

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

Ground Floor, Secretariat Building, PICC  
City Of Pasay, Metro Manila

**COMPANY REG. NO. 145490**

**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**

**SHANG PROPERTIES, INC.**  
**(Amending Article VI thereof.)**

copy annexed, adopted on May 23, 2017 by majority vote of the Board of Directors and on June 20, 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 Corporate 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 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 set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 17<sup>th</sup> day of July, Twenty Seventeen.



  
**FERDINAND B. SALES**  
Director

**Company Registration and Monitoring Department**

### Nature of Application

SEC Registration Number

1	4	5	4	9	0
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[illegible][illegible]

A	D	M	I	N	I	S	T	R	A	T	I	O	N		O	F	F	I	C	E		S	H	A	N	G	R	I	-
L	A		P	L	A	Z	A		M	A	L	L		E	D	S	A		C	O	R	.	S	H	A	W			
B	L	V	D	.		M	A	N	D	A	L	U	Y	O	N	S		C	I	T	Y								
																								ZIP CODE					

Mobile Number

370-2700

The designated person **MUST** be a Director/Trustee/Partner/Officer/Resident Agent of the Corporation

Mobile Number

ATTY. FEDERICO G. NOTA, JR.

3702700

### Contact Person's Address

To be accomplished by CRMD Personnel

Date \_\_\_\_\_

Signature

Assigned Processor

Document I.D.

Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

Corporate and Partnership Registration Division  
Green Lane Unit  
Financial Analysis and Audit Division  
Licensing Unit  
Compliance Monitoring Division

## SECRETARY'S CERTIFICATE

I, **FEDERICO G. NOEL, JR.**, of legal age, Filipino and with office address at the 5<sup>th</sup> Level, Shangri-La Plaza Mall, EDSA corner Shaw Boulevard, Mandaluyong City, being duly sworn, depose and state that:

1. I am the duly elected and qualified Corporate Secretary of **SHANG PROPERTIES, INC.** (the "Corporation"), a corporation duly organized and existing under and by the virtue of the Republic of the Philippines, with principal office at the Administration Office, Shangri-La Plaza Mall, EDSA cor. Shaw Boulevard, Mandaluyong City.
2. To the best of my knowledge, no action or proceeding has been filed or its 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 signed this Secretary's Certificate this 20 day of JUN 20 2017 2017 at MANDALUYONG CITY.

  
**FEDERICO G. NOEL, JR.**  
Corporate Secretary

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

SUBSCRIBED AND SWORN to before me in the City of MANDALUYONG CITY this 20 day of JUN 20 2017 2017 by **FEDERICO G. NOEL, JR.**, having satisfactorily proven to me his identity through his Philippine Passport No. EB7578429 issued by the DFA NCR EAST on 07 March 2013 and valid until 06 March 2018, and who personally appeared before me and signed the foregoing Secretary's Certificate, and acknowledge that he executed the same freely and voluntarily, that he is acting as the authorized representative of **SHANG PROPERTIES, INC.** and that he has the authority to sign in such capacity.

Doc. No. 292;  
Page No. 60;  
Book No. 35;  
Series of 2017.

**JOVEN S. SEVILLANO**  
NOTARY PUBLIC FOR CITY OF MANDALUYONG  
COMMISSION NO. 0285-17 UNTIL DECEMBER 31, 2018  
ROLL NO. 53970  
IBP LIFETIME NO. 011302 RIZAL  
PTR NO. 3019108 ; 1-3-17; MANDALUYONG  
MCLE COMPLIANCE NO. IV - 0014673 14 APRIL 2019  
METRO MART COMPLEX, MANDALUYONG CITY

**AMENDED**  
**ARTICLES OF INCORPORATION**  
**OF**

**SHANG PROPERTIES, INC.**

(Formerly known as EDSA PROPERTIES HOLDINGS INC.)

*(As amended by majority vote of the Board of Directors and Shareholders representing at least 2/3 of the outstanding capital stock at the meetings held on 22 May 2007 and 28 June 2007, respectively)*

**KNOW ALL MEN BY THESE PRESENTS:**

That we, all of legal age, citizens and residents of the Republic of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Philippines.

**AND WE HEREBY CERTIFY:**

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

**SHANG PROPERTIES, INC.**

*(As amended by majority vote of the Board of Directors and Shareholders representing at least 2/3 of the outstanding capital stock at the meetings held on 22 May 2007 and 28 June 2007, respectively)*

**SECOND:** That the purposes for which the said Corporation is formed are:

**PRIMARY PURPOSE**

To acquire by purchase, lease, donation or otherwise, and to own, use, improve, develop, subdivide, sell, mortgage, exchange, lease, develop and hold for investment or otherwise, real estate of all kinds, whether improve, manage or otherwise dispose of buildings, houses, apartments, and other structures of whatever kind, together with their appurtenances; and to erect, construct, maintain, improve, rebuild, enlarge, alter and administer buildings, condominium units, townhouses, machinery and plants, and all structures of any descriptions on lands owned, held or leased by the corporation; to lease or sublet offices, stores, shops or other spaces in such building or buildings; and to sell, lease, sublet, mortgage, exchange, assign, transfer, convey or otherwise alienate or dispose of any of its properties and any interest or right therein; to enter into and establish joint ventures or partnerships, or to make investments in or otherwise acquire interest in businesses engaged in the fields of insurance or insurance brokering *(As amended by the Board of Directors and Stockholders on 15 March 1997 and 19 May 1997, respectively)* trading,

agriculture, aqua culture, construction, infrastructure development including energy related and water related projects, transportation and manufacture of goods including but not limited to, food, cement, building materials, machinery and equipment and other products subject to such limitations as may be provided by law. *(As amended by the Board of Directors and Stockholders on 6 April 1995 and 19 May 1995, respectively).*

## SECONDARY PURPOSES

1. To purchase, acquire, own, lease, sell and convey real properties; such as, lands, buildings, factories and warehouses, and 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;
2. To borrow or raise money necessary to meet the financial requirements of its business by the issuance of bonds, promissory notes and other evidences of indebtedness, and to secure the repayment thereof by mortgage, pledge, deed of trust or lieu upon the properties of the corporation or to issue pursuant to law, shares of its capital stock, debentures and other evidences of indebtedness in payment for properties acquired by the corporation or for money borrowed in the prosecution of its lawful business;
3. To invest and deal with the money and properties of the corporation in such manner as may from time to time be considered wise or expedient for 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;
4. 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 this corporation, directly or indirectly or through other corporations or otherwise;
5. To enter into any lawful arrangement for sharing profits, union of interest, unitization or farmout 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 any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of this corporation;
6. 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 objects of the corporation;
7. To establish and operate one or more branch offices of agencies and to carry on any of 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;

8. 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 this Corporation; and

9. To conduct and transact any and all lawful business, and to do or cause to be done any one or more of the acts and things herein set forth as its purposes, 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 purposes 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 this Corporation.

PROVIDED, that investment for any purpose other than the primary purpose for which the Corporation was organized as stated in the Primary Purposes hereof shall require the approval of shareholders. (As amended on November 10, 1987)

**THIRD:** That the place where the principal office of the Corporation is to be established or located is at the Administration Office, Shangri-La Plaza Mall, Edsa cor, Shaw Boulevard, Mandaluyong City, Metro Manila. (As amended by majority vote of the Board of Directors and Shareholders representing at least 2/3 of the outstanding capital stock at the meetings held on 24 June 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 names, nationalities, and residences of the incorporators of said Corporation are as follows:

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
GERARDO O. LANUZA	Spanish	125 Pioneer St., Mandaluyong
BENJAMIN C. RAMOS	Filipino	125 Pioneer St., Mandaluyong
AUGUSTO B. SUNICO	Filipino	125 Pioneer St., Mandaluyong
ALMARIO Z. BALCE	Filipino	125 Pioneer St., Mandaluyong
JOSELITO L. SANTOS	Filipino	125 Pioneer St., Mandaluyong

**SIXTH:** That the number of directors of said corporation shall be **TEN (10)** (As amended by majority vote of the Board of Directors and Shareholders representing at least 2/3 of the outstanding capital stock at the meetings held on 23 May 2017 and 20 June 2017, respectively) and that 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:

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
GERARDO O. LANUZA	Spanish	125 Pioneer St., Mandaluyong
BENJAMIN C. RAMOS	Filipino	125 Pioneer St., Mandaluyong
AUGUSTO B. SUNICO	Filipino	125 Pioneer St., Mandaluyong
ALMARIO Z. BALCE	Filipino	125 Pioneer St., Mandaluyong
JOSELITO L. SANTOS	Filipino	125 Pioneer St., Mandaluyong

**SEVENTH:** That the authorized capital stock of the Corporation is EIGHT BILLION PESOS (P 8,000,000,000.00), Philippine Currency, and said capital stock is divided into EIGHT BILLION (8,000,000,000) shares with a par value of ONE PESO (P 1.00) each. (As amended by majority vote of the Board of Directors and Shareholders representing at least 2/3 of the outstanding capital stock at the meetings held on 22 May 2007 and 28 June 2007, respectively)

No holder of shares of the Corporation shall have, as such holder, any preemptive right to acquire, purchase, or subscribe to any share of the capital stock of the Corporation which it may issue or sell, whether out of the number of shares authorized by these Articles of Incorporation as originally filed, or by any amendment thereof, or out of the shares of the capital stock of the Corporation acquired by it after the issuance thereof. (As amended by majority vote of the Board of Directors and Shareholders representing at least 2/3 of the outstanding capital stock at the meetings held on 25 July 2000 and 18 September 2000, respectively).

**EIGHT:** That the amount of said capital stock which has been actually subscribed is **FIVE HUNDRED THOUSAND PESOS (P 500,000.00)**, and the following persons have subscribed for the number of shares and amount of capital stock indicated opposite their respective names:

<u>Name</u>	<u>Nationality</u>	<u>No. of Shares</u>	<u>Amount Subscribed</u>
GERARDO O. LANUZA	Spanish	200,000	P 200,000.00
BENJAMIN C. RAMOS	Filipino	150,000	150,000.00
AUGUSTO B. SUNICO	Filipino	149,800	149,800.00
ALMARIO Z. BALCE	Filipino	100	100.00
JOSELITO L. SANTOS	Filipino	100	100.00
		<hr/> 500,000 <hr/> =====	<hr/> P 500,000.00 <hr/> =====

**NIGHT:** That the following persons have paid on the shares of capital stock for which they have subscribed, the amount set out after their respective names:

<u>Name</u>	<u>Amount paid</u>
GERARDO O. LANUZA	P 200,000.00
BENJAMIN C. RAMOS	150,000.00
AUGUSTO B. SUNICO	149,800.00
ALMARIO Z. BALCE	100.00
JOSELITO L. SANTOS	100.00
	<hr/> P 500,000.00 <hr/> =====

**TENTH: (A)** That no issuance or transfer of shares of stock of the Corporation which would reduce the stock ownership of Filipino citizenship to less than the percentage of the outstanding capital stock required by law to be owned by Filipino citizens, shall be allowed or permitted to be recorded in the books of the Corporation.

**(B)** The foregoing limitation of this Article Tenth shall be printed on all certificates of stock of the Corporation and no shares may be issued or transferred in the books of the Corporation except in accordance with the terms and provisions thereof.

*(As amended on November 10, 1987 and as further amended on 25 September 1990 and on 23 November 1990)*

**ELEVENTH:** That **AUGUSTO B. SUNICO** has been elected by the subscribers as Treasurer of the corporation to act as such until his successor is duly elected and shall have qualified in accordance with the By-Laws; and that, as such Treasurer, he has been authorized to receive for the corporation, and to issue in its name receipts for all subscriptions paid in by the subscribers.

**IN WITNESS WHEREOF**, we have hereunto set our hands on this 19<sup>TH</sup> day of October, 1987 at Mandaluyong, Metro Manila, Philippines.

(SGD)  
**GERARDO O. LANUZA**  
TIN:

(SGD)  
**BENJAMIN C. RAMOS**  
TIN:

(SGD)  
**AUGUSTO B. SUNICO**  
TIN:

(SGD)  
**ALMARIO Z. BALCE**  
TIN:

(SGD)  
**JOSELITO L. SANTOS**  
TIN:

SIGNED IN THE PRESENCE OF:

(Illegible)

(Illegible)

## ACKNOWLEDGEMENT

REPUBLIC OF THE PHILIPPINES)  
MANDALUYONG, METRO MANILA) S.S.

**BEFORE ME**, a Notary Public, in and for Mandaluyong, Metro Manila, Philippines, this 19<sup>th</sup> day of October, 1987 personally appeared:

<u>Name</u>	<u>Res. Cert. No.</u>	<u>Date/Place Issued</u>
GERARDO O. LANUZA.	1928049	01.20.87- Makati City
BENJAMIN C. RAMOS	3449486	01.01.87- Makati City
AUGUSTO B. SUNICO	1773401	03.18.87- Mandaluyong City
ALMARIO Z. BALCE	1346238	03.31.87- Mandaluyong City
JOSELITO L. SANTOS	6855101	01.27.87- Quezon City

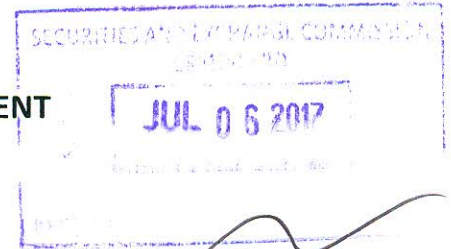
all known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation and they acknowledged to me that the same is their free and voluntary act and deed.

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

(SGD)  
BIENVENIDO B. BAUSTISTA  
**NOTARY PUBLIC**  
Until December 31, 1987  
PTR NO. 046273 MAND. M.M. 1-15-87

Doc No. 297;  
Page No. 70;  
Book No. II;  
Series of 1987

## DIRECTORS' CERTIFICATE OF AMENDMENT



KNOW ALL MEN BY THESE PRESENTS:

WE, the undersigned, being a majority of the members of the Board of Directors of **SHANG PROPERTIES, INC.**, a corporation duly organized and existing under and by virtue of Philippine laws, with offices at Administration Offices, Shangri-La Plaza Mall, EDSA corner Shaw Boulevard, Mandaluyong City (the "Corporation"), and the Chairman and Secretary of the Regular Meeting of the Board of Directors (the "Board") held on **23 May 2017** and of the Annual Meeting of Stockholders of the Corporation held on **20 June 2017**, do hereby certify that:

1. At the aforesaid Regular Meeting of the Board, the Board unanimously approved the amendment of the Corporation's Articles of Incorporation and in furtherance thereof, unanimously adopted the following resolutions:

**"RESOLVED**, that the Board of Directors approve, as it hereby approves, subject to the approval and ratification of the same by the stockholders of the Corporation in a meeting duly called for such purpose and of the Securities and Exchange Commission (the "SEC"), the amendment of **ARTICLE SIXTH** of the Corporation's Articles of Incorporation, decreasing the number of directors of the Corporation from fifteen (15) to ten (10) so that, as amended, **ARTICLE SIXTH** shall read:

**"SIXTH:** That the number of Directors of said Corporation shall be **ten (10)** xxx"

2. At the aforesaid Annual Meeting of the stockholders of the Corporation, the stockholders present thereat in person or by proxy, representing at least two thirds (2/3) of the issued and outstanding capital stock of the Corporation, approved, ratified, and adopted *in toto* the aforementioned resolution of the Board.
3. The attached Amended Articles of Incorporation is the true and correct copy of the Articles of Incorporation, as amended.

IN WITNESS WHEREOF, we have signed this **DIRECTORS' CERTIFICATE OF AMENDMENT** this 10<sup>th</sup> day of June, 2017 at Mandaluyong City.

  
1 **ALFREDO C. RAMOS**  
TIN: 132-017-513


**ANTONIO O. COJUANGCO**  
TIN: 105-378-633

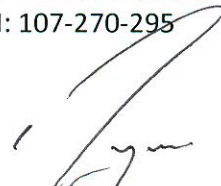
  
2 **KARLO MARCO P. ESTAVILLO**  
TIN: 201-527-115

  
5 **WILFRED SHAN CHEN WOO**  
TIN: 427-175-522

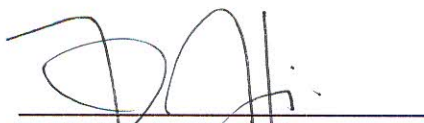
  
3 **MAXIMO G. LICAUCO III**  
TIN: 113-275-903

  
6 **CYNTHIA R. DEL CASTILLO**  
TIN: 107-270-295

  
4 **BENJAMIN I. RAMOS**  
TIN: 126-343-070

  
7 **GREGORY ALLAN DOGAN**  
TIN: 204-447-718

ATTEST:

  
\_\_\_\_\_  
**FEDERICO G. NOEL, JR.**

**Director** Corporate Secretary/Secretary of the Annual Meeting of the Stockholders

## ACKNOWLEDGEMENT

REPUBLIC OF THE PHILIPPINES }  
CITY OF MANDALUYONG } ss

BEFORE ME, a Notary Public for and in City of MANDALUYONG CITY, this 20 day of JUN 20 2017, personally appeared the following:

Name	Passport No.	Date/Place Issued/Expiry
CYNTHIA R. DEL CASTILLO	EC3128219	08 Jan 15/DFA Mla/07 Jan 20
WILFRED SHAN CHEN WOO	GA228904	07 Apr 14/Hong Kong/07 Apr 24
ALFREDO C. RAMOS	EC8370209	21 Jul 16/DFA NCR East/20 Jul 21
FEDERICO G. NOEL, JR.	EB7578429	07 Mar 13/DFA NCR East/06 Mar 18
KARLO MARCO P. ESTAVILLO	EC4018079	23 Apr 15/DFA Mla/22 Apr 20
GREGORY ALLAN DOGAN	528899232	21 Sept 15/IPS/21 Jun 26
ANTONIO O. COJUANGCO	EC5284348	10 Sept 15/DFA Mla/09 Sept 20
MAXIMO G. LICAUCO III	EC7161351	19 Mar 16/DFA NCR East/18 Mar 21
BENJAMIN I. RAMOS		

each having proven to me his/her identity through the documents above described, and known to me to be the same persons who executed the foregoing Directors' Certificate of Amendment and they acknowledged to me that the same is their free and voluntary act and deed.

The foregoing Director's Certificate of Amendment consists of \_\_\_ pages including the page on which this acknowledgment is written, and is signed by the parties and their instrumental witnesses on each and every page hereof.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of my office on the date and place first above written.

Doc No. 291 ;  
Page No. 60 ;  
Book No. 35 ;  
Series of 2017.

## NOTARY PUBLIC

**JOVEN SEVILLANO**  
NOTARY PUBLIC FOR CITY OF MANDALUYONG  
COMMISSION NO. 0285-17 UNTIL DECEMBER 31, 2018  
ROLL NO. 53970  
IBP LIFETIME NO. 011302 RIZAL  
PTR NO. 3019108 ; 1-3-17; MANDALUYONG  
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