

**MINUTES OF THE ANNUAL MEETING
OF THE STOCKHOLDERS OF
MACROASIA CORPORATION**
Held on 16 July 2010 at 3:00 P.M.
at the Kachina Room, Century Park Hotel
599 Pablo Ocampo Sr. Street, 1004 Malate, Manila

I. CALL TO ORDER

The Chairman, Mr. Washington Z. SyCip, called the meeting to order and presided over the same. The Corporate Secretary, Ms. Marivic T. Moya, recorded the minutes of the meeting.

II. CERTIFICATION OF NOTICE

Ms. Moya stated that in accordance with Section 2.03 of Article II of the By-Laws of the Corporation, notices for the meeting were sent by mail and/or special messenger service at least ten (10) days prior to the date of the meeting to all stockholders of record as of 15 June 2010, the record date fixed by the Board of Directors of the Corporation for the meeting.

Ms. Moya further stated that notices were published in The Philippine Star on 5 July 2010. The Affidavit of Publication issued by PhilSTAR Daily, Inc., publisher of the Philippine Star, is attached hereto as Annex "A".

Ms. Moya therefore certified that notices for the meeting were duly sent.

III. CERTIFICATION OF QUORUM

Ms. Moya stated that based on the attendance record and the proxies and/or powers of attorney on hand, stockholders owning Nine Hundred Thirteen Million Three Hundred Forty Four Thousand Three Hundred Ninety Eight (913,344,398) shares representing 73.07% of the total issued and outstanding capital stock of the Corporation were present or represented in the meeting.

Ms. Moya certified that a quorum existed for the valid transaction of business.

IV. APPROVAL OF MINUTES OF PREVIOUS MEETING

The Chairman then proceeded to the next item in the Agenda, which pertains to the reading and approval of the Minutes of the Annual Stockholders' Meeting held on 24 July 2009.

After discussion and upon motion duly made and seconded, the stockholders approved the Minutes of the Annual Stockholders' Meeting held on 24 July 2009.

V. MANAGEMENT REPORT

Mr. Joseph T. Chua, the Corporation's President and Chief Executive Officer, reported on the results of operations of the Corporation and its subsidiaries for the year ended 31 December 2009. A copy of the President's Report is attached hereto as Annex "B".

VI. APPROVAL OF THE AUDITED FINANCIAL STATEMENTS AS OF 31 DECEMBER 2009

The Chairman then proceeded to the next item on the Agenda, which pertains to the approval of the Audited Financial Statements of the Corporation for the year ended 31 December 2009.

Upon motion duly made and seconded, the stockholders approved the Audited Financial Statements of the Corporation for the year ended 31 December 2009.

VII. APPROVAL, CONFIRMATION AND RATIFICATION OF ALL ACTS, PROCEEDINGS AND RESOLUTIONS OF THE BOARD OF DIRECTORS AND MANAGEMENT

The Chairman then proceeded to the next item on the Agenda, which pertains to the approval, confirmation and ratification of all acts, proceedings and resolutions of the Board of Directors and Management of the Corporation since the last Annual Stockholders' Meeting held on 24 July 2009.

Upon motion duly made and seconded, the stockholders approved the following resolution:

"RESOLVED, That all acts, proceedings and resolutions of the Board of Directors and of Management since the last Annual Stockholders' Meeting held on 24 July 2009 up to today's meeting be, as they are hereby approved, confirmed and ratified."

VIII. ELECTION OF DIRECTORS

The following were unanimously elected as Directors of the Corporation to act as such for the ensuing year and until the election and qualification of their successors:

Washington Z. SyCip
Harry C. Tan
Joseph T. Chua
Lucio K. Tan, Jr.
George Y. SyCip
Jaime J. Bautista
Jose Ngaw
Enrique M. Aboitiz, Jr. – Independent Director
Johnip G. Cua – Independent Director

IX. APPOINTMENT OF EXTERNAL AUDITOR

The Chairman then proceeded to the next item on the Agenda, which pertains to the appointment of external auditors of the Corporation for the ensuing year.

Upon motion duly made and seconded, SGV & Co. was unanimously appointed as external auditor of the Corporation for the ensuing year.

X. ADJOURNMENT

There being no further business to transact, upon motion duly made and seconded, the meeting was adjourned.

CERTIFIED CORRECT:

MARIVIC T. MOYA
Corporate Secretary

ATTEST:

WASHINGTON Z. SYCIP
Chairman

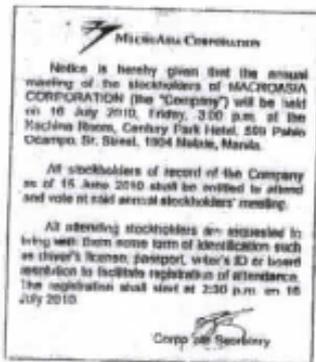
REPUBLIC OF THE PHILIPPINES)
CITY OF MANILA) s.s.

AFFIDAVIT OF PUBLICATION

I, **PERLITA R. DE LARA**, of legal age, married, Filipino and with office address at c/o **PhiSTAR Daily, Inc.**, 202 Railroad Street corner Roberto S. Oca Street, Port Area, Manila, after being duly sworn to in accordance with law depose.

That I am the **ACCOUNTING SUPERVISOR** of the **PhiSTAR Daily, Inc.** a domestic corporation duly organized and existing under by virtue of Philippine laws with office and business address at 202 Railroad Street corner Roberto S. Oca Street, Port Area, Manila.

That the said corporation publishes **THE PHILIPPINE STAR**, a daily broadsheet newspaper published in English and of general circulation.



That the order of _____
MacroAsia Corporation

captioned as follows: _____
Notice

(Please see attached printed text) had been published in **The Philippine STAR** in its issues of: _____

July 05, 2010

FURTHER AFFIANT SAYETH NAUGHT.
Manila, Philippines

Perlita R. De Lara
PERLITA R. DE LARA
Affiant

SUBSCRIBED AND SWORN to before me this _____ day of JUL 13 2010 20 _____
affiant exhibited to me her Community Tax Certificate No. 22090509 issued at Manila on January 04, 2010

Doc. No. 72
Page No. 15
Book No. VIII
Series of 2200

Ronald B. Chini
ATTY. RONALD SEGUNDO C. CHINI
NOTARY PUBLIC - CITY OF MANILA
ADMIN. NO. 2009-188-DATED DEC. 31, 2010
ROLL NO. 54899
NO. 945 BENAVIDEZ ST BND0 MANILA



ALLIED BANK CENTER
 6754 Ayala Ave. corner Legaspi St.
 Makati City, Philippines
 Tels. Nos.: 810-3211 to 50 • 810 7901 to 69
 www.alliedbank.com.ph

Date : July 16, 2010

To : ATTY. MARIVIC T. MOYA
Corporate Secretary

Re : FINAL TABULATION OF ATTENDANCE

Below is our final tabulation of attendance for the Macroasia Corporation Annual Stockholders' Meeting as of 3:00 in the afternoon of July 16, 2010:

	Number of Shares	PERCENTAGE
IN PERSON :	<u>49,241,148</u>	<u>394</u>
BY PROXY :	<u>864,103,250</u>	<u>69.13</u>
TOTAL :	<u>913,344,398</u>	<u>73.07</u>
TOTAL OUSTANDING & ISSUED COMMON SHARES		1,250,000,000

ALLIED BANKING CORPORATION
 Trust & Investments Division
 By:


 HELEN Y. ANG
 Vice President

2009 ANNUAL REPORT PRESIDENT'S MESSAGE

To all our Stakeholders:

Corporate performance in times of adversity is possible for a company whose people dare to dream for the better and who work passionately as a team to achieve that dream. Your company, MacroAsia, is blessed to have one such team, because of your unwavering support and confidence. In the timeframe of 2008-2009, MacroAsia is a testament to such performance in tough conditions, because its people dared to dream and work together.

This report on our operating performance for 2009 highlights our Company's continuing growth that is made possible largely because of the communal contributions of all its stakeholders under difficult operating conditions.

Operating Results

In a time when industries continue to struggle through the effects of a global economic slowdown, we are pleased to report that the MacroAsia Group posted consolidated operating revenues amounting to **₱ 1.12 billion – an 11% increase** from previous year's revenue of **₱ 1.01 billion**. This increase was led by our catering outfit, MacroAsia Catering Services, Inc. (MACS), whose revenues soared to **₱ 714 million**, up by **₱ 96 million or 16%**, compared to **₱ 618 million in 2008**. Our ground handling business and helicopter chartering services accounted for the rest of the revenue increases.

Our subsidiaries succeeded in controlling their costs, as they continued with their sustainable cost leadership efforts. Notwithstanding the revenue increases which were driven largely by business volume growth, our subsidiaries' direct cost was maintained at about **₱ 800 million**, the same level as 2008. Consequently, gross profit increased to **₱ 321 million**, up by **₱ 107 million or 50%** compared to **₱ 214 million** in 2008.

Our equity in the net income of associates went down from **₱ 363 million** in 2008 to **₱ 324 million in 2009, a decline of ₱ 39 million or 11%** basically due to accounting provisions taken up by our MRO affiliate in 2009 and the revenue decline in our catering affiliate in Mactan, Cebu.

Considering that most of our revenues are collected and denominated in US dollars, the forex risk is always inherent in our businesses,. The weakening of the US Dollar to the peso in the first quarter of 2009 generally account for our forex losses of **₱22 million** in 2009.

After all other expenses and taxes, our net income amounted to **₱ 316 million**; a **₱ 26 million or 9%** increase from the 2008 net income of **₱ 290 million**. On another light, year 2009 performance is about 2 ½ times better than that of 2005 - the year when we started to build our dividend history. Year 2005 net income stood then at **₱ 124 million**, and with this as a reference base, we can say that our company has indeed grown and continues to grow.

Financial Position

Consolidated total assets as of December 31, 2009 stood at **P3.2 billion** from previous year's **P3.0 billion**. The asset growth is basically due to increase in our consolidated cash position, from **P 419 million** in 2008 to **P 668 million** in 2009.

Our total liabilities declined from **P 360 million** in 2008 to **P 355 million** in 2009.

Our total equity increased from **P 2.6 billion** in 2008 to **P 2.9 billion** in 2009.

Our company has indeed grown bigger and more stable, capable of meeting the demands as we venture into new projects in the short-term.

The Mining Project

In the past three years, MacroAsia has embarked on a 7-phased exploration program of its nickel mining tenement called the "Infanta Nickel Project" in Brooke's Point, Palawan. We substantially concluded Phase 7 exploration in December 2009, where we were able to delineate ore mineralization in about **536 hectares**, or approximately **48%** of the 1,114 hectares covered by our Mineral Production Sharing Agreement with the Philippine Government.

We have engaged competent professionals to help us finish an exploration report that is compliant with the Philippine Mineral Reporting Code (PMRC). Our PMRC-compliant report so far shows a total nickel resource tonnage of about **88 million dry metric tons (DMT) of ore**.

In terms of PMRC resource classes, using a 1% nickel cutoff, the tonnage is broken down into 11 million dry metric tons of **measured** resources, 21 million dry metric tons of **indicated** resources and 3 million dry metric tons of inferred resources, or a total of 35 million tons of nickel ore resources, at an average nickel grade of **1.23%**.

Under the PMRC, the resource is classified as **measured** if sampling interval is at 25x25 meter spacing, **indicated** at 50x50 meter spacing, while inferred is at 100x100 meter spacing.

MacroAsia's shareholders from the 1970's will recall that this Infanta Nickel Project is an old operating mine. We envision to re-open this mine in the short-term, as we are now securing the necessary permits for operations.

We have already received endorsements for our operations from the local government units – from the 3 beneficiary baranggays where our project is located, the municipality of Brooke's Point and the Province of Palawan. The indigenous communities that will benefit largely from this project also have given us their free and prior informed consent. We are now in the final stage of securing our Environmental Compliance Certificate (ECC).

With a substantial portion of the road network for mining operations in place due to the mine's actual operation in the 1970's, we foresee that further mine development is expected to take a shorter time as compared to a 'greenfield' mining project.

In the meantime, we will continue to update our shareholders and the investing public on this mining project, considering the impending developments arising from our current efforts.

2010 Forecast

We maintain a positive outlook on our aviation businesses, although we see some challenges on our MRO business in view of the heightened shift in its client focus to third-party airline clients. This focus on third-party clients means that we shall be competing globally for clients, vying for market share against other MRO operators all over the world. We are confident that our Philippine brand and Filipino expertise, backed by the Lufthansa tradename, will be at par with the world's best.

Our airline-services subsidiaries, on the other hand, are primed to maintain, if not increase their respective market shares, considering the expertise and recognition that these companies have built over the years.

Closing Message

On behalf of our executive and operating teams, allow me to extend my sincerest gratitude to our shareholders for their unwavering support and trust. With gratitude and respect, I recognize the management teams of our subsidiaries and affiliates for all their hard work in making the MacroAsia dream a reality. I also thank our Board of Directors for their guidance and full support in all our undertakings.

It is truly a pleasure to serve you all, knowing that you have entrusted to us your faith and confidence in overseeing various stakeholder interests. Together, we shall witness the dawning of a new day for our beloved company.

Sincerely yours,

JOSEPH T. CHUA