seconded the following resolutions were passed and approved:

RESOLVED, as it is hereby resolved, that the Board, hereby authorizes and designates Ms. Janice Concepcion A. Dungca, as the Representative of the **CONSUMER PRODUCTS DISTRIBUTION SERVICES, INC. (Formerly: Metro Drug Distribution Inc.,)** (the "Corporation") to transact, claim, receive and negotiate with respect to all dividends and including the changing of name and updating of records of the Corporation from Metro Drug Distribution Inc., to Consumer Products Distribution Services, Inc. with the Philippine Long Distance Company (PLDT);

"RESOLVED, FURTHER, that for this purpose, Ms. Janice Concepcion A. Dungca, be authorized to sign, execute and deliver all documents and other papers relative thereto, and do or cause to be done all other things necessary, proper or convenient to give effect to the foregoing transfer.

ADJOURNMENT

There being no further business to transact, the meeting was, on motion duly made and seconded, adjourned.