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# **Securities and Exchange Commission**

Current Report Under Section 17 of the Securities Regulation Code ("SRC") and SRC Rule 17.2 (c) Thereunder

# **SEC FORM 17-C**

1.	5 December 2022 Date of Report	
2.	SEC Identification Number: 40621	3. BIR Tax Identification No.: <b>000-284-138</b>
4.	Apex Mining Co. Inc.  Name of issuer as specified in the charter	
5.	Philippines Country of Incorporation	6. (SEC Use Only) Industry Classification Code:
7.	3304B West Tower, Tektite Tower, Exchange Road, Ortigas Center, Pasig City Address of Principal Office	1605 Postal Code
8.	8706-2805	

9. **N/A** 

Former name or former address

Registrant's Telephone Number

10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

**Titles of Each Class** 

Number of Shares Outstanding and Amount of Debt Outstanding

Common Shares

6,227,887,491 (as of 31 October 2022)

11. Item number reported herein: Item 9 – Other Events

Please see attached disclosure submitted by Apex Mining Co. Inc. to the Philippine Stock Exchange on 5 December 2022.

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**APEX MINING CO, INC.** 

Ву:

Jonas S. Khaw

Assistant Corporate Secretary

# SECURITIES AND EXCHANGE COMMISSION SEC FORM 17-C

# CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES REGULATION CODE AND SRC RULE 17.2(c) THEREUNDER

1. Date of Report (Date of earliest event reported)

Dec 5, 2022

2. SEC Identification Number

40621

3. BIR Tax Identification No.

000-284-138

4. Exact name of issuer as specified in its charter

Apex Mining Co., Inc.

5. Province, country or other jurisdiction of incorporation

**Philippines** 

6. Industry Classification Code(SEC Use Only)

7. Address of principal office

3304B West Tower, Tektite Towers, Exchange Road, Ortigas Center, Pasig City Postal Code

1605

8. Issuer's telephone number, including area code

(+02)-87062805

9. Former name or former address, if changed since last report

NA

10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common Share	6,227,887,491

11. Indicate the item numbers reported herein

Item 9. Other Events

The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.



# **APX**

# PSE Disclosure Form 5-1 - Substantial Acquisitions References: SRC Rule 17 (SEC Form 17-C) and Section 4.4 and/or Section 5 of the Revised Disclosure Rules

# Subject of the Disclosure

Acquisition of Asia Alliance Mining Resources Corporation

# Background/Description of the Disclosure

The Board of Directors approved on 2 December 2022 the acquisition by APX of 1,900,000 shares of Asia Alliance Mining Resources Corporation ("AAMRC") representing 100% of the outstanding capital stock of AAMRC (the "Shares") under terms and conditions agreed with the sellers Clariden Holdings, Inc. and Mr. Simon L. Paz, Mr. Leo Atayde, Ms. Marie Paz Tacorda, Ms. Anabelle Dera, and Ms. Irene Escueta (the "Sellers"), and to comply with the terms and conditions of the Share Purchase Agreement with the Sellers, and authorizing President and CEO Luis R. Sarmiento to represent APX in the transaction, subject to certain conditions to closing.

Date of Approval by Board of Directors	Dec 2, 2022
Date of Approval by Stockholders	N/A
Other Relevant Regulatory Agency, if applicable	N/A
Date of Approval by Relevant Regulatory Agency	N/A

Rationale for the transaction including the benefits which are expected to be accrued to the Issuer as a result of the transaction

To allow APX to expand its mining operations in Maco, Davao De Oro and provide APX with a suitable site for a new Tailings Storage Facility (TSF) that it needs to sustain and expand its mining operation beyond the limited lifespan of its current TSF.

Description of the transaction including the timetable for implementation and related regulatory requirements, if any

A Share Purchase Agreement was signed on 5 December 2022 for the purchase by APX of the Shares of Asia Alliance Mining Resources Corporation from the Sellers, and implementing Deeds of Absolute Sale will be executed when the conditions for closing are complete. No regulatory requirements are required for the transaction.

# Identities of the parties to the transaction

Name	Nature of Business	Nature of any material relationship with the Issuer, their directors/officers or any of their affiliates
Clariden Holdings, Inc.	Holding company with interests in exploration, mining and development through its subsidiaries	None
Simon L. Paz	Hospitality, trading, construction and development industries	None
Leo Atayde	Hospitality, trading, construction and development industries	None
Irene Escueta	Hospitality, trading, construction and development industries	None
Maria Paz Tacorda	Hospitality, trading, construction and development industries	None
Anabelle Dera	Hospitality, trading, construction and development industries	None

#### Terms and conditions of the transaction

The nature and amount of consideration (e.g. price per share, the aggregate amount)

The total consideration for the transaction is USD81,500,000 (USD42.8947 per share) payable as follows: USD5,500,000 shall be paid upon signing of the Share Purchase Agreement and the balance of USD76,000,000 shall be paid in 4 equal annual installment over the next 5 years.

Basis upon which the amount of consideration or value of the transaction was determined

The purchase price was product of negotiation of the parties. No particular principle was used in determining the amount of consideration.

The number of shares to be acquired	1,900,000	
Ratio/percentage to total outstanding capital stock	100	

#### Terms of payment

The total consideration for the transaction is USD81,500,000 payable as follows: USD5,500,000 shall be paid upon signing of the Share Purchase Agreement and the balance of USD76,000,000 shall be paid in 4 equal annual installment over the next 5 years.

# Conditions precedent to closing of the transaction, if any

The transaction is subject to the following conditions, among others:

- 1. Sellers' settlement of AAMRC's litigation over the NDMC Claims with PMDC, including the filing of the Joint Motion for Approval of Compromise Agreement by PMDC and AAMRC with the Court of Appeals (CA) and Regional Trial Court (RTC) of Pasig City, Branch 167;
- 2. Execution of a Joint Operating Agreement under which AAMRC shall explore, develop and operate the NDMC mining claims.
- 3. Assignment to AAMRC of application FTAA-XI-14 by PMDC.
- 4. Approval by PMDC of the transfer of the Shares from Sellers to APX;
- 5. Execution of the Deeds of Absolute Sale for the Shares.

APX shall also advance to AAMRC the Commitment Fees due to PMDC under the Joint Operating Agreement These Commitment Fees shall be charged against the 5% Royalty Fees that AAMRC will pay to PMDC during commercial operations.

# Description of the company subject of the transaction

# Nature and business

AAMRC is a mining company which has interests, by virtue of a Notice of Award issued by the Philippine Mining Development Corporation ("PMDC") as the highest bidder for the Joint Operating Agreement ("JOA") over copper mines and mining claims covering 20,237 hectares, situated in the Municipalities of Mabini, Maco and Maragusan, Davao de Oro ("Project Area") covered by the North Davao Mining Corporation ("NDMC") application FTAA-XI-14 (the "NDMC Claims"). Based on the Area Status and Clearance dated 10 February 2022 issued by the Department of Environment and Natural Resources ("DENR") Region XI, the Project Area has been amended to 19,135.12 hectares.

# Discussion of major projects and investments

AAMRC has interests, by virtue of a Notice of Award issued by the Philippine Mining Development Corporation ("PMDC") as the highest bidder for the Joint Operating Agreement ("JOA") over copper mines and mining claims covering 20,237 hectares, situated in the Municipalities of Mabini, Maco and Maragusan, Davao de Oro ("Project Area") covered by the North Davao Mining Corporation ("NDMC") application FTAA-XI-14 (the "NDMC Claims"). Based on the Area Status and Clearance dated 10 February 2022 issued by the Department of Environment and Natural Resources ("DENR") Region XI, the Project Area has been amended to 19,135.12 hectares.

### List of subsidiaries and affiliates, with percentage holdings

Name	% Ownership	
None	-	

# **Capital structure**

# Authorized capital stock

Type of Security	Amount	Number of Shares	
Common share	250,000,000	2,500,000	

# **Subscribed Shares**

Type of Security	Amount	Number of Shares	
Common share	Php190,000,000	1,900,000	

# Paid-Up Capital

Amount	190,000,000
Number of Shares	1,900,000

# **Issued Shares**

Type of Security	Amount	Number of Shares	
Common share	Php190,000,000	1,900,000	

# **Outstanding Shares**

Type of Security	Amount	Number of Shares	
Common share	Php190,000,000	1,900,000	

# Par Value

Type of Security	Amount	
Common share	Php100	

# Ownership Structure (including percentage holdings)

Name	Number of Shares	% Ownership
Clariden Holdings, Inc.	1,139,997	60
Simon L. Paz	683,999	36
Leo Atayde	19,000	1
Irene Escueta	19,000	1
Maria Paz Tacorda	19,000	1
Anabelle Dera	19,000	1
Ricardo Yabut	100	0
Nilda Magtoto	100	0
Horacio Ramos	100	0
Markus Hernandez	100	0

# **Board of Directors**

Name	(Regular or Independent)
Ricardo Yabut	Regular
Simon Paz	Regular
Nilda Magtoto	Regular
Horacio Ramos	Regular
Markus Hernandez	Regular
Julieta Morales	Regular

# **Principal Officers**

Name	Position/Designation
Horacio Ramos	Chairman
Simon Paz	President
Ricardo Yabut	Chief Operating Officer

Nilda Magtoto	Treasurer	
Markus Hernandez	Corporate Secretary	

# Effect(s)/impact on the business, financial condition and operations of the Issuer

The mining operations of APX in Maco, Davao De Oro will be able to expand and APX will have a suitable site for a new tailings storage facility (TSF) when its existing TSF reaches its full capacity in the next three years.

# Other Relevant Information

The NDMC mining claims that will be developed and operated by AAMRC surround the existing mining claims and operations of APX in Maco, Davao de Oro. APX had an application for production sharing agreement (APSA) which overlapped with the NDMC claim but lost the case against PMDC in the Supreme Court in 2020.

Please see attached copies of the following:

- 1. Audited financial statements of AAMRC as of 31 December 2021,
- 2. AAMRC's Certificate of Incorporation, Original Articles of Incorporation and latest By-laws,
- 3. AAMRC's latest Amended Articles of Incorporation,
- 4. AAMRC's latest General Information Sheet.





# The following document has been received:

Receiving: Mark Jason Orcine

Receipt Date and Time: December 02, 2022 02:11:13 PM

# **Company Information**

SEC Registration No.: CS200807890

Company Name: ASIA-ALLIANCE MINING RESOURCES CORP.

Industry Classification: C10000 Company Type: Stock Corporation

# **Document Information**

Document ID: OST1120220228851201

**Document Type:** General Information Sheet

**Document Code: GIS** 

Period Covered: November 28, 2022 Submission Type: Annual Meeting

Remarks: None

Acceptance of this document is subject to review of forms and contents

### **GENERAL INFORMATION SHEET (GIS)** FOR THE YEAR 2022 STOCK CORPORATION

#### **GENERAL INSTRUCTIONS:**

- FOR USER CORPORATION: THIS GIS SHOULD BE SUBMITTED WITHIN THIRTY (30) CALENDAR DAYS FROM THE DATE OF THE ANNUAL STOCKHOLDERS' MEETING. DO NOT LEAVE ANY ITEM BLANK, WRITE "N.A." IF THE INFORMATION REQUIRED IS NOT APPLICABLE TO THE CORPORATION OR "NONE" IF THE INFORMATION IS NON-EXISTENT. IF THE ANNUAL STOCKHOLDERS' MEETING IS HELD ON A DATE OTHER THAN THAT STATED IN THE BY-LAWS, THE GIS SHALL BE SUBMITTED WITHIN THIRTY (30) CALENDAR DAYS AFTER THE ELECTION OF THE DIRECTORS, TRUSTEES AND OFFICERS OF THE CORPORATION AT THE ANNUAL MEMBERS' MEETING.
- IF NO MEETING IS HELD, THE CORPORATION SHALL SUBMITTHE GIS NOT LATER THAN JANUARY 30 OF THE FOLLOWING YEAR. HOWEVER, SHOULD AN ANNUAL STOCKHOLDERS' MEETING BE HELD THEREAFTER, A NEW GIS SHALL BE SUBMITTED/FILED.

  THIS GIS SHALL BE ACCOMPLISHED IN ENGLISH AND CERTIFIED AND SWORN TO BY THE CORPORATE SECRETARY OF THE CORPORATION.
- 3.
- THE SEC SHOULD BE TIMELY APPRISED OF RELEVANT CHANGES IN THE SUBMITTED INFORMATION AS THEY ARISE. FOR CHANGES RESULTING FROM ACTIONS THAT AROSE BETWEEN THE ANNUAL MEETINGS, THE CORPORATION SHALL SUBMIT AMENDED GIS CONTAINING THE NEW INFORMATION TOGETHER WITH A COVER LETTER SIGNED THE CORPORATE SECRETARY OF THE CORPORATION. THE AMENDED GIS AND COVER LETTER SHALL BE SUBMITTED WITHIN SEVEN (7) DAYS AFTER SUCH CHANGE OCCURED OR BECAME EFFECTIVE
- SUBMIT FOUR (4) COPIES OF THE GIS TO THE RECEIVING SECTION AT THE SEC MAIN OFFICE, OR TO SEC SATELLITE OFFICES OR EXTENSION OFFICES. ALL COPIES SHALL UNIFORMLY BE ON A4 OR LETTER-SIZED PAPER. THE PAGES OF ALL COPIES SHALL USE ONLY ONE SIDE. 5.
- ONLY THE GIS ACCOMPLISHED IN ACCORDANCE WITH THESE INSTRUCTIONS SHALL BE CONSIDERED AS HAVING BEEN FILED.
- THIS GIS MAY BE USED AS EVIDENCE AGAINST THE CORPORATION AND ITS RESPONSIBLE DIRECTORS/OFFICERS FOR ANY VIOLATION OF EXISTING LAWS, RULES AND REGULATIONS

	:====== P	LEAS	E PRINT	LEGIBLY =====				
CORPORATE NAME: ASIA-A	DATE REGISTERED: 26 May 2008							
BUSINESS/TRADE NAME: ASIA-A	•							
SEC REGISTRATION NUMBER:	CS20080789	0				FISCAL YEAR END: 31 December		
DATE OF ANNUAL MEETING PER BY-LAV	VS: April 07					CORPORATE TAX IDENTIFICATION NUMBER 007-040-496-000		
ACTUAL DATE OF ANNUAL MEETING:	28 November 2022			774307001.4.		WEBSITE/URL ADDRESS: N/A		
COMPLETE PRINCIPAL OFFICE ADDRESS	E-MAIL ADDRESS:							
Unit 2302 23/F 88 Corporate Center, COMPLETE BUSINESS ADDRESS:	N/A							
	V-1	•				FAX NUMBER:		
Unit 2302 23/F 88 Corporate Center, OFFICIAL E-MAIL ADDRESS	valero corner Sedeno	o Stre	ets, Saic			8632-3866		
	ALTERNATE E-MAI			OFFICIAL MOBIL		ALTERNATE MOBILE NUMBER		
mhernandez@clariden.com.ph NAME OF EXTERNAL AUDITOR & ITS SIG					+639175586408			
RG MANABAT & CO., CPAS- DARWIN VIR	OCEL	SEC ACCREDITATION NUMBER (if Applicable): 1101-ar1, Group A			TELEPHONE NUMBER(S): 304-8367			
PRIMARY PURPOSE/ACTIVITY/INDUSTRY ENGAGED IN: Mining/ Quarrying	PRESENTLY	INDUSTRY CLASSIFICATION: Mining			GEOGRAPHICAL CODE: N/A			
======================================								
PARENT COMPANY	SE	C REGIS	TRATION NO.		ADDRESS			
Clariden Holdings, Inc.			CS200910020 G		GF Sr	nits 155 EDSA Wack Wack Mandaluyong City		
SUBSIDIARY/AFFILIATE		SE	SEC REGISTRATION NO.			ADDRESS		
N/A				V/A		N/A		
	NOTE: LISE A	ודומחו	ONAL SI	HEET IE NECESSA	DV	······································		

GENERAL INFORMATION SHEET								
STOCK CORPORATION								
PLEASE PRINT LEGIBLY ====================================								
Corporate Name:  ASIA-ALLIANCE MINING RESOURCES CORP.								
A. Is the Corporation a covered person under the Anti-Money Laundering Act (AMLA), as amended? (Rep. Acts. 9160/9164/10167/10365)  Yes  No								
Please check the appropriate box:								
1.								
<ul> <li>a. Banks</li> <li>b. Offshore Banking Units</li> <li>c. Quasi-Banks</li> <li>d. Trust Entities</li> <li>e. Non-Stock Savings and Loan Associations</li> </ul>	4. Jewelry dealers in precious metals, who, as a business, trade in precious metals							
f. Pawnshops g. Foreign Exchage Dealers h. Money Changers	5 Jewelry dealers in precious stones, who, as a business, trade in precious metals							
<ul> <li>i. Remittance Agents</li> <li>j. Electronic Money Issuers</li> <li>k. Financial Institutions which Under Special Laws are subject to Bangko Sentral ng Pilipinas' (BSP) supervision and/or regulation, including their subsidiaries and affiliates.</li> </ul>	Company service providers which, as a business,     Provide any of the following services to third parties:							
2.								
a. Insurance Companies b. Insurance Agents c. Insurance Brokers d. Professional Reinsurers e. Reinsurance Brokers f. Holding Companies g. Holding Company Systems h. Pre-need Companies i. Mutual Benefit Association j. All Other Persons and entities supervised and/or regulated by the Insurance Commission (IC)	a. acting as a formation agent of juridical persons b. acting as (or arranging for another person to act as) a director or corporate secretary of a company, a partner of a partnership, or a similar position in relation to other juridical persons c. providing a registered office, business address or accommodation, correspondence or administrative address for a company, a partnership or any other legal person or arrangement d. acting as (or arranging for another person to act as) a nominee shareholder for another person							
a. Securities Dealers								
b. Securities Brokers c. Securities Salesman d. Investment Houses e. Investment Agents and Consultants f. Trading Advisors g. Other entities managing Securities or rendering similar services h. Mutual Funds or Open-end Investment Companies i. Close-end Investment Companies j. Common Trust Funds or Issuers and other similar entities k. Transfer Companies and other similar entities I. Other entities administering or otherwise dealing in currency, commodities or financial derivatives based there on m. Entities administering of otherwise dealing in valuable objects	7. Persons who provide any of the following services:  a. managing of client money, securities or other assets b. management of bank, savings or securities accounts c. organization of contributions for the creation, operation or management of companies d. creation, operation or management of juridical persons or arrangements, and buying and selling business entities  None of the above							
n. Entitles administering or otherwise dealing in cash Substitutes and other similar monetary instruments or property supervised and/or regulated by the Securities and Exchange Commission (SEC)  B. Has the Corporation complied with the requirements on Customer	Describe nature of business: Mining/ Quarrying							
B. Has the Corporation complied with the requirements on Customer Due Diligence (CDD) or Know Your Customer (KYC), record-keeping, and submission of reports under the AMLA, as amended, since the last filing of its GIS?								

GIS\_STOCK(V.2020)

# 

			ASIA-ALLIANCE	MINING RESOURCES	CORP.		
AUTHORIZED CA	APITAL STOCK		CAPITAL S	STRUCTURE			1"
		TYPE OF SHARES	NUMBER OF SHARES	PAR/STATE	D VALUE	AMOUN	NT (PhP) Par/Stated Value
· · · · · · · · · · · · · · · · · · ·		Common	2,500,000	100.0	00	250,000	Ď,000.00
***	<u> </u>	TOTAL	2,500,000		TOTAL	250.000	0,000.00
SUBSCRIBED CA	PITAL				TOTAL	200,000	7,000.00
FILIPINO	NO. OF STOCK- HOLDERS	TYPE OF SHARES*	NUMBER OF SHARES	NUMBERS OF SHARES IN THE HANDS OF THE PUBLIC**	PAR/STATED VALUE	AMOUNT (PhP)	% OF OWNERSHIF
	10	Common	1,900,000		100.00	190,000,000.00	100
· · · · · · · · · · · · · · · · · · ·			4 000 000			*	
· · · · · · · · · · · · · · · · · · ·		TOTAL	1,900,000	TOTAL	TOTAL	190,000,000.00	100
FOREIGN (INDICATED BY NATIONALITY)	NO. OF STOCK- HOLDERS	TYPE OF SHARES*	NUMBER OF SHARES	NUMBERS OF SHARES IN THE HANDS OF THE PUBLIC**	PAR/STATED VALUE	AMOUNT (PhP)	% OF OWNERSHIF
N/A							
						*	
Porcontogo of Fac		†					
Percentage of For	eigii Equity:	TOTAL	****	TOTAL	TOTAL SUBSCRIBED	190,000,000	***************************************
PAID-UP CAPITA	L			101/22	COBCONIDED	190,000,000	
FILIPINO	NO. OF STOCK- HOLDERS	TYPE OF SHARES*	NUMBER OF SHARES	PAR/STATED VALUE		AMOUNT (PhP)	% OF OWNERSHIP
-	10	COMMON	1,900,000	100.00	0	190,000,000.00	100
-							
		TOTAL	1,900,000		TOTAL	190,000,000.00	100
FOREIGN (INDICATED BY NATIONALITY	NO. OF STOCK- HOLDERS	TYPE OF SHARES*	NUMBER OF SHARES	PAR/STATED VALUE		AMOUNT (PhP)	% OF OWNERSHIF
N/A							. = 5 + 4 +
							***************************************
		TOTAL		TO	TOTAL TAL PAID-UP	100 000 000 00	
		<u> </u>		1 10	TAL PAID-UP	190,000,000.00	

NOTE: USE ADDITIONAL SHEET IF NECESSARY
* Common, Preferred or other classification
** Other than Directors, Officers, Shareholders owning 10% of outstanding shares.

GIS\_STOCK(V.2020)

# **GENERAL INFORMATION SHEET** STOCK CORPORATION

			DIRECTORS	/ OFFICERS		- · · · · · · · · · · · · · · · · · · ·	***************************************	
NAME/CURRENT RESIDENTIAL ADDRESS	NATIONALITY	INC'R	BOARD	GENDER	STOCK HOLDER	OFFICER	EXEC. COMM.	TAX IDENTIFICATION NUMBER
1. Ricardo Yabut	Filipino	N	M	М	Y	coo	N/A	Now Ber
2. Simon Paz	Filipino	Y	M	M	Y	President	N/A	
3. Nilda Magtoto	Filipino	N	М	F	Y	Treasurer	N/A	
4. Horacio Ramos	Filipino	N	С	M	Y	Chairman	N/A	
5. Markus Hernandez	Filipino	N	M	M	Y	Corporate Secretary	N/A	
lothing follows		-101						
					Torrell Co.			
AND				714				

#### INSTRUCTIONS:

FOR GENDER COLUMN, PUT "F" FOR FEMALE, "M" FOR MALE.

FOR BOARD COLUMN, PUT "C" FOR CHAIRMAN, "M" FOR MEMBER, "I" FOR INDEPENDENT DIRECTOR.

FOR BOARD COLUMIN, POT O FOR CHAIRWAN, IN FORMINDER, I PORTINGER LIBERT DIRECTOR.

FOR INC'R COLUMN, PUT "Y" IF AN INCORPORATOR, "N" IF NOT.

FOR STOCKHOLDER COLUMN, PUT "Y" IF A STOCKHOLDER, "N" IF NOT.

FOR OFFICER COLUMN, INDICATE PARTICULAR POSITION IF AN OFFICER, FROM VP UP INCLUDING THE POSITION OF THE TREASURER, SECRETARY, COMPLIANCE OFFICER AND/OR ASSOCIATED PERSON.

FOR EXECUTIVE COMMITTEE, INDICATE "C" IF MEMBER OF THE COMPENSATION COMMITTEE; "A" FOR AUDIT COMMITTEE; "N" FOR NOMINATION AND ELECTION COMMITTEE. ADDITIONALLY WRITE "C" AFTER SLASH IF CHAIRMAN AND "M" IF MEMBER.

# GENERAL INFORMATION SHEET STOCK CORPORATION

U	AL ASSETS BASED ON LATEST AU	DITED FINAN	STOCKHOLDS	NTS: PhP80,884,362	2		
		1	SHAPES S	R'S INFORMATION UBSCRIBED			
NA	ME, NATIONALITY AND CURRENT RESIDENTIAL ADDRESS	TYPE		AMOUNT (PHP)	% OF OWNER SHIP	AMOUNT PAID (PHP)	TAX IDENTIFICATION NUMBER
1.	CLARIDEN HOLDINGS, INC.				0.111		374894
	Fifipino	Common	1,139,997	113,999,700.00	60.00%	113,999,700.00	
		TOTAL	1,139,997	113,999,700.00			
!.	RICARDO L. YABUT Filipino	Common	1	400.00			
	The state of the s	Common		100.00		100.00	
	OHIONEDAT	TOTAL		100.00			
3.	SIMON PAZ Filipino	Common	683,999	68,399,900.00	36.00%	66 300 000 00	
		TOTAL	683,999	68,399,900.00	30.00%	68,399,900.00	
1.	NILDA MAGTOTO Filipino						
		Common	1	100.00	-	100.00	
	1001000	TOTAL	1	100.00			
5.	HORACIO RAMOS Filipino	Common	1	100.00			
				***		100.00	
ĵ.	MARKUS HERNANDEZ	TOTAL	1	100.00			
••	Filipino	Common	1	100.00		400.00	
		TOTAL		400.00		100.00	
7.	LEO ATAYDE	TOTAL	1	100.00			
	Filipino	Common	19,000	1,900,000.00	1.00%	1,900,000.00	
		TOTAL	19,000	1,900,000.00			
3.	IRENE ESCUETA Filipino						
	FIRPINO	Common	19,000	1,900,000.00	1.00%	1,900,000.00	
		TOTAL	19,000	1,900,000.00			
).	MARIE PAZ TACORDA Filipino	Common	19,000	1,900,000.00			
					1.00%	1,900,000.00	
	AL AMOUNT OF SUBSCRIBED CAPI	TOTAL	19,000	1,900,000.00			

INSTRUCTION:SPECIFY THE TOP 20 STOCKHOLDERS AND INDICATE THE REST AS OTHERS

Note: For PDTC Nominee included in the list, please indicate further the beneficial owners owning more than 5% of any class of the company's voting securities. Attach separate sheet, if necessary.

CORPORATE NAME: ASIA-ALLIANCE MINING RESOURCES CORP.										
TOTAL NUMBER OF STOCKHOLDERS:	10		NO. OF STOCK	OLDERS W	ITH 100 OR MORE S	HARES FACH: 6				
TOTAL ASSETS BASED ON LATEST AU	DITED FINAN	CIAL STATEMEN	NTS: PhP80 884 36	2						
		STOCKHOLDE	R'S INFORMATION							
			UBSCRIBED							
NAME, NATIONALITY AND CURRENT RESIDENTIAL ADDRESS	TYPE	NUMBER	AMOUNT (PHP)	% OF OWNER SHIP	AMOUNT PAID (PHP)	TAX IDENTIFICATION NUMBER				
10. ANABELLE DERA										
Filipino	Common	19,000	1,900,000.00							
				1.00%	1,900,000.00	100-555-363				
	TOTAL,	19,000	1,900,000.00	1.00 /0	1,900,000.00	100-333-303				
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TOTAL AMOUNT	OF SUBSCRI		190,000,000.00	100%						
		TOTAL AN	<b>JOUNT OF PAID-UP</b>	CAPITAL	190,000,000.00					
INSTRUCTION:SPECIFY THE TOP 20 STOCKHOLDERS AND INDICATE THE REST AS OTHERS										
Note: For PDTC Nominee included in the	list, please i	ndicate further tl	ne beneficial owner.	s owning me	ore than 5% of any c	lass of the company's				
voting securities. Attach separate sheet, if necessary.										

GIS\_STOCK (v.2020)

# **GENERAL INFORMATION SHEET**

STOCK CORPORATION ===PLEASE PRINT LEGIBLY=====================

CORPORATE NAME:	AS	A-ALLIANCE M	INING RESOURCE	S CORP.		
TOTAL NUMBER OF STOCKHOLDERS:	10		NO OF STOC	KHOI DEDE M	/ITH 100 OR MORE S	SHARES EACH: 6
TOTAL ASSETS BASED ON LATEST AU	DITED FINAN	ICIAL STATEME	NTS: PhP80,884,3	62		
	T	STOCKHOLDE	R'S INFORMATIO	<u>N</u> ,		10.00
NAME, NATIONALITY AND CURRENT		SHARES	SUBSCRIBED			TAX
RESIDENTIAL ADDRESS	TYPE	NUMBER	AMOUNT (PHP)	% OF OWNER SHIP	AMOUNT PAID (PHP)	IDENTIFICATION NUMBER
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TOTAL AMOUNT C	F SUBSCRI	BED CAPITAL				· · · · · · · · · · · · · · · · · · ·
INSTRUCTIONS	DECIEV THE	TOTAL AI	MOUNT OF PAID-U	P CAPITAL	FOT 40 STILL	
Note: For PDTC Nominee included in the	list, please i	ndicate further t	HOLDERS AND INC	STEATE THE R	EST AS OTHERS	ass of the company's
voting securities. Attach separate sheet,	if necessary.				- Canada Cara Cara Cara Cara Cara Cara Cara C	and or one company's

# GENERAL INFORMATION SHEET STOCK CORPORATION

=====	========	= = = = = = PLEASE PRIN	VT LEGIBLY= = = =	====					
CORPORATE NAME:	****		VI LLOIDET						
		ASIA-ALLIANCE MINING	RESOURCES COR	D					
1. INVESTMENT OF CORPO	RATE	AMOUNT			DATE OF BOARD RESOLUTION				
FUNDS IN ANOTHER COR	RPORATION		( /	•	DATE OF BOARD RESOLUTION				
11 CTOCKS									
1.1 010010		N/A			N/A				
1.2 BONDS/COMMERCIA	AL DADED/Issued								
by Private Corporation	AL PAPER(ISSUED	N/A			N/A				
1	•								
1.3 LOANS/CREDITS/AD	VANCES	N/A		- 1	N/A				
1.4 GOVERNMENT TRE	EASURY BILLS	N/A			N/A				
1.5 OTHERS		N/A		**********	N/A				
2. INVESTMENT OF CORPO	DRATE FUNDS IN	ACTIVITIES UNDER ITS	DATE OF BO	ARD	DATE OF				
SECONDARY PURPOSE	S (PLEASE SPEC	IFY: )	RESOLUTION	ON	STOCKHOLDERS				
		,			RATIFICATION				
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					IVA				
3. TREASURY SHARE	= 6								
o. MEROOKI OIRIK	N/A				% AS TO THE TOTAL				
	NIA		NO. OF SHA	RES	NO. OF SHARES				
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5. DIVIDENDS DECLARED I	DURING THE IMM	EDIATELY PRECEDING Y	CND OF LAST FISCA	ML TEAR	C PRP(135,921,370.00)				
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TYPE OF DIVID	DEND	AMOUN	T (PhP)		DATE DECLARED				
					DATE DECEARED				
5.1 CASH		N/	Α		N/A				
5.2 STOCK	1	N/	Α		N/A				
5.3 PROPERTY		N/	A		N/A				
	TOTAL	Р	· · · · · · · · · · · · · · · · · · ·						
<ol><li>ADDITIONAL SHARES IS</li></ol>	SUED DURING T	HE PERIOD:							
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SECONDARY LICENSE/REG	ISTRATION WITH	SEC AND OTHER COVE	AGENCY:						
NAME OF AGENCY:	SEC	CEO AND STILL GOVT	BSP		IC				
TYPE OF	N/A		N/A						
LICENSE/REGN.	17/0		IN/A		N/A				
DATE ISSUED:	N/A		N/A						
BATE 1000EB:	IV/A		N/A		N/A				
DATE STARTED	NI/A		11/2						
OPERATIONS:	N/A		N/A		N/A				
TOTAL ANNUAL COMPEN	NCATION OF	TOTAL NO. 6-			1000				
DIRECTORS DUDING TUE S	NOA HUN UF	TOTAL NO. OF	TOTAL NO. OF R		TOTAL MANPOWER				
DIRECTORS DURING THE PI		OFFICERS	FILE EMPLOY	EES	COMPLEMENT				
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I, MARKUS HERNANDEZ, Corporate Secretary of ASIA-AL perjury that all matters set forth in this GIS have been made and belief are true and correct.	LIANCE MINING RESOURCES CORP., declare under penalty of in good faith, duly verified by me and to the best of my knowledge
Securities and exchange Commission (SEC) the collection, p	g submitted in compliance with the rules and regulations of the rocessing, storage and sharing of said information being necessary not of the constitutionally and statutorily mandated functions of the
I further attest that I have been authorized by the Board of Dire	ectors to file this GIS with the SEC.
I understand that the Commission may place the corporate requirements three (3) times, consecutively or intermittently, where the corporate requirements three (3) times, consecutively or intermittently, where the corporate requirements three (3) times, consecutively or intermittently, where the corporate requirements three corporate requirements and the commission may place the corporate requirements three (3) times, consecutively or intermittently, where the corporate requirements three (3) times, consecutively or intermittently, where the corporate requirements three (3) times, consecutively or intermittently, where the corporate requirements three (3) times, consecutively or intermittently, where the corporate requirements three (3) times, consecutively or intermittently, where the corporate requirements three (3) times, consecutively or intermittently, where the corporate requirements three consecutively or intermittently, where the corporate requirements are consecutively or intermittently.	tion under delinquent status for failure to submit the reportorial rithin a period of five (5) years (Section 177, RA No. 11232).
	MARKUS HERNANDEZ  Corporate Secretary
SUBSCRIBED AND SWORN TO BEFORE ME IN PASIG PERSONALLY APPEARED BEFORE ME AND EXHIBI ON	CITY, PHILIPPINES ON THIS NOV 2 9 2022 , AFFIANT TED TO ME HIS ISSUED AT
Doc. No	Atty. Peter Michael 6/Pua, C.P.A. Notary Public for the City of Makati Appointment No. M-472 Extended until 3/ DEV 2022
	6F SGV Building 6760 Ayala Ave., 1226 Maketi City Roll of Attorneys No. 71855/ MCLE No. VI-0013780 PTR No. MKT 8853820/ 1-04-2022/ Maketi City IBP OR No. 196202/ 1-05-2022/ Maketi City

# CERTIFICATION

I, MARKUS HERNANDEZ, of legal age, Filipino, and with office address at Unit 2302 23/F 88 Corporate Center, Valero corner Sedeno Streets, Salcedo Village, Makati City, after having been duly sworn in accordance with law, state that:

I am the duly elected and incumbent Corporate Secretary of ASIA-ALLIANCE MINING RESOURCES CORP. (Corporation), a corporation duly organized and existing under the laws of the Republic of the Philippines, with office address at Unit 2302 23/F 88 Corporate Center, Valero corner Sedeno Streets, Salcedo Village, Makati City.

- The date for the Annual Stockholders' Meeting indicated in the Corporation's By-Laws is April 1. 07.
- The Annual Stockholders' Meeting did not proceed as scheduled on 07 April 2022 due to the absence of shareholders owning at least a majority of the outstanding capital stock of the Corporation.
- The Annual Stockholders' Meeting was held instead on 28 November 2022, where a quorum was present and acting throughout.
- This certification is issued in relation to the filing of the Corporation's General Information Sheet for 2022.

	NOV 29 2022		MAKATI CITY
IN WITNESS WHEREOF, I have affixed my signature this _	170	_ in _	INTERVENIE CITT

	MARKUS HERNANDEZ  Corporate Secretary
SUBSCRIBED AND SWORN to before me this appeared before me and exhibited to me his on	NOV 29 2022 in MAKATI CITY affiant personally issued at
Doc. No; Page No; Book No; Series of 2022.	Atty. Peter Michael G. Pua, C.P.A. Notary Public for the City of Makati Appointment No. M-472 Extended until 31 DEC 2022 6F SGV Building 6760 Ayala Ave., 1226 Makati City Roll of Attorneys No. 71855/ MCLE No. VI-0013780 PTR No. MKT 8853820/ 1-04-2022/ Makati City IBP OR No. 196202/ 1-05-2022/ Makati City



# REPUBLIC OF THE PHILIPPINES SECURITIES AND EXCHANGE COMMISSION

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

COMPANY REG. NO. CS200807890

# 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

# ASIA-ALLIANCE MINING RESOURCES CORP.

[Amending Article III thereof.]

copy annexed, adopted on March 26, 2012 by majority vote of the Board of Directors and 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 Oother 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 \_\_\_\_\_day of July, Twenty Twelve.



Company Registration and Monitoring Department





# **COVER SHEET**

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# AMENDED ARTICLES OF INCORPORATION

OF

# ASIA-ALLIANCE MINING RESOURCES CORP.

# KNOW ALL MEN BY THESE PRESENTS:

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

# THAT WE HEREBY CERTIFY:

FIRST: The name of this corporation shall be:

# ASIA-ALLIANCE MINING RESOURCES CORP.

# **SECOND:**

A. That the primary purpose of this corporation is to engage in business of operating iron mines, and of prospecting, exploration and mining, milling, concentrating, smelting, treating, refining, and processing of metal for market.

To carry on the business of trading, import & export, manufacturing, buying, selling on wholesale or otherwise producing and dealing the by-products of every kind and description in furtherance of and as maybe incidental or necessary to the foregoing purposes.

**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:

# To: Rm. 2302, 23<sup>rd</sup> Flr 88 Corporate Center, Valero cor Sedeño Sts., Salcedo Village Makati City

# (As Amended on March 26, 2012)

**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
SIMON PAZ	Filipino
LEO ATAYDE	Filipino
ANABELLE DERA	Filipino
IRENE ESCUETA	Filipino
MARIE PAZ TACORDA	A Filipino

SIXTH: That the number of directors of said corporation shall be \_\_five \_\_(5) and that the names, nationalities and residences of the first directors who are to serve until their successors are elected and qualified as provided by the by-laws are as follows:

Name		Nation	ality	1	Residenc		
					(Complete Add		
ZAG NOM12		Filip	ino				i e e de il le const
LEO ATAYDE		Filip	i.no	******			
TRINE ESCU	ETA	Filipi	ino	7			
FARIE PAZ S	TACORDA	Filip	ino	The Section Control of the Control o			
ANABELLE D	EKA	Filip	ino				
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EICHTH: That at least 25% of the authorized capital stock has been subscribed and at least 25% of the total subscription has been paid as follows:

Name	Nationality	No. of Shares Subscribed	Amount Subscribed	Amount Paid
SIMON PAK	Filipino .	240,000	24,000,000.00	6,000,000.00
LLO ATAYDE	Filipino	2,500	250,000.00	62,500.00
IRENE ESCUETA	Filipino	2,500	250,000.00	62,500.00
MARIE PAZ TACORDA	Filipino	2,500	250,000.00	62,500.00
ANABELLE DERA	Filipino	2,500.	250,000.00	62,500.00
Total		250,000	25,000,000.00	6 <u>,250</u> <u>000</u> 00

NINTH: No transfer of stock or interest which would reduce the stock ownership of Filipino citizens to less than the required percentage of the capital stock as provided by existing laws shall be allowed or permitted to be recorded in the proper books of corporation and this restriction shall be indicated in the stocks certificates issued by the corporation.

DENTH: That ANABELLE DERA has been elected by the subscribers as treasurer of the corporation to act as such until his/her successor is duly elected and qualified in accordance with the by-laws; and that as such freasurer, he / she has been authorized to receive for and in the name and for the benefit of the corporation, all subscriptions paid by the subscribers.

ELEVENTII: 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 it.

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all incorporators appearing on the	he titth article and	the two with	essess should a	tiix their sign	atures
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# ACKNOWLEDGEMENT

Republic of the Philippines)			
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LIMON FAZ		1-16-08	Cavite
LLO ACAYDE		1-08-08	Mila
INCINE ESCUERA		1-04-08	1.0
MARIE PAZ TACORDA		1-04-08	1.4
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all known to me and to me know	n to be the same persons wh	io executed t	ne foregoing
Articles of Incorporation and they	acknowledged to me that t	he same is tl	neir free and
coluntary act and deed.			
IN TESTIMONY WHER	EOF, I have hereunto set n	ny hand and	affixed my
notarial seal on the date and at the	place first above written.	TOWN TO SERVICE STATE OF THE PROPERTY OF THE P	
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# SECURITIES AND EXCHANGE COMMISSION

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

> COMPANY REG. NO. (ES 200807890 COMPANY THY 007-040-496

# CERTIFICATE OF INCORPORATION

# KNOW ALL PERSONS BY THESE PRESENTS:

This is to certify that the Articles of Incorporation and By-Laws of

# ASIA-ALLIANCE MINING RESOURCES CORP.

were duly approved by the Commission on this date upon the issuance of this Certificate of Incorporation in accordance with the Corporation Code of the Philippines (Batas Pambansa Blg.68), and copies of said Articles and By-Laws are hereto attached.

This Certificate grants juridical personality to the corporation but 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.

As a registered corporation, it shall submit annually to this Commission the reports indicated at the back of this certificate.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed at Mandaluyong City, Metro Manila, Philippines, this \_\_\_\_\_\_\_ day of May, Two Thousand Eight.

Date: 28-7-2011 Time: /1:27:23 PM

BENITO A. CATARAN Director

Company Registration and Monitoring Department

Jser Name: 'gselawfi

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	ASIA-ALLIANGE MINING	
[	RESOURES SCORP.	
	(Company's Full Name)	
	KIMMEE BLDG MABINIGOR. TMK	A L A W
ļ	( Business Address: No. Street City / Town / Province )	
	Ermy Nagano 364-5911	
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ALL ENTRIES SHOULD BE TYPEWRITTEN ARTICLES OF INCORPORATION

ASTA-ALEIANGE MINING RESOURCES GORD.

(Name of Corporation)

Know All Men By These Presents:

The undersigned incorporators, all of legal 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: The name of this corporation shall be:

ASTA-ALLIANCE MINING RESOURCES CORP.

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

Fo engage in business of operating iron mines, and of prospecting, exploration and mining, milling, conscentrating, smelting, treating, refining, and processing of metal for market.

Secondary Purpose:

To carry on the business of trading, import & export, manufacturing, buying, selling he wholesale basis or otherwise producing and dealing the by-products of every kind and description in furtherance of and as maybe incidental or necessary to the foregoing purposes.

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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:

No./Street Kinnee Bldg. Mabini cor. Th Kalaw (If applicable)

City/Town Ermita Manila

revince \_\_\_\_

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)
SIMON PAS	Filipino	
LEO ATAYDE	Filipino	
Irene Escueta	Filipino	
MARIN PAZ TAGORDA	Filipino	<u>B:</u>
anabelle dera	Filipino	M
,		
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SIXTH: That the number of directors of said corporation shall be \_\_five\_\_ (5) and that the names, nationalities and residences of the first 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)
SIMON PAZ	Filipino	
LEO ATAYDE	Filipino	
IRENE ESCUETA	Filipino	
MARIE PAZ TAGORDA	Filipino	
ANABELLE DERA	Filipino	
		·
	<u> </u>	
	<u> </u>	
SEVENTH: Tha		red capital stock of the corporation is
pesos in lawful ONE MILLION	money of	
value of ONE HUNDRE	>	(P 100.00 / pesos per share.
. Dat	:e: 28-7	-2011 Time: 1:28:49 PM

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EIGHTH: That at least 25% of the authorized capital stock has been subscribed and at least 25% of the total subscription has been paid as follows:

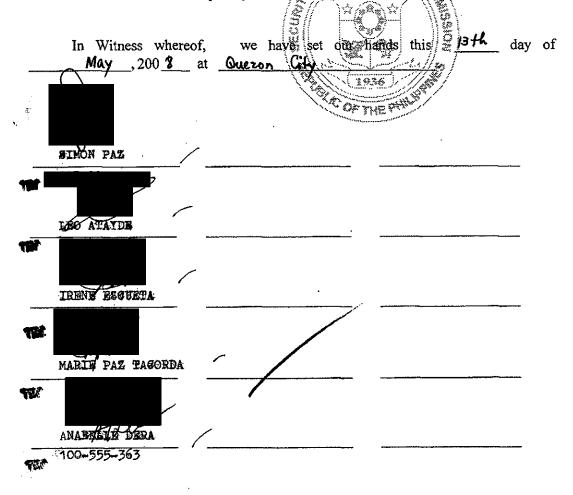
Name	Nationality	No. of Shares	Amount Subscribed	Amount Paid
SIMON PAZ	Filipino	2000	1 TV82" 1 J 1 TT 1	6,000,000.00
LEO ATAYDE	Filipino	2,500	250,000,00	62,500.00
IRENE ESCUETA	Filipino	2,500	250,000.00	62,500,00
MARIE PAZ TAGORDA	Filipino	2,500	250,000.00	62,500.00
ANAPELLE DERA	Filipino	2,500	250,000.00	62,500.00
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Total		2 <u>50,000</u> /		/6 <u>.250,000.00</u> /

NINTH: No transfer of stock or interest which would reduce the stock ownership of Filipino citizens to less than the required percentage of the capital stock as provided by existing laws shall be allowed or permitted to be recorded in the proper books of corporation and this restriction shall be indicated in the stocks certificates issued by the corporation.

TENTH: That ANABELLE DERA has been elected by the subscribers as treasurer of the corporation to act as such until his/her successor is duly elected and qualified in accordance with the by-laws; and that as such Treasurer, he / she has been authorized to receive for and in the name and for the benefit of the corporation, all subscriptions paid by the subscribers.

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ELEVENTH: 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 it.

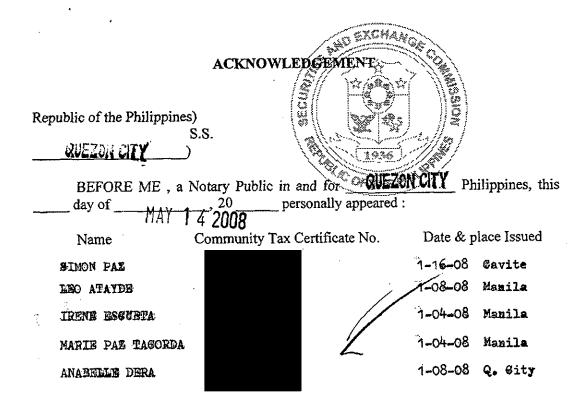


WITNESSES:



(All incorporators appearing on the fifth article and the two witnessess should affix their signatures on the blanks provided in this page above their respective names.)

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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.

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BY - LAWS

OF

ASIA-AELIANSE MINING RESOURGES CORP.

(Name of Corporation)

### ARTICLE I

# SUBSCRIPTION, ISSUANCE AND TRANSFER OF SHARES

Section 1. Subscriptions - Subscribers to the capital stock of the corporation shall pay the value of the stock in accordance with the terms and conditions prescribed by the Board of Directors. Unpaid subscriptions shall not earn interest unless determined by the Board of Directors.

Section 2. Certificate - The stockholder shall be entitled to one or more certificates for fully paid stock subscription in his name in the books of the corporation. The certificates shall contain the matters required by law and the Articles of Incorporation. They shall be in such form and design as may be determined by the Board of Directors and numbered consecutively. The certificate shall be signed by the President, countersigned by the Secretary or Assistant Secretary, and sealed with the corporate seal.

Section 3. Transfer of Shares - Subject to the restrictions, terms and conditions contained in the Articles of Incorporation, shares may be transferred, sold, assigned or pledged by delivery of the certificates duly indorsed by the stockholder, his attorney-in-fact, or other legally authorized person. The transfer shall be valid and binding on the corporation only upon record thereof in the books of the corporation. The Secretary shall cancel the stock certificates and issue new certificates to the transferee.

No share of stock against which the corporation holds unpaid claim shall be transferable in the books of the corporation.

All certificates surrendered for transfer shall be stamped Cancelled on the GacePM thereof, together with the date of cancellation, and attached to the corresponding stub with the certificate book.

Section 4. Lost Certificates - In case any stock certificate is lost, stolen, or destroyed, anew certificate may be issued in lieu thereof in accordance with the procedure are child poder.

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ARTICLEÎÎ

# MEETINGS OF STOCKHOLDERS

Section 1. Annual / Regular Meetings - The annual/regular meetings of stockholders shall be held at the principal office on APRIL of each year, if legal holiday, then on the day following.

- Section 2. Special Meeting The special meetings of stockholders, for any purpose or purposes, may at any time be called by any of the following: (a) Board of Directors, at its own instance, or at the written request of stockholders representing a majority of the outstanding capital stock, (b) President.
- Section 3. Place of Meeting Stockholders meetings, whether regular or special, shall be held in the principal office of the corporation or at any place designated by the Board of Directors in the city or municipality where the principal office of the corporation is located.
- Section 4. Notice of Meeting Notices for regular or special meetings of stockholders may be sent by the Secretary by personal delivery or by mail at least two (2) weeks prior to the date of the meeting to each stockholder of record at his last known address. The notice shall state the place, date and hour of the meeting, and the purpose or purposes for which the meeting is called.

When the meeting of stockholders is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At the reconvened meeting, any business may be transacted that might have been transacted on the original date of the meeting.

- Section 5. Quorum Unless otherwise provided by law, in all regular or special meeting of stockholders, a majority of the outstanding capital stock must be present or represented in order to constitute a quorum. If no quorum is constituted, the meeting shall be adjourned until the requisite amount of stock shall be present.
- Section 6. Conduct of Meeting Meeting of the stockholders shall be presided over by the President, or in his absence, by a chairman to be chosen by the stockholders. The Secretary, shall act as Secretary of every meetings, but if not present, the chairman of the meeting shall appoint a secretary of the meeting.
- Section 7. Manner of Voting At all meetings of stockholders, a stockholder may vote in person or by proxy. Unless otherwise provided in the proxy, it shall be valid only for the meeting at which it has been presented to the Secretary. All proxies must be in the hands of the Secretary before the time set for the meeting. Proxies filed with the Secretary may be revoked by the stockholders either in an instrument in writing duly presented and recorded with the Secretary, prior to a scheduled meeting or by their personal presence at the meeting.

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Section 8. Closing of Transfer Books or Fixing of Record Date - For the purpose of determining the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof or to receive payment of any dividend, the Board of Directors may provide that the stock and transfer books be closed for ten (10) working days immediately preceding such meeting.

ARTICLE III

### BOARD OF DIRECTORS

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 to be elected by and from among the stockholders. Without prejudice to such powers as may be granted by law, the Board of Directors shall also have the following powers:

- a.) From time to time, to make and change rules and regulations not inconsistent with these by-laws for the management of the corporation's business and affairs;
- b.) To purchase, receive, take or otherwise acquire for and in the name of the corporation, any and all properties, rights, or privileges, including securities and bonds of other corporations, for such consideration and upon such terms and conditions as the Board may deem proper or convenient;
- c.) To invest the funds of the corporation in other corporations or for purposes other than those for which the corporation was organized, subject to such stockholders' approval as may be required by law;
- d.) To incur such indebtedness as the Board may deem necessary, to issue evidence of indebtedness including without limitation, notes, deeds of trust, bonds, debentures, or securities, subject to such stockholders approval as may be required by law, and/or pledge, mortgage, or otherwise encumber all or part of the properties of the corporation;
- e.) To establish pension, retirement, bonus, or other types of incentives or compensation plans for the employees, including officers and directors of the corporation; Date: 28-7-2011 Time: 1:31:29 I
- f.) To prosecute, maintain, defend, compromise or abandon any lawsuit in which the corporation or its officer are either plaintiffs or defendants in connection with the business of the corporation;

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- g.) To delegate, from time to time, any of the powers of the Board which may lawfully be delegated in the course of the current business of the corporation to any standing or special committee or to any officer or agent and to appoint any person to be agent of the corporation with such powers and upon such terms as may be deemed fit;
- h.) To implement these by-laws and to act on any matter not covered by these by-laws, provided such matter does not require the approval or consent of the stockholders under the Corporation Code.

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- Section 2. Election and Term The Board of Directors shall be elected during each regular meeting of stockholders and shall hold office for one (1) year and until their successors are elected and qualified.
- Section 3. Vacancies Any vacancy occurring in the Board of Directors other than by removal by the stockholders or by expiration of term, may be filled by the vote of at least a majority of the remaining directors, if still constituting a quorum; otherwise, the vacancy must be filled by the stockholders at a regular or at any special meeting of stockholders called for the purpose. A director so elected to fill a vacancy shall be elected only for the unexpired term of his predecessor in office.

The vacancy resulting from the removal of a director by the stockholders in the manner provided by law may be filled by election at the same meeting of stockholders without further notice, or at any regular or at any special meeting of stockholders called for the purpose, after giving notice as prescribed in these by-laws.

- Section 4. Meetings Regular meetings of the Board of Directors shall be held once a month on such dates and at places as may be called by the Chairman of the Board, or upon the request of a majority of the Directors.
- Section 5. Notice Notice of the regular or special meeting of the Board, specifying the date, time and place of the meeting, shall be communicated by the Secretary to each director personally, or by telephone, telegram, or by written message. A director may waive this requirement, either expressly or impliedly.
- Section 6. Quorum A majority of the number of directors as fixed in the Articles of Incorporation shall constitute a quorum for the transaction of corporate business and every decision of at least a majority of the directors present at a meeting at which there is a quorum shall be valid as a corporate act, except for the election of officers which shall require the vote of a majority of all the members of the Board? -2011 Time: 1:31:50 PM
- Section 7. Conduct of the Meetings Meetings of the Board of Directors shall be presided over by the Chairman of the Board, or in his absence, by any other director chosen by the Board. The Secretary, shall act as secretary of every meeting, if not present, the Chairman of the meeting, shall appoint a secretary of the meeting.

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Section 8. Compensation - By- resolution of the Board, each director shall receive a reasonable per diem allowance for his attendance at each meeting of the Board. As compensation, the Board shall receive and allocate an amount of not more than ten percent (10%) of the net income before income tax of the corporation during the preceding year. Such compensation shall be determined and apportioned among the directors in such manner as the Board may deem proper, subject to the approval of stockholders representing at least a majority of the outstanding capital stock at a regular or special meeting of the stockholders.

#### ARTICLE IV

#### **OFFICER**

Section 1. Election / Appointment - Immediately after their election, the Board of Directors shall formally organize by electing the President, the Vice-President, the Treasurer, and the Secretary at said meeting.

The Board may, from time to time, appoint such other officers as it may determine to be necessary or proper. Any two (2) or more positions may be held concurrently by the same person, except that no one shall act as President and Treasurer or Secretary at the same time.

Section 2. President - The President shall be the Chief Executive Officer of the corporation and shall exercise the following functions:

- a.) To preside at the meetings of the stockholders;
- a b.) To initiate and develop corporate objectives and policies and formulate long range projects, plans and programs for the approval of the Board of Directors, including those for executive training, development and compensation;
- c.) To supervise and manage the business affairs of the corporation upon the direction of the Board of Directors;
- d.) To implement the administrative and operational policies of the corporation under his supervision and control;
- e.) To appoint, remove, suspend or discipline employees of the corporation, prescribe their duties, and determine their salaries: 1 Time: 1:32:11 PM
- f.) To oversee the preparation of the budgets and the statements of accounts of the corporation;

www.see. Jorepresent the corporation at all functions and proceedings: gselawfirm

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- h.) To execute on behalf of the corporation all contracts, agreements and other instruments affecting the interests of the corporation which require the approval of the Board of Directors.
- i.) To make reports to the Board of Directors and stockholders;
- j To sign certificates of stock;
- k.) To perform such other duties as are incident to his office or are entrusted to him by the Board of Directors.
- Section 4. The Vice-President He shall, if qualified, act as President in the absence of the latter. He shall have such other powers and duties as may from time to time be assigned to him by the Board of Directors or by the President.
- Section 5. The Secretary The Secretary must be a resident and a citizen of the Philippines. He shall have the following specific powers and duties:
  - a.) To record the minutes and transactions of all meetings of the directors and the stockholders and to maintain minute books of such meetings in the form and manner required by law;
  - b.) To keep record books showing the details required by law with respect to the stock certificates of the corporation, including ledgers and transfer books showing all shares of the corporation subscribed, issued and transferred;
  - c.) To keep the corporate seal and affix it to all papers and documents requiring a seal, and to attest by his signature all corporate documents requiring the same;
  - d.) To attend to the giving and serving of all notices of the corporation required by law or these by-laws to be given;
  - e.) To certify to such corporate acts, countersign corporate documents or certificates, and make reports or statements as may be required of him by law or by government rules and regulations.
  - f.) To act as inspector at the election of directors and, as such, to determine the number of shares of stock outstanding and entitled to vote, the shares of stock represented at the meeting, the existence of a quorum, the validity and effect of proxies, and to receive votes, ballots or consents, hear and determine questions in 5 connection with the right to vote, count and tabulate all votes, determine the result, and do such acts as are proper to conduct the election.
- g.) To perform such other duties as are incident to his office or as may be assigned

  www.sect.gov.pn Directors or the President. User Name: qselawfirm

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Section 6. The Treasurer - The Treasurer of the corporation shall have the following duties:

a.) To keep full and accurate accounts of receipts and disbursements in the books of the corporation;

- b.) To have custody of, and be responsible for all the tunds, securities and bonds of the corporation;
- c.) To deposit in the name and to the credit of the corporation, in such bank as may be designated from time to time by the Board of Directors, all the moneys, funds, securities, bonds, and similar valuable effects belonging to the corporation which may come under his control;
- d.) To render an annual statements showing the financial condition of the corporation and such other financial reports as the Board of Directors, or the President may, from time to time require;
- e.) To prepare such financial reports, statements, certifications and other documents which may, from time to time, be required by government rules and regulations and to submit the same to the proper government agencies;
- f.) To exercise such powers and perform such duties and functions as may be assigned to him by the President.
- Section 7. Term of Office The term of office of all officers shall be one (1) year and until their successors are duly elected and qualified.
- Section 8. Vacancies If any position of the officers becomes vacant by reason of death, resignation, disqualification or for any other cause, the Board of Directors, by majority vote may elect a successor who shall hold office for the unexpired term.
- Section 9. Compensation The officers shall receive such renumeration as the Board of Directors may determine. A director shall not be precluded from serving the corporation in any other capacity as an officer, agent or otherwise, and receiving compensation therefor.

# ARTICLE V

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Section 1. The principal office of the corporation shall be located at the place stated in Article
III of the Articles of Incorporation. The corporation may have such other branch offices, either
www.within or outside the Philippines as the Board of Directors may designate.

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www.sthin or outside the Philippines as the Board of Directors may designate.

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III of the Articles of Incorporation. The corporation may have such other branch offices, either

www.sthin or outside the Philippines as the Board of Directors may designate.



Section 1. External Auditor - At the regular stockholders' meetings, the external auditor of the corporation for the ensuing year shall be appointed. The external auditor shall examine, verify and report on the earnings and expenses of the corporation.

Section 2. Fiscal Year - The fiscal year of the corporation shall begin on the first day of January and end on the last day of December of each year.

Section 3. Dividends - Dividends shall be declared and paid out of the unrestricted retained earnings which shall be payable in cash, property, or stock to all stockholders on the basis of outstanding stock held by them, as often and at such times as the Board of Directors may determine and in accordance with law.

# ARTICLE VII

# SEAL

Section 1. Form and Inscriptions - The corporate seal shall be determined by the Board of Directors.

# ARTICLE VIII

# **AMENDMENTS**

Section 1. These by-laws may be amended or repealed by the affirmative vote of at least a majority of the Board of Directors and the stockholders representing a majority of the outstanding capital stock at any stockholders' meeting called for that purpose. However, the power to amend, modify, repeal or adopt new by-laws may be delegated to the Board of Directors by the affirmative vote of stockholders representing not less than too thirds of the outstanding capital stock; provided, however, that any such delegation of powers to the Board of Directors to amend, repeal or adopt new by-laws may be revoked only by the vote of stockholders representing a majority of the outstanding capital stock at a regular or special meeting.

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