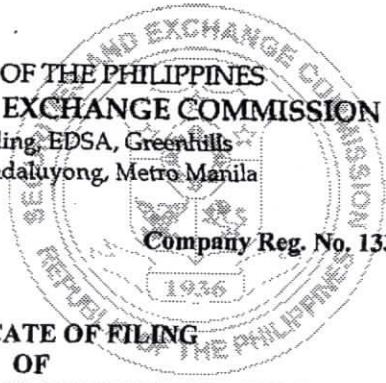




REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

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



Company Reg. No. 133828

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

PRIMEX CORPORATION

(Amending Article VII by changing the par value per share from P1.00 to P0.20 thereof.)

copy annexed, adopted on January 29, 2016 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 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 3rd day of August, Twenty Sixteen.

Date: 6-11-2017 Time: 4:24:12 PM

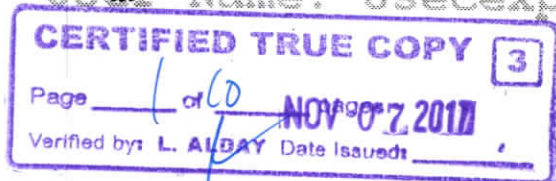

FERDINAND B. SALES
Director

Company Registration and Monitoring Department

www.sec.gov.ph

gl/cpr

User Name: ssecexpress



COVER SHEET

COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

AMENDMENT

SEC Registration Number

1 3 3 8 2 8

Company Name

P R I M E X C O R P O R A T I O N

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

G R I C H B E L T T E R R A C E S , 1 9 A N N A P O

L I S S T , G R E E N H I L L S , S A N J U A N

COMPANY INFORMATION

Company's Email Address

primex_pc@yahoo.com

Company's Telephone Number/s

(02)722-5669

Company's Facsimile Number/s

Name of Contact Person

Robert Dela Cruz

CONTACT PERSON INFORMATION

Email Address

Telephone Number/s

(02)722-5417

Facsimile Number/s

Contact Person's Address

19 Annapolis St., Greenhills, San Juan

To be accomplished by CRMD Personnel

Assigned Processor :

Date

Signature

Document I.D.

Date: 6-11-2017 Time: 4:24:14 PM

Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

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

726-4

User Name: csecexpressc

CERTIFIED TRUE COPY 3

Page 7 of 10 NOV 07 2017 pages

Issued by: ALDAY Date Issued:

AMENDED ARTICLES OF INCORPORATION

OF THE

PRIMEX CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

That we, all of whom are of legal age, Filipino citizens and 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 corporation shall be:

"PRIMEX CORPORATION"

SECOND. That the purpose for which such corporation is formed are:

PRIMARY

To deal and manage in the real estate business in all its aspects; to purchase, lease or in any manner to own, hold, improve and develop for all purposes and to sell, lease, mortgage, or in any manner dispose of or deal with lands and other real property and any interest therein. (As amended on October 10, 2000)

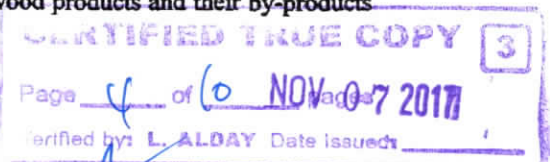
SECONDARY

1. To loan money, to its affiliates and sister companies or to undertake the general management for any person, partnership, or association in carrying on business of any nature either within or without the Philippines, and while acting as such agent, factor, or manager, to perform such acts, enter into such obligations, and carry out such transactions as shall tend to promote the interest that the corporation shall represent; to represent investors and bring them into contact with investments, and to act as fiscal or real estate agent for individuals, firms or corporations: Provided that the management of the aforesaid entities shall not include the management of its funds, securities and other similar assets.

2. To borrow money, to issue all classes of stocks, bonds, or debentures secured by mortgage or mortgages, and to execute promissory notes and evidences of debt of all kinds;

3. To acquire from the Government of the Philippines or any other sovereign, state of authority, supreme, local or otherwise, any concessions, grants, decrees, licenses, rights, or privileges which may seem to the company of being turned into account, and to work, develop, carry out, exercise and turn the same to account; to purchase or otherwise acquire, sell, exchange, deal and turn to account property and rights of all kinds including concessions, patents, trademarks, licenses, plants, equipment, works, and business concerns and undertakings;

4. To acquire, lease, hold, develop and otherwise operate in the Philippines, timber and/or forest concessions; to acquire, lease, let, hold, use, install, construct, maintain and otherwise operate sawmills and other mills, machinery, equipment and appliances, which may be used or are necessary to remove or produce logs and to manufacture lumber, veneer, or plywood, other wood products and their by-products or other articles in the manufacture of which lumber is used; to purchase, sell, lease, let, exchange, transfer, mortgage, pledge, or in any other manner alienate, encumber and deal with machineries, lands, buildings, boats, ferries, docks, railroads or other means for transporting and/or manufacturing its own lumber, logs, veneer and plywood and other wood products and their by-products or other articles; to manufacture, buy, sell, import or otherwise deal with, or traffic in, whether in wholesale or retail, logs, lumber, veneer and plywood or other wood products and their by-products



or other articles in the manufacture of which lumber or timber is used; and generally to carry on the lumber business in all of its branches;

5. To acquire by purchase, exchange, assignment or otherwise and to hold, own and use for investment or otherwise, and to sell, assign, transfer, exchange, lease, let, develop, subdivide, mortgage, pledge, traffic and deal in and with, or otherwise to operate, enjoy and dispose of any and all properties of every kind and description and wherever situated as and to the extent permitted by law, including but not limited to real estate, whether improved or unimproved, agricultural and natural resource projects and any interest or right therein;

6. To enter into any kind of contract, covenant, agreement or obligation with any party in acquiring, selling, holding, leasing or otherwise disposing of any lands, building or other structures, and any stores, shops, suites, rooms, or part of any such buildings and structures, other real properties and general merchandise, whether as principal or agent, upon commission or by shares;

7. To undertake, engage, conduct, and/or carry on a construction business including but not limited to the construction, reconstruction, repair, demolition, erection and maintenance of roads, bridges, streets, houses, buildings, army installation, piers, wharves, highways, plants, docks, waterworks, railroads, railway structures, warehouses, airports, quarries and all kinds of works either public and/or private through bidding, contract, sub-contract, or by joint venture through negotiation and to perform other works incidents or in connection thereto in carrying out the purpose of the corporation;

8. To engage in the business of procuring, raising, culturing, cultivating, obtaining, catching, buying and selling fish and other aquatic and marine products either by direct ownership or lease and/or operation of fishponds, fish pens, fishing boats, barges, or any other contrivances for the catching or obtaining fish and other aquatic and marine products or by purchasing the same from others, local or abroad, and to sell, barter, or dispose of in any manner, locally and/or abroad, the said products procured, raised, obtained, caught or bought;

9. To import, export and sell foreign and indigenous goods;

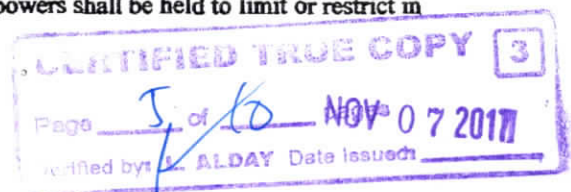
10. To engage in the hauling business;

11. To acquire by purchase, exchange, assignment, gift or otherwise and to hold, own, and use for investment or otherwise, and to sell, assign, transfer, exchange, mortgage, pledge, traffic and deal in and with and otherwise, to enjoy and dispose of any bonds, debentures, promissory notes, shares of capital stock, or other securities or obligations created, negotiated or issued by any corporation, association, or other entity, foreign or domestic, and while the owner thereof, to exercise all the rights, powers and privileges of ownership, including the right to receive, collect, and dispose of, any and all dividends, interest and income derived therefrom, and the right to vote on any share of the capital stock, and upon any bonds, debentures, or other securities, having voting power as owned, and to issue proxies for said purpose, but only to the extent permitted by law;

12. To aid, in any manner authorized by law, any corporation, association, partnerships, individual or other entity of which this corporation is a creditor, or of which any bonds, debentures, promissory notes, shares of capital stock, or other securities, or obligations or any interest therein, are held or owned by this corporation, and generally to do any lawful acts or things designed to promote, protect, preserve, improve or enhance the value of any such bonds, debentures, promissory notes, shares of capital stock, securities or obligations;

13. To do all such other things which are incidental or conducive to the attainment of the above objects or any of them or which may be conveniently carried on in connection therewith, or which may be calculated directly or indirectly to enhance the value of or render profitable any business or property of the corporation: provided that nothing shall be done in connection with any of the above objects which is prohibited by any law of the Philippines now or hereafter in force;

14. The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of specific powers shall be held to limit or restrict in any manner the general powers of the corporation;



THIRD. That the place where the principal office of the corporation is to be established or located at 19 Annapolis St., Greenhills, San Juan City. (As amended on December 22, 2014)

FOURTH. That the terms for which corporation is to exist is FIFTY (50) years from the date of incorporation.

FIFTH. That the names and residences of the incorporators of said corporation are as follows:

<u>NAMES</u>	<u>CITIZENSHIP</u>	<u>RESIDENCES</u>
Ernesto O. Ang	Filipino	6 Young St. Corinthian Gardens, Quezon City
Eduardo O. Ang	Filipino	465 McArthur Highway, Dalandanan Valenzuela, Metro Manila
Emilio O. Ang	Filipino	465 McArthur Highway, Dalandanan Valenzuela, Metro Manila
Gonzalo C. Dy	Filipino	156 San Nicolas St., Binondo, Manila
Gloria A. Dy	Filipino	156 San Nicolas St., Binondo, Manila

SIXTH. That the number of directors of said corporation shall be nine (9), including two (2) independent directors or at least twenty (20%) percent of the Board size, whichever is lesser and that 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 June 20, 2008)

<u>NAMES</u>	<u>RESIDENCES</u>
Ernesto O. Ang	6 Young St., Corinthian Gardens, Quezon City
Eduardo O. Ang	465 McArthur Highway, Dalandanan Valenzuela, Metro Manila
Emilio O. Ang	465 McArthur Highway, Dalandanan Valenzuela, Metro Manila
Gonzalo C. Dy	156 San Nicolas St., Binondo, Manila
Gloria C. Dy	156 San Nicolas St., Binondo, Manila

SEVENTH. That the authorized capital stock of said corporation is Nine Hundred Million Pesos (P900,000,000.00). Philippine Currency, and said capital stock is divided into Three Billion Five Hundred Million (3,500,000,000) common shares with par value of Twenty Centavos (P0.20) per share and One Billion (1,000,000,000) preferred shares with par value of Twenty Centavos (P0.20) per share. (As amended on January 29, 2016)

Preferred shares may be issued from time to time in one or more series as the Board of Directors may determine, and authority is hereby expressly granted to the Board of Directors to establish and designate each particular series of preferred shares, to fix the number of shares to be included in each such series, and to determine the cash dividend rate, the amount and the price, and the rate, period, and manner of conversion and redemption of the preferred shares for each of such series. To the extent not set forth in this Article Seventh, the specific terms and restrictions of each series of preferred shares shall be specified in such resolution (the "Enabling Resolutions") as may be adopted by the Board of Directors prior to the issue of each series, which Enabling Resolutions shall be filed with and approved by the Securities Exchange Commission and thereupon be deemed part of these Articles of Incorporation.

The holders of such preferred shares of each and any series shall be entitled to receive cash dividends at such rate or amount as may be fixed in the Enabling Resolutions for such series but in no

Page 6 of 6 NOV 07 2017
Verified by: ALDAY Date Issued: _____

700,000,000
200,000,000
900,000,000

case to exceed twelve (12%) percent per annum. Such dividends shall be cumulative from and after the date of issue of the preferred shares, whether or not in any period the amount thereof is covered by available unrestricted retained earnings. No dividends shall be declared or paid on the common shares unless the full accumulated dividends on all series of preferred shares for all past dividend periods and for the then current dividend period shall have been declared and paid by the corporation. The holders of preferred shares or any series shall not be entitled to any participation or share in the retained earnings remaining after dividend payments shall have been made on the preferred shares.

The holders of preferred shares shall not be entitled to vote except (a) in those cases expressly provided by law, and (b) in the event that as of the date of the notice convening a meeting of the stockholders of the corporation, the cumulative preferential dividend referred to in the immediately preceding paragraph is six months or more in arrears.

Preferred shares of each and any series shall be convertible to common shares at such rate, in such manner and within such period as may be fixed in the Enabling Resolutions for each series.

Preferred shares of each and any series shall be redeemable in such manner and within such period as may be fixed in the Enabling Resolutions for such series. Any and all preferred shares redeemed, whether pursuant to a share conversion or otherwise, shall not be considered retired and may be reissued by the corporation. In the event of liquidation, dissolution, bankruptcy or winding up of the affairs of the corporation, the holders of preferred shares shall be entitled to be paid in full or ratably to the extent that the remaining assets of the corporation shall permit, an amount equivalent to the issue price of such preferred shares plus all accumulated and unpaid dividends up to the then current dividend period, before any assets of the corporation shall be paid or distributed to the holders of common shares.

All stockholders of the corporation shall not enjoy pre-emptive rights to subscribed to or purchase any or all issues or dispositions of shares of any class of the corporation, provided, that the stockholders shall be notified of any new issue of shares by the corporation through a notice to be published and in such frequency as shall be determined by the Board of Directors.(As amended on October 10, 2000)

EIGHTH. That the amount of capital stock which has been actually subscribed is FIVE MILLION PESOS (P 5,000,000.00), Philippine Currency, made up as follows:

<u>STOCKHOLDERS</u>	<u>NO. OF SHARES SUBSCRIBED</u>	<u>AMOUNT</u>
PRIMEX REALTY CORP.	4,000	P 4,000,000.00
ERNESTO O. ANG	400	400,000.00
EDUARDO O. ANG	200	200,000.00
EMILIO O. ANG	200	200,000.00
GONZALO C. DY	100	100,000.00
GLORIA A. DY	<u>100</u>	<u>100,000.00</u>

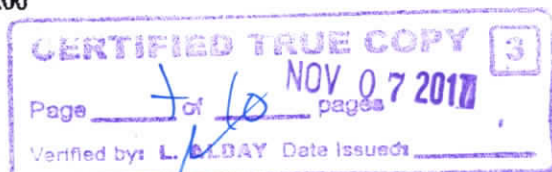
TOTAL: 5,000 Date: 6-11-2017 Time: 4:24:23 PM 5,000,000.00

NINTH. That the following persons have paid on the shares of capital stock for which they have subscribed the amount set out after their respective names.

<u>NAMES</u>	<u>AMOUNT PAID ON SUBSCRIPTION</u>
PRIMEX REALTY CORP.	P 1,000,000.00
ERNESTO O. ANG	100,000.00
EDUARDO O. ANG	50,000.00

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User Name: 8secexpressc

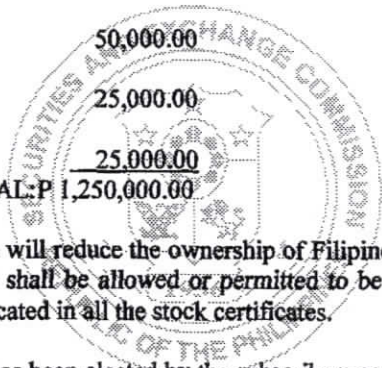


EMILIO O. ANG

GONZALO C. DY

GLORIA A. DY

50,000.00
 25,000.00
 25,000.00
 TOTAL: P 1,250,000.00



TENTH. That no transfer of stock which will reduce the ownership of Filipino citizens to less than the required percentage of the capital stock shall be allowed or permitted to be recorded in the proper books and this restriction shall also be indicated in all the stock certificates.

ELEVENTH. That ERNESTO O. ANG has been elected by the subscribers as the Treasurer of the corporation to act as such until his successor is duly elected and qualified in accordance with the By-Laws and that as such Treasurer, he has been authorized to receive for the corporation and to issue receipts in its name for all subscriptions paid in by said subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands this 16th day of June, 1986 at San Juan, Rizal, Philippines.

 ERNESTO O. ANG (sgd.)

 EDUARDO O. ANG (sgd.)

 EMILIO O. ANG (sgd.)

 GONZALO C. DY (sgd.)

 GLORIA A. DY (sgd.)

 PRIMEX REALTY CORP.
 By: ERNESTO O. ANG (sgd.)

SIGNED IN THE PRESENCE OF :

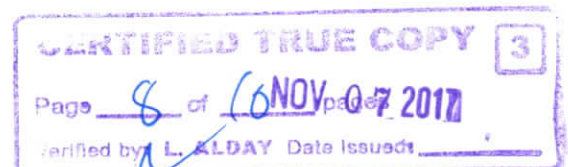
 WITNESS (sgd.)

 WITNESS (sgd.)

Date: 6-11-2017 Time: 4:24:24 PM

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ACKNOWLEDGEMENT

BEFORE ME, a Notary Public, for and in the City of San Juan, Rizal, Philippines, personally appeared this 18th of June, 1986 at San Juan, Rizal, the following persons with their corresponding residence certificates:

NAMES	RES. CERT. NO.	DATE & PLACE ISSUE
PRIMEX REALTY CORP.	# 269294 TAN: 0121-226-P	2-17-86 Makati, Metro Mla.
ERNESTO O. ANG	# 11927168 TAN: A-5261-E2947-A-1	2-19-86 Makati, Metro Mla.
EDUARDO O. ANG	# 14229094 E TAN: A-5232-L0244-A-6	2-22-86 Valenzuela, M.M.
EMILIO O. ANG	# 42290995 E TAN: 4965-665-3	2-28-86 Valenzuela, M.M.
GONZALO C. DY	# 66085 F TAN: 5326-A-1050A-2	2-26-86 Manila
GLORIA A. DY	# 66085 F TAN: 5326-A-1050A-2	2-26-86 Manila

Known to me to be the persons who have executed the foregoing Articles of Incorporation consisting of six (6) pages including this page and they have acknowledged to me that the same is their free act and that of the corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 18th day of June, 1986 at S.J. Rizal, Philippines.

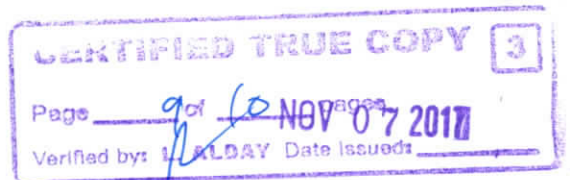
Nelly B. Molina (sgd.)
NOTARY PUBLIC
PTR-0472147-K
Issued on Feb. 5, 1986
Ay S.J. Rizal

Doc. No. 333;
Page No. 84;
Book No. 2;
Series of 1986.

Date: 6-11-2017 Time: 4:24:26 PM

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User Name: 8secexpressc



SECURITIES AND EXCHANGE COMMISSION
FORM-CFD
JUL 25 2016

DIRECTORS' CERTIFICATE

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned majority of the Board of Directors, and the Corporate Secretary, do hereby certify that the Articles of Incorporation of Primex Corporation was amended by a majority vote of the directors and the vote of stockholders representing at least two-thirds (2/3) of the outstanding capital stock in a meeting held on January 29, 2016 at the Pasig Function Room, Valle Verde Country Club.

The amendment provisions of the attached Amended Articles of Incorporation refer to Articles VII. - Decrease in Par Value.

In witness whereof, we have hereunto signed this certificate this 29th day of January, 2016 at San Juan, M.M.

[Signature]
ERNESTO O. ANG
TIN # 108-929-290

[Signature]
EDUARDO O. ANG
TIN # 137-744-124

[Signature]
EMILIO O. ANG
TIN # 137-744-132

[Signature]
EDGARD O. ANG
TIN # 109-929-273

[Signature]
ERICSON O. ANG
TIN # 108-929-281

[Signature]
JOSSE O. CHAN
TIN # 108-929-224

[Signature]
BENITO CHUA CO KIONG
TIN # 100-809-658

[Signature]
WILLY G. ONG
SSS # 03-8254401-9

Countersigned:

[Signature]
KARLVIN ERNEST L. ANG
Corporate Secretary
TIN # 212-621-196

FEB 17 2016

SUBSCRIBED AND SWORN TO before me this _____ day of _____, 2016, affiants presenting their respective valid identification numbers indicated below their respective signatures.

WITNESS MY HAND AND SEAL;

www.sec.gov.ph

BOOK NO. 458
PAGE NO. 02
BOOK NO. 90
SERIES OF 20 16

JOEL G. GORDOLA
Notary Public

Commission expires until December 31, 2017
Adm. No. 069, Roll No. 25103, IBP No. 1013094
PTR No. 1876362, 1-0416, D.C.
TIN 126-768-6301, MOLE-NS V-0001531
Until 1 # 878 Quirino Highway, Gulod, Novaliches, Q.C.

TRUE COPY 3
NOV 07 2017
Page 19 of 10 pages
Notified by L. ALDAY Date Issued _____