

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

18 September 2012

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 9:45 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 27 August 2012 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 7,425,962,106 shares of common stock of the Corporation representing 72.31% 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 20 September 2011 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 20 September 2011 were approved.

IV. REPORT OF MANAGEMENT

The Chairman of the Board, Mr. **ANDREW L. TAN**, delivered the management report for the year 2012:

THE COUNTRY'S GROSS DOMESTIC product grew by only 3.7% in 2011, almost half of the hefty 7.6% growth in 2010. This rather sluggish expansion was due in part to a contraction in the country's exports, crop damage brought about by torrential rains and typhoons, and a substantial drop in government spending. The resulting growth rate, however, still fell within government projections for the year, which was pegged at somewhere between 3.6% and 4%.

Despite the lethargic GDP growth in 2011, Alliance Global Group, Inc. (AGI) continued to hit record levels for the year, even substantially improving on your Company's erstwhile record performance the previous year

Our major business segments-real estate through Megaworld Corporation (Megaworld); food and beverage through Emperador Distillers, Inc. (EDI); quick service restaurants through Golden Arches Development Corporation (GADC), which holds the local franchise for McDonald's fast-food restaurants; and tourism entertainment and gaming through Travellers International Hotel Group, Inc. (Travellers International)- all produced record figures as they outdid themselves and came up with exceptional achievements for the year.

Our total revenues increased by a huge 48.6% to 66.1 billion in 2011 from P44.5 billion the previous year, due mainly to a 54.9% growth in the sales of consumer goods, a 37.5% increase in the rendering of service, and a hefty 46.5% growth in share in net profits of associates and joint ventures.

As in previous years, our real estate business, through Megaworld, made the highest revenue contribution this year with 45%. This was followed by EDI's food and beverage business with 28%, and GADC's quick-service restaurant business with 18%. In particular, real estate current sales accounted for 24.8% of total revenues while consumer product sales contributed 43.7%. Real Estate rental income comprised 5.8% of total revenues.

AGI's net profit for 2011 hit a record level of P14.7 billion, a huge increase of 55.3% from the P9.5-billion net income reported one year ago. This record performance came on the back of the strong operating results of AGI's food and beverage and real estate segments and the consolidation income

from the acquisition of shares of new subsidiary Global-Estate Resorts, Inc. (GERI). Even without the P3.1 billion acquisition gain from GERI, however, net profit jumped by 22.3% at year end. Net profit attributable to owners of the parent company grew by 68%, hitting P11.6 billion for the year from P6.9 billion in 2010.

I am really proud of what we have accomplished so far and prouder still of how our decisions have been proven prudent and well-thought-out time and again.

Our efforts to become a globally recognized conglomerate with diverse business segments that provide first rate services have not been in vain for we have been rewarded with record gains than can only come from a truly world-class assemblage.

For one thing, Megaworld continued to lord it over in the real estate industry as it sold 10,451 residential units worth around P37.1 billion in 2011, making it the biggest residential developer in the country for the year. It also continued to proudly hang on to its tag as the leading BPO office space provider in the country. The contribution of Megaworld to the group's bottom line every year has been substantial, to say the least.

Our other business segments have also done their share in the attainment of our objectives. EDI continued its strong showing as its revenues in 2011 doubled from the previous year's levels. Its Emperador Brandy and The Bar flavored alcoholic drinks continued to enjoy spirited sales during the year while Emperador Light experienced increasing demand and rising sales. Moreover, our acquisition of a liquor production facility from the Philippine unit of Diageo, the world's biggest premium drinks group, is expected to boost EDI's production and sales. Similarly, GADC's revenues for the year grew, coming primarily from the opening of new McDonald's restaurants, the increase in business extensions, and the re-imaging of company-owned outlets.

In turn, Travellers International continued to thrive in the entertainment tourism industry with Resorts World Manila and its hugely successful entertainment offerings. Travellers' new project, Resorts World Bayshore City, is currently under construction and is poised to be another world-class venue for entertainment and creation.

Our newest subsidiary, Global-Estate Resorts, Inc. (GERI), has already made headway into the Philippine integrated tourism sector and is currently developing several major tourism projects which would significantly contribute to our revenues in the long-term. Through GERI, we will be developing over 1,000 hectares of prime land in Boracay, Tagaytay and Nasugbu, Batangas into world-class tourism estates.

I am more than happy to report that our business strategies are working and our investments are starting to pay off. Through the years, we have built strong brands that have withstood challenges in the global and local economic arena and have eventually become leaders in their respective markets. In the coming years, we will continue to capitalize on our strengths, earn the profit we deserve, and invest whatever we make in new world-class businesses that will not only provide greater revenues for the group but will also generate more jobs for the people and help the country's economy to grow.

V. OPEN FORUM

Question 1: Given the phenomenal sales of Emperador Distillers, Inc. during the first half of 2012, can we expect this trend to continue in the second half and in 2013?

Mr. Sian: Yes. Emperador Distiller is bullish on the prospects for 2nd half 2012 and 2013. We are looking to launch 2 new products by 4th quarter 2012 and 3 new products in 2013.

Question 2: What is the company's net profit guidance for 2012?

Mr. Sian: Alliance Global has announced that we are looking at around 20% growth in core income, P10 Billion for 2012.

Question 3: How does travellers prepare/view the gaming industry given new competitions opening their gaming centers in 2013?

Mr. Sian: By welcoming competitions from new casino. Now players promote the Philippine International Market.

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 2012."

VII. RATIFICATION OF ACTS OF THE BOARD OF DIRECTORS AND MANAGEMENT FOR THE YEAR 2011

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 2011 be ratified."

VIII. ELECTION OF DIRECTORS

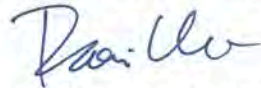
Upon motion made and duly seconded, the following were nominated to the Board of Directors: Andrew L. Tan, Kingson U. Sian, Winston S. Co, Katherine L. Tan, Kevin Andrew L. Tan, and Sergio R. Ortiz-Luis, Jr., Alejo L. Villanueva, Jr. as the independent directors.

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 10:30 A.M.

CERTIFIED CORRECT



DOMINIC V. ISBERTO
Corporate Secretary