



21 January 2010

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

Attention: **JANET A. ENCARNACION**  
*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 2009.

Thank you.

Very truly yours,

A handwritten signature in black ink, appearing to read "A.P. 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

REPUBLIC OF THE PHILIPPINES)  
MAKATI CITY ) S.S.

**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 2009 were held on the following dates:
  - a) April 7
  - b) May 8
  - c) May 30
  - d) June 29
  - e) August 28
  - f) November 24

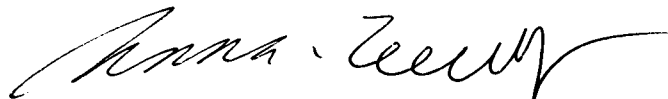
4. The following members of the Board of Directors attended the board meetings of the Corporation on the dates set forth opposite their respective names:

Name	Meetings Attended for the year 2009
Felipe L. Gozon	April 7, May 8, May 30, June 29, August 28 & November 24
Gilberto R. Duavit, Jr.	April 7, May 30, June 29, August 28 & November 24
Joel Marcelo G. Jimenez	April 7, May 8, May 30, June 29, August 28 & November 24
Felipe S. Yalong	April 7, May 8*
Artemio V. Panganiban	May 30, June 29**, November 24
Jaime C. Laya	April 7, May 8, May 30, June 29, & November 24

\* Mr. Yalong was not re-elected during the May 30 Stockholders meeting

\*\* Chief Justice Panganiban was elected as independent director on May 30, 2009

IN WITNESS WHEREOF, I have hereunto affixed my signature this \_\_\_ day of January 2010 at Makati City.



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

COUNTERSIGNED BY:



**GILBERTO R. DUAVIT, JR.**  
President

SUBSCRIBED AND SWORN to before me this 24 day of January 2010, affiants exhibiting to me their competent identifications as follows:

Anna Teresa M. Gozon-Abrogar - SSS ID No. 33-2709000-4  
Gilberto R. Duavit, Jr. - Passport No ZZ214134/DFA Manila/March 29, 2007

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**ATTY. ANGELITA D. DE GUZMAN**