



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
SEC Building, EDSA, Greenhills
City of Mandaluyong, Metro Manila

COMPANY REG. NO. CS200411593

**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

ANCHOR LAND HOLDINGS, INC.
[Amending Article VI thereof.]

copy annexed, adopted on June 03, 2014 by majority vote of the Board of Directors and on June 26, 2014 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 Mandaluyong City, Metro Manila, Philippines, this 8th day of September, Twenty Fourteen.




FERDINAND B. SALES
Director

Company Registration and Monitoring Department

COVER SHEET

COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

SEC Registration Number

Amended Articles of Incorporation
and By - Laws

C S 2 0 0 4 1 1 5 9 3

Former Company Name

A N C H O R L A N D H O L D I N G S I N C .

AMENDED TO:
New Company Name

Principal Office (No./Street/Barangay/City/Town)Province

1 1 F L . V . L O C S I N B L D G 6 7 5 2
A Y A L A A V E . C O R . M A K A T I A V E

COMPANY INFORMATION

Company's Email Address

www.anchorland.com.ph

Company's Telephone Number/s

888-66-88/888-73-50

Company's Facsimile Number/s

885-73-49

CONTACT PERSON INFORMATION

Name of Contact Person

CHRISTINE P. BASE

Email Address

pacisreyes@pacisreyes.com

Telephone Number/s

844-39-06

Facsimile Number/s

Contact Person's Address

8 F Chatham House Condo., 116 Valero Street., cor V. A. Rufino Street.,
Salcedo Village, Makati City 1227

To be accomplished by CRMD Personnel

Assigned Processor

Date

Signature

Document I.D.

Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

-
-
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-

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

AMENDED
ARTICLES OF INCORPORATION
OF
ANCHOR LAND HOLDINGS, INC.

KNOW ALL MEN BY THESE PRESENTS:

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

AND WE HEREBY CERTIFY:

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

“ANCHOR LAND HOLDINGS, INC.”

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 state of all kinds, whether improve, manage or otherwise dispose of buildings, houses, apartments, and other structures or whatever kind, together with their appurtenance.

SECONDARY PURPOSES

1. To purchase, acquire, own, lease, sell and convey real properties such as lands, buildings, factories and warehouse 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 or its capital stock, debentures and other evidences of indebtedness, of other securities, as may be deemed expedient, for any business or property acquired by the corporation.

2. To borrow or raise the 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 lien 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 the 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 the advancement of its interests and to sell, dispose of or transfer the business, properties and goodwill of the corporation 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 stocks in which or any bonds, debentures, notes, securities, evidences of indebtedness, contracts, or obligation of which are held by or for the corporation, directly or indirectly or through corporations or otherwise.

5. To enter in any lawful arrangement for sharing profits, union of interest, utilization 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 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 of the objects of the corporation;

7. To establish and operate one or more branch offices or agencies and to carry on any or all of its operation 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 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 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 purposes, within or without the Philippines, and in any and all foreign countries, and to do everything necessary and 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 time appear conducive to or expedient for the protection or benefit of this corporation.

THIRD: That the place where the principal office of the corporation is to be established or located is at the 11th Floor Locsin Bldg., Makati Avenue, Makati City. (As amended on December 13, 2006)

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

FIFTH: That the names, nationalities and residence of the incorporation of said corporation are as follows:

<u>Name</u>	<u>Nationality</u>	<u>Address</u>
IMELDA TANEDA SZE	Filipino	Unit 807, Landwealth Mansion 1995 Juan Luna St., Tondo Manila
RENA OBO ALVAREZ	Filipino	Rm. 22B Ocean Tower, Roxas Blvd., Manila
LANCELOT KENG VILLALUZ	Filipino	No. 63 Chicago Tech. U. E. Malabon
CINDY SZE MEI NGAR	British	Rm/ 21B Ocean Tower Roxas Blvd., Manila
LI YI SHING	Hongkong National	Rm/ 16A Ocean Tower Roxas Blvd., Manila

SIXTH: That the number of directors of said corporation shall be **eleven (11)** 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 (*As amended on June 26, 2014*):

<u>Name</u>	<u>Nationality</u>	<u>Address</u>
IMELDA TANEDA SZE	Filipino	Unit 807, Landwealth Mansion 1995 Juan Luna St., Tondo Manila
RENA OBO ALVAREZ	Filipino	Rm. 22B Ocean Tower, Roxas Blvd., Manila
LANCELOT KENG VILLALUZ	Filipino	No. 63 Chicago Tech. U. E. Malabon
CINDY SZE MEI NGAR	British	Rm/ 21B Ocean Tower Roxas Blvd., Manila
LI YI SHING	Hongkong National	Rm/ 16A Ocean Tower Roxas Blvd., Manila

SEVENTH: That the authorized capital stock of said corporation is THREE BILLION SIX HUNDRED MILLION PESOS (₱3,600,000,000.00), Philippine currency, consisting of TWO BILLION THREE HUNDRED MILLION (2,300,000,000.00) common shares with par value of ONE PESO (₱1.00) each and ONE BILLION THREE HUNDRED MILLION (1,300,000,000) preferred shares with par value of ONE PESO (₱1.00) each.

The holders of preferred shares shall have the same right to vote as holders of common shares and shall not participate in dividends declared by the Corporation but will receive a fixed cumulative dividend rate of eight percent (8%) per annum. (*As amended on July 7, 2011*)

The stockholders of the Corporation shall have no pre-emptive right to subscribe to any issues or dispositions of shares of any class. (*As amended on December 13, 2006*)

EIGHT: That the amount of said capital stock has been actually subscribed is TWO MILLION FIVE HUNDRED THOUSAND PESOS (₱2,500,000.00) Philippine Currency and the following persons have subscribed for the number of shares and the amount of capital stock indicated opposite their respective names:

NAMES	CITIZENSHIP	NO. OF SHARES	AMOUNT SUBSCRIBED
IMELDA TANEDA SZE	Filipino	10,000	1,000,000.00
RENA OBO ALVAREZ	Filipino	5,000	500,000.00
LANCELOT KENG VILLALUZ	Filipino	3,000	300,000.00
CINDY SZE MEI NGAR	British	2,500	250,000.00
LI YI SHING	Hongkong National	4,500	450,000.00
	Total	25,000	2,500,000.00

NINTH: That the following persons have paid on the shares of capital stock for which they have subscribed:

Name	Amount Paid-up
IMELDA TENDA SZE	1,000,000.00
RENA OBO ALVAREZ	500,000.00
LANCELOT KENG VILLALUZ	300,000.00
CINDY SZE MEI NGAR	250,000.00
LI YI SHING	450,000.00
TOTAL	2,500,000.00

TENTH: That no issuance or transfer of shares of stock of the corporation which would reduce the stock ownership of Filipino citizens to less than the percentage of the outstanding capital stock required by law to be owned by the Filipino citizens, shall be allowed or permitted to be recorded in the books of the corporation, This restriction shall be printed or indicated in all the certificates of stock to be issued by the corporation.

ELEVENTH: That the RENA OBO ALVAREZ, has been elected by the subscriber as Treasurer of the corporation to act as such until her successor is duly elected and shall have qualified in accordance with the by-laws; and that, as such Treasurer, she has been authorized to receive for the corporations, and to issue in its name receipts for all subscription paid by the subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands this day July 23, 2004 at Makati City, Philippines.

(signed)
IMELDA TANEDA SZE
TIN:131-979-554

(signed)
RENA OBO ALVAREZ
TIN: 221-187-049

(signed)
LANCELOT KENG VILLALUZ
TIN: 132-624-284

(signed)
CINDY SZE MEI NGAR
TIN:

(signed)
LI YI SHING
TIN: 225-813-884

SIGNED IN THE PRESENCE OF:

ACKNOWLEDGMENT

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

BEFORE ME, notary public for and in the City of Makati, Philippines, on July 23, 2004, personally appeared:

Name	CTC/Passport No.	Date and Places of Issue
Imelda Taneda Sze	12317818	January 3, 2003/ Manila
Rena Obo Alvarez	12354362	January 14, 1004/ Manila
Lancelot Keng Villaluz	00060743	June 3, 2004/ Caloocan
Cindy Sze Mei Ngar	12380319	January 29, 2004/ Manila
Li Yi Shing	12380318	January 29, 2004/ Manila

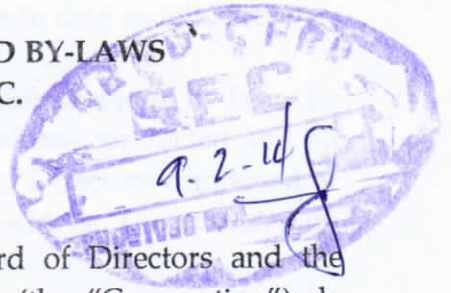
known to me and by me known to be the same persons who executed the foregoing Articles of Incorporation and they acknowledged to me that the same is their own and free voluntary act and deed.

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

Signed
MAUREEN T. DE GUZMAN
Notary Public
Until December 31, 2005
PTR # 7015999 Jan 7 – 04 Makati City

Doc No. 33;
Page No. 7;
Book No. IV;
Series of 2004.

CERTIFICATE OF AMENDMENT
OF THE ARTICLES OF INCORPORATION AND BY-LAWS
OF ANCHOR LAND HOLDINGS, INC.



KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned majority members of the Board of Directors and the Corporate Secretary of ANCHOR LAND HOLDINGS, INC. (the "Corporation") do hereby certify that:

1. The accompanying copy of the Amended Articles of Incorporation and By-Laws of the Corporation, embodying the underscored amendments to the Corporation's Articles of Incorporation and By-laws are true and correct;
2. On 03 June 2014 at least majority of the members of the Board of Directors adopted the resolution amending the Articles of Incorporation and the By-laws of the Corporation by increasing the number of the members of Board of Directors from nine (9) to eleven (11). Moreover, the shareholders owning or representing at least two-thirds (2/3) of the issued and outstanding shares of stock of the Corporation ratified the aforesaid amendments during the annual stockholders' meeting held at Ballroom I, Mandarin Oriental Manila, Makati Avenue, Makati City on 26 June 2014. The following are the amendments approved by the Board of Directors and ratified by the shareholders of the Corporation:
 - a. Article Sixth of the Articles of Incorporation of the Corporation shall be amended to read as follows:

"SIXTH: That the number of directors of said corporation shall be eleven (11) and that the names 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 (*As amended on June 26, 2014*):

Name	Nationality	Address
Imelda Taneda Sze	Filipino	Unit 807, Landwealth Mansion, 1995 Juan Luan Street, Tondo, Manila
Rena Obo Alvarez	Filipino	Rm. 22B Ocean Tower, Roxas Blvd., Manila
Lancelot Keng Villaluz	Filipino	No. 63 Chicago Tech., U. E., Malabon
Cindy Sze Mei Ngar	British	Rm. 21B Ocean Tower, Roxas Blvd., Manila
Li Yi Chiang	Hongkong National	Rm. 16A Ocean Tower, Roxas Blvd., Manila"

b. Amendment to Article III Section 1 of the By-Laws to read as follows:

Section 1. Powers of the Board - Unless otherwise provided by law, the corporate powers of the corporation shall be exercised, all business conducted and all property of the corporation controlled and held by the Board of Directors composed of eleven (11) members be elected by and from among the stockholders. (As amended on June 26, 2014)

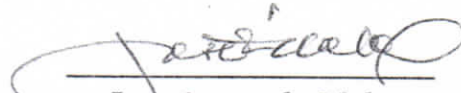
IN WITNESS WHEREOF, we have hereunto affixed our signatures this 30 day
JUL 30 2014 2014 at Makati City



Stephen Lee Keng

TIN: 259-722-059

Chairman Emeritus/Chairman of the Meeting



Jose Armando Melo

TIN: 118-014-583

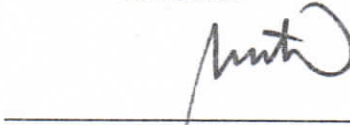
Chairman



Steve Li

TIN: 205-847-739

Vice-Chairman/Chief Executive Officer/Director



Digna Elizabeth L. Ventura

TIN: 938-315-211

President/Director



Peter Kho

TIN: 205-684-237

Treasurer/Director



Edwin Lee

TIN: 100-849-585

Director



Frances S. Monje

TIN: 123-305-064

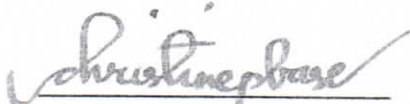
Independent Director



Solita V. Delantar

TIN: 104-418-050

Independent Director



Christine P. Base

TIN: 196-818-199

Director/Corporate Secretary/ Secretary of the Meeting

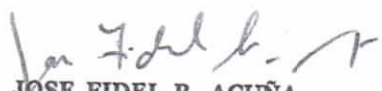
SUBSCRIBED AND SWORN TO before me this JUL 30 2014 at
Makati City, personally appeared the following:

Name	Valid Identification
Stephen Lee Keng	Driver's License with No. N08-82-009113 expires on November 29, 2014
Steve Li	Special Resident Retiree's Visa ID with No. M-011521 issued by Philippine Retirement Authority expires on March 2016
Digna Elizabeth L. Ventura	Passport with No. EB0087183 expires on April 11, 2015
Peter Kho	Passport with No. EB282026 expires on May 2, 2017
Frances S. Monje	Passport with No. EB3751150 expires on September 28, 2016
Solita V. Delantar	Senior Citizen with No. 02149 issued at Parañaque City
Edwin Lee	Passport with No. XX4444623 expires on August 26, 2014.
Jose Armando Melo	Driver's License with No. N10-54-010217 expires on May 30, 2015
Christine P. Base	Passport with No. XX4766696 expires on October 14, 2014

known to me and to me known to be the same persons who executed the foregoing Certificate of Amendment of the Articles of Incorporation and By-laws and they acknowledged to me that the same constitutes their free and voluntary act and deed.

WITNESS MY HAND AND SEAL this JUL 30 2014 at the place above written.

Doc. No. 147 ;
Page No. 30 ;
Book No. II ;
Series of 2014.



JOSE FIDEL R. ACUÑA
Roll No. 6244 Commission No. M-589
Notary Public for Makati City until 31 December 2014
PTR No. 4233022, Makati City, 6 January 2014
IBP Lifetime Roll No. 011846 / April 18, 2013 / Pangasinan Chapter
Pacis & Reyes Law Office
8/F, Chatham House, 116 Valero cor. V.A. Rufino Sts.
1227 Salcedo Village, Makati City, Tel. No. 8443906

DIRECTORS' CERTIFICATE


KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned Corporate Secretary and majority of the members of the Board of Directors of Anchor Land Holdings, Inc. (the "Corporation"), do hereby certify that the attached Articles of Incorporation and By-laws of the Corporation have been amended by the approval of majority of the Board of Directors of the Corporation at a meeting held on June 3, 2014 at its principal office located at 11/F L.V. Locsin Bldg., 6752 Ayala Ave. cor. Makati Ave., Makati City and subsequently ratified by the affirmative vote of at least two-thirds (2/3) of its outstanding capital stock during the Corporation's annual stockholders' meeting held on June 26, 2014 at the Ballroom I, Mandarin Oriental Manila, Makati Avenue, Makati City, Philippines.

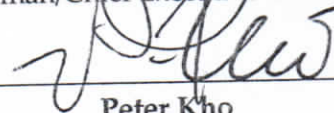
IN WITNESS WHEREOF, we have hereunto signed this certificate this day of JUL 30 2014 at Makati City .



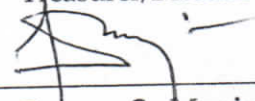
Stephen Lee Keng
TIN: 259-722-059
Chairman Emeritus/Chairman of the Meeting



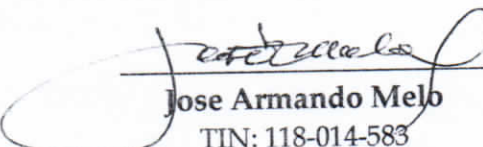
Steve Li
TIN: 205-847-739
Vice-Chairman/Chief Executive Officer/Director




Peter Kho
TIN: 205-684-237
Treasurer/Director



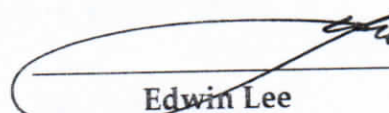
Frances S. Monje
TIN: 123-305-064
Independent Director



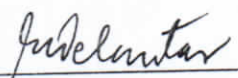
Jose Armando Melo
TIN: 118-014-583
Chairman



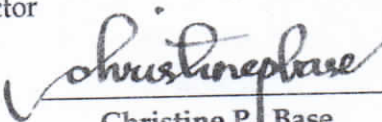
Digna Elizabeth L. Ventura
TIN: 938-315-211
President/Director



Edwin Lee
TIN: 100-849-585
Director



Solita V. Delantar
TIN: 104-418-050
Independent Director



Christine P. Base
TIN: 196-818-199
Director/Corporate Secretary/ Secretary of the Meeting

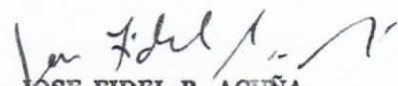
SUBSCRIBED AND SWORN TO before me this JUL 30 2014 at
Makati City, personally appeared the following:

Name	Valid Identification
Stephen Lee Keng	Driver's License with No. N08-82-009113 expires on November 29, 2014
Steve Li	Special Resident Retiree's Visa ID with No. M-011521 issued by Philippine Retirement Authority expires on March 2016
Digna Elizabeth L. Ventura	Passport with No. EB0087183 expires on April 11, 2015
Peter Kho	Passport with No. EB282026 expires on May 2, 2017
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Armando Jose Melo	Driver's License with No. N10-54-010217 expires on May 30, 2015
Christine P. Base	Passport with No. XX4766696 expires on October 14, 2014

known to me and to me known to be the same persons who executed the foregoing Directors' Certificate and they acknowledged to me that the same constitutes their free and voluntary act and deed.

WITNESS MY HAND AND SEAL this JUL 30 2014 at the place above written.

Doc. No. 149 ;
Page No. 30 ;
Book No. II ;
Series of 2014.


JOSE FIDEL R. ACUÑA
Roll No. 62644 Commission No. M-589
Notary Public for Makati City until 31 December 2014
PTR No. 4233022, Makati City, 6 January 2014
IBP Lifetime Roll No. 011846 / April 18, 2013 / Pangasinan Chapter
Pacis & Reyes Law Office
8/F, Chatham House, 116 Valero cor. V.A. Rufino Sts.
1227 Salcedo Village, Makati City, Tel. No. 8443906

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


SECRETARY'S CERTIFICATE

I, **CHRISTINE P. BASE**, Filipino, of legal age and with address at the 8th Floor Chatham House, 116 Valero St., Salcedo Village, Makati City, after having been sworn in accordance with law, hereby depose and state that:

1. I am the duly elected Corporate Secretary of **ANCHOR LAND HOLDINGS, INC.** (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with address at the 11th Floor L.V. Locsin Building, 6752 Ayala Avenue cor. Makati Avenue, Makati City;

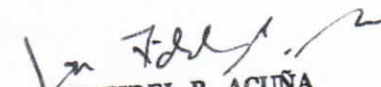
2. To the best of my knowledge, no action or proceeding has been filed or is pending before any Court involving an intra-corporate dispute and/or claim by any person or group against the Board of Directors, individual Directors and/or major Corporate Officers of the Corporation as its duly elected and/or appointed Directors or Officers or vice versa.

IN WITNESS WHEREOF, I have hereunto set my hand this JUL 30 2014
at Makati City, Philippines.


CHRISTINE P. BASE
Corporate Secretary

JUL 30 2014
SUBSCRIBED AND SWORN to before me this _____ at
Makati City, Philippines, affiant exhibiting to me her Passport with No. XX4766696
issued by DFA, Manila and valid until October 14, 2014.

Doc. No. 148 ;
Page No. 30 ;
Book No. 11 ;
Series of 2014.
ALHI Intra-Corporate Dispute


JOSE FIDEL R. ACUÑA
Roll No. 62444 Commission No. M-589
Notary Public for Makati City until 31 December 2014
PTR No. 4233022, Makati City, 6 January 2014
IBP Lifetime Roll No. 011846 / April 18, 2013 / Pangasinan Chapter
Pacis & Reyes Law Office
8/F, Chatham House, 116 Valero cor. V.A. Rufino Sts.
1227 Salcedo Village, Makati City, Tel. No. 8443906