



REPUBLIC OF THE PHILIPPINES  
**SECURITIES AND EXCHANGE COMMISSION**

SEC Building, EDSA, Greenhills  
City of Mandaluyong, Metro Manila

COMPANY REG. NO. 163671

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

**PRIME ORION PHILIPPINES, INC.**

(Amending Article VII by decreasing authorized capital stock thereof)

copy annexed, adopted on March 12, 1999 by a majority vote of the Board of Directors and on May 28, 1999 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 Mandaluyong City, Metro Manila, Philippines, this 4th day of July, Twenty Sixteen.



  
FERDINAND B. SALES  
Director

Company Registration and Monitoring Department

**AMENDED ARTICLES OF INCORPORATION**

**OF**

**PRIME ORION PHILIPPINES, INC.**  
*[formerly Guoco Holdings (Philippines), Inc.]*

(SEC Registration No. 163671)

**KNOW ALL MEN BY THESE PRESENTS:**

That We, all of whom are of legal age, citizens and residents of the Republic of the Philippines, have this day voluntarily associated ourselves together under the laws of the Philippines.

**AND WE DO HEREBY CERTIFY:**

**FIRST :** That the name of said corporation shall be:

**“PRIME ORION PHILIPPINES, INC.”**

*(As amended at the Special Meeting of the Board of Directors held on 9 November 2001 and at the Annual Stockholders' Meeting held on 20 December 2001.)*

**SECOND :** That the purpose for which the corporation is organized are as follows:

**PRIMARY PURPOSE**

To acquire by purchase, exchange, assignment, gift or otherwise, and to hold, own and use, for investment or otherwise, and to sell, assign, transfer, exchange, lease, let, develop, mortgage, pledge, traffic, deal in, and with, and otherwise operate, enjoy and dispose of any and all properties of every kind and description and wherever situated, as and to the extent permitted by law, including but not limited to, buildings, tenements, warehouses, factories, edifices and structures and other improvements, and bonds, debentures, promissory notes, shares of capital stock, or other securities and obligations, created, negotiated or issued by any corporation, association, or other entity, foreign or domestic and while the owner, holder or possessor thereof, to exercise all the rights, powers and privileges of ownership or any other interest therein, including the right to receive, collect and dispose of any and all rentals, dividends, interests and income, derived therefrom, and the right to vote on any proprietary or other interest, on any shares of the capital stock, and upon any bonds, debentures, or other securities having voting power, so owned or held; and provided that it shall not engage in the business of an open-end or close-end investment company as defined in the Investment Company Act (Republic Act No. 2629).

**SECONDARY**

1. To acquire by purchase, exchange or barter lease or otherwise locally or by importation all kinds, types and make, of agricultural or industrial equipment and machinery, and to sell, lease or otherwise render services whenever and wherever such equipment or machinery can be of use; to accept trade-in, repairs and services of all kinds of equipment; to act as principal, dealer or agent in purchasing, selling or dealing in, light and heavy equipment for use in agriculture and any kind of industry, without necessarily engaging in financing business; to carry on as principals and dealers in, and as importers and exporters of, all kinds of machinery and equipment for use in general contracting, construction, dredging, excavating, building, or erecting work, and in undertaking and entering into and carrying out contracts for all kinds of works; and to manufacture, acquire, buy, sell, dispose of, and supply all kinds of construction equipment, plant machineries, engines, appliances, accessories and things for use in connection with any of the foregoing, or any quarries or other undertakings whether or not of the character before mentioned.

2. To manufacture, fabricate, process, assemble, pack or otherwise produce, buy, and sell at wholesale all kinds of goods, merchandise, and products of every class and description, except food, drugs and cosmetics;

3. To deal in, engage and transact, directly or indirectly, all forms of mercantile acts and transactions concerning all kinds of real or personal property, movables, semi-movables, goods, wares, chattels, choses in action, tangible and intangible property, technical and industrial equipment and machinery, personal and real rights, commercial papers and documents, securities, evidences of indebtedness or representative of value or other forms of obligations, services, and all things, including future ones, which are not excluded from the commerce of man or which are not contrary to law or good morals, excluding, however, financing business;

4. To act in the Philippines or in any foreign country, in the capacity of agent or representative, except insurance agency;

5. To engage in research, exploration, laboratory, and development work relating to any material, substance, compound or mixture now known or which may hereafter be known, discovered or developed, and to perfect, develop, manufacture, use, apply, and generally deal in and with any such material, substance, compound, or mixture, and to undertake, conduct, assist, promote, and engage or participate in every kind of research or scientific experimental design, or development work, including pure or basic research;

6. To carry on the business of exporters and importers, as principal, agents, or commission merchants, in respect to buying, selling at wholesale, trading, or dealing in food products and in any kinds of goods, wares, and merchandise, except nationalized products, and generally, to do brokerage, commission, indenting, import, forwarding, and export business.

AND IN FURTHERANCE OF THE FOREGOING PURPOSES, to exercise all the powers normally vested in the Corporation organized under the laws of the Philippines with particular reference, but not limited, to the following powers:

- (a) Acquire physical facilities, equipment and devices necessary to its operation;
- (b) Purchase, take, receive, lease, or otherwise, acquire and own, hold, and use real and personal property, or any interest therein wherever situated;
- (c) Sell, convey, mortgage, pledge, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;
- (d) Make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations and secure any of its obligations by mortgage or pledge of all or any of its property, franchise and income;
- (e) Subject to applicable law, conduct its business, carry on its operations, and have branch offices and exercises its powers within and without the Philippines;
- (f) Subject to the provisions of applicable law and these articles, issue shares of stock to such persons and on such terms as may be in the interest of the Corporation;
- (g) Make any guaranty respecting indebtedness, interest, contracts, or other obligations created by any individual, corporation, association, partnership, or other entity in which the corporation has a lawful interest without necessarily engaging in surety business;

(h) To do everything necessary, desirable, advisable or convenient for the furtherance and accomplishment of all such purposes aforementioned and the achievement of such objectives and to do all other things incidental thereto or connected thereto or connected therewith which are not prohibited by the applicable law of these articles.

**THIRD :** That the place where the principal office of the corporation is to be established or located is at 20/F LKG Tower, 6801 Ayala Avenue, Makati City, Philippines; provided, that it may have such branch offices as the board of directors may determine.  
*(As amended at the Regular Meeting of the Board of Directors held on 2 October 2014 and at the Annual Stockholders' Meeting held on 2 December 2014.)*

**FOURTH:** That the term for which said corporation is to exist is FIFTY (50) years from and after the date of incorporation.

**FIFTH :** That the name, citizenship, and residences of the incorporators are as follows:

<u>NAME</u>	<u>CITIZENSHIP</u>	<u>RESIDENCE</u>
VICTOR SAY	Filipino	1801 Tytana Center Plaza Lcrenzo Ruiz, Binondo Manila
MIGUEL A. TAN	Filipino	P.O. Box Number 179 Manila
DOMINGO LEE	Filipino	1421 Tytana Center Plaza Lorenzo Ruiz, Binondo Manila
DAVID C. GO	Filipino	Rm. 309 Federation Bldg., Binondo, Manila
ROBERTO V. SAN JOSE	Filipino	730 Vito Cruz, Malate, Manila

**\*SIXTH :** That the number of directors of the said corporation shall be nine (9) and that the names and residences of the directors of the said corporation who are to serve until their successors are elected and qualified as provided by the By-Laws, are as follows:

<u>NAME</u>	<u>RESIDENCE</u>
VICTOR SAY	1801 Tytana Center Plaza Lorenzo Ruiz Binondo Manila
MIGUEL A. TAN	P.O. Box Number 179 Manila
DOMINGO LEE	1421 Tytana Center Plaza Lorenzo Ruiz Binondo Manila
DAVID C. GO	Rm. 309 Federation Bldg., Binondo, Manila
ROBERTO V. SAN JOSE	730 Vito Cruz, Malate, Manila

**\*SEVENTH :** That the capital stock of said Corporation is TWO BILLION FOUR HUNDRED MILLION PESOS (P2,400,000.00), Philippine Currency, divided into Two Billion Four Hundred Million (2,400,000,000) Common Shares, all with the par value of P1.00 per share.

No stockholder of any common stock or of any other class of shares, shall because of his/its ownership of stock, have a pre-emptive or other right to purchase, subscribe for or take any part of stock or of any other securities convertible into or carrying options or warrants to purchase stock of the corporation whether out of the unissued authorized capital stock or any future increases thereof. Any part of such stock or other securities may at any time be issued, optioned for sale, and sold or disposed of by the Corporation pursuant to resolution of its Board of Directors, to such persons and upon such terms as such Board may deem proper, without first offering such stock or securities or any part thereof to existing stockholders.

No transfer of stock or interest which will reduce the ownership of Filipino citizens to less than the required percentage of the capital stock shall be allowed or permitted to be recorded in the proper books and this restriction shall likewise be indicated on the stock certificates of the Corporation. *(As amended at the Special Meeting of the Board of Directors on 9 October 1995 and Annual Stockholders Meeting on 23 November 1995)*

**EIGHT :** That the amount of said capital stock which has been actually subscribed is TWENTY FIVE BILLION (P25,000,000,000) shares, worth TWO HUNDRED FIFTY MILLION (P250,000,000.00) PESOS and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names:

<u>NAME</u>	<u>NO. OF SHARES (Class A)</u>	<u>AMOUNT OF SUBSCRIPTION</u>	<u>CITIZENSHIP</u>
ELIGIO TEEHANKEE, JR.	600,000,000	P 6,000,000.00	Filipino
ZENAIDA A. ROXAS	800,000,000	8,000,000.00	Filipino
SIMPLICIO J. ROXAS	1,000,000,000	10,000,000.00	Filipino
ARABELLA R. MANALASTAS	200,000,000	2,000,000.00	Filipino
PATRICIA M. YAPTINGCHAY	200,000,000	2,000,000.00	Filipino
FELIPE F. CRUZ	1,000,000,000	10,000,000.00	Filipino
HIRENE LOPEZ	1,630,000,000	16,300,000.00	Filipino
VICTOR YCASAS	40,000,000	400,000.00	Filipino
ROLANDO S. ATIENZA	100,000,000	1,000,000.00	Filipino
ANNA FELICIDAD TRINIDAD	70,000,000	200,000.00	Filipino
PRYCE SECURITIES, INCORPORATED	400,000,000	4,000,000.00	Filipino
EDUARD G. LIM, JR.	600,000,000	6,000,000.00	Filipino
MA. CECILIA R. FABREGAS	100,000,000	1,000,000.00	Filipino
JOSE ANTONIO GARCIA	100,000,000	1,000,000.00	Filipino
GERARDO G. URBINA	100,000,000	1,000,000.00	Filipino
NORA TEEHANKEE	100,000,000	1,000,000.00	Filipino
SYLVIA S. TRINIDAD	100,000,000	1,000,000.00	Filipino
JOSUE CAMBA	50,000,000	500,000.00	Filipino

*\*(As amended at the special meeting of the Board of Directors held on 12 March 1999 and special meeting of the Stockholders held on 28 May 1999.)*

MANUEL MENDOZA	3,000,000.00
CO KENG KOC	500,000.00
MARY D. GO	200,000.00
JUAN CO	200,000.00
MARY D. CO	100,000.00
ANDREW D. GO	100,000.00
JASON D. CO	100,000.00
PRESCILA B. CO	100,000.00
JULIO CO	100,000.00
JOVITO CO	50,000.00
JOSEFINA GO	50,000.00
SANTIAGO LEE	1,000,000.00
ROSENDO ONG	100,000.00
NELA Y. SEBASTIAN	25,000.00
WILLIAM GOTOHIO	125,000.00
ANTONIO CUE UY	25,000.00
JULIETA C. MENDOZA	25,000.00
LORETO C. CHUA	100,000.00
MANUEL MORALES	100,000.00
MARCIANO TY	100,000.00
LILIA TY	100,000.00
ANTONIO TEE	100,000.00
CORAZON TI	100,000.00
YU SUI PENG	100,000.00
TONY O. KING	2,500,000.00
EFREN CHUA YAP	500,000.00
NORA TEEHANKEE, JR.	500,000.00
DOMINGO LEE	2,500,000.00
ROBERTO V. SAN JOSE	750,000.00
ISIDORO CO	1,700,000.00
GEORGE LEE GO	2,000,000.00
ROLANDO S. SANTOS	25,000.00
	<hr/>
	P62,500,000.00

**TENTH:** That VICTOR SAY has been elected by the subscribers as Treasurer of the corporation to act such until his successor has been duly elected and qualified in accordance with the by-laws, and that as such treasurer, he has been authorized to receive for the corporation and to receipt in its name for all subscription paid in by the said subscribers.

**IN WITNESS WHEREOF,** We have hereunto set our hands this 21st day of April 1989, at Manila, Philippines.

(SGD.) VICTOR SAY  
TAN: S1214-GO745-A-6

(SGD.) MIGUEL TAN  
TAN: T5249-M-3049-A-2

(SGD.) DOMINGO LEE  
TAN: 3087-020-5

(SGD.) DAVID C. GO  
TAN: 3165-168-1

(SGD.) ROBERTO V. SAN JOSE  
TAN: S5250-L0641-A-2

SIGNED IN THE PRESENCE OF:

(SGD.) ROMUALDO DELA CRUZ

(SGD.)(Illegible)

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

BEFORE ME, a Notary Public, for and in the City of Manila, Philippines, personally appeared the following persons with their respective residence certificate set out opposite their respective names:

NAME	RES. CERT. NO.	ISSUED ON/AT
VICTOR SAY	AB-07634631	2-24-89 - Manila
MICHEAL TAN	AB-04551735	2-15-89 - Manila
DOMINGO LEE	AB-02658888	1-26-89 - Manila
DAVID C. GO	AB-00037699	1-27-89 - Manila
ROBERTO V. SAN JOSE	AB-2739756	4-05-88 - Manila

all known to me and to me known to be the same persons executed the foregoing Articles of Incorporation of Philippine Orion Properties Incorporation and they acknowledged to me that the same is their own, free and voluntary act and deed for the purposes and uses therein stated.

WITNESS MY HAND AND SEAL, this 21<sup>st</sup> day of April 1989 at Manila, Philippines.

(SGD.) SERGIO D. VENDERO  
NOTARY PUBLIC  
Until December 31, 1989  
MLR-565977/Mla./1-4-89

Doc. No. 366  
Page No. 75  
Book No. XIV  
Series of 1989.

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

**SECRETARY'S CERTIFICATE**

I, **DAISY L. PARKER**, of legal age, Filipino, hereby certify that:

1. I am the duly elected Corporate Secretary of **PRIME ORION PHILIPPINES, INC.** (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with office address at 20/F LKG Tower, 6801 Ayala Avenue, Makati City;
2. To the best of my knowledge, no action or proceeding has been filed or is pending before any court involving an intra-corporate dispute and/or claim by any person or group against the Board of Directors, individual directors and/or major corporate officers of the Corporation as its duly elected and/or appointed directors or officers or vice-versa.

IN WITNESS WHEREOF, I have hereunto affixed my signature this DEC 17 2015 day of \_\_\_\_\_ 2015 at Makati City.

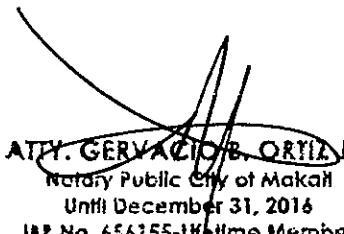


**DAISY L. PARKER**  
Corporate Secretary

**SUBSCRIBED AND SWORN** to before me this DEC 17 2015 day of \_\_\_\_\_ 2015, affiant exhibited to me her Passport No. EC3618789 issued on 3 March 2015 at Manila, Philippines.

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Book No. EXXV  
Series of 2015.

[Sec. Cert. re: no intra-corporate dispute] c: Abby/AOI/POPI



**ATTY. GERVACIO B. ORTIA JR.**  
Notary Public City of Makati  
Until December 31, 2016  
IBP No. 656155-Uffilme Member  
MCLE Compliance No. V-0066934  
Appointment No. M-199-(2015-2016)  
PTR No. 4748512 Jan. 5, 2015  
Makati City Roll No. 40091  
101 Urban Ave., Campos Rueda Bldg.  
Brgy. Pio del Pilar, Makati City