

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

SECRETARY'S CERTIFICATE

I, Maria Christina J. Macasat-Acaban, Filipino, of legal age, with office address at the 12th Floor, Net One Center, 26th Street corner 3rd Avenue, Crescent Park West, Bonifacio Global City, Taguig, Metro Manila, after having duly sworn, do hereby certify that:

1. I am the duly elected and qualified Corporate Secretary of Grand Plaza Hotel Corporation ("Corporation"), a corporation duly organized and existing under the laws of the Republic of the Philippines.
2. At the annual meeting of the stockholders on 15 May 2014, during which a quorum was present throughout, the following resolutions were unanimously approved:

RESOLVED, that the following individuals:

Mr. Wong Hong Ren
Mr. Bryan Cockrell
Ms. Michele Dee - Santos
Mr. Eddie Lau
Mr. Eddie Yeo

are hereby elected directors of Grand Plaza Hotel Corporation ("Corporation") for the year 2014-2015 to hold office until the next annual meeting of the stockholders of the Corporation and until their successors are elected and duly qualified.

RESOLVED, that Mr. Angelito C. Imperio and Ms. Mia G. Gentugaya are hereby elected as the independent directors of the Corporation for the year 2014-2015 to hold office until the next annual meeting of the stockholders of the Corporation and until their successors are elected and duly qualified.

3. At the organizational meeting of the Board of Directors on 15 May 2014, during which a quorum was present throughout, the following resolutions were unanimously approved:

RESOLVED, that the following:

Chairman / President	-	Wong Hong Ren
Vice Chairman	-	Bryan K. Cockrell
Vice President and General Manager of The Heritage Hotel Manila, and Assistant Compliance Officer	-	Eddie Yeo
General Manager, Chief Financial Officer, Chief Audit Executive and Compliance Officer	-	Yam Kit Sung
Treasurer	-	Arlene C. de Guzman
Corporate Secretary	-	Maria Christina J. Macasaet-Acaban
Assistant Corporate Secretary	-	Alain Charles J. Veloso

are hereby elected officers of Grand Plaza Hotel Corporation for the year 2014-2015 to hold office until the next organizational meeting of the Board of Directors and until their successors have been duly elected and qualified.

RESOLVED, that Mr. Eddie Yeo is hereby required to comply with immigration, visa and work permit requirements. He shall be prohibited from engaging in any other gainful employment.

RESOLVED, that Mr. Yam Kit Sung is hereby required to comply with immigration, visa and work permit requirements. Except for employment with the Hong Leong Group of Companies of Singapore, he shall be prohibited from engaging in any other gainful employment.

RESOLVED, that the following:

Wong Hong Ren – Chairman
Bryan K. Cockrell
Michele Dee-Santos
Angelito C. Imperio (Independent Director)
Eddie Lau

are hereby elected as members of the Nomination Committee of Grand Plaza Hotel Corporation for the year 2014-2015 to hold office until the next organizational meeting of the Board of Directors and until their successors have been duly elected and qualified.

RESOLVED, that the following:

Mia G. Gentugaya (Independent Director) – Chairman
Bryan K. Cockrell
Michele Dee-Santos

are hereby elected as members of the Audit Committee of Grand Plaza Hotel Corporation for the year 2014-2015 to hold office until the next organizational meeting of the Board of Directors and until their successors have been duly elected and qualified.

RESOLVED, that the current Heritage Hotel Manila Management Executive Committee, composed of the following members:

General Manager of Grand Plaza Hotel Corporation – Yam Kit Sung
General Manager of The Heritage Hotel Manila – Eddie Yeo
Director of Marketing – Geraldine Nono Gaw
Director of Human Resource Development – Mary Grace Magsalin
Director of Finance – Catherine Serrano

shall continue to act as the Remuneration and Compensation Committee of the Corporation for the year 2014-2015, to hold office until the next organizational meeting of the Board of Directors and until their successors have been duly elected and qualified.

RESOLVED FURTHER, that the Heritage Hotel Manila Management Executive Committee is hereby authorized to perform the functions of a Remuneration and Compensation Committee as may be provided under law or relevant regulations of the Securities and Exchange Commission, the Philippine Stock Exchange or of any other authorized administrative agency and such other duties and responsibilities as the Board may from time to time delegate.

4. At the annual meeting of the stockholders on 15 May 2014, during which a quorum was present throughout, the following resolution was unanimously approved:

RESOLVED, that for the services rendered during the year 2013-2014, Grand Plaza Hotel Corporation shall pay each of its regular directors USD5,000, net of withholding taxes, and its independent directors USD5,200, net of withholding taxes.

5. At the annual meeting of the stockholders on 15 May 2014, during which a quorum was present throughout, the following resolutions were unanimously approved:

RESOLVED, that Grand Plaza Hotel Corporation (“Corporation”) appoints R. G. Manabat & Co. (a Member Firm of KPMG International), as its external auditor for the fiscal year 2014, with Ms. Alicia S. Columbres as the handling partner.

RESOLVED FURTHER, that the Board of Directors of the Corporation be and is hereby authorized to fix the remuneration or professional fees to be paid to R. G. Manabat & Co.

6. At the annual meeting of the stockholders on 15 May 2014, please find below the excerpts in the Minutes of Annual Meeting of the Stockholders with regard to the questions and answers:

Mr. Edgar Ngo, a stockholder of the Corporation, inquired as to (i) the contribution of PAGCOR's business to the occupancy and revenue of the Corporation, and (ii) the Corporation's contingency plan to address the impact of PAGCOR's non-renewal of its lease with the Corporation. The Chairman replied that the contribution of PAGCOR's business to the occupancy and revenue of the Corporation was significant, and that the Board is looking into some alternatives with regard to the use of the space previously occupied by PAGCOR, including negotiations with various parties who are interested in leasing the space as a casino. Mr. Yeo also provided additional details in response to the questions raised by Mr. Ngo, and mentioned that in terms of occupancy, PAGCOR occupied an average of 25 rooms a day, and contributed PhP10 million per month in lease rentals.

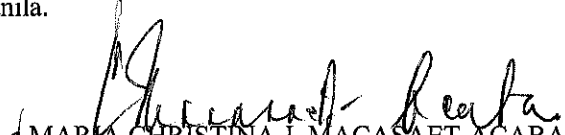
Mr. Gili Guillermo, a stockholder of the Corporation, asked the Board to confirm that PAGCOR's non-renewal of its lease with the Corporation adversely affected the revenues, income, and other financial indicators of the Corporation, which the Chairman confirmed.

7. At the special meeting of the Board of Directors on 11 February 2014, during which a quorum was present throughout, the following resolution was unanimously approved:

RESOLVED, that the Board of Directors hereby approves and ratifies Management's approval of the report on the Corporation's financial condition and results of operations for the fiscal year 2013.


8. On 26 August 2014, the Corporation disclosed to the SEC on SEC Form 17-C the demise of Ms. Mary Grace Magsalin on 22 August 2014.
9. On 13 October 2014, the Corporation disclosed to the SEC on SEC Form 17-C the resignation of Ms. Michele Dee-Santos effective 10 October 2014.
10. The foregoing resolutions have not been revoked or amended and continue to be effective.

JAN 09 2015 2015, Taguig City, Metro Manila.


MARIA CHRISTINA J. MACASAET-ACABAN
Assistant Corporate Secretary

SUBSCRIBED AND SWORN to before me by Maria Christina J. Macasaet-Acaban, who is personally known to me to be the same person who presented the foregoing instrument and signed the instrument in my presence, this 9th day of January 2015, at Taguig City, Metro Manila, affiant exhibiting to me her Passport No. EB7554126 issued on 5 March 2013, and valid until 4 March 2018.

Doc. No. 422 ;
Page No. 46 ;
Book No. II ;
Series of 2015.


ALAIN CHARLES J. VELOSO
Notary Public, City of Taguig
Appointment No. 118, Until 31 December 2015
12th Floor, Met One Center, 26th St. cor. 3rd Avenue
Crescent Park West, Bonifacio Global City, Taguig City 1034
Roll of Attorney No. 54362
PTR No. A-2011170, 1/06/2014, Taguig City
IBP Lifetime No. 740014, 1/21/08, Leyte
MCLE Compliance No. IV-0014127, 03/19/2013

