



26 January 2012

SECURITIES AND EXCHANGE COMMISSION

Attention: Director Justina F. Callangan
Corporate Finance Department
SEC Building, EDSA, Mandaluyong City

PHILIPPINE STOCK EXCHANGE, INC.

Attention: Ms. Janet A. Encarnacion
Head, Disclosure Department
3rd Floor, Philippine Stock Exchange Plaza
Ayala Avenue, Makati City

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 2011.

Thank you.

Very truly yours,

A handwritten signature in black ink, appearing to be "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

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 2011 were held on the following dates:
 - a) March 11
 - b) May 27
 - c) June 6

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 2011
Felipe L. Gozon	March 11, May 27 and June 6
Gilberto R. Duavit, Jr.	March 11
Joel Marcelo G. Jimenez	March 11, May 27 and June 6
Artemio V. Panganiban	March 11 and June 6
Jaime C. Laya	March 11, May 27 and June 6

IN WITNESS WHEREOF, I have hereunto affixed my signature this ___ day of January 2012 at Makati City.


ANNA-TERESA M. GOZON-ABROGAR
Corporate Secretary

COUNTERSIGNED BY:

FELIPE L. GOZON
Chairman of the Board

SUBSCRIBED AND SWORN to before me this **JAN 24 2012** day of January 2012, affiants exhibiting to me their competent identifications as follows:

Anna Teresa M. Gozon-Abrogar - SSS ID No. 33-2709000-4
Felipe L. Gozon - Passport No. XX17461898 / August 4, 2008 / DFA Manila

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ATTY. VIRGILIO N. BATAALLA
NOTARY PUBLIC FOR MAKATI CITY
UNTIL DECEMBER 31, 2016