



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

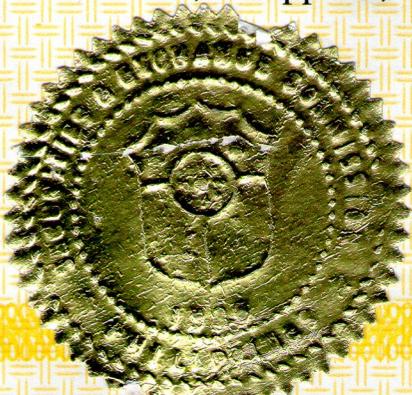
KNOW ALL PERSONS BY THESE PRESENTS:

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 P0.25 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

COVER SHEET

COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

ICS-AAI

SEC Registration Number

ALS9300-9289

Former Company Name

SINOPHILICORPORATION

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. KALUPTA

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. Delacruz

Date

8-26 3:00

Signature

CRMD PERSONNEL
P
FAAD
BY *[Signature]*
DATE 8/26/2014

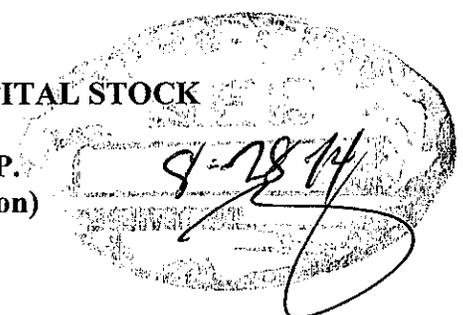
Document I.D.

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)**;

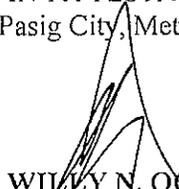
4. Out of these **Twenty-Seven Billion Five Hundred Million (27,500,000,000)** common shares, **Twenty-Four Billion Seven Hundred Million (24,700,000,000)** shares have been subscribed to and paid for in full and in cash by Belle Corporation, an existing shareholder of the Corporation, at **Thirty-Six 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:

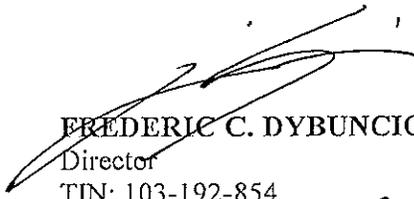
Aggregate Par Value (₱0.25/share)	₱6,175,000,000.00
Additional Paid-In Capital (₱0.119/share)	<u>2,939,300,000.00</u>
Total Subscription Price	₱9,114,300,000.00

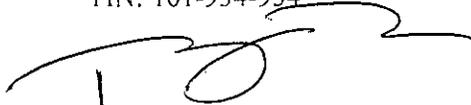
5. There is no bonded indebtedness to be created, incurred or increased;

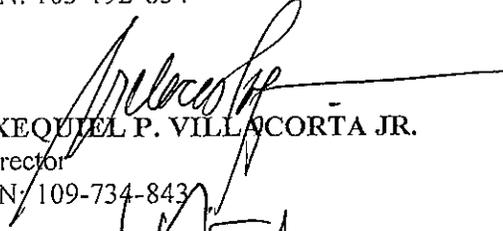
6. As of the date of the said meeting of the Board of Directors and the Annual Stockholders' Meeting, the actual indebtedness of the Corporation is **nil**.

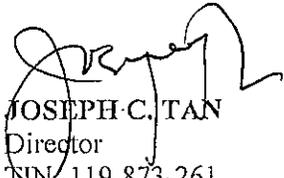
IN ATTESTATION OF THE ABOVE, this Certificate has been signed this JUL 28 2014 day of July in Pasig City, Metro Manila.

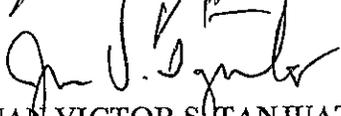

WILLY N. OCIER
 Chairman & President
 TIN: 101-934-954


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

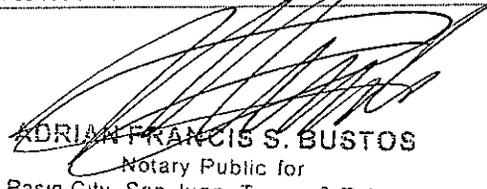

JUAN VICTOR S. TANJUATCO
 Director
 TIN: 177-376-733


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

SUBSCRIBED AND SWORN to before me this JUL 28 2014 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. 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 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");

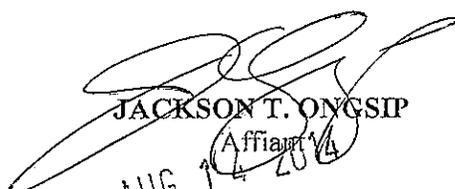
2. Out of an increase of **Twenty-Seven Billion Five Hundred Million (27,500,000,000)** Common Shares in the authorized capital stock of the Corporation, each with a par value of Twenty-Five Centavos (₱0.25) per share, amounting to **Six Billion Eight Hundred Seventy-Five Million Pesos (₱ 6,875,000,000)**; **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 14 day of August 2014 in Pasig City.

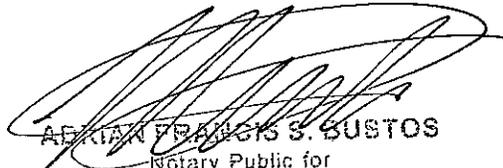

JACKSON T. ONGSIP

Affiant
AUG 14 2014

SUBSCRIBED AND SWORN to before me this 14 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. 434 ;
Page No. 28 ;
Book No. J ;
Series of 2014.

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AERIAL 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.

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	-

₱ 4,032,500,000

* 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:

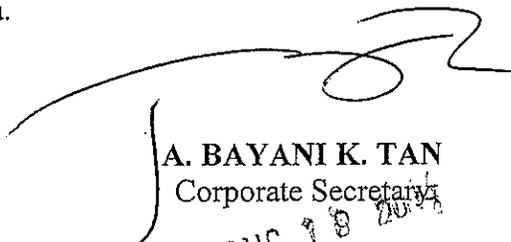
Authorized Capital Stock		
<i>Common</i>		₱ 9,407,500,000.00
<i>Preferred</i>		₱ 1,500,000,000.00
Subscribed Capital Stock		
<i>Common</i>		₱ 7,906,827,500.00
<i>Preferred</i>		-
Paid-Up Capital		
<i>Common</i>	Par	₱ 7,005,976,897.00
	APIC	₱ 2,939,300,000.00
	Total	₱ 9,945,276,897.00
<i>Preferred</i>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

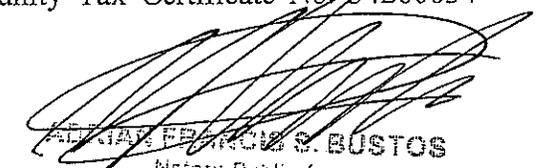
IN ATTESTATION OF THE ABOVE, this Affidavit has been signed this 18 day of August 2014 at Pasig City, Metro Manila.

AUG 18 2014


A. BAYANI K. TAN
 Corporate Secretary

SUBSCRIBED AND SWORN to before me, this 18 day of August 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.


ALFONSO FRANCIS S. BUSTOS
 Notary Public for
 Pasig City, San Juan, Taguig & Pateros
 Appointment No. 254 (2013-2014)
 Commission Expires on December 31, 2014
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