



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

COMPANY REG. NO. 62596

**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

KEPPEL PHILIPPINES HOLDINGS, INC.
[Amending Article III thereof.]

copy annexed, adopted on April 11, 2014 by majority vote of the Board of Directors and on May 28, 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 Asst. 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 25th day of July, Twenty Fourteen.


FERDINAND B. SALES
Director

Company Registration and Monitoring Department



COVER SHEET

6 2 5 9 6
S.E.C Registration Number

K E P P E L P H I L I P P I N E S H O L D I N G S ,
I N C .

(Company's Full Name)

U N I T 3- B C O U N T R Y S P A C E 1
B U I L D I N G 1 3 3 S E N . G I L P U Y A T
A V E N U E S A L C E D O V I L L A G E
B A R A N G A Y B E L - A I R M A K A T I C I T Y

(Business Address: No. Street City/Town/Province)

MS. FELICIDAD V. RAZON/ATTY. LORY
ANNE P. MANUEL-McMULLIN/ATTY.
ETHELENE G. VELASCO

815-90-71 TO 78

Contact Person

Company Telephone Number

1 2 3 1

Month Day

Amended Articles of Incorporation
Change of Principal Office Address

FORM TYPE

N/A

5 28

Month Day
Annual Meeting

Secondary License Type, if Applicable

Dept. Requiring this Doc.
Number/Section

Third Article
Amended Articles

442
Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

AMENDED
ARTICLES OF INCORPORATION
OF
KEPPEL PHILIPPINES HOLDINGS, INC.
(Formerly: Keppel Philippines Shipyard, Inc.)

KNOW ALL MEN BY THESE PRESENTS:

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

AND WE HEREBY CERTIFY:

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

"KEPPEL PHILIPPINES HOLDINGS, INC."
(as amended on 26 March 1993)

Second: That the purpose for which said corporation is formed are:

PRIMARY PURPOSE

To invest or acquire interest in, purchase, own or hold, directly or indirectly, shares of stock, debentures or securities and all other properties of whatever kind or nature, personal as well as real, movable or immovable, and to manage or dispose of the same as the corporation may deem necessary or advisable in the conduct of its business, without in any manner operating as an investment house. (As amended on 26 March 1993)

SECONDARY PURPOSES

1. To own, purchase, obtain on lease, barter, exchange, and/or in any form or manner, acquire and/or sell, lease, hypothecate, mortgage, or in any form or manner dispose of and/or deal in ships, boats or marine vessels of any and all kinds of description.

2. To own, buy, acquire, take on lease, design, construct, build, repair, maintain, operate, manage, and/or maintain docks, slipways, dry or refrigerated warehouses, building, roads, bridges, tunnels, dikes, ditches, rights of way, easements, wharf, piers, mills, plants, power plants, laboratories, workshops, pipe lines, equipment, tools, apparatus, and/or stores of all kinds and description, and to acquire and/or to dispose of the same by sale, barter, lease, hypothecate, mortgage, pledge or in any form or manner.

3. To acquire by grant, purchase or otherwise, any property, rights, privileges, franchise, and/or licenses of any all kinds and descriptions form any of the government, government subdivisions or branches, authority, entity, juridical or natural person or persons, and to perform the conditions thereof, but in no case to engage in transportation business under the public utility law.

4. To acquire by purchase, lease or otherwise, patents, options, licenses, franchises, processes, inventions, formulas, and/or other kinds of property or properties of like nature.

5. To own, operate, and maintain tugboat, launches, ships and such other equipment for the purpose of carrying on the business of salvaging and/or repairing vessels of all sizes and types.

6. To buy, sell, produce, manufacture, and deal in marine vessel, machineries, appliances, equipment and plants of any kind or description, to act as general contractors, operators, manager, agent, to engage in a general construction, fabrication, jobbing and supply business in the marine and/or industrial fields, and to exercise generally all powers and privileges accorded to or which hereafter may be accorded to like or similar corporation under the laws of the Philippines.

7. To purchase, acquire, take over and manage all or any part of the rights, asset, business and/or property of any person, firm, associations, partnerships, syndicate and/or corporation, carrying on any business which this corporation is authorized to carry on, or possessed of property suitable for the purpose of this corporation, and to pay for the same in property, cash, checks, bonds, stocks, debentures or other obligations of the corporation, and to undertake and assume the liabilities of any such person, firm, association, partnership, syndicate or corporation

whose property or business may be taken over, or shares of whose capital stocks may be acquired or owned by this corporation, but only to the extent permitted by law, and to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

8. To buy, manufacture, produce or otherwise acquire, and sell, import, export, trade and/or deal in all goods, wares, merchandise, chattels and/or products at wholesale and for such purpose, to own, manage and/or operate wholesale business of any and all kinds in any place in the Philippines and elsewhere connected with the business of the Corporation.

9. To engage in establishments, assembling, creating, managing and/or dealing in industries, in connection with the business of the corporation, and to purchase, acquire, sell, dispose of, encumber, use patents, processes and the like.

10. To hold, purchase or otherwise acquire or be interested in, and to sell or otherwise dispose of shares, bonds or evidence of indebtedness, to exercise all rights to vote thereon to the same extent as a juridical person might or could do, provided that this corporation will not act as stock broker.

11. To invest, purchase, or otherwise acquire and own, hold, use, sell, assign, transfer, encumber, exchange or otherwise dispose of personal property of every kind and nature whatsoever, including shares of stock, bonds, debentures, notes, evidence of indebtedness, and other securities and obligations of any person or persons, for whatever lawful purpose, and while the owner or holder thereof, to receive, collect and dispose of interest, dividends, and income arising from such property, and to possess and exercise in respect thereof, all the rights, powers, and privileges of ownership. (As amended on January 16, 1989)

12. To invest in , aid and assist in any form, way or manner any persons, companies, corporation, syndicates, partnerships and associations of all kinds, and to make any guarantees in connection therewith or otherwise for the payment or performance of any obligation or undertaking, and to do any and all things necessary or convenient for the achievement of such purposes, without necessarily engaging in the business of surety.

13. To acquire, hold, sell, re-issue, dispose of, hypothecate or pledge any of the shares of its own capital stock, provided, however, that this corporation shall not use of any of its own shares of stock when such use would cause any impairment of the capital of the corporation shall not be voted directly or indirectly.

14. To do, perform and execute any and all acts which may be necessary, proper, advisable, incidental, convenient, auxiliary to or connected with the proper execution of any or all of its principal purpose or purposes, provided, however, that the corporation shall not engage in agriculture, mining or transportation.

Third: That the place where the principal office of the corporation is to be located or established in Unit 3-B Country Space 1 Building, 133 Sen. Gil Puyat Avenue, Salcedo Village, Barangay Bel-Air, Makati City. (Amended as of 28 May 2014 upon affirmative vote of majority of the members of the Board of Directors and Stockholders representing at least two-thirds (2/3) of the outstanding capital stock of the corporation.)

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

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

<u>NAME</u>	<u>NATIONALITIES</u>	<u>RESIDENCES</u>
1. George Edwin Bogaars	Singaporean citizen	4 Ewe Boon Road Singapore 10
2. Chua Chor Teck	Singaporean citizen	7 Holland Hill Singapore 10
3. Benjamin P. Mata	Filipino citizen	3 rd Floor, ARC Bldg Magallanes Drive, Intramuros, Manila
4. Jose F.S. Bengzon, Jr.	Filipino citizen	5 Flame Tree Road Forbes Park, Makati Rizal
5. Adolfo S. Azcuna	Filipino citizen	140 CRM Avenue

BF Home, Las Pinas
Rizal

Sixth: That the number of directors of said corporation shall be nine (9) and the names and residences of the directors of the corporation who are to serve until their successors are elected and qualified as provided by the By-Laws, are as follows: (As amended on 15 June 2001).

<u>NAME</u>	<u>NATIONALITIES</u>	<u>RESIDENCES</u>
1. George Edwin Bogaars	Singaporean citizen	4 Ewe Boon Road Singapore 10
2. Chua Chor Teck	Singaporean citizen	7 Holland Hill Singapore 10
3. Benjamin P. Mata	Filipino citizen	3 rd Floor, ARC Bldg Magallanes Drive, Intramuros, Manila
4. Jose F.S. Bengzon, Jr.	Filipino citizen	5 Flame Tree Road Forbes Park, Makati Rizal
5. Adolfo S. Azcuna	Filipino citizen	140 CRM Avenue BF Home, Las Pinas Rizal
6. Lawrence Mah	Singapore citizen	12 Bright Hill, Crescent, Singapore 21
7. Tay Kim Kah	Singapore citizen	8 Faber Drive, Singapore 5

Seventh: That the capital stock of the Corporation is Two Hundred Ninety Million (P290,000,000.00) Philippine Currency and said capital stock is divided into Two Hundred Ninety Million (290,000,000) shares of the par value of One Peso (P1.00) each and which shares shall be comprised of Ninety Million (90,000,000) Class "A" shares which can be owned by Filipinos and Two Hundred Million (200,000,000) Class "B" shares which may be owned by foreigners; Provided, however, that a shareholder of Class "B" shares may convert his shareholdings to Class "A" if qualified and provided finally that there is sufficient Class "A" shares to accommodate the conversion. (As amended on 30 July 2000)

No holder of shares of this Corporation of any class shall be entitled as a matter of right to subscribe for purchase or receive any part of any new additional issue of stock of any class whether or now hereafter authorized or of any bonds, debentures or other securities convertible into stock of any class and all such additional shares of stock, bonds, debentures, or other securities convertible into stock of any class and all such additional shares of stocks, bonds, debentures or other securities convertible into stock may be issued and disposed of by the board of directors to such person or persons and on such terms and for such consideration (so far as may be permitted by law) as the board of directors, in their absolute discretion, may deem advisable.

Eighth: That the amount of capital stock which has been subscribed is THREE MILLION SIX HUNDRED THOUSAND (P3,600,000.00) PESOS and the following persons have subscribed for the number and amount of capital stock set out after their respective names:

<u>NAMES</u>	<u>NO. OF SHARES</u>	<u>AMOUNT OF CAPITAL</u>
1. George Edwin Bogaars	14,200	P 1,420,000.00
2. Chua Chor Teck	11,000	1,100,000.00
3. Benjamin P. Mata	4,200	420,000.00
4. Jose F.S. Bengzon	6,500	650,000.00
5. Adolfo S. Azcuna	100	10,000.00
TOTAL	36,000	P 3,600,000.00

Ninth: That out of the subscription, TWO MILLION SEVEN HUNDRED AND NINETY THOUSAND PESOS (P2,790,000.00) have been paid by the following persons on the shares of capital stock for which they have subscribed, as set out after their respective names:

<u>NAMES</u>	<u>AMOUNT PAID ON SUBSCRIPTION</u>
1. George Edwin Bogaars	P 1,420,000.00
2. Chua Chor Teck	1,100,000.00
3. Benjamin P. Mata	105,000.00
4. Jose F. S. Bengzon, Jr.	162,500.00
5. Adolfo S. Azcuna	2,500.00
TOTAL	P 2,790,000.00

Tenth: That TAY KIM KAH has been elected by the subscribers as Treasurer of the Corporation to act as such until his successor is duly elected and qualified in accordance with the By-Laws of the Corporation, and that as such Treasurer, he has been authorized to receive for the Corporation and to receipt in its name for all subscription paid by the subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands on this 21st day of July 1975, Philippines.

s/George Edwin Bogaars
t/GEORGE EDWIN BOGAARS

s/Chua Chor Teck
T/CHUA CHOR TECK

s/Benjamin P. Mata
t/BENJAMIN P. MATA

s/Jose F. S. Bengzon, Jr.
t/JOSE F. S. BENGZON, JR.

s/Adolfo S. Azcuna
t/ADOLFO S. AZCUNA

SIGNED IN THE PRESENCE OF:

s/Francisco M. de Castro

s/Eligible

ACKNOWLEDGMENT

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

Before me, a Notary Public for and in Makati City, Philippines, on this 21st day of July 1975, personally appeared the following persons with their Residence Certificates indicated opposite their respective names:

<u>Name</u>	<u>Community Tax Certificate No.</u>	<u>Place/Date Issued</u>
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- | | | |
|---------------------------|---------------|--|
| 1. George Edwin Bogaars | Identify Card | Singapore |
| Passport No. | No. 0258322D | |
| 2. Chua Chor teck | Identify Card | |
| Passport No. | No. 1192869B | Singapore |
| 3. Benjamin P. Mata | A-6760101 | January 9, 1975/Manila |
| T.A.N. 1370-916-7 | | |
| 4. Jose F.S. Bengzon, Jr. | A-2300892 | January 7, 1975/
Lingayen, Pangasinan |
| T.A.N. 1081-970-4 | | |
| 5. Adolfo S. Azcuna | A-364142 | February 10, 1975 |

known to me and to me known to be the same persons who signed and executed the foregoing Articles of Incorporations, as they acknowledged to me that the same is their free will and voluntary act and deed.

This instrument is an Articles of Incorporation of KEPPEL PHILIPPINES SHIPYARD, INC. and consists of eleven (11) pages including this page, signed by the incorporators and their instrumental witnesses on page 10 of this instrument.

SIGNED AND SEAL at the date and place first above written.

(signed)
 JULIET M. EUSTAQUIO
 Notary Public P.T.R. No. 0463427
 Issued at San Juan, Rizal

Doc. No. 340;
 Page No. 69;
 Book No. IV;
 Series of 1975.

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

SECRETARY'S CERTIFICATE

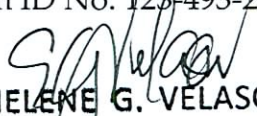
I, MA. MELVA E. VALDEZ, of legal age, Filipino, with office address at 6th Floor SOL Building, 112 Amorsolo Street, Legaspi Village, Makati City, after having been duly sworn, hereby depose and state that:

1. I am the duly elected Corporate Secretary of KEPPEL PHILIPPINES HOLDINGS, INC., a corporation duly organized and existing under and by virtue of Philippine Laws (SEC Reg. no. 62596) with principal office at Unit 3-B Country Space 1 Building, 133 Sen. Gil Puyat Avenue, Salcedo Village, Barangay Bel-Air, Makati City;
2. To the best of my knowledge, no action or proceeding has been filed or is pending before any Court or tribunal involving an intra-corporate dispute and/or claim by any person or group against the stockholders, the Board of Directors, individual directors and/or major corporate officers of the Corporation as its duly elected and/or appointed directors or officers or vice versa.
3. This Certification is issued in compliance with the requirements of the Securities and Exchange Commission (SEC) in amending the articles of incorporation of the Company and for all other legal purpose it may serve.

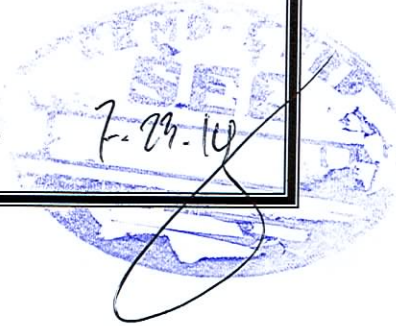

MA. MELVA E. VALDEZ
Corporate Secretary

SUBSCRIBED AND SWORN to before me on this 22nd day of July 2014 at Makati City; affiant exhibited to me her Tax Identification ID No. 123-493-209.

Doc. No. 42;
Page No. 10;
Book No. 2;
Series of 2014.


ETHELENE G. VELASCO
Notary Public, App. No. M-501, Makati City
Valid until: 31 December 2015
JGLaw, 6th Floor, SOL Bldg., 112 Amorsolo St.
Legaspi Village, Makati City
PTR No. 4230477, 02 Jan. 2014, Makati City
IBP No. 950784, 06 Jan. 2014, Pangasinan Chapter
Roll No. 62420

**DIRECTOR'S CERTIFICATE OF AMENDMENT
OF THE ARTICLES OF INCORPORATION OF
KEPPEL PHILIPPINES HOLDINGS, INC.
(SEC REGISTRATION NO. 62596)**



We, the undersigned, consisting of a majority of the members of the Board of Directors of **Keppel Philippines Holdings, Inc. (KPHI)** with the Chairman of the Stockholder's Meeting and the Assistant Corporate Secretary countersigning, do hereby certify that:

1. A meeting of the members of the Board of Directors was held on 11 April 2014, for the purpose of considering among other things, the change of the principal office address of KPHI from Makati, Rizal, Philippines to **Unit 3-B Country Space 1 Building, 133 Sen. Gil Puyat Avenue, Salcedo Village, Barangay Bel-Air, Makati City** and the corresponding amendment of KPHI Articles of Incorporation;
2. In the annual meeting of stockholders of said corporation held on 28 May 2014, the stockholders approved the recommendation of the Board of Directors on the change of the principal office address from Makati, Rizal, Philippines to Unit 3-B Country Space 1 Building, 133 Sen. Gil Puyat Avenue, Salcedo Village, Barangay Bel-Air, Makati City and the corresponding amendment of KPHI Articles of Incorporation;
3. Notices of the time, place and purpose of said meetings were made upon each director and stockholder;
4. Pursuant to said notices, a majority of the members of the Board of Directors appeared in person and the stockholders representing at least two-thirds (2/3) of the outstanding capital stock of the corporation were likewise present in person or represented by proxy on the dates and at the places of the meetings;
5. At such meetings upon motion duly made and seconded, the following resolution was adopted by the affirmative vote of at least a

majority of the Board of Directors and the stockholders representing at least 2/3 of the outstanding capital stock:

“RESOLVED, That the Third Article of the Corporation’s Articles of Incorporation be amended to read as follows:

‘Third: That the place where the principal office of the corporation is to be located or established in **Unit 3-B Country Space 1 Building, 133 Sen. Gil Puyat Avenue, Salcedo Village, Barangay Bel-Air, Makati City.**’

RESOLVED FURTHER, that the Vice President/Treasurer of the Corporation, assisted by the Corporate Secretary, Atty. Ma. Melva E. Valdez, Assistant Corporate Secretary, Atty. Lory Anne P. Manuel- McMullin, Atty. Ethelene G. Velasco, or any of the authorized representatives of Jimenez Bello Valdez Caluya and Fernandez Law Offices (JGLaw), with office address at 6th Floor, SOL Building, 112 Amorsolo Street, Legaspi Village, Makati City, be authorized to implement the foregoing, to perform any and/or all acts, and to effect any and/or all amendments to any and/or all documents as may be necessary or appropriate to implement the processing of the foregoing application before the Securities and Exchange Commission (SEC).”

6. The requirements of Section 16 of the Corporation Code of Philippines have been complied with.

7. The attached is a true and correct copy of the Articles of Incorporation of KPHI.

IN WITNESS WHEREOF, we have hereunto set our hands on this 28th day of May 2014 at Makati City.



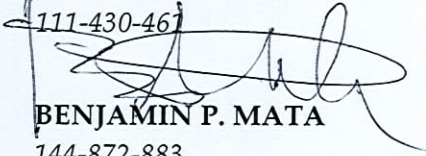
TEO SOON HOE



TOH KO LIN
186-663-041

NOEL M. MIRASOL

111-430-461



BENJAMIN P. MATA
144-872-883



STEFAN TONG WAI MUN
201-588-126

CELSO P. VIVAS

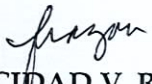
123-305-216

MAYO JOSE B. ONGSINGCO

110-183-667



MA. MELVA E. VALDEZ
123-493-209



FELICIDAD V. RAZON
112-942-756

Countersigned by:



TEO SOON HOE
Chairman of the Meeting



LORY ANNE P. MANUEL-McMULLIN
Assistant Corporate Secretary

JUL 15 2014

SUBSCRIBED AND SWORN to before me this ____ day of _____ 2014 at Makati City; affiants exhibiting to their respective passport numbers and tax identification numbers, to wit:

	Passport No./ TIN	Date/Place Issued
Teo Soon Hoe	453-122-918	
Stefan Tong Wai Mun	201-588-126	
Toh Ko Lin	186-663-041	
Celso P. Vivas	123-305-216	
Noel M. Mirasol	111-430-461	
Mayo Jose B. Ongsingco	110-183-667	
Benjamin P. Mata	144-872-883	
Ma. Melva E. Valdez	123-493-209	
Felicidad V. Razon	112-942-756	



ATTY. GERVACIO B. ORTIZ JR.

NOTARY Public City of Makati
Until December 31, 2014

IBP No. 656155-Lifetime Member
MCLE Compliance No. III-0014282

Appointment No. M-199-(2013-2014)
PTR No. 4225505 Jan. 2, 2014/Makati

Makati City Roll No. 40091
101 Urban Ave. Brav. Pio del Pilar,

Doc. No. 162;
Page No. 74;
Book No. XXXIV
Series of 2014.