



Republic of the Philippines
SECURITIES AND EXCHANGE COMMISSION
 SEC Building, EDSA, Mandaluyong City
 Metro Manila

S.E.C. Reg. No. 62596

**CERTIFICATE OF FILING OF
 CERTIFICATE OF ~~INCREASE~~ OF CAPITAL STOCK
 DECREASE**

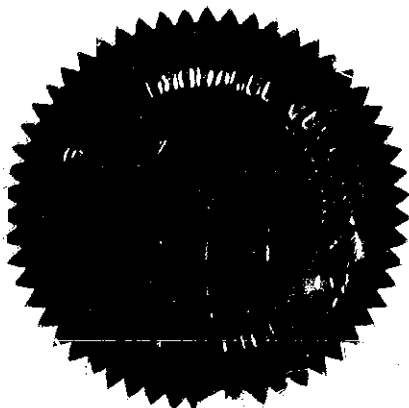
KNOW ALL MEN BY THESE PRESENTS:

THIS IS TO CERTIFY that the certificate of ~~increase~~ ^{decrease} of capital stock of the

KEPPEL PHILIPPINES HOLDINGS, INC.

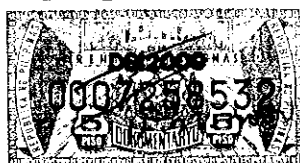
copy annexed, from P 665,000,000.00, divided into 203,000,000 Class A
462,000,000 Class B
 shares with par value of P 1.00 each to P 290,000,000.00 divided
 into 90,000,000 Class A shares with par value of P 1.00 each, approved
200,000,000 Class B
 by a majority of the Board of Directors and the vote of the stockholders owning or
 representing at least two-thirds of the outstanding capital stock at a meeting held on
June 30, 2000, signed by a majority of the directors of the Corporation
 and countersigned by the Chairman and the Secretary of the stockholders' meeting was
 approved by the Commission on the date indicated hereunder in accordance with the
 provision of Section 38 of the Corporation Code of the Philippines (Batas Pambansa Blg.
 68), approved on May 1, 1980, and copies thereof are filed with the Commission.

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 21st day of December, Two Thousand.



Benito A. Cataran
BENITO A. CATARAN
 Officer-In-Charge

Company Registration and Monitoring Department



SEC Number : 62596

File Number : _____

KEPPEL PHILIPPINES HOLDINGS, INC.

(Company's Full Name)

Unit 3-B, Country Space I Bldg., Sen Gil J.

Puyat Avenue, Makati City

(Company's Address)

490-000-163-715

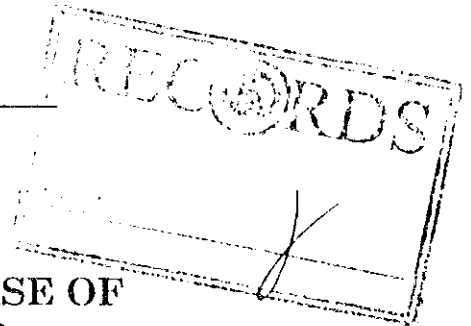
(TIN)

892 1816

(Telephone Number)

892 6510

(Fax Number)



**CERTIFICATE OF DECREASE OF
CAPITAL STOCK AND
AMENDED ARTICLES OF INCORPORATION**

Form Type

777-645

Each Active Secondary License Type and File Name: NONE

**CERTIFICATE OF DECREASE OF
CAPITAL STOCK AND AMENDMENT
OF THE ARTICLES OF INCORPORATION OF
KEPPEL PHILIPPINES HOLDINGS, INC.**

We, the undersigned, consisting of at least a majority of the members of the Board of Directors of Keppel Philippines Holdings, Inc. with the President and Corporate Secretary countersigning do hereby certify that:

1. In the meeting of the Board of Directors held at the Boardroom, New World Renaissance Hotel, Makati City on 30 June 2000, the decrease in the authorized capital stock of the company and the amendment of the Seventh of the Articles of Incorporation was approved, among other things.

2. On the same date, a meeting of the stockholders was held at Ballroom III, New World Renaissance Hotel to ratify, among other things the resolution of the Board of Directors to decrease the authorized capital stock and to amend Article Seventh of the Articles of Incorporation.

3. Pursuant to written notices of the time, place and agenda of said meetings, at least 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 appeared in person or by proxy at said meetings.

4. Upon motion duly seconded, the following resolution was approved by at least a majority of the Board of Directors and subsequently ratified by the stockholders representing at least 2/3 of the outstanding capital stock:

"RESOLVED, That the present authorized capital stock of Keppel Philippines Holdings, Inc. (KPHI) of Six Hundred Sixty Five Million Pesos (P665,000,000.00) divided into Six Hundred Sixty Five Million (665,000,000) shares and which shares consists of Two Hundred Three Million (203,000,000) Class "A" shares and Four Hundred Sixty Two Million (462,000,000) Class "B" shares be reduced to Two Hundred Ninety Million Pesos ((P290,000,000.00) which will consist of Ninety Million (90,000,000) Class "A" shares and Two

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Two Hundred Million (200,000,000) Class "B" shares;

"RESOLVED FURTHER, That to effect the foregoing, KPHI shall return capital to its shareholders in the form of shares of stock that it presently owns in Keppel Philippines Properties, Inc. (KPPI) and Keppel Philippines Marine, Inc. (KPMI) totaling as follows:

KPHI's shareholdings in KPPI :
1,091,357,512
KPHI's shareholdings in KPMI :
121,494,457

"RESOLVED FURTHERMORE, That the basis of the exchange shall be the net book value per share of the KPHI, KPMI and KPPI respectively as of 31 December 1999 and that as a result the exchange ratio shall be 3.8177 KPMI shares for each KPHI share and 2.0485 KPPI shares for each KPHI share;

"RESOLVED FURTHERMORE, That the shareholders' equity will be reduced pro rata;

"RESOLVED FINALLY, That the Articles of Incorporation be amended to read as follows:

"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 Pesos (P90,000,000.00) Class "A" shares which can be owned by Filipinos and Two Hundred Million Pesos (P200,000,000.00) 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.

[Handwritten mark]

[Handwritten signatures and initials]

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 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."

5. The number and amount of shares subscribed and paid of each stockholder after the decrease is hereto attached as Annex "A".

6. The requirements of Section 38 of the Corporation Code have been complied with.

7. No bonded indebtedness has been created or increased as a result of the decrease in capital stock.

8. The total amount of liabilities of said Corporation as of 30 June 2000 is Five Hundred Forty Four Million Six Hundred Twelve Thousand (P544,612,000.00).

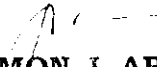
9. The attached are true and correct copies of the Articles of Incorporation amended as aforesaid.


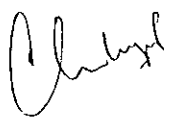

IN WITNESS WHEREOF, we have hereunto set our hands this
day of July 27 2000 2000 at MANILA CITY.

TEO SOON HOE



HOE ENG HOCK

HENRY SY, SR.


RAMON J. ABEJUELA


JOSE MANUEL M. DE JESUS


ISIDRO H. PROTASIO

CHARLES FOO CHEE LEE

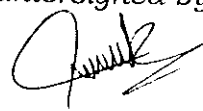

TOH KO LIN

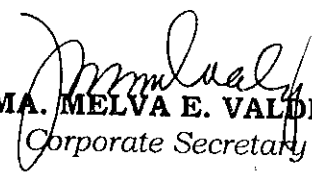

CHARLES YAP GIOK TWEE


FIDEL A. BUGAYONG


GEOFF PHOON CHEK HOONG

Countersigned by:



HOE ENG HOCK
President


MA. MELVA E. VALDEZ
Corporate Secretary

SUBSCRIBED AND SWORN to before me this 27 day of JULY 2000 at Makati City; the following exhibited to me their Comm. Tax Cert./Passport Nos., to wit:

<u>Names</u>	<u>Comm. Tax Cert./ Passport Nos.</u>	<u>Date and Place Issued</u>
Hoe Eng Hock	<u>14490764</u>	<u>2.08.00 / MAKATI CITY</u>
Henry Sy, Sr.		
Ramon J. Abejuela	<u>14440501</u>	<u>1.25.00 / MAKATI CITY</u>
Jose Manuel de Jesus	<u>PPH 77-013791</u>	<u>4.24.96 / MALILLA</u>
Isidro h. Protasio	<u>19468441</u>	<u>3.12.00 / MAZUNGON, SAMPANGANI</u>
Toh Ko Lin	<u>119119560</u>	<u>1.18.00 / SUBIC, ZAMBALS, Prov.</u>
Charles Yap Giok Twee	<u>19065623</u>	<u>1.25.00 / LAPU-LAPU CITY</u>
Fidel A. Bugayong	<u>1444079</u>	<u>1.08.00 / MAKATI CITY</u>
Geoff Phoon Chek Hoong	<u>14490765</u>	<u>2.08.00 / MAKATI CITY</u>

Doc. No. 52;
Page No. 12;
Book No. 1;
Series of 2000.


MARY GRACE O. TECSON-MALABED
NOTARY PUBLIC
UNTIL DECEMBER 31, 2001
PTR NO. 898600616-21-00/MAKATIVITY