

REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
Ground Floor, Secretariat Building, PICC
City of Pasay, Metro Manila

COMPANY REG. NO. CS201102137

CERTIFICATE OF FILING
OF
AMENDED ARTICLES OF INCORPORATION

KNOW ALL PERSONS BY THESE PRESENTS:

This is to certify that the amended articles of incorporation of the

CIRTEK HOLDINGS PHILIPPINES CORPORATION
(Amending Article VII thereof)

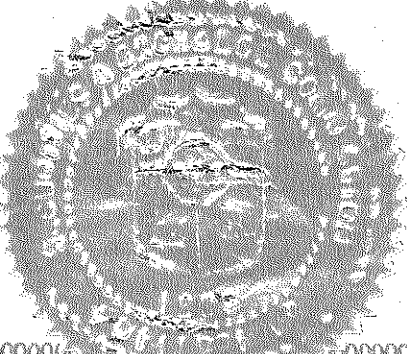
copy annexed, adopted on September 8, 2017 by a majority vote of the Board of Directors and on May 26, 2017 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980 and copies thereof are filed with the Commission.

Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing company, pre-need plan issuer, general agent in pre-need plans and time shares/club shares/membership certificates issuers or selling agents thereof. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 29th day of September, Twenty Seventeen.


FERDINAND B. SALES
Director

Company Registration and Monitoring Department



AMENDED ARTICLES OF INCORPORATION
OF
CIRTEK HOLDINGS PHILIPPINES CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

The undersigned incorporators, of all age and majority of whom are residents of the Philippines, have this day voluntarily agreed to form a stock corporation under the laws of the Republic of the Philippines.

THAT WE HEREBY CERTIFY

FIRST : That the name of the said corporation shall be

CIRTEK HOLDINGS PHILIPPINES CORPORATION

SECOND : A. That the primary purpose of this corporation is:

To invest in, purchase, or otherwise acquire and own, hold, use, sell, assign, transfer, mortgage, pledge, hypothecate, exchange, or otherwise dispose real and personal property of every kind and description, including shares of stocks, bonds, debentures, notes, evidences of indebtedness, and other securities or obligations of any corporation or corporations, association or associations, domestic or foreign, for whatever lawful purpose or purposes the same may have been organized and to pay therefor in money or by exchanging therefor, stocks, bonds, or other evidences or indebtedness or securities of this or any other corporation, and while the owner or holder of any such real or personal property, stock, bonds, debentures, contracts, or obligations, to guarantee obligations, debts, or loans of a subsidiary related to the foregoing and to receive, collect and dispose of the interest, dividends, and income arising from such property, and to possess and exercise in respect thereof all the rights, powers and privileges of ownership.

Secondary Purpose

To engage in, operate, conduct and maintain the business of manufacturing, buying and selling, importing, battering and otherwise dealing in all other goods, merchandise and wares which are the lawful; objects of commerce and to act as manufacturers' representatives, agents, commission merchants, indentors, merchandise brokers, factors, or in any other representative capacity for natural or judicial persons and other entities, either domestic or foreign; and

And in furtherance of the foregoing purposes, the Corporation shall have the following powers:

- (a) To lease real properties such as lands, buildings, factories and warehouses;
- (b) To act as managers, managing agents or administrators of corporations, partnerships, or persons, with respect to their businesses or properties, to provide management and technical advise , assistance and services for commercial, industrial, manufacturing and other kinds of enterprises; and to undertake, carry on, assist or participate in the management, reorganization or liquidation of corporations, partnerships, and other forms of business firms and entities, provided that the Corporation shall not exercise functions of a trust corporation, manage the funds or the securities portfolio of the managed firms, nor act as the stockholder or dealer securities;
- (c) To purchase, acquire, own, sell, lease, and convey personal properties such as machineries, equipment and other personal properties as may be necessary or incidental to the conduct of the corporate business, and to pay in cash, shares of its capital stock, debentures and other evidences of indebtedness or other securities, as may be deemed expedient, for any business or property acquired by the Corporation;
- (d) To extend credit, or loan money to a subsidiary or affiliate, either without collateral security, or upon such security as may be advisable, and to buy, sell, hold and own or otherwise deal in open accounts, conditional sale contracts, commercial paper, bills of lading, warehouse receipts, bonds and securities, including personal property, leases, contracts, mortgages and choses in action of any and every kind, nature and description; provided that the funds to be devoted from the public through receipts of deposits, or sale of bonds, securities or obligation of any kind;
- (e) To borrow raise money necessary to meet the financial requirements of its business by the bonds, promissory notes and other evidences of indebtedness, and to secure the repayment thereof by mortgage, pledge, deed of trust or lien upon the properties of the Corporation or to issue pursuant to law shares of its capital stock, debenture and other evidences of indebtedness in payment for properties acquired by the corporation or for money borrowed in the prosecution of its lawful business;

- (f) To invest and deal with the moneys and properties of the Corporation in such manner as may from time to time be considered wise or expedient for the advancement of its interests and to sell, dispose of or transfer the business, properties and goodwill of the Corporation or any part thereof for such consideration and under such terms as it shall see fit to accept;
- (g) To aid in any manner any corporation, association, or trust estate, domestic or foreign, or any firm or individual, any shares of stock in which or any bonds, debentures, notes, securities, evidences of indebtedness, contracts, or obligations of which are held by or for the Corporation, directly or indirectly or through other corporations or otherwise;
- (h) To enter into any lawful arrangement for sharing profits, union of interest, unitization or farm-out agreement, reciprocal concession, or cooperation, with any corporation, association, partnership, syndicate, entity, person, or governmental, municipal or public authority, domestic or foreign, in the carrying on of any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of the Corporation;
- (i) To acquire or obtain from any government or authority, national, provincial, municipal or otherwise, or any corporation, company or partnership or person, such charter, contracts, franchise, privileges, exemption, licenses, and concessions as may be conducive to any of the objects of the Corporation;
- (j) To establish and operate one or more offices or agencies and to carry on any or all of its operations and business without any restrictions as to place or amount including the right to hold, purchase or otherwise acquire, lease, mortgage, pledge and convey, or otherwise deal in and with real and personal property anywhere within the Philippines;
- (k) To support and subscribe to any charitable or public object and any institution, association or club calculated to benefit or to advance the interest or well-being of the Corporation or its employees, either directly or indirectly, and to give donations, gratuities, pensions, allowances or endowments to any person or persons who are serving or have served the Corporation or to the wives, widows, families and dependents of such persons, and to form and/or contribute to provident and

benevolent funds for employees or persons previously employed by the Corporation;

- (l) To distribute the surplus profits of the Corporation to the stockholders thereof in kind, namely, properties of the Corporation, particularly any shares of stock, debentures or securities of other companies belonging to the Corporation; and
- (m) To conduct and transact any and all lawful activities, and to do or cause to be done any one or more of the acts and things herein set forth as its purpose, within or without the Philippines, and in any and all foreign countries, and to do everything necessary, desirable or incidental to the accomplishment of the purpose or the exercise of any one or more of the powers herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of the Corporation.

B. That the corporation shall have all the express powers of a corporation as provided for under Section 36 of the Corporation Code of the Philippines.

THIRD : That the place where the principal office of the Corporation is to be established is at: 116 East Main avenue, Phase V-SECZ, Laguna Technopark, Biñan, Laguna.

FOURTH : That the term for which the Corporation is to exist is fifty (50) years from and after the date of issuance of the certificate of incorporation.

FIFTH : That the names, nationalities and residences of the incorporators are as follows:

Name	Nationality	Residence (Complete Address)
Jerry Liu	Chinese	24 Buchanan Street North Greenhills, San Juan, Metro Manila
Nelia T. Liu	Filipino	24 Buchanan Street North Greenhills, San Juan, Metro Manila
Justin T. Liu	Filipino	24 Buchanan Street North Greenhills, San Juan, Metro Manila
Michael Stephen Liu	Filipino	24 Buchanan Street North Greenhills, San Juan, Metro Manila
Brian Gregory Liu	Filipino	24 Buchanan Street North Greenhills, San Juan, Metro Manila
Nicanor P. Lizares	Filipino	6 Bahamas St., Loyola Grand Villas, Quezon City
Anthony S. Buyawe	Filipino	561 Apricot St., La Marea Hills, San Pedro Laguna
Jorge Aguilar	Filipino	Lot 10 Rosal St., Blk. 2 Ph. 2, Cainta Greenland Subdivision Cainta, Rizal
Martin Lorenzo	Filipino	2259 Pasong Tamo Extension, Makati City

Ernest Fritz Server

Filipino

319 Chico Drive, Ayala Alabang
Village, Muntinlupa City

SIXTH: That the number of directors of the corporation shall be nine (9), two (2) of whom shall be independent; (Amended on 8 December 2014 and 11 May 2015.)

The names, nationalities and residences of the directors who are to serve until their successors are elected and qualified as provided by the by-laws are as follows:

Name	Nationality	Residence (Complete Address)
Jerry Liu	Chinese	24 Buchanan Street North Greenhills, San Juan, Metro Manila
Nelia T. Liu	Filipino	24 Buchanan Street North Greenhills, San Juan, Metro Manila
Nicanor P. Lizares	Filipino	6 Bahamas St., Loyola Grand Villas, Quezon City
Anthony S. Buyawe	Filipino	561 Apricot St., La Marea Hills, San Pedro Laguna
Jorge Aguilar	Filipino	Lot 10 Rosal St., Blk. 2 Ph. 2, Cainta Greenland Subdivision Cainta, Rizal
Martin Lorenzo	Filipino	2259 Pasong Tamo Extension, Makati City
Ernest Fritz Server	Filipino	319 Chico Drive, Ayala Alabang Village, Muntinlupa City

SEVENTH: That the authorized capital stock of the Corporation is Eight Hundred Sixty Million Pesos (P860,000,000.00) in lawful money of the Philippines, divided into five hundred twenty million (520,000,000) Common Shares with a par value of One Peso (P1.00) per share, seven hundred million (700,000,000) Preferred A Shares with a par value of Ten Centavos (P0.10) per share, and two hundred seventy million (270,000,000.00) Preferred B Shares with a par value of One Peso (P1.00) per share.

The Preferred A Shares shall have the following features, rights and privileges:

1. full voting rights, one vote for each share in the Holder's name in the books of the Corporation;
2. preferred non-cumulative cash dividends at the rate of one per cent (1%) of their par value per year, and no more, with no participation in further cash dividends which may be declared and paid to the common shares or any other class or series of shares; and
3. the same stock dividends which may be declared and paid to the common shares or any other class or series of shares.

The Preferred B Shares shall be issued in sub-series or in tranches as the Board of Directors may determine, and authority is hereby expressly granted to the Board of Directors, to establish and designate the sub-series or tranches of the Preferred B Shares, fix the issue price and the number of shares in each sub-series or tranche, establish the specific terms and conditions of each sub-series or tranche

and determine the manner by which the Preferred B Shares will be subscribed and paid for, such as but not limited to, a private placement transaction or public offering.

Without limiting the generality of the foregoing authority of the Board of Directors, the rights, preferences and limitations of each sub-series or tranche of the Preferred B Shares may include any or all of the following:

- a. Dividends – The holders of the Preferred B Shares shall be entitled to receive cash dividends at such rate or amount as the Board of Directors, in its sole discretion, shall fix at the time of issuance of such shares. The Board of Directors shall likewise determine the terms and conditions upon which dividends shall be payable, such as but not limited to: payment dates, whether cumulative, and if so, from when; or whether the dividend rate may be adjusted, and if so, the conditions for adjustments.
- b. Conversion – The Board of Directors shall determine whether or not the Preferred B Shares or any series or tranche thereof may be convertible into common shares of the Corporation as determined by the Board of Directors and on terms and conditions (including conversion period, conversion ratio and price) to be determined and fixed by the Board of Directors at the time of their issuance.
- c. Liquidation – The Board of Directors shall determine whether or not, in the event of liquidation, dissolution, bankruptcy, or winding up of the affairs of the Corporation, the holders of Preferred B Shares that are outstanding at that time shall enjoy preference in the payment in full or, if the remaining assets of the Corporation are insufficient, on a pro-rata basis as among all holders of outstanding Preferred B Shares, of the Issue Price of their shares plus any previously declared and unpaid dividends, before any asset of the Corporation is paid or distributed to the holders of other classes of shares.
- d. Redemption – The Preferred B Shares or any series or tranche thereof may be redeemable in whole or in part at the sole option of the Corporation at a price and at such time that the Board of Directors shall determine. The Board of Directors may likewise prescribe and regulate the procedure to be followed and the details on the redemption of the Preferred B Shares or any series or tranche thereof. The Preferred B Shares or any series or tranche thereof when redeemed may or may not be considered retired and may or may not be re-issued by the Corporation on such terms and conditions as may be determined by the Board of Directors at the time of re-issuance. For purposes of good order and to avoid confusion, the Preferred B Shares, upon re-issuance, shall be re-designated as subsequent sub-series or tranches.
- e. Non-voting – The holders of the Preferred B Shares shall not be entitled to vote except in those cases expressly provided by law.

The Resolutions of the Board of Directors (the “Enabling Resolutions”) authorizing the issuance or re-issuance of the Preferred B Shares, or any sub-series or tranche thereof, and fixing the number, features, terms and conditions of such sub-series or tranche shall be filed with the Securities and Exchange Commission and shall form integral part of these Articles of Incorporation.

No stockholder of any class shall be entitled to any pre-emptive right to purchase, subscribe for, or receive any part of the shares of the Corporation, whether issued from its unissued capital or its treasury stock. (as amended on 8 September 2017)

EIGHTH : That the subscribers to the capital stock and the amount paid-in to their subscription are as follows:

Name	Nationality	No. of Shares Subscribed	Amount Subscribed	Amount Paid
Camerton Inc. (TIN No. 007-963-316)	Filipino	119,999,990	Php 119,999,990.00	Php 119,999,990.00
Jerry Liu	Chinese	1	Php 1.00	Php 1.00
Nelia T. Liu	Filipino	1	Php 1.00	Php 1.00
Justin T. Liu	Filipino	1	Php 1.00	Php 1.00
Michael Stephen Liu	Filipino	1	Php 1.00	Php 1.00
Brian Gregory Liu	Filipino	1	Php 1.00	Php 1.00
Nicanor P. Lizares	Filipino	1	Php 1.00	Php 1.00
Anthony S. Buyawe	Filipino	1	Php 1.00	Php 1.00
Jorge Aguilar	Filipino	1	Php 1.00	Php 1.00
Martin Lorenzo	Filipino	1	Php 1.00	Php 1.00
Ernest Fritz Server	Filipino	1	Php 1.00	Php 1.00
		120,000,000	Php 120,000,000.00	Php 120,000,000.00

NINTH : That Nelia T. Liu has been elected by the subscribers as Treasurer of the Corporation to act as such until her successor is duly elected and qualified in accordance with the by-laws; and that as such Treasurer, she has been authorized to receive for and in the name for the benefit of the corporation paid in by the subscribers.

TENTH : That the Corporation manifests its willingness to change its corporate name in the event another person, firm or entity has acquired a prior right to use the said firm name or one deceptively or confusingly similar to a registered name, or contrary to public morals, good custom or public policy.

IN WITNESS WHEREOF, we have hereunto set our hands this 4th day of February 2011 at Makati City.

(Signed)
JERRY LIU
TIN No.: 113-279-728

(Signed)
JUSTIN T. LIU
TIN No.: 260-940-024

(Signed)
BRIAN GREGORY LIU
TIN No.: 917-848-212

(Signed)
ANTHONY S. BUYAWE
TIN No.: 102-082-324

(Signed)
MARTIN LORENZO
TIN No.: 137-558-840

(Signed)
NELIA T. LIU
TIN No.: 115-596-687

(Signed)
MICHAEL STEPHEN LIU
TIN No.: 917-847-251

(Signed)
NICANOR P. LIZARES
TIN No.: 116-775-253

(Signed)
JORGE AGUILAR
TIN No.: 115-957-757

(Signed)
ERNEST FRITZ SERVER
TIN No.: 115-593-099

WITNESSES:

ACKNOWLEDGEMENT

Republic of the Philippines)
City of Makati) S.S..

BEFORE ME, a Notary Public in and for City of Makati, Philippines, this 4th day of February 2011, personally appeared:

Name	Community Tax Certificate./ TIN Number	Date and Place Issued
Jerry Liu	113-279-728/ 34207402	6 March 2003/ Manila
Nelia T. Liu	115-596-687/ XX0450978	31 January 2008/ Manila
Justin T. Liu	260-940-024/ XX1843727	19 August 2008/ Manila
Michael Stephen Liu	917-847-251/ 550183918	19 December 2005/ Manila
Brian Greogory Liu	917-848-212/ XX067D253	1 March 2008/ Manila
Nicanor P. Lizare	EB0535405	7 July 2010/ Manila
Anthony S. Buyawe	102-082-324/ NO1-86317382	4 January 2013/ Manila
Jorge Aguilar	115-957-757/ XX4258184	30 July 2009/ Manila
Martin Lorenzo	137-558-840/ 22206594	30 November 2006/ Manila
Ernest Fritz Server	115-593-099/ EB0076437	10 April 2010/ Manila

all known to me and to me known to be same persons who executed the forgoing Articles of Incorporation and they acknowledged to me that the same is their free and voluntary act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal on the date and at the place first above written.

Doc No. 189;
Page No. 39;
Book No. V;
Series of 2011.

(SIGNED)
ATTY. GERVACIO B. ORTIZ JR.
NOTARY PUBLIC FOR MAKATI CITY
UNTIL DECEMBER 31, 2011
ROLL OF ATTORNEY 40091
MCLE COMPLIANCE NO. III-0014282
IBP NO. 656155 – LIFETIME MEMBER
PTR NO. 2641658 JAN. 3, 2011 MAKATI CITY

SEP 27 2017

**DIRECTORS' CERTIFICATE OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF CIRTEK HOLDINGS PHILIPPINES CORPORATION**

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, constituting at least a majority of the members of the Board of Directors, the Chairman, and the Corporate Secretary of **CIRTEK HOLDINGS PHILIPPINES CORPORATION**, a corporation duly organized and existing under the laws of the Philippines, with principal office at 116 East Main Avenue, Phase V-SEZ, Laguna Technopark, Biñan, Laguna (hereinafter referred to as the "Corporation"), do hereby certify that:

1. In the Special Meetings of the Board of Directors held on 24 October 2016 and 4 April 2017, at which a quorum was present and acting throughout, at least a majority of the Board of Directors approved the resolutions: (i) to increase its authorized capital stock by One Billion Four Hundred Forty Million Pesos (₱1,440,000,000.00) in lawful money of the Philippines, or from Five Hundred Sixty Million Pesos (₱560,000,000.00) to Two Billion Pesos (₱2,000,000,000.00); (ii) to create a new class of Preferred Shares; (iii) to delegate to the Board of Directors the manner (either in one or more tranches) of implementing the proposed increase in the Authorized Capital Stock of the Corporation and the determination of the terms and conditions of the new Preferred Shares; (iv) to determine the manner by which the increase in the authorized capital stock will be subscribed and paid for, such as but not limited to, a private placement transaction or offering; and (v) to delegate to the Board of Directors the power and authority to file such applications and documents as may be necessary to amend the articles of incorporation of the Corporation to implement and give effect to the foregoing resolutions. The aforementioned resolutions were approved and ratified by the stockholders representing at least two-thirds of the outstanding capital stock of the Corporation at the Annual Stockholders' Meeting of the Corporation held on 26 May 2017.

2. On 8 September 2017, at the Special Meeting of the Board of Directors of the Corporation in its principal office, at which a quorum was present, the Board of Directors approved the following resolutions to increase the authorized capital stock of the Corporation to Eight Hundred Sixty Million Pesos (₱860,000,000.00), without prejudice to the right of the Board of Directors to further increase the authorized capital stock, pursuant to the resolutions passed and approved by the Board of Directors during its Special Meetings held on 24 October 2016 and 4 April 2017, which were approved and ratified by the stockholders representing at least two-thirds of the outstanding capital stock of the Corporation at the Annual Stockholders' Meeting held on 26 May 2017:

"RESOLVED, that the authorized capital stock of the Corporation be increased by Three Hundred Million Pesos (₱300,000,000.00), or:

- (a) from Five Hundred Sixty Million Pesos (₱560,000,000.00), consisting of:
- (1) Five Hundred Twenty Million Pesos (₱520,000,000.00) worth of Common Shares divided into five hundred twenty million (520,000,000) Common Shares with a par value of One Peso (₱1.00) per share, and

- (2) Forty Million Pesos (₱40,000,000.00) worth of Preferred Shares divided into four hundred million (400,000,000) Preferred Shares with a par value of Ten Centavos (₱0.10) per share (“Preferred A Shares”),
- (b) to Eight Hundred Sixty Million Pesos (₱860,000,000.00), consisting of:
- (1) Five Hundred Twenty Million Pesos (₱520,000,000.00) worth of Common Shares divided into five hundred twenty million (520,000,000) Common Shares with a par value of One Peso (₱1.00) per share,
- (2) Seventy Million Pesos (₱70,000,000.00) worth of Preferred A Shares divided into seven hundred million (700,000,000) Preferred A Shares with a par value of Ten Centavos (₱0.10) per share, and
- (3) Two Hundred Seventy Million Pesos (₱270,000,000.00) worth of new preferred shares (“Preferred B Shares”) with a par value of One Peso (₱1.00) per share, the preferences, convertibility, voting rights and other features of which shall be determined by the Board of Directors.

The breakdown of the increase, in tabular form, is as follows:

Type of Share	Amount (and Number) of Authorized Shares Before the Increase	Increase in Amount (and Number) of Authorized Shares	Amount (and Number) of Authorized Shares After the
Common Shares with par value of P1.00 per share	₱520,000,000	-	₱520,000,000
Number	(520,000,000)	-	(520,000,000)
Preferred A Shares with par value of P0.10 per share	₱40,000,000	₱30,000,000	₱70,000,000
Number	(400,000,000)	(300,000,000)	(700,000,000)
Preferred B Shares with par value of P1.00 per share	-	₱270,000,000	₱270,000,000
Number	-	(270,000,000)	(270,000,000)
Total Amount of Shares	₱560,000,000	₱300,000,000	₱860,000,000
Total Number of Shares	(920,000,000)	(570,000,000)	(1,490,000,000)

“RESOLVED, FURTHER, that the aforementioned increase in authorized capital stock by Three Hundred Million Pesos (₱300,000,000.00) is a partial implementation of the approved increase in authorized capital stock, by the stockholders of the Corporation, of up to Two Billion Pesos (₱2,000,000,000.00).

“RESOLVED, FURTHER, that, in connection with the foregoing, Article SEVENTH of the Corporation’s Amended Articles of Incorporation be amended to read as follows:

‘SEVENTH: That the authorized capital stock of the Corporation is Eight Hundred Sixty Million Pesos (P860,000,000.00) in lawful money of the Philippines, divided into five hundred twenty million (520,000,000) Common Shares with a par value of One Peso (P1.00) per share, seven hundred million (700,000,000) Preferred A Shares with a par value of Ten Centavos (P0.10) per share, and two hundred seventy million (270,000,000.00) Preferred B Shares with a par value of One Peso (P1.00) per share.

The Preferred A Shares shall have the following features, rights and privileges:

1. full voting rights, one vote for each share in the Holder’s name in the books of the Corporation;
2. preferred non-cumulative cash dividends at the rate of one per cent (1%) of their par value per year, and no more, with no participation in further cash dividends which may be declared and paid to the common shares or any other class or series of shares; and
3. the same stock dividends which may be declared and paid to the common shares or any other class or series of shares.

The Preferred B Shares shall be issued in sub-series or in tranches as the Board of Directors may determine, and authority is hereby expressly granted to the Board of Directors, to establish and designate the sub-series or tranches of the Preferred B Shares, fix the issue price and the number of shares in each sub-series or tranche, establish the specific terms and conditions of each sub-series or tranche and determine the manner by which the Preferred B Shares will be subscribed and paid for, such as but not limited to, a private placement transaction or public offering.

Without limiting the generality of the foregoing authority of the Board of Directors, the rights, preferences and limitations of each sub-series or tranche of the Preferred B Shares may include any or all of the following:

- a. Dividends - The holders of the Preferred B Shares shall be entitled to receive cash dividends at such rate or amount as the Board of Directors, in its sole discretion, shall fix at the time of issuance of such shares. The Board of Directors shall likewise determine the terms and conditions upon which dividends shall be payable, such as but not limited to: payment dates, whether cumulative, and if so, from when; or whether the dividend rate may be adjusted, and if so, the conditions for adjustments.
- b. Conversion – The Board of Directors shall determine whether or not the Preferred B Shares or any series or tranche thereof may be convertible

into common shares of the Corporation as determined by the Board of Directors and on terms and conditions (including conversion period, conversion ratio and price) to be determined and fixed by the Board of Directors at the time of their issuance.

- c. Liquidation – The Board of Directors shall determine whether or not, in the event of liquidation, dissolution, bankruptcy, or winding up of the affairs of the Corporation, the holders of Preferred B Shares that are outstanding at that time shall enjoy preference in the payment in full or, if the remaining assets of the Corporation are insufficient, on a pro-rata basis as among all holders of outstanding Preferred B Shares, of the Issue Price of their shares plus any previously declared and unpaid dividends, before any asset of the Corporation is paid or distributed to the holders of other classes of shares.
- d. Redemption – The Preferred B Shares or any series or tranche thereof may be redeemable in whole or in part at the sole option of the Corporation at a price and at such time that the Board of Directors shall determine. The Board of Directors may likewise prescribe and regulate the procedure to be followed and the details on the redemption of the Preferred B Shares or any series or tranche thereof. The Preferred B Shares or any series or tranche thereof when redeemed may or may not be considered retired and may or may not be re-issued by the Corporation on such terms and conditions as may be determined by the Board of Directors at the time of re-issuance. For purposes of good order and to avoid confusion, the Preferred B Shares, upon re-issuance, shall be re-designated as subsequent sub-series or tranches.
- e. Non-voting – The holders of the Preferred B Shares shall not be entitled to vote except in those cases expressly provided by law.

The Resolutions of the Board of Directors (the “Enabling Resolutions”) authorizing the issuance or re-issuance of the Preferred B Shares, or any sub-series or tranche thereof, and fixing the number, features, terms and conditions of such sub-series or tranche shall be filed with the Securities and Exchange Commission and shall form integral part of these Articles of Incorporation.

No stockholder of any class shall be entitled to any pre-emptive right to purchase, subscribe for, or receive any part of the shares of the Corporation, whether issued from its unissued capital or its treasury stock.”


“**RESOLVED, FINALLY**, that out of the aforementioned increase in authorized capital stock, three hundred million (300,000,000) Preferred A Shares shall be issued to and subscribed by Camerton, Inc. at their par value of Ten Centavos (Php0.10) per share, and seventy million (70,000,000) Preferred B Shares (which may be designated as “Preferred B-1 Shares”) shall be issued to and subscribed by Camerton, Inc. at their par value of One Peso (P1.00) per share, and two hundred million (200,000,000) Preferred B Shares (which may be designated as “Preferred B-2 Shares”) may be offered to investors at an offering price to be approved by the Board of Directors.”


SEP 08 2017


IN WITNESS WHEREOF, we have hereunto affixed our signatures this _____ day of
September 2017 at MAKATI CITY Philippines.


JERRY LIU
Chairman/Director
TIN 113-279-728


MICHAEL STEPHEN LIU
Director
TIN 252-177-379

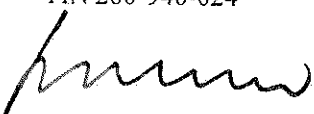

EDUARDO LIZARES
Director
TIN 140-456-030


ANTHONY ALBERT S. BUYAWE
Director
TIN 102-082-324


ERNEST FRITZ SERVER
Director
TIN 115-593-099


JUSTIN LIU
Director
TIN 260-940-024


BRIAN GREGORY LIU
Director
TIN 917-848-212


TADEO F. HILADO
Corporate Secretary
TIN 125-673-142

RUBENT. M. RAMIREZ
NOTARY PUBLIC
UNTIL DEC. 31, 2017
2734 M. AURORA ST. MAKATI CITY
IBP NO. 1052369 / CY 2015 APPT. NO. M. 17
ROLL NO. 29947 / MCLE-A NO. 0000324 / 11-22-16
PTR NO. MKT. 5902552 / 1-3-17 MAKATI CITY

SEP 08 2017

SUBSCRIBED AND SWORN to before me this _____ day of September 2017 at MAKATI CITY City, affiant who is personally known to me exhibiting to me the following:

Name	Type of ID	ID Number and Expiry Date (if applicable)
JERRY LIU	TIN	113-279-728
EDUARDO LIZARES	TIN	140-456-030
ANTHONY ALBERT S. BUYAWE	TIN	102-082-324
ERNEST FRITZ SERVER	TIN	115-593-099
JUSTIN LIU	TIN	260-940-024
BRIAN GREGORY LIU	TIN	917-848-212
MICHAEL STEPHEN LIU	TIN	252-177-379
TADEO F. HILADO	TIN	125-673-142

Doc. No. 422;
Page No. 88;
Book No. 118;
Series of 2017.

~~RUBERT M. DAMIDEZ~~
NOTARY PUBLIC
UNTIL DEC 31, 2017
2734 M. AURORA ST. MAKATI CITY
IBP NO. 1032369 / CY 2015 APPL. NO. M. 17
ROLL NO. 7837 / 1775 JMO. 1016324 / 11-22-16
PTR NO. 1016324 / 11-22-16 MAKATI CITY