

MINUTES OF THE ANNUAL MEETING OF STOCKHOLDERS OF
ALLIANCE GLOBAL GROUP, INC.

15 October 2009

Grand Ballroom, Ground Floor, Marriott Hotel Manila, 10 Newport
Avenue, Newport City Complex, Pasay City

I. CALL TO ORDER

The presiding officer, Mr. **KINGSON U. SIAN**, called the meeting to order at 9:00 a.m.

II. CERTIFICATION OF NOTICE AND QUORUM

The Corporate Secretary, **DOMINIC V. ISBERTO**, informed the body that, based on the certification of the Corporation's stock transfer agent, all notices of the Annual Meeting had been sent to all stockholders of the Corporation as of 28 August 2009 the record date of the Annual Meeting. The Corporate Secretary likewise certified that there existed a quorum for the transaction of business for the Annual Meeting, there being present, as of 8:45 a.m., stockholders holding 7,154,257,409 shares of common stock of the Corporation representing 73.60% of the subscribed and outstanding capital stock of the Corporation.

III. APPROVAL OF MINUTES OF PREVIOUS ANNUAL MEETING

Upon motion made and duly seconded, the reading of the Minutes of the Annual Stockholders' Meeting held last 15 October 2009 was dispensed with as copies thereof had earlier been furnished to all stockholders of record of the Company. Thereafter, upon motion made and duly seconded, the Minutes of the Annual Stockholders' Meeting held last 15 October 2009 were approved.

IV. REPORT OF MANAGEMENT

The Chairman of the Board, Mr. **ANDREW L. TAN**, delivered the management report for the year 2009:

THE YEAR 2008 saw the country growing at much slower pace than in the previous year. Although the Philippine economy grew at its fastest pace in 31 years in 2007 with real GDP growth at 7.3%, the economy substantially slowed to 4.6% in 2008 due to the ongoing global financial crisis. However, high government spending, a resilient service sector, a small but active trade sector, and large remittances from about ten million overseas Filipino workers once again helped cushion the impact of the economic downturn.

Despite what analysis forecasted to be a sluggish year, your Company, Alliance Global Group, Inc. (AGI) still came out strong and financially sound, thanks to our continued prudence, hard work, and innovative spirit.

As such, AGI still managed to register impressive growth on practically all areas of operation in 2008. Our three business units- real estate through Megaworld Corporation (Megaword); food and beverage through Emperador Distillers, Inc. (EDI); and quick-service restaurants through Golden Arches Development Corporation (GADC), which franchises McDonald's fast-food restaurants in the country-all worked together to make 2008 another banner year for our country.

As always, we let our figures speak for themselves. For 2008, our total revenues increased by 19% to P36 billion from P30 billion a year ago. Our real estate business contributed about 49% to total revenues, followed by quick-service restaurants with 24%, while the food and beverage and corporate investments contributed 27%. Your Company thus ended 2008 with a consolidated net income of P6.1 billion, 21% better than the P5 billion recorded a year ago. Net income attributable to equity holders of the parent company improved by 19% to P3.9 billion from P3.3 billion the previous year.

In the first half of 2009, AGI continued to ride on the past year's growth momentum, registering total revenues of P17.3 billion, up to 12% from the P15.4 billion in the same period in 2008. Consolidated net income, in turn, amounted to shareholders rose to P2.4 billion, 44% higher than the P1.7 billion posted a year ago.

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Our solid operating performances in 2008 and in the first half of 2009 are proofs that our consistent business strategies are working. The major transformation that AGI underwent in 2007, particularly the increase in equity stake in Megaworld and the acquisition of EDI, has served us well.

Together with our productivity efforts, we are focused on investing for the long-term in key, high growth industries in the country, particularly in the tourism sector.

In 2008, AGI through its subsidiary, Travellers International Hotel Group, Inc. (Travellers International) entered into a joint venture with Star Cruises) to build the country's first 24/7 integrated tourism resort in Newport City, the only development across from Terminal 3 of the Ninoy Aquino International Airport. Star Cruises is part of the Malaysian conglomerate Genting Berhad, and is the world's third largest cruise line operator.

Travellers International will invest over US\$500 million to develop the Newport City integrated tourism resort called Resorts World Manila, which will be home to a series of hotels namely, the all suite Maxims Hotel, the five-star Marriott Hotel, and budget hotel called Remington. The hotels will have a total capacity of 1,574 rooms. The facility will also feature a grand mall with a piazza covered by a sky roof, world Class Theater, gaming facility, and other various retail, leisure and entertainment facilities. Once completed, the entire project will generate more than 10,000 direct and indirect jobs by 2012.

Travellers International will likewise, build the larger Bayshore City, envisioned as a themed development with more hotels, leisure, retail and entertainment facilities. Given its scale, Bayshore City is expected to create over 100,000 direct and indirect jobs.

Although we are venturing into a new line of business, expansion activities within the three other business continue. We have been launching new residential projects and developing more office and retail spaces for Megaworld. EDI recently launched a new product called The Bar, a flavored alcoholic beverage in two variants. GADC is scheduled to open more McDonald's branches this year, both in Metro Manila and key cities and offer new product promotion to maintain a competitive footing.

Despite there still being hurdles to overcome in the remainder of the year, we remain committed to continue to adopt prudent measures that will ensure our financial sustainability. We will, likewise, be on the lookout for new opportunities that may further enhance the overall profitability of your Company.

V. | OPEN FORUM

Question 1: I have read that Megaworld won the recent bid in North Central Business Development Bonifacio Project. Would you mind give us an idea of what we expect from the pressure from this development?

Mr. Sian: Yes, we won the bid for an 8.3 hectare property in the North Central Business Development in the Bonifacio Global City. It is the piece of property which is along 8th Avenue and still not open but 8th Avenue will be one of the largest thorough fares within the global city and it goes from north to south. Our property goes along to the kalayaan gate so it is the link from the north to the global city. It is quite strategic in terms of location. It will be a mixture development primarily towards residential development but there will be some retail or office development with a total of around 516,00 gross floor area so we are still to finalize the master plan and we are expecting to launch something by the second half of next year.

Question 2: I would like to ask in the global financial crisis right now, what business of AGI has been affected? If so, what is the business doing to mitigate the effect?

Mr. Sian: I think some of the business, the impact were more felt last year than this year so some of the businesses were a bit down last year in terms of liquor and the McDonalds. But this year, we are very happy to report that all of our businesses across all business segments are doing well and definitely better than last year so we should end this year with another banner year.

Question 3: From the last Stockholder's Meeting you have introduced the The Bar primarily with 2 variants of flavor. I would like to ask how the reception of the market with the said products was and as I can see you are to introduce again a new flavor of The Bar?

Mr. Sian: Yes, last year we introduced The Bar and it was formally launched in April this year with 2 variants, Vodka Orange and Gin Lemon. We have recently introduced another variant which is the Green Apple and so far the reception has been quite good and it has met our expectation. We are very hopeful that the trend and the sales will continue to grow and so we are very encourage with the performance of the Bar.

Question 4: Mr. Chairman, I would like to congratulate you in the command for such vision in the innovation but with the most of the company businesses of AGI is in the real estate. Question is, With 2 heavy typhoons recently, how have these affect AGI businesses? Are we as company adequately insured against them?

Mr. Sian: Yes, of course the typhoon has been quite devastating for Metro Manila. Fortunately for us, the impact has been quite minimal and there were some 2 McDonalds had to close for 2 days but they were all open now but as far as the Megaworld is concern, the minimal impact on the development but I would say on flooding the interest on the condominium. In terms of insurance, we are adequately insured and we do not see any major impact in our performance this year because of the 2 typhoons.

VI. APPOINTMENT OF INDEPENDENT AUDITORS

Upon motion made and duly seconded, the stockholders approved the following resolution: ***"RESOLVED, that the Punongbayan and Araullo be appointed as the independent auditors of the Corporation for the year 2008."***

VII. RATIFICATION OF ACTS OF THE BOARD OF DIRECTORS AND MANAGEMENT FOR THE YEAR 2008

Upon motion made and duly seconded, the stockholders approved the following resolution: ***"RESOLVED, that all acts of the Board of Directors and Management for the year 2008 be ratified."***

VIII. ELECTION OF DIRECTORS

Upon motion made and duly seconded, the following were nominated to the Board of Directors: **Andrew L. Tan, Kingson U. Sian, Winston S. Co, Katherine L. Tan, Renato M. Piezas, and Sergio R. Ortiz-Luis, Jr., Alejo L. Villanueva, Jr.** as the independent directors.

Upon motion made and duly seconded, the Presiding Officer declared the nominations closed. Since there were only seven nominees to the Board, the Presiding Officer declared all seven nominees elected as directors.

IX. ADJOURNMENT

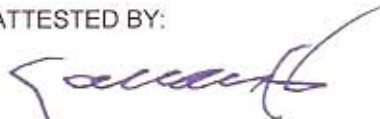
The meeting was adjourned at 10:00 A.M.

CERTIFIED CORRECT:



DOMINIC V. ISBERTO
Corporate Secretary

ATTESTED BY:



ANDREW L. TAN
Chairman