



9 September 2014

THE PHILIPPINE STOCK EXCHANGE, INC.

3/F Philippine Stock Exchange Plaza
Ayala Triangle, Ayala Avenue
Makati City, Metro Manila

Attention: **Ms. Janet A. Encarnacion**
Head, Disclosure Department

Gentlemen:

Please be advised that the Corporation received today the approval by the Securities and Exchange Commission (SEC) of the following amendments to the Corporation's Articles of Incorporation:

1. Article One : changing the corporate name from "Sinophil Corporation" to "**Premium Leisure Corp.**".
2. Article Two : changing the primary purpose of the Corporation to authorize it to engage in and/or invest in gaming-related businesses.
3. Article Three : changing the Corporation's principal office from "Metro Manila" to "5th Floor, Tower A, Two E-Com Center, Palm Coast Avenue, Mall of Asia Complex, Pasay City, Metro Manila" in compliance with SEC Memorandum Circular No. 6, Series of 2014.
4. Article Seven : increasing the Corporation's authorized capital stock from 16,130,000,000 shares to 43,630,000,000 shares, or by 27,500,000,000 Common Shares.

For your ready reference, attached are copies of (i) the SEC Certificate of Filing of Amended Articles of Incorporation, and (ii) SEC Certificate of Increase of Authorized Capital Stock both dated 5 September 2014.

In light of the approval by the SEC of the Corporation's new corporate name, Premium Leisure Corp., we would like to request the Exchange that the trading symbol of the Corporation's listed securities be likewise changed from "SINO" to "**PLC**". The Corporation will, of course, comply with the Exchange's requirement that the Corporation's new corporate name be published in a newspaper of general circulation once a week for two (2) consecutive weeks from the SEC date of approval.


Thank you for your kind attention.

Very truly yours,



A. BAYANI K. TAN
Corporate Secretary

Encls. : a/s



F:\DATA\CLIENTS\285\LT\PSE\SEC APPROVAL OF AOI AMENDMENTS AND INCREASE.DOC
ABKT/JCN/RCC/ASB/ICU/cely/285-2-003 and 285-2-037



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

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

COMPANY REG. NO. ASO93-009289

**CERTIFICATE OF FILING
OF
AMENDED ARTICLES OF INCORPORATION**

KNOW ALL PERSONS BY THESE PRESENTS:

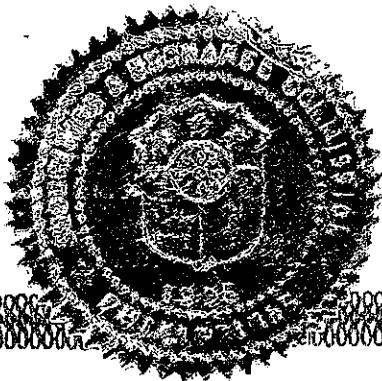
This is to certify that the amended articles of incorporation of the

PREMIUM LEISURE CORP.
(Formerly: Sinophil Corporation)
(Amending Articles I, II, III and VII thereof)

copy annexed, adopted on June 02, 2014 by majority vote of the Board of Directors and on July 18, 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 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, pre-need plan issuer, general agent in pre-need plans and time shares/club shares/membership certificates issuers or selling agents thereof. Neither does 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 5th day of September, Twenty Fourteen.




FERDINAND B. SALES

Director

Company Registration and Monitoring Department

AMENDED¹
ARTICLES OF INCORPORATION
OF

PREMIUM LEISURE CORP.
(formerly SINOPHIL CORPORATION)

KNOW ALL MEN BY THESE PRESENTS:

WE, all of legal age and residents of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Republic of the Philippines;

AND WE HEREBY CERTIFY THAT:

FIRST. The name of the corporation shall be -

PREMIUM LEISURE CORP.²

(hereinafter called the "Corporation").

SECOND. The purposes for which the Corporation is formed are as follows:

P R I M A R Y

To acquire by purchase, exchange, assignment or otherwise; to hold, own and use for investment or otherwise; to sell, assign, transfer, exchange, lease, let, develop, mortgage, pledge, traffic and deal in and with and 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, as well as buildings, tenements, warehouses, factories, edifices and structures, irrigation work and other improvements, fishponds, salt beds and other productive work ; and 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; including those engaged in leisure and gaming businesses; and while the owner, holder or possessor thereof, to exercise all the rights, powers and privileges of ownership or any other interest therein, including the right to receive, collect and dispose of, any and all rentals, dividends, interest and income, derived therefrom, and the right to vote on any proprietary or other interest, on any shares of the capital stock, and upon any bonds, debentures, or other securities having voting power, so owned or held; provided that the corporation shall not engage in the business of an Open End investment company as defined in the Investment Company Act (Republic Act No. 2629), without first complying with the applicable provisions of said Act.³

¹ As amended by the Board of Directors on 2 June 2014 and by the shareholders representing at least 2/3 of the outstanding capital stock during the Annual Stockholders' Meeting held on 18 July 2014.

² *Ibid.*

³ *Ibid.*

SECONDARY PURPOSES

1. To purchase or otherwise acquire, assemble, install, construct, equip, repair, remodel, maintain, operate, hold, own, lease, rent, mortgage, charge, sell, convey or otherwise dispose of, any and all kinds of gas works, mills, factories, installations, plants, shops, laboratories, terminals, office buildings and other buildings and structures, roads, railroads, cars, railroad equipment, garages, motor and road equipment, aircraft and aircraft equipments, aviation fields, telephone and telegraph lines, transmission lines, wireless facilities, water works, reservoirs, dams, canals, waterways, bridges, ports, docks, piers, wharves, marine equipment, and any and all kinds of machinery, apparatus, instruments, fixtures and appliances;

2. To construct and maintain conduits, pipelines and lines of tubing for general purposes as well as for the use of said corporation, and to lay, rig, buy, lease, sell by wholesale, and otherwise contract for, and operate said conduits, pipelines and lines of tubings, as well as storage tanks, trailways, tramways, roadways and tracks, for the purpose of transporting and storing oil and gas, and of operating a general pipeline and storage business; to buy, sell, charter, operate and maintain tank steamers and other vessels of all kinds for the transportation of merchandise dealt in by the corporation;

3. To acquire by purchase, lease, contract, concession or otherwise any and all real estate, lands, land patents, options, grants, concessions, franchises, water and other rights, privileges, easements, estates, interests and properties of every kind and description whatsoever; or any other business in which the corporation may lawfully engage, and to own, hold, operate, improve, develop, reorganize, manage, grant, lease, sell, exchange or otherwise dispose of all, the whole or any part thereof; to purchase, drill for or otherwise acquire and to use, store, transport, distribute, sell or otherwise dispose of, water; and to acquire by purchase, lease, or otherwise and to erect, construct, enlarge, own, hold, maintain, use and operate water works and water systems for supplying water and water power for any and all uses and purposes; to purchase, create, generate or otherwise acquire, use, sell, supply or otherwise dispose of, electric current and electric steam and water power of every kind and description, and to sell, supply or otherwise dispose of, light, heat and power of every kind and description;

4. To enter into any arrangement for sharing profits, union of interests, joint venture, reciprocal concession or otherwise with any person or company engaging in or about to engage in any business or transaction which the corporation is authorized to carry on or engage in any business or transaction that may directly or indirectly benefit the corporation;

5. To engage in the business of exploration, drilling, development, extraction, production and exploitation of oil, petroleum and gas and all kinds of volatile materials, ores, metals, chemical substances, minerals and natural resources, all products and by-products thereof, and to process, manufacture, refine, prepare for market, transport or otherwise deal in the same in crude or refined condition; to buy, sell, exchange, lease, acquire interests in Service Contracts and all other forms of contracts or concessions dealing in lands, mines and mineral rights and claims and exploration rights and to conduct all business appertaining thereto; to purchase, lease, acquire, or otherwise, to own, hold and maintain and to mortgage, pledge, lease, sell or otherwise dispose of petroleum, gas and oil, concessions, leases, royalties and permits, lands and real estate of all kinds, and the oil, gas and mineral rights and interests therein, to develop such lands, concessions, lease, rights and interests by and to enter into, acquire, carry out and execute contracts for drilling wells, laying of pipes and installation of rigs, platforms, machinery and equipment, and to engage generally, as may be permitted by law, in the business of either

directly or through equity investment in companies engaged in mining, manufacturing, contracting and servicing, in addition to oil exploration.⁴

6. To purchase, acquire, and take over all or any part of the rights, assets, business and property of any person, partnership, corporation or association and to undertake and assume the liabilities and obligations of such persons, partnership, corporation or association whose rights, assets, business or property may be purchased, acquired or taken over;

7. To act as manufacturers' representatives, indentors, commission merchants, commercial brokers or agents, or in any other representative capacity, for natural and juridical persons, whether domestic or foreign;

8. To act as managers, managing agents or administrators of corporation, partnership, or persons, with respect to their businesses or properties and to undertake, carry on, assist or participate in the management, reorganization or liquidation of corporations, partnerships, and other forms of business firms and entities;

9. To purchase or otherwise acquire, obtain an interest in, own, hold, pledge, mortgage, assign, deposit, create trusts, exchange, sell and otherwise dispose of, alone or in syndicates or otherwise in conjunction with others; and generally deal in and with all or any of the following: all kinds of shares, stocks, voting trust certificates, trust certificates, bonds, mortgages, debentures, trust receipts, notes and other certificates, obligations, contracts, choses in action and evidences of indebtedness generally of any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, and evidences of any interest therein or in respect thereto; to acquire, purchase, sell or otherwise dispose of its own shares of capital stock or any securities or other obligation of the Corporation, provided that the Corporation shall not engage in stock brokerage business;

10. To purchase, own, sell, assign, negotiate, mortgage, pledge or otherwise dispose of accounts receivable, negotiable instruments, letters of credit and other evidences of indebtedness or other obligations for the payment of money owed by any person, partnership, corporation or association, or to undertake, under such terms and conditions as the Corporation may deem fit, the collection of such accounts receivable, notes receivable, negotiable instruments, letters of credit and other evidences of indebtedness or other obligations for the payment of money;

11. To engage in the business of manufacturing, processing, assembling, and/or fabricating and exporting, importing, buying, acquiring, holding, selling or otherwise disposing of and dealing in goods, wares, supplies, materials, articles, merchandise, commodities, equipment, hardware, appliances, minerals, metals, timber, lumber and real and personal properties of every kind, class and description, whether natural or artificial which may become articles of commerce, and in connection therewith, to act as indentor, principal or agent, manufacturer's representative, commission merchant, merchandise broker, factor, consignment agent or in any other representative capacity for foreign and domestic juridical entities or natural persons.

AND IN FURTHERANCE OF THE FOREGOING PURPOSES -

1. To acquire or obtain from any governmental authority or authorities, national or municipal or from any corporation, company, entity or person, such charters, franchises, licenses, permits, patents, trade mark, trade name, trade secret, invention, copyright, or other rights and privileges which may be conducive to or necessary or desirable for the attainment of any of the objects and purposes of the Corporation;

⁴ As approved by the Securities and Exchange Commission on 3 June 1997.

2. To construct, erect, and build, to purchase, lease or otherwise acquire, to own, manage, or in any manner dispose of or encumber, pipelines, plants, refineries, stations, systems, tank cars, vessels, appliances, machinery, structures, equipment and facilities of all kinds for manufacturing, treating, processing, concentrating, distilling, and in any manner dealing in gas, petroleum and other oils, mineral and volatile substances, asphalt, bitumen and bituminous substances and other similar products of every kinds and character for any and all purposes whatsoever.

3. To acquire, own, improve, develop, sell, lease, and convey lands and tenements or any right, title, interest, or privilege therein; to search, explore, examine, prospect for, ores, minerals and mineral substances of all kinds, grades, forms, descriptions and combinations, including but not limited to copper, nickel, manganese, gold, silver, zinc, brass, iron, tin, asbestos, sulfur and other sub-oil products and sub-surface deposits of every nature and the products and by-products which may be derived, produced, prepared, developed, compounded, made or manufactured therefrom and substances obtained by mixing any of the foregoing with other substances; to locate, purchase, lease and acquire land and/or offshore areas with rights to prospect, drill, mine, bore and sink wells and shafts; to prospect, drill, produce, convey and transport oil, petroleum and gas, to carry on the business of storing and prospecting for, mining, producing, refining, manufacturing, piping, transporting, buying and selling petroleum and other oil products and by-products;

4. To purchase, acquire, hold, lease, sell, and convey such real and personal properties which are necessary for the conduct of the corporate business;

5. To purchase, acquire, hold, sell, dispose of or otherwise deal in and with shares, bonds, and other securities created by any company having objectives or purposes altogether or in part similar to those of the Corporation, and while the owner or holder thereof to exercise all the rights and incidents of ownership, including the right to vote the same, to receive, collect and dispose of the interests, dividends and income therefrom;

6. To deal in and with the properties of the Corporation in such manner as may from time to time be considered necessary for the advancement of the business interests of the Corporation and to sell, dispose of or transfer the business, goodwill, properties and undertaking of the Corporation or any part thereof for such consideration and under such terms as it shall see fit to accept under the circumstances;

7. To borrow or raise money necessary to meet the financial requirements of the Corporation by the issuance of bonds, promissory notes and other evidences of indebtedness, and to secure the repayment thereof by mortgage, pledge, deed of trust or lien upon the properties of the Corporation, or to issue, pursuant to law, shares of its capital stock, debentures, bonds, warrants, notes or other evidence of indebtedness in payment of or exchange for properties or rights acquired by the Corporation or for money borrowed in the prosecution of its business;

8. To do and perform all acts and things necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of the corporation, including the exercise of the powers, authorities and attributes conferred upon corporation organized under the laws of the Philippines in general and upon domestic corporations of like nature in particular.

The foregoing clauses shall each be construed as purposes and powers and the matters expressed in each clause or any part of any clause shall in no wise be limited by reference to or inference from any other clause or any other part of the same clause but shall be regarded as independent purposes and powers, and the enumeration of specified purposes and powers shall not be construed to limit or restrict in any manner the meaning of the general purposes and powers of the Corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature, not expressed. Likewise, the purposes and powers specified herein shall not be regarded in any manner as a limitation of the powers granted or allowed to and

exercisable by the Corporation under the Corporation Code and other applicable statutes of the Republic of the Philippines.

THIRD. The principal office of the Corporation shall be established or located at the 5th Floor, Tower A, Two E-Com Center, Palm Coast Avenue, Mall of Asia Complex, Pasay City, Metro Manila.⁵

FOURTH. The term for which the Corporation is to exist shall be fifty (50) years from and after the date of incorporation.

FIFTH. The names, citizenship and addresses of the incorporators of the Corporation are as follows:

Name	Citizenship	Address
Gregorio T. Yu	Filipino	Grd. Floor, Morning Star Center Sen. Gil J. Puyat Avenue Makati, Metro Manila
Enrique Y. Teehankee	Filipino	Grd. Floor, Morning Star Center Sen. Gil J. Puyat Avenue Makati, Metro Manila
B. Patrick Sy	Filipino	Grd. Floor, Morning Star Center 347 Sen. Gil J. Puyat Avenue Makati, Metro Manila
A. Bayani K. Tan	Filipino	156 Wilson Street San Juan, Metro Manila
Ma. Gracia P. Tan	Filipino	156 Wilson Street San Juan, Metro Manila

SIXTH. The number of directors of the Corporation shall be SEVEN (7)⁶ and the names, citizenship and addresses 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:

Name	Citizenship	Address
Gregorio T. Yu	Filipino	Grd. Floor, Morning Star Center Sen. Gil J. Puyat Avenue Makati, Metro Manila
Enrique Y. Teehankee	Filipino	Grd. Floor, Morning Star Center Sen. Gil J. Puyat Avenue Makati, Metro Manila
B. Patrick Sy	Filipino	Grd. Floor, Morning Star Center 347 Sen. Gil J. Puyat Avenue Makati, Metro Manila
A. Bayani K. Tan	Filipino	156 Wilson Street San Juan, Metro Manila
Ma. Gracia P. Tan	Filipino	156 Wilson Street San Juan, Metro Manila

SEVENTH. The capital stock of the Corporation is Ten Billion Nine Hundred Seven Million Five Hundred Thousand Pesos (₱10,907,500,000.00), Philippine Currency, divided into Thirty-Seven

⁵ As amended by the Board of Directors on 2 June 2014 and by the shareholders representing at least 2/3 of the outstanding capital stock during the Annual Stockholders' Meeting held on 18 July 2014.

⁶ As approved by the Securities and Exchange Commission on 21 April 2014.

Billion Six Hundred Thirty Million (37,630,000,000) Common Shares and Six Billion (6,000,000,000.00) Preferred Shares both with par value of Twenty-Five Centavos (₱ 0.25), Philippine Currency, per share.⁷

A description of the different classes of stock of the Corporation and a statement of the designations and powers, preferences and rights, and conversions, limitations, or restrictions thereof, in respect of each class of stock, is as follows:

1. Common Shares shall have full voting rights and except as may be otherwise provided in these Articles of Incorporation all shares shall have the same rights and enjoy the same privileges. Unless the Board of Directors authorize the issuance of Preferred Shares in accordance with the Articles of Incorporation, all issuances of shares by the Corporation shall be Common Shares.

2. Preferred Shares may be issued from time to time by the Board of Directors which is hereby authorized to adopt resolutions authorizing the issuance thereof in one or more series for such number of shares and relative rights and preferences as it may deem beneficial to the Corporation. The resolution so adopted shall be recorded with the Securities and Exchange Commission and thereupon be deemed an amendment and part of this Articles of Incorporation. Subject to any commitment contained in a prior issued series, the resolution(s) herein authorized to be adopted by the Board of Directors shall specify with respect to a given series:

- (a) the number of shares to constitute such series and the distinctive designations thereof;
- (b) the terms of payment on the subscription, whether partial or full, and in the case of the former, the relative rights thereof as to dividends, voting rights, convertibility and the like;
- (c) the annual dividend rate, if any, on the shares of such series which shall be fixed or variable, considering the rate of return of such securities at the time of issue, the cumulation or non-cumulation of dividends, the date or dates of cumulation or accrual, but dividends shall be deemed to cumulative from date of issue unless otherwise specified in the resolution creating such series;
- (d) the time(s) and price(s) of redemption, if any, of the shares of such series;
- (e) the terms and conditions of a retirement or sinking fund, if any, for the purchase or redemption of the shares of such series;
- (f) the amount which shares of such series shall be entitled to receive in the event of any liquidation, dissolution or winding up of the Corporation (which shall not exceed the consideration received therefor plus accrued and unpaid dividends thereon, if any, nor be less than the par value thereof);
- (g) the convertibility or non-convertibility thereof to other class or classes of shares of the Corporation and if convertible, the terms and conditions, if any, on which shares of such series shall be convertible into, or exchangeable for, shares of stock of any other class or classes, or other series of the same class, of the Corporation;
- (h) the absence of voting rights, of said shares of stock, however each share of Preferred Shares shall have one vote on all corporate matters where the law grants such voting rights;

⁷ As amended by the Board of Directors on 2 June 2014 and by the shareholders representing at least 2/3 of the outstanding capital stock during the Annual Stockholders' Meeting held on 18 July 2014.

- (i) the status as to reissuance or sale of shares of such series redeemed, purchased or otherwise reacquired, or surrendered to the Corporation;
- (j) the conditions and restrictions, if any, on the payment of dividends, or on the making of other distributions and purchase, redemption, or other acquisition by the Corporation or any subsidiary, of the Common Shares or of any other class of stock of the Corporation ranking junior to the shares of Preferred Stock as to dividends or upon liquidation;
- (k) the conditions and restrictions, if any, on the creation of indebtedness of the Corporation, or any subsidiary, or on the issue of any additional stock ranking on a parity with or prior to the shares of such series as to dividends or upon liquidation; and
- (l) such other preferences, rights, restrictions and qualifications as shall not be inconsistent herewith;

3. All shares of preferred stock of the same class shall rank equally and be identical in all respects regardless of series unless otherwise specified by the Board of Directors pursuant to the foregoing provisions of paragraphs 1 and 2 and if shares of any one series are issued at different times, the subsequently issued shares need not be entitled to receive dividends previously paid on the outstanding shares of such series.

4. The holders of Preferred Shares shall be entitled to receive out of the net profits or net assets of the Corporation available for dividends, when and as declared by the Board of Directors, cash dividends at the rate specified for each particular series, and no more, payable quarterly, semi-annually or annually, from and on the date or dates specified for each such series, before any dividends shall be declared and paid upon or set apart for the Common Shares. If dividends on the Preferred Shares of any series are not paid in full when payable or declared in full and sums set apart for the payment thereof, then no dividends shall be declared and paid on any Preferred Shares unless declared paid ratably on all shares of each series of the Preferred Shares then outstanding, including dividends accrued or in arrears, if any, in proportion to the respective amounts that would be payable per share if all such dividends were declared and paid in full.

5. Subject to the provisions of paragraph 3, as to the assets, and in the event of any liquidation or dissolution or winding up of the Corporation (whether voluntary or involuntary) the holders of the Preferred Shares, shall be entitled to receive out of the assets of the Corporation available for distribution to its stockholders, whether from capital, surplus or earnings, the amount specified for each particular series, together with all dividends (whether or not earned) accrued or in arrears, for every share of their holdings of Preferred Shares before any distribution of the assets shall be made to the holders of the Common Shares, and shall be entitled to no other further distribution. If upon any liquidation, dissolution or winding up of the Corporation the assets distributable among the holders of Preferred Shares shall be insufficient to permit the payment in full to the holders of the Preferred Shares of all preferential amounts payable to all such holders, then the entire assets of the Corporation thus distributable shall be distributed ratably among the holders of the Preferred Shares in proportion to the respective amounts that would be payable per share if such assets were sufficient to permit payment in full.

6. For purposes of paragraph 4, neither the consolidation nor merger of the Corporation with or into any other corporation, nor any sale, lease, exchange or conveyance of all or any part of the property, assets or business of the Corporation shall be deemed to be a liquidation, dissolution or winding up of the Corporation within the meaning of this ARTICLE VII, unless the Board of Directors of the Corporation elects to treat such transaction as a liquidation, dissolution or winding up of the Corporation.

7. Subject to the limitations or conditions herein or in the terms of any series, the whole or any part of Preferred Shares at any time outstanding, or the whole or any part of any series thereof, may be redeemed by the Corporation at its election, by resolution of the Board of Directors, upon notice to the

holders of record of the Preferred Shares to be redeemed, given as hereinafter provided, at the time or times and price or prices specified for each particular series together with all dividends (whether or not earned) accrued or in arrears (hereinafter in this ARTICLE VII called the "redemption price"). If less than all of the Preferred Shares then outstanding, or of any series thereof, is to be redeemed, the redemption may be made either by lot or pro rata, in such manners as may be prescribed by resolution of the Board of Directors. A notice of such election shall be mailed by the Corporation, postage prepaid, not less than 30 nor more than 60 days prior to the date specified in such notice as the redemption date, addressed to the respective holders of record of the Preferred Shares to be redeemed at their respective addresses as the same shall appear on the stock transfer records of the Corporation. Notice having been so given unless default shall be made by the Corporation in providing moneys for the payment of the redemption price pursuant to such notice, all dividends on Preferred Shares thereby called for redemption shall cease to accrue from and after the date of redemption specified in such notice. The notice may specify a date (which may be on or prior to the date of redemption so specified) on which the Corporation shall provide the moneys for the payment of the redemption price by depositing the amount thereof with a bank or trust company doing business in Metro Manila, and on the date so specified, all rights of the holders of Preferred Shares called for redemption, as stockholders of the Corporation, except the right to receive the redemption price (but without interest), and the right, if any, to exercise all privileges of conversion specified for any particular series, shall cease and determine. Any interest allowed on moneys so deposited shall be paid to the Corporation. Any moneys so deposited which shall remain unclaimed by the holders of such Preferred Shares at the end of six years after the redemption date shall become the property of, and be paid by such bank or trust company, to the Corporation.

Except for the right to convert shares as may expressly be provided with respect to shares of Preferred Stock, no stockholder shall have a right to purchase or subscribe to any additional share of the capital stock of the corporation whether such shares of capital stock are now or hereafter authorized, whether or not such stock is convertible into or exchangeable for any stock of the Corporation or of any other class, and whether out of the number of shares authorized by the Articles of Incorporation of the Corporation as originally filed, or by any amendment thereof, or out of shares of the capital stock of any class of the Corporation acquired by it after the issue thereof; nor shall any holder of any such stock of any class, as such holder, have any right to purchase or subscribe for any obligation which the Corporation may issue or sell that shall be convertible into, or exchangeable for, any shares of the capital stock of any class of the Corporation or to which shall be attached or appertain any warrant or warrants or any instrument or instruments that shall confer upon the owner of such obligation, warrant or instrument the right to subscribe for, or to purchase from the Corporation, any shares of its capital stock of any class.⁸

No stockholder shall have any right to purchase or subscribe to any additional shares of the capital stock of the Corporation whether such shares of capital stock are now or hereafter authorized.

EIGHTH. The amount of the capital stock of the Corporation which has actually been subscribed is TWO HUNDRED FIFTY MILLION (250,000,000.00) PESOS and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names:

Name	Nationality	No. of Shares Subscribed	Amount of Capital Subscribed
Belle Resources Corporation	Filipino	19,999,970,000	199,999,700.00
Wealth Securities, Inc.	Filipino	830,000,000	8,300,000.00
East Pacific Investors Corp.	Filipino	830,000,000	8,300,000.00
Eastern Securities Dev't. Corp	Filipino	800,000,000	8,000,000.00
Gregorio T. Yu	Filipino	415,000,000	4,150,000.00
Enrique Y. Teehankee	Filipino	840,000,000	8,400,000.00

⁸ As approved by the Commission on 3 June 1997

Jaime C. Gonzalez	Filipino	840,000,000	8,400,000.00
B. Patrick Sy	Filipino	10,000	100.00
A. Bayani K. Tan	Filipino	445,010,000	4,450,100.00
Ma. Gracia P. Tan	Filipino	10,000	100.00
		<u>25,000,000,000</u>	<u>250,000,000.00</u>

NINTH. The following subscribers have paid on the shares of capital stock for which they have subscribed the amounts set out after their respective names:

Name	Amount Subscribed	Amount Paid on Subscription
Belle Resources Corporation	199,999,700.00	49,999,925.00
Wealth Securities, Inc.	8,300,000.00	2,075,000.00
East Pacific Investors Corp.	8,300,000.00	2,075,000.00
Eastern Securities Dev't. Corp.	8,000,000.00	2,000,000.00
Gregorio T. Yu	4,150,000.00	1,037,500.00
Enrique Y. Teehankee	8,400,000.00	2,100,000.00
Jaime C. Gonzalez	8,400,000.00	2,100,000.00
B. Patrick Sy	100.00	25.00
A. Bayani K. Tan	4,450,100.00	1,112,525.00
Ma. Gracia P. Tan	100.00	25.00
	<u>250,000,000.00</u>	<u>62,500,000.00</u>

TENTH. No transfer of stock which will reduce the ownership of Filipino citizens to less than the required percentage of the capital stock as may be required by law shall be allowed or permitted to be recorded in the proper books of the Corporation and this restriction shall be indicated in all its stock certificates.

ELEVENTH. B. PATRICK SY 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, and that, as such Treasurer, he has been authorized to receive for the Corporation and to accept in its name all subscriptions paid in by said subscribers.

IN WITNESS WHEREOF, the parties hereto have signed this presents this 26th day of October 1993 at Makati, Metro Manila, Philippines.

(Sgd.) GREGORIO T. YU

(Sgd.) ENRIQUE Y. TEEHANKEE

(Sgd.) B. PATRICK SY

(Sgd.) A. BAYANI K. TAN

(Sgd.) MA. GRACIA P. TAN

SIGNED IN THE PRESENCE OF:

(Sgd.) Angelina San Juan

(Sgd.) Cesar del Rosario

ACKNOWLEDGMENT

BEFORE ME, a Notary Public in and for Makati, Metro Manila, Philippines personally appeared:

Name	Res. Cert.	Date/Place	T.I.N.
Gregorio T. Yu	9589128	2.23.93/Makati, M.M.	107-465-655
Enrique Y. Teehankee	2759739	2.10.93/Makati, M.M.	106-098-918
B. Patrick Sy	14791432	3.1.93/Manila	129-778-516
A. Bayani K. Tan	10387721	3.1.93/Cat. N.Samar	102-054-041
Ma. Gracia P. Tan	10387721	3.1.93/Cat. N.Samar	112-051-167

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 WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal this 25th day of October 1993, at Makati, Metro Manila, Philippines.

Doc. No. 435;
Page No. 88;
Book No. XIV;
Series of 1993

(Sgd.) CAESAR T. CORPUS
Notary Public
Valid until December 1993
PTR # 9927324/1.12.93
MAKATI, M.M.


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

SECRETARY'S CERTIFICATE

A. BAYANI K. TAN, of legal age, married, with office address at 2704 East Tower, Philippine Stock Exchange Centre, Exchange Road, Ortigas Center, Pasig City, Metro Manila, being duly sworn, deposes and states that:

1. I am the elected and qualified Corporate Secretary of **SINOPHIL CORPORATION** (the "Corporation"), a corporation organized and existing under and by virtue of Republic of the Philippines, with principal office at 5th Floor, Tower A, Two E-Com Center, Palm Coast Avenue, Mall of Asia Complex, Pasay City.
2. To the best of my knowledge, no action or proceeding has been filed or is pending before any court involving an intra-corporate dispute and/or claim by any person or group against 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. At present, there is a pending case before the Supreme Court which involves a petition filed by Yaw Chee Cheow, Metroplex Berhad and Paxell Investment Limited against Benito A. Cataran, Justina F. Callangan, Ferdinand B. Sales, and Yolanda L. Tapales and John Does in their official capacities, Belle Corporation and Sinophil Corporation in accordance with Section 4.6 of the Securities Regulation Code ("SRC") in relation to Rule 4 of the Amended Implementing Rules and Regulations of the SRC. The petitioners therein essentially question the actions of the operating departments and divisions of the Securities and Exchange Commission in approving two successive decreases in the Corporation's authorized capital stock in 2006 and in 2008. The Supreme Court has yet to resolve this petition.

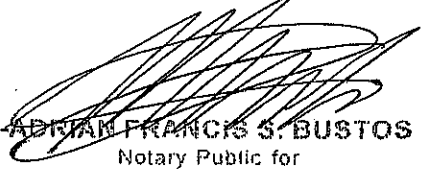
IN ATTESTATION OF THE ABOVE, this Certificate was signed this 18th day of July 2014 at Pasig City.


A. BAYANI K. TAN
Corporate Secretary

SUBSCRIBED AND SWORN to before me, this 18th day of July 2014 at Pasig City, Metro Manila, affiant having exhibited to me his Community Tax Certificate No. 34260634 issued on 01.24.14 at Manila and TIN 102-054-041.

Doc. No. 398 ;
Page No. 21 ;
Book No. II ;
Series of 2014.

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ABKTUCNUCU 285-236


ADRIAN FRANCIS S. BUSTOS
Notary Public for
Pasig City, San Juan, Taguig & Pateros
Appointment No. 294 (2013-2014)
Commission Expires on December 31, 2014
2704 East Tower, PSE Centre Exchange Road
Ortigas Center 1605 Pasig City
PTR No. 9443770 / 01.02.2014 / Pasig City
IBP No 945762 / 12.27.2013 Pampanga
Roll No 62610

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

AFFIDAVIT OF UNDERTAKING TO CHANGE NAME

A. BAYANI K. TAN, of legal age, Filipino, after having been sworn to in accordance with law, hereby depose and state, that:

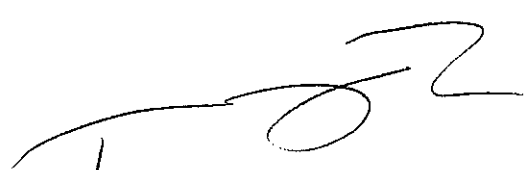
1. I am a member of the Board of Directors and Corporate Secretary of **SINOPHIL CORPORATION** (the "Corporation").

2. On 2 June 2014, the Board of Directors of the Corporation approved the proposal to change the corporate name of the Corporation to "**Premium Leisure Corp.**", which approval was ratified by the Corporation's shareholders on 18 July 2014.

3. On behalf of the Corporation, I hereby undertake that the Corporation will change its corporate name ~~as herein provided or as amended thereafter~~ immediately upon receipt of notice or directive from the Commission that another corporation, partnership or person has acquired a prior right to the use of that name or that the name has been declared as misleading, deceptive, confusingly similar to a registered name, or contrary to public morals, good customs or public policy.

4. This affidavit is executed to attest to the truth of the foregoing and for whatever legal purpose and intent it may serve.

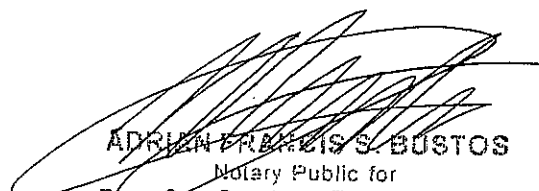
IN ATTESTATION OF THE ABOVE, this Affidavit has been signed this 1st day of August 2014 at Pasig City, Metro Manila.


A. BAYANI K. TAN
Corporate Secretary

AUG 07 2014

SUBSCRIBED AND SWORN to before me, this 07 2014 at Pasig City, Metro Manila, affiant having exhibited to me his Community Tax Certificate No. 34260634 issued on 01.24.14 at Manila and TIN 102-054-041.

Doc. No. 299 ;
Page No. 81 ;
Book No. II ;
Series of 2014.


ADRIEL FRANCIS S. BUSTOS

Notary Public for
Pasig City, San Juan, Taguig & Paleros
Appointment No. 294 (2013-2014)
Commission Expires on December 31, 2014
2704 East Tower, PSE Centre Exchange Road
Ortigas Center 1605 Pasig City
PTR No. 9443770 / 01.02.2014 / Pasig City
IBP No 945762 / 12.27.2013 Pampanga
Roll No 62610

Republic of the Philippines
SECURITIES AND EXCHANGE COMMISSION

Reservation Payment Confirmation

This certifies that the name **PREMIUM LEISURE CORP.** has been reserved from **May 30, 2014** to **August 28, 2014**.

Reference Reservation Number (RRN): **RRN20140530115533308**

Type of Industry: **Financial Holding Company Activities**

Breakdown of Fees:

Reservation Fee: **Php 120.00**

TOTAL: Php 120.00

Important Reminders:

NOTE: The fact that the name is available at the date verified, it is not to be regarded as an approval of the registration of the company or any application for change of name. No expense for printing of materials using a verified name should be incurred until registration takes effect. As this is a computer printout, any erasure or alteration on this document nullifies verification.

The applicant undertakes to change the reserved name in case another person or firm has acquired a prior right to the use of the said firm name or the same is deceptively or confusingly similar to one already registered.

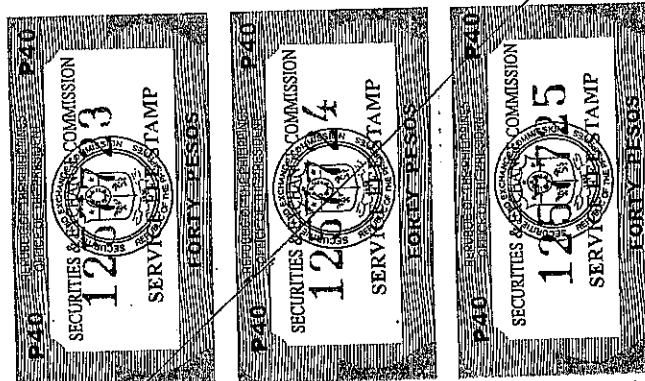
Please do not pay for your Name Reservation and Extension **WITHIN THE SAME DAY** via Funds Transfer. You may course your payment at any selected UnionBank branches or at the SEC Teller.

For SEC use only:

Override By: **mvlimuco**

Reason: **Other Override Remark(s) - w/ previous approval of Atty. GDR dtd. 4.23.14; w/ letter of request to use name**

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DIRECTORS' CERTIFICATE

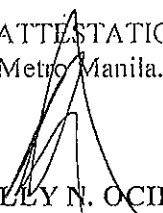
KNOW ALL MEN BY THESE PRESENTS:

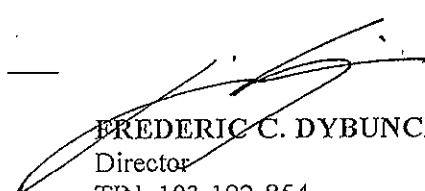
The undersigned, being the majority of the members of the Board of Directors and the Corporate Secretary of **SINOPHIL CORPORATION** (the "Corporation"), a corporation duly organized and existing under the laws of the Philippines, with principal office address in 5th Floor, Tower A, Two E-Com Center, Palm Coast Avenue, Mall of Asia Complex, Pasay City, under oath, do hereby certify that the attached instrument is a true and correct copy of the Amended Articles of Incorporation ("AOI") of the Corporation reflecting the amendments of the following:

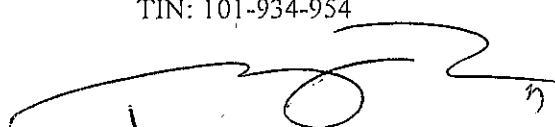
- (i) Article One: Changing the name of the Corporation from **SINOPHIL CORPORATION** to "**PREMIUM LEISURE CORP.**"
- (ii) Article Two: Amending the primary purpose of the Corporation authorizing it to engage in gaming related businesses.
- (iii) Article Three: Amending the principal office of the Corporation from "Metro Manila" to "**5th Floor, Tower A, Two E-Com Center, Palm Coast Avenue, Mall of Asia Complex, Pasay City, Metro Manila.**"
- (iv) Article Seven: Increasing the Authorized Capital Stock of the Corporation from **Four Billion Thirty Two Million Five Hundred Thousand Pesos (₱4,032,500,000.00)** to **Ten Billion Nine Hundred Seven Million Five Hundred Thousand Pesos (₱10,907,500,000.00)**, Philippine Currency, with par value of **Twenty Five Centavos (₱0.25)** per share.

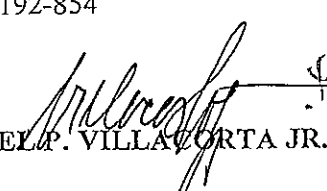
The foregoing amendments to the Articles of Incorporation were approved and adopted by at least a majority of the members of the Board of Directors in their meeting held on 2 June 2014 and by the stockholders owning more than two-thirds (2/3) of the issued and outstanding capital stock of the Corporation in their Annual Stockholders' Meeting duly held on 18 July 2014.

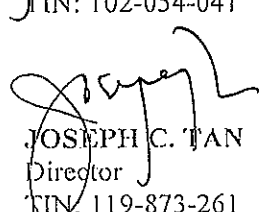
IN ATTESTATION OF THE ABOVE, this Certificate has been signed this 18th day of July in Pasig City, Metro Manila.

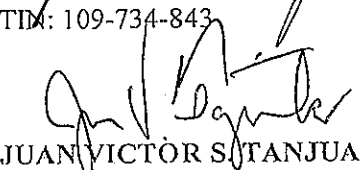
1

WILLY N. OCIER
Chairman & President
TIN: 101-934-954


2

FREDERIC C. DYBUNCIO
Director
TIN: 103-192-854

3

A. BAYANI K. TAN
Director & Corporate Secretary
TIN: 102-054-041

4

EXEQUIEL P. VILLACORTA JR.
Director
TIN: 109-734-843

5

JOSEPH C. TAN
Director
TIN: 119-873-261

6

JUAN VICTOR S. TANJUATCO
Director
TIN: 177-376-733



ROMAN FELIPE S. REYES
Director
TIN: 106-205-125

7/7
JUL 28 2014

SUBSCRIBED AND SWORN to before me this 28 day of July 2014 in Pasig City, Metro Manila, affiants exhibited to me their various competent evidence of identity, as follows:

Name	Competent Evidence of Identity Date/Place Issued	TIN
Willy N. Ocier	Passport No. EB6130282/08.14.12/Manila	TIN: 101-934-954
Frederic C. DyBuncio	Passport No. EC0634893/03.22.14/Manila	TIN: 103-192-854
A. Bayani K. Tan	CTC No. 34260634/01.24.14/Manila	TIN: 102-054-041
Exequiel P. Villacorta Jr.	Passport No. EB6460676/10.01/12/Manila	TIN: 109-734-843
Joseph C. Tan	Passport No. EB7498775/02.27.13/Manila	TIN: 119-873-261
Juan Victor S. Tanjuatco	Passport No. EB6823459/11.26.12/Manila	TIN: 177-376-733
Roman Felipe S. Reyes	Passport No. EB9092721/09.09.13/Manila	TIN: 106-205-125

Doc. No. 200 :
Page No. 61 :
Book No. II :
Series of 2014.


ADRIAN FRANCIS S. BUSTOS
Notary Public for
Pasig City, San Juan, Taguig & Pateros
Appointment No. 294 (2013-2014)
Commission Expires on December 31, 2014
2704 Eas Tower, PSE Centre Exchange Road
Ortigas Center 1605 Pasig City
PTR No. 9443770 / 01.02.2014 / Pasig City
IBP No 945762 / 12.27.2013 Pampanga
Roll No 62610

F:\data\clients\285\project liberty\AOI Amendments\directors' certificate amend noi.doc
ABKT\JCN\JCTU 285-236



SINOPHIL
CORPORATION

13 August 2014

SECURITIES AND EXCHANGE COMMISSION
SEC Building, EDSA, Greenhills
Mandaluyong City

Re: Increase in Authorized Capital Stock


Gentlemen:

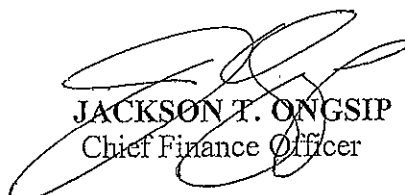
In connection with the application of **PREMIUM LEISURE CORP.** (formerly "**Sinophil Corporation**") (the "**Corporation**"), the undersigned, under oath, do hereby declare the following:

1. That all information and representations contained in the submitted application and its supporting documents are true and correct;
2. That the verification procedures required by the Commission were conducted by an independent auditor which issued a report thereon in accordance with the auditing standards currently in force;
3. That the items/accounts subject of the application are authorized, valid, and legal; and,
4. That the shares of stock to be issued are not watered.

The Corporation's Management hereby authorizes the Commission to examine, at any time, even after the approval of the application, the Corporation's books of accounts and records to determine the validity and accuracy of the transaction.

Very truly yours,


FREDERIC C. DYBUNCIO
President and Chief Executive Officer


JACKSON T. ONGSIP
Chief Finance Officer

SUBSCRIBED AND SWORN to before me this 16th day of August 2014, affiants exhibiting to me their Community Tax Certificates (CTC) and competent evidence of identity (CEI) as follows: —

Name	Passport No. Date/Place Issued	Other CEI
Frederic C. DyBuncio	EC0634893/03.22.14/Manila	TIN 103-192-854
Jackson T. Ongsip	XX4522621/09.10.09/Manila	TIN 178-486-617

Doc. No. 435;
Page No. 88;
Book No. II;
Series of 2014.

ADRIAN FRANCIS S. BUSTOS
Notary Public for
Pasig City, San Juan, Taguig & Pateros
Appointment No. 294 (2013-2014)
Commission Expires on December 31, 2014
04 East Tower, PSE Centre Exchange Road
Ortigas Center 1605 Pasig City
PTR No 9443770 / 01.02.2014 / Pasig City
IBP No 945762 / 12.27.2013 Pampanga
Roll No 62610

REPORT OF FACTUAL FINDINGS

The Stockholders and the Board of Directors
Sinophil Corporation
5th Floor, Tower A
Two E-Com Center, Palm Coast Avenue
Mall of Asia Complex, Pasay City

We have performed the procedures agreed with you and enumerated below with respect to the application for increase in capital stock of Sinophil Corporation (the Company). The procedures were performed solely to comply with the Securities and Exchange Commission (SEC) requirement for the Company to submit a report of an independent certified public accountant on the conduct and result of the required verification procedures on the application for increase in capital stock by way of cash payment for subscriptions. Our engagement was undertaken in accordance with the Philippine Standard on Related Services 4400, *"Engagements to Perform Agreed-Upon Procedures Regarding Financial Information"* applicable to Agreed-Upon Procedures engagements. These agreed-upon procedures are summarized as follows:

1. We obtained from the Company a schedule of cash received as deposits for subscription on the proposed increase in capital stock which shows the following information:
 - a. Date recorded in the books
 - b. Check number
 - c. Name of subscriber
 - d. Amount of cash received
 - e. Form of payment (check)
2. We checked the mathematical accuracy of the Company's schedule.
3. We compared the balance of the deposits for subscription to the general ledger.
4. We traced the cash received as deposits for subscription to the cash receipts book.
5. We obtained a copy of the minutes of the meetings of the Board of Directors (BOD) and stockholders approving the increase in capital stock of the Company.
6. We compared the amount received from the subscribers to the duplicate copy of the acknowledgment receipt.
7. We traced the amount received to the bank-validated deposit slip and bank statement.
8. We examined all entries in the cash disbursement books of the Company for any prior disbursements made to the subscribers that can be linked or associated with the subscriber's payment for subscriptions.

9. We examined all entries in the cash disbursements of the Company for any subsequent disbursements, advances or loans granted to the subscriber.
10. We traced the cash balance of the Company to the bank statement as of the date of examination and worked back up to the month immediately preceding the date of the meeting when the stockholders approved the increase in authorized capital stock of the Company.
11. We obtained a summary of the cash in the bank account of the Company and bank reconciliation statement as of the end of the month immediately preceding the submission of the application.
12. We checked the mathematical accuracy of the summary and bank reconciliation statement; traced the receipts and disbursements and other transactions in the summary and bank reconciliation statement to the entries in the general ledger; and compared the balances shown in the summary and bank reconciliation statement with the balances per books and bank statement.

We report our findings below:

1. With respect to item 1, total cash received through checks amounted to ₱9,114,300,000 with details as follows:

Date	Subscriber	—Check Number	Amount
July 22, 2014	Belle Corporation	BDO 0107747	₱1,805,727,802.78
July 23, 2014	Belle Corporation	BDO 0107746	1,805,727,802.78
July 23, 2014	Belle Corporation	BDO 0107745	1,805,727,802.78
July 23, 2014	Belle Corporation	BDO 0107744	1,805,727,802.78
July 23, 2014	Belle Corporation	BDO 0107743	1,805,727,802.78
July 24, 2014	Belle Corporation	BDO 0107742	85,660,986.10
Total			₱9,114,300,000.00*

**Deposited to Banco De Oro (One E-Com Branch) savings account number 006280328952 on various dates.*

We examined the acknowledgment receipt supporting the above subscription payments.

2. With respect to item 2, we found the mathematical accuracy of the schedule to be in order.
3. With respect to item 3, we found the amount compared to be in agreement.
4. With respect to item 4, we found the amount to be in order.
5. With respect to item 5, the increase in authorized capital stock of the Company from ₱4,032,500,000 divided into 10,130,000,000 common shares with par value of ₱0.25 per share and 6,000,000,000 preferred shares with par value of ₱0.25 per share, to ₱10,907,500,000 divided into 37,630,000,000 common shares with par value of ₱0.25 per share and 6,000,000,000 preferred shares with par value of ₱0.25 per share, was duly approved by the BOD and stockholders during their meeting held on July 18, 2014. Also in the said meeting, the BOD and stockholders approved the amendment of the Articles of Incorporation of the Company to reflect the increase in authorized capital stock.



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working world

Subscription was traced to the Subscription Agreement entered into by the Company and the subscriber on June 2, 2014. Details of subscriptions are as follows:

Subscriber	Number of Shares Subscribed	Amount at Par Value	Additional Paid-in Capital	Amount Subscribed/ Paid-up
Belle Corporation	24,700,000,000 common shares	₱6,175,000,000	₱2,939,300,000	₱9,114,300,000

6. With respect to item 6, we found the amount received to be in agreement with the duplicate copy of the acknowledgment receipt.
7. With respect to item 7, we found the amount to be in agreement with the bank statement.
8. With respect to item 8, we found that no prior disbursements were made to the subscribers that can be linked or associated with the subscribers' payment for subscriptions.
9. With respect to item 9, we found that no subsequent disbursements, advances or loans were granted to the subscribers.
10. With respect to item 10, we found no exceptions. —
11. With respect to item 11, we were not able to obtain a copy of the bank reconciliation statement. Instead as an alternative procedure we traced the outstanding balance to the balances per bank statement. We found no other exceptions.
12. With respect to item 12, we were not able to obtain a copy of the bank reconciliation statement. Instead as an alternative procedure we traced the cash receipt entries reflected in the bank statement to the entries posted in the general ledger and amounts are in agreement. We found no other exceptions.

Because the above procedures do not constitute either an audit or a review made in accordance with Philippine Standards on Auditing or Philippine Standards on Review Engagements, we do not express any assurance on the elements of the financial statements covered by the agreed-upon procedures.

Had we performed additional procedures or had we performed an audit or review of the financial statements in accordance with Philippine Standards on Auditing or Philippine Standards on Review Engagements, other matters might have come to our attention that would have been reported to you.

We have no responsibility to update this report for events or circumstances occurring after the date of this report. —



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working world

Our report is intended solely for the purpose set forth in the first paragraph of this report and for your information and is not to be used for any other purpose or to be distributed to any other party who have not agreed to the procedures and taken responsibility for the sufficiency of the procedures for their purposes. This report relates only to the submission of requirements to the SEC and do not extend to any financial statements of Sinophil Corporation, taken as a whole.

SYCIP GORRES VELAYO & CO.

Marydith C. Miguel

Marydith C. Miguel

Partner

CPA Certificate No. 65556

SEC Accreditation No. 0087-AR-3 (Group A),

January 18, 2013, valid until January 17, 2016

Tax Identification No. 102-092-270

BIR Accreditation No. 08-001998-55-2012,

April 11, 2012, valid until April 10, 2015

PTR No. 4225193, January 2, 2014, Makati City

July 28, 2014

To the Securities and Exchange Commission:

In connection with the application of Sinophil Corporation (the Company) for the proposed increase in authorized capital stock from ₱4,032,500,000 divided into 10,130,000,000 common shares with par value of ₱0.25 per share and 6,000,000,000 preferred shares with par value of ₱0.25 per share, to ₱10,907,500,000 divided into 37,630,000,000 common shares with par value of ₱0.25 per share and 6,000,000,000 preferred shares with par value of ₱0.25 per share, the undersigned hereby declares:

- (1) That, as an external auditor engaged by the said company, we conducted the verification procedures required under Section 2 of the Guidelines on On-site Verification of Financial Records Relative to Certain Applications Filed with the Commission, and that we observed all the requirements of existing engagement standards and practices applicable to the agreed upon procedures engagements; and
- (2) That since the foregoing engagement does not involve an audit or review of the Company's financial statements but only the conduct of a set of agreed-upon procedures and issuance of a report of the factual findings thereon, we gave a "no assurance" statement in our July 28, 2014 report attached to this letter. We understand, however, that the "no assurance" statement in our said report does not exempt us from responsibility over the conduct of the said procedures and the factual findings stated therein.

SYCIP GORRES VELAYO & CO.



Marydell C. Miguel

Partner

CPA Certificate No. 65556

SEC Accreditation No. 0087-AR-3 (Group A),

January 18, 2013, valid until January 17, 2016

Tax Identification No. 102-092-270

BIR Accreditation No. 08-001998-55-2012,

April 11, 2012, valid until April 10, 2015

PTR No. 4225193, January 2, 2014, Makati City

July 28, 2014



Check Deposit Slip

006280328952 PHP 1,805,727,802.78
 SINOPHIL CORPORATION
 Date: 23 Jul 2014 12:05:59 5105 608 403 9
 This check is your receipt. Post accepted

006280328952 PHP 1,805,727,802.78
 SINOPHIL CORPORATION
 Date: 23 Jul 2014 12:05:59 5105 608 403 9
BDO Host accepted
 Application Transfer ☐ Savings ☐ Current ☐ Others
 Currency ☐ Peso ☐ US Dollar ☐ Other
 Account Number 006280328952 Date 23-Jul-14

Account Name
 Sinophil Corporation

Please use separate slips for each type of check

Type of Check ☐ Local ☐ Foreign ☐ Travellers ☐ On the Spot ☐ Other Bank's MT

Check Deposit Breakdown (please indicate each check properly)

Bank/Branch	Check Number	Amount
BDO-Que E-Com	0107747	1,805,727,802.78

TOTAL CHECK DEPOSIT 1,805,727,802.78

CSH-03



Check Deposit Slip

006280328952 PHP 1,805,727,802.78
 SINOPHIL CORPORATION
 Date: 22 Jul 2014 11:38:26 5105 608 403 9
 This check is your receipt. Post accepted

006280328952 PHP 1,805,727,802.78
 SINOPHIL CORPORATION
 Date: 22 Jul 2014 11:38:26 5105 608 403 9
BDO Host accepted
 Application Transfer ☐ Savings ☐ Current ☐ Others
 Currency ☐ Peso ☐ US Dollar ☐ Other
 Account Number 006280328952 Date 22-Jul-14

Account Name
 Sinophil Corporation

Please use separate slips for each type of check

Type of Check ☐ Local ☐ Foreign ☐ Travellers ☐ On the Spot ☐ Other Bank's MT

Check Deposit Breakdown (please indicate each check properly)

Bank/Branch	Check Number	Amount
BDO-Que E-Com	0107747	1,805,727,802.78

TOTAL CHECK DEPOSIT 1,805,727,802.78

CSH-03



Check Deposit Slip

006280328952 PHP 1,805,727,802.78
 SINOPHIL CORPORATION
 Date: 23 Jul 2014 628 BUS CR
 23-07-14 10:08:22 5105 628 405 13
 Host acc: 006280328952

006280328952 PHP 1,805,727,802.78
 SINOPHIL CORPORATION
 Date: 23 Jul 2014 628 BUS CR
 23-07-14 10:08:22 5105 628 405 13
 Host acc: 006280328952

Application transfer ☐ Current ☐ Deposit ☐ Other
 Account Number: 006280328952 Date: 23-Jul-14

Account Name: Sinophil Corporation

Please use separate slip for each type of check

Type of Check: ☐ Local ☐ Foreign ☐ Out of town ☐ On T.V. MT ☐ Other Bank's MT

Check Deposit Breakdown (please indicate each check properly)

Bank/Branch	Check Number	Amount
BDO One E Com	0107744	1,805,727,802.78

TOTAL CHECK DEPOSIT: 1,805,727,802.78

CSH - 68



Check Deposit Slip

006280328952 PHP 1,805,727,802.78
 SINOPHIL CORPORATION
 Date: 23 Jul 2014 628 BUS CR
 23-07-14 10:10:39 5105 628 405 13
 Host acc: 006280328952

006280328952 PHP 1,805,727,802.78
 SINOPHIL CORPORATION
 Date: 23 Jul 2014 628 BUS CR
 23-07-14 10:10:39 5105 628 405 13
 Host acc: 006280328952

Application transfer ☐ Current ☐ Deposit ☐ Other
 Account Number: 006280328952 Date: 23-Jul-14

Account Name: Sinophil Corporation

Please use separate slip for each type of check

Type of Check: ☐ Local ☐ Foreign ☐ Out of town ☐ On T.V. MT ☐ Other Bank's MT

Check Deposit Breakdown (please indicate each check properly)

Bank/Branch	Check Number	Amount
BDO One E Com	0107744	1,805,727,802.78

TOTAL CHECK DEPOSIT: 1,805,727,802.78

CSH - 68



006280328952 PWP 55,669,986.10
SINGAPUR CORPORA
11/11/2014 408 508 408 44
11/11/14 13:39:03 1105 508 408 44
2014 11/11/14 13:39:03 1105 508 408 44

000780325952 PMP NO. 650, 521.11
STHOPHL CORPORATION
Date: 24 Jul 2014 625 AUG 2014
20-07-14 11:39:03 5105 125 400 44
20140801 2 403 No: 00000000000000000000
Deposit Transfer

Citibank

☐ Pay to the order of _____ \$ _____
US Dollar _____

Account Number: 006280328952 24-Jul-14

Sinophil Corporation

TYPE OF CHECK

Type of Check ☐ Local ☒ Out-of-State ☐ Other (State) ☐ Other (Country)

Group Deposit Breakdown (please attach in 1 page tabular)

Bank/Branch	Client Number	Account
SBC-One S-Com	1167743	35,590,955.10


-35;660;986,10- ...

2518 - 65



004280328952 PHP 1,805,727,207.78
SINOPHIL CORPORATE
Date: 25 Jul 2014 629 000 00
03-07-12 10:14:34 5108 618 402 11
This report is subject to ~~audit~~ ~~audit~~

00625032895Z PMP 1.805.727.802.78
SINCEPHIL C03P0R03E1
Date: 05 Jul 2014 625 CUS-00 No. 00000000
23-07-14 10:14:34 5105 628- 403 15
Host: 403 Host: 403
Deposit Slip


☐ Page ☐ US Onlin ☐ Other

Shipment Number **006280328952** Date **23-Jul-14**

Account Name: Sinophil Corporation

Please use separate slips for each type of check

Type of Check ☐ Local ☐ Marginal ☐ Out of town ☐ Du Queno ☐ Other (Specify) _____

Check Deposit: Drängdorm löstse wägenen hand durch geschäft.

[illegible]

568



Republic of the Philippines
Department of Finance
Securities and Exchange Commission
SEC Building, EDSA, Greenhills, Mandaluyong City

MARKETS AND SECURITIES REGULATION DEPARTMENT

August 8, 2014

SINOPHIL CORPORATION
5th Floor Two E-Com Center
Palm Coast Avenue, Mall of Asia
Pasay City

Attention: **Dexter Vito**
Company Representative

Subject: **REQUEST FOR COMMENT/RECOMMENDATION**

Gentlemen:


This is in connection with your request for comment/or recommendation relative to your company's application for approval of its Amended Articles of Incorporation.

We do not interpose any objection to your application provided that once the application has been approved Sinophil Corporation shall file a duly accomplished **Current Report (SEC Form 17-C)** disclosing therein the Commission's approval of said amendment with the Commission's Central Receiving and Records Division, within five (5) days from the approval of the Amended Articles of Incorporation.

Our Department, nonetheless defers to the discretion of the Commission's Company Registration and Monitoring Department (CRMD) considering that it has primary jurisdiction over registration of corporations and partnerships in general, as well as amendments to Articles of Incorporation and By-laws. Furthermore, our comments or recommendations are limited merely to this Department's regulatory requirements and do not cover the substance of the application with respect to compliance with the Corporation Code of the Philippines.

This comment is without prejudice to the prerogative of this Department to act later against the subject entity, if warranted, to ensure full compliance with the provisions of the Securities Regulation Code, its implementing rules and regulations, and other pertinent laws, rules and regulations, as may be necessary and applicable under the circumstances.

Very truly yours,


VICENTE GRACIANO P. FELIZMENIO, JR.
Director



Republic of the Philippines
Department of Finance
Securities and Exchange Commission
SEC Bldg. EDSA, Greenhills, Mandaluyong City



ROUTING SLIP

NAME OF CORP.	SINOPHIL CORPORATION	SEC No.	AS93009289
PURPOSE:	CG Clearance		
DEPARTMENT:	Corporate Governance and Finance Department		
Date Received: July 31, 2014	Date Released: July 31, 2014	Processed/Verified by: M. SALUD	
REMARKS : The above-mentioned company is compliant with <u>Corporate Governance Requirements</u> as of July 31, 2014. JUSTINA F. CALLANGAN Director			



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

COMPANY REG. NO. ASO93-009289

CERTIFICATE OF APPROVAL OF INCREASE OF CAPITAL STOCK

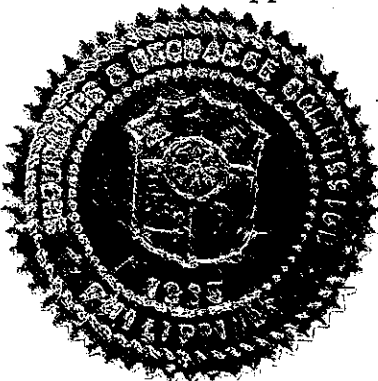
KNOW ALL PERSONS BY THESE PRESENTS:

This is to certify that the increase of capital stock of the

PREMIUM LEISURE CORP.
(Formerly: Sinophil Corporation)

from P4,032,500,000.00 divided into 10,130,000,000 common; 6,000,000,000 preferred shares both with the par value of P0.25 each, to P10,907,500,000.00 divided into 37,630,000,000 common; 6,000,000,000 preferred shares both with the par value of P100.00 each, approved by majority Board of Directors on June 02, 2014 and by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock at a meeting held on July 18, 2014 certified to by the Chairman and the Secretary of the stockholders' meeting and a majority of the Board of Directors of the corporation, 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. A copy of the Certificate of Increase of Capital Stock filed with the Commission is attached hereto.

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 5th day of September, Twenty Fourteen.




FERDINAND B. SALES
Director

Company Registration and Monitoring Department



OFFICIAL RECEIPT
Republic of the Philippines
DEPARTMENT OF FINANCE
SECURITIES & EXCHANGE COMMISSION
SEC Building, EDSA, Greenhills
City of Mandaluyong, 1554



Accountable Form No. 51
Revised 2006

ORIGINAL

DATE

August 20, 2014

No.

1166418

PAYOR

PREMIUM LEISURE CORP.
PASAY CITY

NATURE OF COLLECTION	ACCOUNT CODE	RESPONSIBILITY CENTER	AMOUNT
LRF (A0823)	131	CRMD	182,296.00
INCREASE/DECREASE	606	CRMD	18,225,600.00
CAPITAL STOCK	606	CRMD	500.00
AMENDED ARTICLES			

TOTAL PHP 18,411,396.00

AMOUNT IN WORDS

EIGHTEEN MILLION FOUR HUNDRED ELEVEN
THOUSAND THREE HUNDRED NINETY SIX

Received ☒ Cash
☐ Treasury Warrant
☐ Check
☐ Money Order

Treasury Warrant, Check,
Money Order Number

Check-Banco De Oro-0035710/Check-Banco De Oro-0035710

Date of Treasury Warrant,
Check, Money Order

Received the
Amount Stated Above

Wilma F. De Asis
COLLECTING OFFICER

O.R. No.

1166418

NOTE: Write the number and date of this receipt on the back of treasury warrant, check or money order received.

COVER SHEET

COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

ICS-AAI

SEC Registration Number

ASC93009289

Former Company Name

SINOPHIL CORPORATION

AMENDED TO:
New Company Name

PREMIUM LEISURE CORP.

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

SF TOWER, A TWD E-COM CENTER

PALM COAST AVE, MALL OF ASIA

COMPLEX, PASAY CITY

Company's Email Address

COMPANY INFORMATION

Company's Telephone Number/s

Company's Facsimile Number/s

Name of Contact Person

JASON C. VALUPTA

CONTACT PERSON INFORMATION

Email Address

Telephone Number/s

632-0905

Facsimile Number/s

Contact Person's Address

To be accomplished by CRMD Personnel

Assigned Processor

Ms. Valarney

Date

8-26

3:41

Signature

OR FORWARDED

Document I.D.

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
Compliance Monitoring Division

**CERTIFICATE OF INCREASE OF CAPITAL STOCK
OF
PREMIUM LEISURE CORP.
(Formerly Sinophil Corporation)**

KNOW ALL MEN BY THESE PRESENTS:

WE, the undersigned, constituting the majority of the members of the Board of Directors of **PREMIUM LEISURE CORP.** (formerly "Sinophil Corporation") (the "Corporation"), and the Chairman and the Secretary of the meeting of the Board of Directors held on 2 June 2014 and the Annual Stockholders' Meeting duly held on 18 July 2014, do hereby certify: That -

1. At the aforesaid meetings of the Board of Directors and stockholders duly called for the purpose, the requirements of Sections 38 of the Corporation Code having been complied with, the matter of the increase in the authorized capital stock of the Corporation from **Four Billion Thirty-Two Million Five Hundred Thousand Pesos (₱4,032,500,000.00)** to **Ten Billion Nine Hundred Seven Million Five Hundred Thousand Pesos (₱10,907,500,000.00)**, Philippine Currency, with par value of **Twenty-Five Centavos (₱0.25)** per share, was submitted for consideration and approved by the affirmative vote of at least a majority of the members of the Board of Directors and by the stockholders representing **71.04%** of the outstanding capital stock present and/or represented by proxy at said meetings.

2. As of the date of said meetings, the authorized capital stock of the Corporation is **Four Billion Thirty-Two Million Five Hundred Thousand Pesos (₱4,032,500,000.00)** divided into **Ten Billion One Hundred Thirty Million (10,130,000,000)** common shares and **Six Billion (6,000,000,000.00)** preferred shares, both with par value of **Twenty Five Centavos (₱0.25)** per share;

3. After the aforesaid increase and the amendment of the Articles of Incorporation, subject to the approval of the Securities and Exchange Commission, the authorized capital stock of the Corporation shall be increased to **Ten Billion Nine Hundred Seven Million Five Hundred Thousand Pesos (₱10,907,500,000.00)**, divided into **Thirty-Seven Billion Six Hundred Thirty Million (37,630,000,000)** common shares and **Six Billion (6,000,000,000.00)** preferred shares, with par value of **Twenty Five Centavos (₱0.25)** per share, reflecting an increase of **Twenty-Seven Billion Five Hundred Million (27,500,000,000)** common shares or **Six Billion Eight Hundred Seventy Five Million Pesos (₱6,875,000,000.00)**;

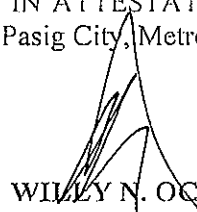
4. Out of these **Twenty-Seven Billion Five Hundred Million (27,500,000,000)** common shares, **Twenty-Four Billion Seven Hundred Million (24,700,000,000)** shares have been subscribed to and paid for in full and in cash by Belle Corporation, an existing shareholder of the Corporation, at **Thirty-Six and Nine-Tenth Centavos (₱0.369)** per share, or a total of **Nine Billion One Hundred Fourteen Million Three Hundred Thousand Pesos (₱9,114,300,000.00)** consisting of:

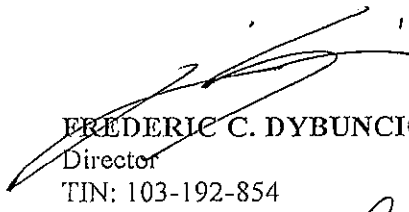
Aggregate Par Value (₱0.25/share)	₱6,175,000,000.00
<u>Additional Paid-In Capital (₱0.119/share)</u>	<u>2,939,300,000.00</u>
Total Subscription Price	₱9,114,300,000.00

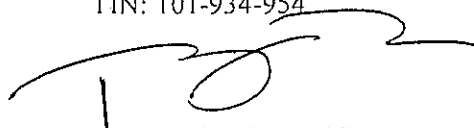
5. There is no bonded indebtedness to be created, incurred or increased;

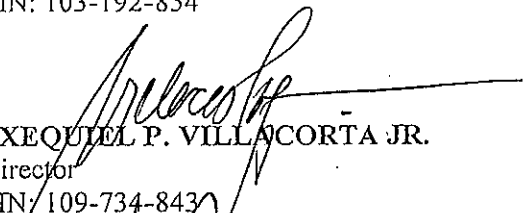
6. As of the date of the said meeting of the Board of Directors and the Annual Stockholders' Meeting, the actual indebtedness of the Corporation is **nil**.

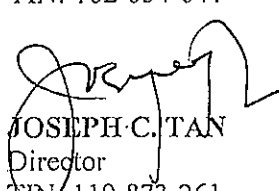
IN ATTESTATION OF THE ABOVE, this Certificate has been signed this JUL 28 day of July in Pasig City, Metro Manila.

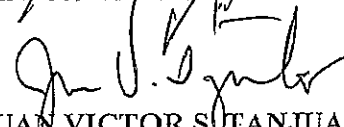

WILLY N. OCIER
 Chairman & President
 TIN: 101-934-954



FREDERIC C. DYBUNCIO
 Director
 TIN: 103-192-854


A. BAYANI K. TAN
 Director & Corporate Secretary
 TIN: 102-054-041


EXEQUIEL P. VILLACORTA JR.
 Director
 TIN: 109-734-843


JOSEPH C. TAN
 Director
 TIN: 119-873-261


JUAN VICTOR S. TANJUATCO
 Director
 TIN: 177-376-733


ROMAN FELIPE S. REYES
 Director
 TIN: 106-205-125

SUBSCRIBED AND SWORN to before me this ___ day of July 2014 in Pasig City, Metro Manila, affiants exhibited to me their various competent evidence of identity, as follows:

Name	Competent Evidence of Identity Date/Place Issued	TIN
Willy N. Ocier	Passport No. EB6130282/08.14.12/Manila	TIN: 101-934-954
Frederic C. DyBuncio	Passport No. EC0634893/03.22.14/Manila	TIN: 103-192-854
A. Bayani K. Tan	CTC No. 34260634/01.24.14/Manila	TIN: 102-054-041
Exequiel P. Villacorta Jr.	Passport No. EB6460676/10.01/12/Manila	TIN: 109-734-843
Joseph C. Tan	Passport No. EB7498775/02.27.13/Manila	TIN: 119-873-261
Juan Victor S. Tanjuatco	Passport No. EB6823459/11.26.12/Manila	TIN: 177-376-733
Roman Felipe S. Reyes	Passport No. EB9092721/09.09.13/Manila	TIN: 106-205-125

Doc. No. 298 :
 Page No. 01 :
 Book No. J :
 Series of 2014.


ADRIAN FRANCIS S. BUSTOS

Notary Public for
 Pasig City, San Juan, Taguig & Pateros
 Appointment No. 294 (2013-2014)
 Commission Expires on December 31, 2014
 2704 East Tower, PSE Centre Exchange Road
 Ortigas Center 1605 Pasig City
 PTR No. 9443770 / 01.02 2014 / Pasig City
 IBP No 945762 / 12.27 2013 Pampanga
 Roll No 62610

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

TREASURER'S AFFIDAVIT

JACKSON T. ONGSIP, of legal age, Filipino, with office address at the 5th Floor, Tower A, Two E-Com Center, Palm Coast Avenue, Mall of Asia Complex, Pasay City, under oath, does hereby certify that:

1. I am the duly appointed Chief Financial Officer/Treasurer of PREMIUM LEISURE CORP. (formerly "Sinophil Corporation") (the "Corporation");

2. Out of an increase of Twenty-Seven Billion Five Hundred Million (27,500,000,000) Common Shares in the authorized capital stock of the Corporation, each with a par value of Twenty-Five Centavos (₱0.25) per share, amounting to Six Billion Eight Hundred Seventy-Five Million Pesos (₱ 6,875,000,000); Twenty-Four Billion Seven Hundred Million (24,700,000,000) Common Shares, with aggregate par value of Six Billion One Hundred Seventy Five Million Pesos (₱6,175,000,000.00), has been subscribed to at Thirty-Six and Nine Tenth Centavos (₱0.369) per share, or a total subscription price of Nine Billion One Hundred Fourteen Million Three Hundred Thousand Pesos (₱9,114,300,000.00) .

3. The subscriber has paid in cash the full amount of the total subscription price of Nine Billion One Hundred Fourteen Million Three Hundred Thousand Pesos (₱9,114,300,000.00) which is constituted by the following:

Aggregate Par Value (₱0.25/share)	₱6,175,000,000.00
Additional Paid-In Capital (₱0.119/share)	2,939,300,000.00
Total Subscription Price	₱9,114,300,000.00

4. At least Twenty-Five Percent (25%) of the increase in the authorized capital stock of the Corporation has been subscribed to, of which at least Twenty-Five Percent (25%) has been paid for by the subscriber.

IN ATTESTATION OF THE ABOVE, this Affidavit was signed this ___ day of August 2014 in Pasig City.

JACKSON T. ONGSIP

Affiant

SUBSCRIBED AND SWORN to before me this ___ day of August 2014 in Pasig City, affiant exhibiting to me his Passport No. XX4522621 issued on 09.10.09 2 in Manila and TIN 178-486-617.

Doc. No. 1134;
Page No. 22;
Book No. II;
Series of 2014.

E:\data\clients\285\project liberty\AOI Amendments Sinphil_Treasurer's Affidavit_rev08132014.docx
ABKTD\CN\RCC\ASB\UCU285-237

ADRIAN FRANCIS S. GUSTOS

Notary Public for
Pasig City, San Juan, Taguig & Pateros
Appointment No. 294 (2013-2014)
Commission Expires on December 31, 2014
2704 East Tower, PSE Centre Exchange Road
Ortigas Center 1605 Pasig City
PTR No. 9443770 / 01.02.2014 / Pasig City
IBP No. 945762 / 12.27.2013 Pampanga
Roll No. 62610

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

SECRETARY'S CERTIFICATE

A. BAYANI K. TAN, of legal age, Filipino, after having been sworn to in accordance with law, hereby deposes and states, that:

1. He is a member of the Board of Directors and Corporate Secretary of **PREMIUM LEISURE CORP.** (formerly "**Sinophil Corporation**") (the "Corporation").

2. On 2 June 2014, the Board of Directors of the Corporation approved the proposal to increase the authorized capital stock of the Corporation by **Twenty-Seven Billion Five Hundred Million (27,500,000,000)** common shares at Twenty-Five Centavos (₱ 0.25) per share or a total increase of **Six Billion Eight Hundred Seventy Five Million Pesos (₱6,875,000,000.00)** which approval was ratified by the Corporation's shareholders on 18 July 2014.

3. The capital structure of the Corporation as of 18 July 2014 is as follows:

Authorized Capital Stock		
Common		₱ 2,532,500,000.00
Preferred		₱ 1,500,000,000.00
Subscribed Capital Stock		
Common		₱ 1,731,827,500.00
Preferred		-
Paid-Up Capital		
Common	Par	₱ 830,976,897.00
	APIC*	-
	Total	₱ 830,976,897.00
Preferred	Par	-
	APIC	-
	Total	-

* The additional paid-in capital of ₱2,614,473,011.00 was applied against the Corporation's retained deficit of ₱3,543,372,972.00 based on the Corporation's Audited Financial Statements for FY 2013 pursuant to the equity restructuring approved by the Securities and Exchange Commission on 30 May 2014.

4. As of 18 July 2014, the percentage of foreign ownership of the Corporation was Two and Three-Tenths percent (2.30%).


5. After the aforesaid increase in the Corporation's authorized capital stock, the capital structure of the Corporation would be as follows:

Authorized Capital Stock		
<i>Common</i>		₱ 9,407,500,000.00
<i>Preferred</i>		₱ 1,500,000,000.00
Subscribed Capital Stock		
<i>Common</i>		₱ 7,906,827,500.00
<i>Preferred</i>		-
Paid-Up Capital		
<i>Common</i>	Par	₱ 7,005,976,897.00
	APIC	₱ 2,939,300,000.00
	Total	₱ 9,945,276,897.00
<i>Preferred</i>	Par	-
	APIC	-
	Total	-

6. After the increase in the authorized capital stock of the Corporation, the percentage of foreign equity shall be Five-Tenths percent (0.50%).

7. This affidavit is executed to attest to the truth of the foregoing and for whatever legal purpose and intent it may serve.

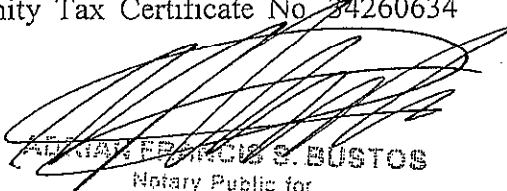
IN ATTESTATION OF THE ABOVE, this Affidavit has been signed this 18 day of August 2014 at Pasig City, Metro Manila.


A. BAYANI K. TAN
Corporate Secretary

SUBSCRIBED AND SWORN to before me, this 18 AUG 2014 at Pasig City, Metro Manila, affiant having exhibited to me his Community Tax Certificate No. 34260634 issued on 01.24.14 at Manila and TIN 102-054-041.

Doc. No. 465;
Page No. 94;
Book No. II;
Series of 2014.

FADA \AV\CLIENTS\285\PROJECT LIBERTY\AOI AMENDMENTS\SEC CERT_STOCKHOLDERS APPROVING INCREASE_08152014.doc
ABK\UC\NRCC\ASB\JC\285-2-37


ALFRED FRANCIS S. BUSTOS
Notary Public for
Pasig City, San Juan, Taguig & Pateros
Appointment No. 264 (2013-2014)
Commission Expires on December 31, 2014
2104 East Tower, PSE Centre Exchange Road
Ortigas Center 1005 Pasig City
PTR No. 9443770 / 01.02.2014 / Pasig City
IBP No. 945762 / 12.27.2013 Pampanga
Roll No. 62610