



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
Baguio Extension Office
Bell House, Historical Area, Camp John Hay
Baguio City

COMPANY REG. NO. CS200516361

CERTIFICATE OF FILING
OF
AMENDED ARTICLES OF INCORPORATION

KNOW ALL MEN BY THESE PRESENTS:

THIS IS TO CERTIFY that the amended Articles of Incorporation of the

KEPWEALTH PROPERTY PHILS. INC.
(Amending Articles II, VI and VII thereof)

copy annexed, adopted on January 9, 2019 by a majority vote of the **Board of Directors** and 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 said board was approved by the Commission on this date pursuant to the provisions of Section 16 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, approved on February 20, 2019, and copies thereof are filed with the Commission.

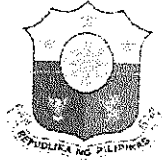
Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing company, pre-need plan issuer, general agent in pre-need plans and time shares/club shares/membership certificates issuers or selling agents thereof. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed at Baguio City, Benguet, Philippines, this **7th** day of **March** Twenty **Nineteen**.



FOR THE COMMISSION:


REGINA MAY M. CAJUCOM
Director



Republic of the Philippines
SECURITIES AND EXCHANGE COMMISSION
BAGUIO EXTENSION OFFICE
Bell House, John Hay Special Economic Zone
Baguio City, 2600



PAYMENT ASSESSMENT FORM		No.	20190307004
Fund Cluster:01101101			
Date: 3/7/2019		RESPONSIBILITY CENTER BEO	
The Collecting Officer, BEO Please issue Official Receipt in favor of: KEPWEALTH PROPERTY PHILS. INC.			
0			
NATURE OF COLLECTION	ACCOUNT CODE	AMOUNT	
AAI	4020101099	2,000.00	
ABL	4020101099	1,000.00	
LRF	1010403000	30.00	
TOTAL AMOUNT TO BE PAID		3,030.00	
Please deposit the collections under:			
LBP-BAGUIO ACCT. NO. 3402-2746-10		30.00	
LBP-PASAY ACCT. NO. 3752-1001-43		3,000.00	
Assessed by: PLR <i>Validation</i>	Noted by RMC		



SEC-BEO

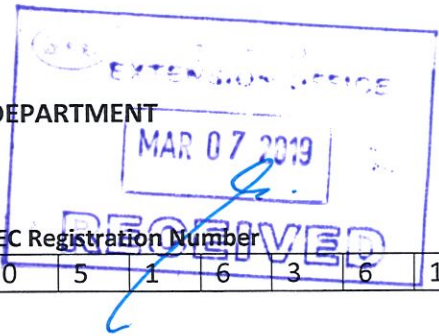
Fund Cluster 01101101

AMT. **3,030.00**

OR NO. **6075573**

DATE: **3-7-19**

COVER SHEET
for Applications at
COMPANY REGISTRATION AND MONITORING DEPARTMENT



Nature of Application

Amendment of AOI and ByLaws

SEC Registration Number

C S 2 0 0 5 1 6 3 6 1

Company Name

K E P W E A L T H P R O P E R T Y P H I L S , I N C.

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

U N I T I J 0 1 - 2 3 B U R G U N D Y
 C O R P O R A T E T O W N E R , 8 2 5 S E N . G I L
 P U Y A T A V E N U E , M A K A T I C I T Y ,
 P H I L I P P I N E S

Company's Telephone Number/s

Contact Person

ATTY. MOISES RONETTE C. COLOBONG

Contact Person's Telephone Number

888-0999

Contact Person's Address

Picazo LawPenthouse, Liberty Center, 104 H.V. Dela Costa Street, Salcedo Village, Makati City

To be accomplished by CRMD Personnel

	Date	Signature
Assigned Processor: _____	_____	_____
_____	_____	_____
_____	_____	_____

Document I.D. _____

Received by **Corporate Filing and Records Division (CFRD)** _____

Forwarded to:

- Corporate and Partnership Registration Division (CPRD) _____
- Green Lane Unit (GL) _____
- Financial Analysis and Audit Division (FAAD) _____
- Licensing Unit (LU) _____
- Compliance Monitoring Division (CMD) _____

AMENDED ARTICLES OF INCORPORATION
OF
KEPWEALTH PROPERTY PHILS., INC.



KNOW ALL MEN BY THESE PRESENTS:

The undersigned incorporators, 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:

KEPWEALTH PROPERTY PHILS., INC.

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

PRIMARY PURPOSE

To invest in, purchase, or otherwise acquire and own, hold, use, sell, assign, transfer, lease, mortgage, exchange, maintain, administer, manage, and operate alone or jointly with others, or otherwise dispose of real property, such as but not limited to office, commercial, agricultural and residential properties, hotels, inns, resorts, apartments, or personal property of every kind and description.

(As approved by the Board of Directors and stockholders on 9 January 2019)

SECONDARY PURPOSE

- a. To buy, acquire, invest, hold, sell, dispose or otherwise deal in stocks, bonds, notes, drafts, debentures, acceptances, bills of exchange, commercial papers, warrants or other negotiable securities of other companies, and to possess and exercise in respect thereof all the rights, powers and privileges of ownership, including all voting powers of any stock so owned and to assume or undertake or guarantee or secure loans, whether as solidary obligor, surety, guarantor or in any other capacity either on its general credit or on the mortgage, pledge, deed of trust, assignment and/or other security arrangement of any of its direct and indirect subsidiaries or investee companies, without engaging in the business of a stock broker or dealer, financing company, or lending investor;
- b. To buy, sell, mortgage, encumber, hold, own, exchange, rent or otherwise acquire and dispose or, and to develop, improve, manage and generally to deal and trade in real property, improved and unimproved and wheresoever situated, and to build, erect, construct, alter, maintain, sell or otherwise dispose of buildings, structures, and other improvements on real

property; without however engaging in real estate subdivision business;

- c. Conduct researches, investigations, and examinations, of business and enterprise of every kind and description, throughout the world with the aim of securing information and particulars for the investment and employment of capital;
- d. To undertake and transact all kinds of business relating to the gathering and distribution of financial and investment information and statistics throughout the world;
- e. To borrow or raise money for any of the purpose of the corporation, and from time to time to draw, make, accept, endorse, execute, and issue bonds, debentures, notes, drafts, acceptances, bills of exchange, warrants and other negotiable and non-negotiable instruments and evidences of indebtedness and other securities; and to secure the payment thereof and of the interest thereon by mortgage upon or pledge of, or conveyance or assignment in trust of, the whole or any part of the property and franchises of the corporation, real, personal, and mixed, tangible or intangible, and wheresoever situated, whether at the time owned or thereafter acquired; and to issue, negotiate, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes;
- f. To acquire all or any part of the goodwill, right, property and business of any individual, association, or corporation, to pay for the same in cash or in shares of stock, bonds, notes or other obligations of the corporation, or otherwise to hold, utilize, operate, reorganize, liquidate and in any manner dispose of the whole or any part of the goodwill, rights , property and business of the whole or any part of the goodwill, rights, property and business so acquired, to assume in connection therewith the whole or any part of the liabilities and obligations of any such person, association or corporation; and to conduct in any lawful manner the whole or any part of the business thus acquired;
- g. To carry on the business of exporter and importer, as principal, factor, agent, or commission merchant in respect to buying, selling, trading, or dealing in any kind of goods, as well as to carry on the business of warehousing, merchandising and general commercial brokerage;
- h. To produce, process, manufacture, buy, sell or otherwise deal in any and all commodities, wares, equipment, facilities, supplies and merchandise of whatever kind and nature which may be deemed desirable and are legal objects of commerce except the manufacture of food, drugs, and cosmetics;
- i. To conduct its business and maintain branch offices both within and outside the Philippines and any foreign countries and places and to purchase or otherwise acquire, hold, possess, convey, transfer or otherwise dispose of real and personal properties therein up to the extent that the same may be permissible under their respective laws;

- j. To enter, make, perform and carry out contracts of every kind and for any lawful purposes pertaining to the business of the corporation;
- k. To apply for, obtain, register, purchase, lease, or otherwise acquire, and to hold, use, pledge, lease, sell, assign, or otherwise dispose of formulas, secret processes, distinctive marks, improvements, processes, trade names, trademarks, copyrights, patents, licenses, concessions and the like, whether used in connection with or secured under letters patent of, or issued by any country or authority; and to exercise, develop and grant licenses in respect thereof or otherwise turn the same to account;
- l. To carry out all or any part of the foregoing objects and purposes and to exercise any or all of the foregoing rights and powers, and to do any and all of the foregoing acts and things, as principal, factor, agent, contractor, or otherwise, either alone or through or in conjunction with or jointly with, any individual, association or corporation;
- m. In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of the Philippines upon corporations formed under the Corporation Law.

The foregoing clauses shall each be construed as purposes, object and powers, and it is hereby expressly provided that the foregoing enumeration of specific purposes, objects and powers shall not be held to limit or restrict in any manner the powers of the corporation, and that they are in furtherance of, and in addition to, and not in limitation of, the general powers conferred upon the corporation by the laws of the Philippines or otherwise; nor shall be enumeration of one thing to be deemed to exclude another, although it is of like nature, not expressed.

The corporation shall not change its primary and/or secondary purpose(s) for a period of seven (7) years following its listing in the Philippine Stock Exchange.

(As approved by the Board of Directors and stockholders on 9 January 2019)

THIRD: That the place where the principal office of the corporation is to be established is at Unit 1J01-23 Burgundy Corporate Tower, 825 Sen. Gil Puyat Ave., Makati City.

FOURTH: That the term for which said corporation is to exist is fifty years (50) 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
	Toh Koh Lin	Singaporean	3 Narra St., Valle Verde 3,

Lina G. Ferrer	Filipino	Pasig 21 Wack Wack ST., Addition Hills, Mandaluyong
Ma. Melva E. Valdez	Filipino	10 Queensville Exec. Villas, White Plains, Q.C.
Benedic Kua Hun Guan	Malaysian	Renaissance 2000, Ortigas Center Pasig
Aida N.S. Escala	Filipino	23 Road 2, Project 6, Quezon City

SIXTH: That the number of directors of said corporation shall be **SEVEN (7)**, 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 (*As approved by the Board of Directors and stockholders on 9 January 2019*):

Name	Nationality	Residence
Toh Koh Lin	Singaporean	3 Narra St., Valle Verde 3, Pasig
Lina G. Ferrer	Filipino	21 Wack Wack ST., Addition Hills, Mandaluyong
Ma. Melva E. Valdez	Filipino	10 Queensville Exec. Villas, White Plains, Q.C.
Benedic Kua Hun Guan	Malaysian	Renaissance 2000, Ortigas Center Pasig
Aida N.S. Escala	Filipino	23 Road 2, Project 6, Quezon City

SEVENTH: That the authorized capital stock of said Corporation is Six Hundred Twenty Million (Php620,000,000.00) pesos in lawful money of the Philippines, divided into: (i) **THREE HUNDRED SIXTY FIVE MILLION (365,000,000) COMMON SHARES WITH A PAR VALUE OF ONE PESO (PHP1.00) PER SHARE; AND (ii) TWO HUNDRED FIFTY FIVE MILLION (255,000,000) PREFERRED SHARES WITH A PAR VALUE OF ONE PESO (PHP1.00) PER SHARE.**

The preferred shares shall be non-voting and shall be redeemable at such dates and in such number of shares as may be determined by the Board of Directors. The Board of Directors shall have the power to determine such other features of the preferred shares.

The stockholders of the Corporation shall have no pre-emptive right to subscribe to any issue or disposition of shares of any class of the Corporation.

In connection with the initial public offering and listing of the Corporation's common shares (the "Subject Shares") on the Philippine Stock Exchange, Inc. ("PSE"), the Corporation shall cause all its existing stockholders to refrain from selling, assigning or in any manner disposing of their shares for a period of one (1) year after the listing of the Subject Shares.

If there is any issuance or transfer of shares (i.e., private placement, asset for shares swap or a similar transaction) or of instruments which leads to an issuance or transfer of shares (i.e., convertible

bonds, warrants or a similar instrument) done and fully paid for within six (6) months prior to the start of the offer period for the Subject Shares, and the transaction price is lower than that of the offer price in the initial public offering, all shares subscribed or acquired shall be subject to a lock-up period of at least one (1) year from the listing of the Subject Shares. (As approved by the Board of Directors and stockholders on 9 January 2019)

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 Subscribed	Amount Subscribed	Amount Paid
Toh Koh Lin	Singaporean	500	5,000	2,000
Lina G. Ferrer	Filipino	500	5,000	2,000
Ma. Melva E. Valdez	Filipino	500	5,000	2,000
Benedic Kua Hun Guan	Malaysian	500	5,000	2,000
Aida Escala	N.S. Filipino	500	5,000	2,000
TOTAL		2,500	25,000	10,000

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 the corporation and this restriction shall be indicated in the stock certificates issued by the corporation.

TENTH: That Tiffany M. Rimando (Filipino) 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 for the benefit of the Corporation, all subscriptions paid by the subscribers.

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.

IN WITNESS WHEREOF, we have hereunto set our hands and seal this 15th day of September 2005 at Quezon City.

(Sgd.) TOH KO LIN

(Sgd.) LINA G. FERRER

(Sgd.) MA. MELVA E. VALDEZ

(Sgd.) BENEDICT KUA HUN GUAN

(Sgd.) AIDA N.S. ESCALA

Signed in the Presence of:

(Sgd.) ROMMEL T. OQUENDO
Witness

(Sgd.) JOANNE KAREN S. TATEL
Witness

ACKNOWLEDGEMENT

Republic of the Philippines)
Quezon City) S.S.

BEFORE ME, a Notary Public in and for Quezon City, Philippines, this 15th day of September 2005 personally appeared:

Name	Community Tax Cert. No.	Date and Place Issued
Toh Koh Lin	14672889	1/21/05 Makati
Lina G. Ferrer	14687437	1/13/05 Makati
Ma. Melva E. Valdez	10037701	2/15/05 Manila
Benedic Kua Hun Guan	PP#A10683140	9/09/02 Malaysia
Aida N.S. Escala	02157835	03/08/05 Manila

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 the date and at the place first above written.

(Sgd.) MARY CATHERINE O. NOBLEJAS-
GARCIA
Notary Public
Until December 31, 2006
PTR No. 6043254, 1/6/05, QC
IBP No. 633955, 1/6/05, QC
Roll No. 41565, N.C. No. NP-224

Doc. No. 313;
Page No. 64;
Book No. III;
Series of 2005.