



15 January 2009

**PHILIPPINE STOCK EXCHANGE, INC.**  
Listing and Disclosures Department  
Exchange Road, Ortigas Center, Pasig City

Attention: Atty. Pete M. Malabanan  
*Head, Disclosure Department*

Gentlemen:

Attached is the sworn Secretary's Certificate certifying to the record of attendance of each Director to all meetings of the Board of Directors held during the year 2008.

Thank you.

Very truly yours,

A handwritten signature in black ink, appearing to read "A. Chio", is written above the printed name.

**AYAHL ARI AUGUSTO P. CHIO**  
*Alternate Corporate Information Officer*

**GMA HOLDINGS, INC.**

Unit 5-D Tower One, One McKinley Place, New Bonifacio Global City, Fort Bonifacio, Taguig City 1634 Philippines  
**MAILING ADDRESS:** GMA Network Center, EDSA cor. Timog Ave., Diliman, Quezon City 1103 Philippines  
**Telephone No.** (632) 982-7777 loc. 8001 **Fax** (632) 928-5133

**SECRETARY'S CERTIFICATE**

I, **ANNA-TERESA M. GOZON-ABROGAR**, of legal age, Filipino, and with office address at GMA Network Center, EDSA corner Timog Avenue, Quezon City, hereby state and certify:

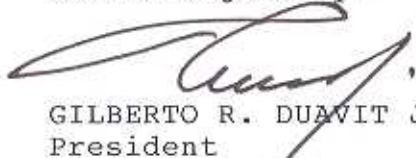
1. I am the Corporate Secretary of **GMA HOLDINGS, INC.**, (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Philippines.
2. As Corporate Secretary, I have custody of the corporate books and records of the Corporation.
3. The meetings of the Board of Directors of the Corporation for the year 2008 were held on the following dates:
  - a) February 13
  - b) April 4
  - c) April 25
  - d) May 19
  - e) June 23
4. The following members of the Board of Directors attended the board meetings of the Corporation on the dates set forth opposite their respective names:

Name	Meetings Attended for the year 2008
Felipe L. Gozon	Feb. 13, April 4, April 25, May 19 & June 23, 2008
Gilberto R. Duavit, Jr.	Feb. 13, April 4, April 25, & May 19, 2008
Joel Marcelo G. Jimenez	Feb. 13, April 4, April 25, May 19 & June 23, 2008
Felipe S. Yalong	Feb. 13, April 25, May 19 & June 23, 2008
Jaime C. Laya	April 4, April 25, May 19 & June 23, 2008
Manuel P. Quiogue	Feb. 13, 2008

08 JAN 2009

IN WITNESS WHEREOF, I have hereunto affixed my signature this \_\_\_ day of January 2009 at Makati City.

Countersigned by:

  
GILBERTO R. DUAVIT JR.  
President

  
**ANNA-TERESA M. GOZON-ABROGAR**  
Corporate Secretary

08 JAN 2009

SUBSCRIBED AND SWORN to before me this \_\_\_ day of January 2009, affiant exhibiting to me her SSS ID No. 33-2709000-4.

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Series of 2009.

  
**CHRISTINE F. BIO**  
Appointment No. M-198  
Notary Public for Makati City  
Until December 31, 2009  
Roll No. 54286  
PTR No. 181606811-18-2008/Makati City  
IBP No. 73332711-17-2008/Sorsogon  
15/F Segitarius Condominium  
H.V. dela Costa St., Salcedo Village  
Makati City