

**AMENDED
ARTICLES OF INCORPORATION
OF
KEPPEL PHILIPPINES PROPERTIES, INC.
(Formerly Cebu Shipyard & Engineering Works, Inc.)**

[As of 28 April 2016]

KNOW ALL MEN BY THESE PRESENTS:

That we, Uy Tudia, Manuel Gotianuy, Cang Bunpit, P. Uy Dian, Choong Chu, Liao San Wan, Sy Engohay, Benita Tan Uchuan and Chiong Jucsay, all of whom are residents 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 THAT:

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

KEPPEL PHILIPPINES PROPERTIES, INC.
(Formerly Cebu Shipyard & Engineering Works, Inc.
as amended on 22 May 1998)

SECOND: That the purposes for which the said corporation is formed are the following:

- a) To invest or acquire interest in, purchase, own or hold, directly or indirectly, shares of stock, debentures or securities and all other properties of whatever kind or nature, personal as well as real, movable or immovable, to the extent allowed by law, and to manage or dispose of the same as the corporation may deem necessary or advisable in the conduct of the business, without in any manner operating as in investment house or broker for securities;
- b) To invest in and undertake property development activities or transactions, whether through the Company alone or through joint ventures with other persons, or through ordinary investments,

- involving real or personal properties, provided that, the Company shall own real properties or real rights over real properties to the extent allowed by law (as amended on 22 May 1998);
- c) To invest, purchase, or otherwise acquire, and own, hold, use, sell, assign, transfer, mortgage, pledge, exchange or otherwise dispose of real and personal property of every kind and description, including shares of stock, bonds, debentures, notes, evidences of indebtedness, and other securities or obligations of other corporations or associations, domestic or foreign, for whatever lawful purpose the same may have been organized and to pay therefore in money or by exchanging therefore real and/or personal property, stocks, bonds or other evidences of indebtedness or securities of this or any other corporation while the other owner or holder of such properties; and to receive, collect, and dispose of the income arising therefore, and to possess and exercise all the rights and powers and privileges of ownership; to make and perform contracts of every kind and description in carrying on its business or for the purpose of obtaining or furthering any of its purposes; and to promote, assist, supervise, manage and/or administer, alone or jointly with others the general business, or to assist or promote the organization of the business of any other corporation or corporations or associations, domestic or foreign;
 - d) To invest funds in the acquisition of personal properties including, but not limited to office buildings, office condominiums and residential condominiums;
 - e) Any other business, whether in the import or export of trade, or both, or any other kind of business approved by the stockholders and by appropriating the sum of money that might be needed in their organization and development (as amended on 29 November 1989).

THIRD: That the place where the principal office of the corporation is to be established is at 12 ADB Ave., Ortigas Center, Mandaluyong City. (as amended on 09 May 2014 and 11 June 2014 by the Board of Directors and the stockholders holding at least 2/3 of the outstanding capital stock, respectively).

FOURTH: That the term for which said corporation is to exist is fifty (50) years after the expiration of the extended term reckoned from February 7, 1968, or from, February 6, 2018, (as amended on 28 April and 11 June 2015)

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

<u>NAMES</u>	<u>RESIDENCES</u>
Uy Tudia	Cebu City
Manuel Gotianuy	Cebu City
Cang Bunpit	Cebu City
P. Uy Diana	Cebu City
J.S. Jong Chuy	Cebu City
Liao Sen Wan	Cebu City
Sy Engohay	Cebu City
Benito Tan Uchuan	Cebu City
Chiong Jocsuy	Cebu City

SIXTH: That the number of directors of said corporation shall be seven (7) and that the names and residences of the directors of the corporation who are to serve until their successors are elected and qualified as provided by the by-laws are as follows *(as amended on 24 April 2009 and 11 June 2009 by a majority of the board of directors and shareholders representing at least 2/3 of the outstanding capital stock, respectively.):*

<u>NAMES</u>	<u>RESIDENCES</u>
Uy Tudia	Cebu City
Manuel Gotianuy	Cebu City
Cang Bunpit	Cebu City
P. Uy Diana	Cebu City
J.S. Jong Chuy	Cebu City
Liao Sen Wan	Cebu City
Sy Engohay	Cebu City
Benito Tan Uchuan	Cebu City

Chiong Jocsuy

Cebu City

SEVENTH: That the authorized capital stock of said corporation is Five Hundred Ten Million Seven Hundred Thousand Pesos (Php510,700,000.00) Philippine Currency, and said capital stock is divided into Three Hundred Seventy-Five Million (375,000,000) common shares with a par value of One Peso (P1.00) each with voting rights and privileges, and One Hundred Thirty Five Million Seven Hundred Thousand (135,700,000) preferred shares with a par value of One Peso (P1.00) each.

The preferred shares shall have the following features and conditions:

- No Voting Rights. The preferred shares will have no voting rights except on matters specifically provided under Section 6, Paragraph 6 of the Corporation Code, to wit:
 - a) amendment of the articles of incorporation;
 - b) adoption and amendment of bylaws;
 - c) sale, lease, exchange, mortgage, pledge or other disposition of all or substantially all of the corporate property;
 - d) incurring, creating or increasing bonded indebtedness;
 - e) increase or decrease of capital stock;
 - f) merger or consolidation of the corporation with another corporation or other corporations;
 - g) investment of corporate funds in another corporation or business in accordance with the Corporation Code and,
 - h) dissolution of the corporation.
- Redeemable. The preferred shares may be redeemed at the option of the issuer, in full or in part, within a call period of not more than 7 years from the date of issuance.
- Redemption Price. The redemption price will be equivalent to the issue price with fifteen percent (15%) annual yield rate

subject to final Board approval at the time the call option is availed by the Corporation. (As amended on 30 June 2005).

- No Dividends. The preferred shares will not be entitled to dividends.
- Issue Price. Ten Pesos (Php10.00) per share.
- Preference in Case of Liquidation. The preferred shares will have preference over the Common Stock in the distribution of assets in case of liquidation. (As amended on 10 June 2003)

In all the issued and unissued shares of stock, the corporation shall not notify the stockholders to exercise their pre-emptive rights, and that it should be understood that the corporation shall have the sole authority to sell unissued shares of stock to whomsoever that may be decided by the Board of Directors; said restriction shall be printed on the stock certificates that will be issued by the corporation.

EIGHT: That in accordance with the Articles of Incorporation as originally filed, the amount of the said capital stock of Six Hundred Thousand Pesos (P600,000.00) which have been actually subscribed was Three Hundred Thousand (300,000.00) Pesos and the following persons had subscribed for the number of shares and the amount of capital stock set out after their respective names:

NAMES	NO. OF SHARES	AMOUNT OF CAPITAL STOCK SUBSCRIBED
Uy Tuadia	45	P 45,000.00
P. Uy Diana	40	40,000.00
J.S. Jong Chuy	30	30,000.00
Benito Tan Uchuan	40	40,000.00
Manuel Gotianuy	40	40,000.00
Sy Engohay	25	25,000.00
Cang Bunpit	30	30,000.00

Liao Sen Wan	30	30,000.00
Chiong Jocsuy	20	20,000.00

NINTH: That according to the Articles of Incorporation as originally filed, the persons had subscribed the amount set out after their respective names:

NAMES	RESIDENCE	AMOUNT SUBSCRIBED
Uy Tuadia	Cebu City	18,000.00
P. Uy Diana	Cebu City	16,000.00
J.S. Jong Chuy	Cebu City	12,000.00
Benito Tan Uchuan	Cebu City	16,000.00
Manuel Gotianuy	Cebu City	16,000.00
Sy Engohay	Cebu City	10,000.00
Cang Bunpit	Cebu City	12,000.00
Chiong Jocsuy	Cebu City	12,000.00

TENTH: That J.S. Jong Choy has been elected by the subscribers as Treasurer of the Corporation, to act as such until his successor is duly elected and qualified in accordance with the By-laws and as Treasurer, he has been authorized to receive for the Corporation and to receive in its name for all subscriptions paid in by said subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands and seal this 6th day of February 1918.

(Sgd) UY TUADIA

(Sgd) SY ENGOHAY

(Sgd) MANUEL GOTIANUY

(Sgd) BENITO TAN UCHUAN

(Sgd) CANG BUNPIT

(Sgd) CHI JOCSUY

(Sgd) P. UY DIANA

(Sgd) J.S. JONG CHUY

(Sgd) LIAN SEN WAN

Signed in the presence of:

(Sgd) ISIDRO ALVAREZ
Witness

(Sgd) EMETRIO C. NARIO
Witness

MUNICIPALITY OF CEBU)
PROVINCE OF CEBU)
PHILIPPINE ISLANDS) S.S.

BEFORE ME, Francisco Espina, auxiliary justice of the place of Municipality of Cebu and Notary Public Official, this seventh day of February 1918, A.D., appeared personally the following incorporators of HOA HIN CO., INC.:

<u>Name</u>	<u>Res. Cert. No.</u>	<u>Date/ Place Issued</u>
Uy Tuadia	F-720428	1-8-1918/Cebu City
P. Uy Diana	F-720785	1-8-1918/Cebu City
Manuel Gotianuy	F-720677	1-11-1918/Cebu City

Benito Tan Uchuan	F-721469	1-16-1918/Cebu City
J.S. Jong Chuy	F-720927	1-11-1918/Cebu City
Chiong Jocsuy	F-720906	1-11-1918/Cebu City

Known to me and to me known to be the same persons who subscribed their names and executed the foregoing instrument and each acknowledged the same to be his own free act and deed.

IN WITNESS WHEREOF, I hereby affix my name and official seal on the date above-mentioned.

(Sgd) FRANCISCO ESPINA
Jues de Paz auxiliary de Cebu
Notary Public ex officio

Not. Reg. No. 3
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Republic of the Philippines)
Makati City) S.S.

SECRETARY'S CERTIFICATE

I, MA. MELVA E. VALDEZ, of legal age, with office address at 6/F SOL Building, 112 Amorsolo St., Legaspi Village, Makati City, do hereby depose and state that:


1. I am the duly elected and qualified Corporate Secretary of Keppel Philippines Properties, Inc. (the Corporation), a corporation duly organized and existing under and by virtue of the Republic of the Philippines, with principal office at 12 ADB Avenue, Ortigas Center, Mandaluyong City 1550 (business office temporarily moved to Units 2203-2204 Raffles Corporate Center F. Ortigas Jr. Avenue, Ortigas Center, Pasig 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.
3. This certification is executed in connection with the Corporation's application for change of address and amendment of articles of incorporation and for all legal purpose it may serve.


MA. MELVA E. VALDEZ
Corporate Secretary

JUN 14 2016

SUBSCRIBED AND SWORN to before me this ___ day of June 2016, in Makati City; affiant exhibited to me her Social Security ID bearing SSS ID No. 03-8437676-4.

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Page No. 42 ;
Book No. I ;
Series of 2016.


FLOYD ERICSON M. REY
Appointment No. M-278 / Notary Public / Makati
Valid Until 31 December 2017
JGLaw, 6th Floor, SOL Bldg., 112 Amorsolo St.,
Legaspi Village, Makati City
PTR No. 5329670 / 08 January 2016 / Makati City
IBP No. 1019908 / 08 January 2016 / Makati City
Roll No. 64961