



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
Ground Floor, Secretariat Building, PICC
City Of Pasay, Metro Manila

COMPANY REG. NO. CS200711792

CERTIFICATE OF FILING
OF
AMENDED ARTICLES OF INCORPORATION

KNOW ALL PERSONS BY THESE PRESENTS:

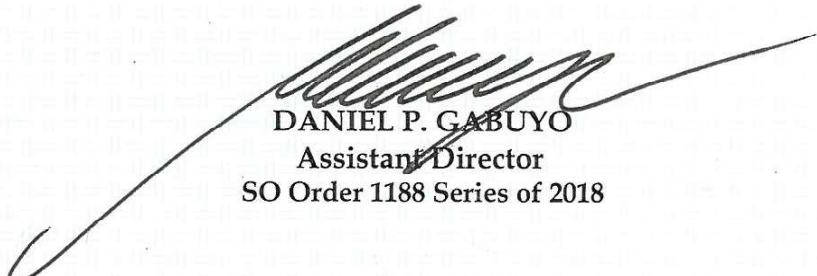
This is to certify that the amended articles of incorporation of the

GT CAPITAL HOLDINGS, INC.
(Amending Article II Primary Purpose thereof)

copy annexed, adopted on May 14, 2020 by majority vote of the Board of Directors and on June 05, 2020 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 15 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019, 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/lending company and time shares/club shares/membership certificates issuers or selling agents thereof; nor to operate a fiat money to virtual currency exchange. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 17th day of December, Twenty Twenty.


DANIEL P. GABUYO
Assistant Director
SO Order 1188 Series of 2018

MV/qba

COVER SHEET

for Applications at
COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

Amendment of Articles of Incorporation

C S 2 0 0 7 1 1 7 9 2

Company Name

G T C A P I T A L H O L D I N G S , I N C .

AMENDED TO:

New Company Name

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

4 3 F l r . G T T o w e r I n t e r n a t i o n a l
6 8 1 3 A y a l a A v e n u e , M a k a t i C i t y

COMPANY INFORMATION

Company's E-mail Address

gtcap@gtcapital.com

Company's Telephone Number/s

8836-4500

Company's Facsimile Number/s

8836-4159

Contact Person

Atty. Danielle Alessandra D. Crisostomo

Contact Person's Telephone Number

8836-4500

Contact Person's Address

To be accomplished by CRMD Personnel

Assigned Processor

Date

Signature

Document I.D.

Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

☐
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Corporate and Partnership Registration Division

Green Lane Unit

Financial Analysis and Audit Division

Licensing Unit

Compliance Monitoring Division

**AMENDED ARTICLES OF INCORPORATION
OF
GT CAPITAL HOLDINGS, INC.**

Know All Men By These Presents:

The undersigned incorporators, all of legal age and majority of whom are residents of the Philippines, have this day voluntarily agreed to form a stock corporation under the laws of the Republic of the Philippines.

THAT WE HEREBY CERTIFY:

FIRST: The name of this corporation shall be:

GT CAPITAL HOLDINGS, INC.

SECOND: A. That the primary purpose of this corporation is

To invest in, purchase, or otherwise acquire and own, hold, use, sell, assign, transfer, lease, mortgage, exchange, develop or otherwise dispose of real or personal property of every kind and description, including shares of stocks, bonds, debentures, notes, evidences of indebtedness, and other securities or obligations of any corporation or corporations, associations, domestic or foreign, and to possess and exercise in respect thereof all the rights, powers and privileges of ownership, including all voting powers of any stock so owned, and to secure and guarantee obligations of, and act as surety for its subsidiaries and affiliates.

B: That the corporation shall have all the express powers of a corporation as provided for under Section 35 of the Revised Corporation Code of the Philippines.
(As amended during the Special Meeting of the Board of Directors on May 14, 2020 and the Annual Meeting of the Stockholders of the Corporation on June 05, 2020)

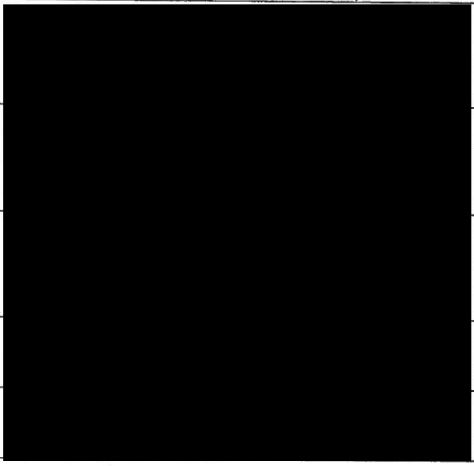
THIRD: That the place where the principal office of the corporation is to be established is at:

No./Street: GT Tower International, Ayala Avenue corner H.V. de la Costa St.
City/Town: Makati City

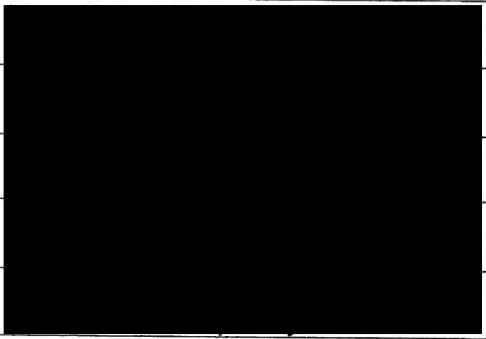
FOURTH: That the term for which the corporation is to exist is fifty (50) years from and after the date of issuance of the certificate of incorporation.

FIFTH: That the names, nationalities, and residences of the incorporators are as follows:




Name	Nationality	Residence (Complete Address)
Ty Siao Kian	Filipino	
Mary Vy Ty	Filipino	
Arthur Vy Ty	Filipino	
Alfred Vy Ty	Filipino	
Antonio S. Abacan Jr.	Filipino	

SIXTH: That the number of directors of said corporation shall be ELEVEN (11) and that the names, nationalities and residences of the first directors who are to serve until their successors are elected and qualified as provided by the by-laws are as follows: *(As amended during the Regular Meeting of the Board of Directors on March 11, 2014 and the Annual Meeting of the Stockholders of the Corporation on May 12, 2014)*

Name	Nationality	Residence (Complete Address)
Ty Siao Kian	Filipino	
Mary Vy Ty	Filipino	
Arthur Vy Ty	Filipino	
Alfred Vy Ty	Filipino	
Antonio S. Abacan Jr.	Filipino	
(Vacant)	Filipino	
(Vacant)	Filipino	

SEVENTH: That the authorized capital stock of the Corporation is Five Billion Pesos (P5,000,000,000.00) in lawful money of the Philippines, divided into Two Hundred Ninety Eight Million Two Hundred Fifty Seven Thousand (298,257,000) Common Shares with a par value of Ten Pesos (P10.00) per share and Twenty Million (20,000,000) Perpetual Preferred Shares with a par value of One Hundred Pesos (P00.00) per share and One Hundred Seventy Four Million Three Hundred Thousand (174,300,000) Voting Preferred Shares with a par value of Ten Centavos (P0.10) per share.



The Perpetual Preferred Shares of stock shall be non-voting, non-convertible, cumulative and non-participating; Provided, that no share shall be issued below par value. Perpetual Preferred shares may be issued from time to time in one or more series as the Board of Directors may determine, and authority is hereby expressly granted to the Board of Directors to establish and designate each particular series of Perpetual Preferred Shares, to fix the number of shares to be included in each of such series, and to determine the dividend rate, issue price and other terms and conditions for such shares beyond those stated in these Articles of Incorporation.

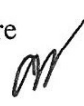
The Perpetual Preferred Shares shall have the following features, rights and privileges:

- a. The Issue Value and Dividend Rate shall be determined by the Board of Directors at the time of the issuance thereof;
- b. The Perpetual Preferred Shares shall be entitled to the payment of current as well as any accrued or unpaid dividends before any dividends can be paid to the holders of Common Shares. No dividend shall be declared or paid on the Common Shares unless the full accumulated dividends on all the Perpetual Preferred Shares for all past dividend periods and for the current dividend period shall have been declared and paid by the Corporation;
- c. The holders of Perpetual Preferred Shares shall have preference over holders of Common Shares in the distribution of corporate assets in the event of dissolution, liquidation or winding up of the Corporation, whether voluntary or involuntary;
- d. The Perpetual Preferred Shares shall not be entitled to vote, except in those cases specifically provided by law;
- e. The Perpetual Preferred Shares shall be non-participating in any other further dividends beyond that specifically payable thereon;
- f. The Perpetual Preferred Shares shall be non-convertible to common shares or Voting Preferred Shares;
- g. The Perpetual Preferred Shares shall be redeemable at the option of the Corporation under such terms that the Board may approve at the time of the issuance thereof;
- h. The Perpetual Preferred Shares shall have no pre-emptive rights to any issue of shares, common or preferred; and
- i. Other features, rights and privileges as determined by the Board of Directors.

(As amended on during the Regular Meeting of the Board of Directors on March 13, 2015 and the Annual Stockholders Meeting of the Corporation on May 11, 2015, respectively.)

The Voting Preferred Shares of stock shall be voting, non-cumulative, non-participating and non-convertible; *Provided*, that no share will be issued below par value.

The Voting Preferred Shares shall have the following features, rights and privileges:

- a. The Issue Value shall be determined by the Board of Directors at the time of the issuance of the shares;
 - b. The Dividend Rate shall be determined by the Board of Directors at the time of the issuance of the shares, equivalent to 3-year PDST R2 to be repriced every 10 years and payable annually;
 - c. The Voting Preferred Shares shall be non-cumulative and the holders thereof are entitled to the payment of current but not past dividends;
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- d. The Voting Preferred Shares shall be non-participating in any other of further dividends beyond that specifically payable on the shares;
 - e. The Voting Preferred Shares shall be redeemable at par value, at the sole option of the Corporation, under terms and conditions approved by the Board of Directors;
 - f. Holders of Voting Preferred Shares shall be entitled to one vote for each share in his name on the books of the Corporation;
 - g. Holders of Voting Preferred Shares shall have no pre-emptive rights to any issue of shares, Common or Preferred;
 - h. The Voting Preferred Shares will not be listed at and it will not be tradeable in the Philippine Stock Exchange;
 - i. Other features, rights and privileges as determined by the Board of Directors.
- (As amended during the Regular Meeting of the Board of Directors on October 23, 2014 and the Special Meeting of the Stockholders of the Corporation on January 09, 2015)*

The holders of capital stock shall have no pre-emptive right to any issue or disposition of any share of any class of the Corporation. *(As amended at the Special Meetings of the Board of Directors and Stockholders, held on 07 September 2012 and 26 October 2012, respectively.)*

EIGHTH: That at least 25% of the authorized capital stock has been subscribed and at least 25% of the total subscription has been paid as follows:

Name	Nationality	No. of Shares Subscribed	Amount Subscribed	Amount Paid
Ty Siao Kian	Filipino	200,000	2,000,000.00	2,000,000.00
Mary Vy Ty	Filipino	90,000	900,000.00	900,000.00
Arthur Vy Ty	Filipino	100,000	1,000,000.00	1,000,000.00
Alfred Vy Ty	Filipino	100,000	1,000,000.00	1,000,000.00
Antonio S. Abacan Jr.	Filipino	10,000	100,000.00	100,000.00
TOTAL		500,000	5,000,000.00	5,000,000.00
		-----	-----	-----

NINTH: No transfer of stock or interest which would reduce the stock ownership of Filipino citizens to less than the required percentage of the capital stock as provided by existing laws shall be allowed or permitted to be recorded in the proper books of corporation and this restriction shall be indicated in the stocks certificates issued by the corporation.

TENTH: That **MARY VY TY** has been elected by the subscribers as treasurer of the corporation to act as such until his/her successor is duly elected and qualified in accordance with the by-laws; and that as such Treasurer, he/she has been authorized to receive for and in the name for the benefit of the corporation, all subscription paid by the subscribers.

ELEVENTH: That the corporation manifests its willingness to change its corporate name in the event another person, firm or entity has acquired a prior right to use the said firm in the name or one deceptively or confusing similar to it.

IN WITNESS WHEREOF, we have set our hands this 20th day of July 2007 at Makati City.



(Original Signed)
TY SIAO KIAN

(Original Signed)
MARY VY TY

(Original Signed)
ARTHUR VY TY

(Original Signed)
ALFRED VY TY

(Original Signed)
ANTONIO S. ABACAN, JR.

WITNESSES:

(Original Signed)

(Original Signed)

ACKNOWLEDGMENT

Republic of the Philippines)
In Makati City, M.M.)S.S.

BEFORE ME, a Notary Public in and for Makati City, M.M., Philippines, this 20 July 2007, personally appeared:

<u>Name</u>	<u>Community Tax Certificate No.</u>	<u>Date & Place Issued</u>
Ty Siao Kian		01/25/07-Makati City
Mary V. Ty		01/25/07-Makati City
Arthur V. Ty		01/30/07-Makati City
Alfred V. Ty		01/25/07-Makati City
Antonio S. Abacan Jr.		01/10/07-Makati City

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 TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal on the date and at the place above written.

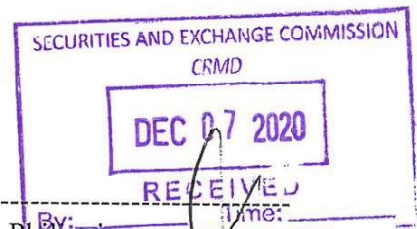


Doc. No. 67;
Page No. 15;
Book No. I;
Series of 2007.

(Original Signed)
KRISTINA JOYCE C. CARO
Appointment No. M-528
Notary Public for Makati City
Until December 31, 2007
18th, 19th, and 17th Floor, Liberty Center
104 H.V. dela Costa Street
Salcedo Village, Makati City
Roll of Attorneys No. 64047
PTR 617138/Makati City/05-10-2007
IBP 717996/Makati City/04-13-2007

A handwritten signature in black ink, appearing to be 'm' or 'n' with a long, sweeping stroke extending upwards and to the right.

GT CAPITAL HOLDINGS, INC.



Incorporated under the laws of the Republic of the Philippines

**DIRECTORS' CERTIFICATE OF
AMENDED ARTICLES OF INCORPORATION**

We, the undersigned, being the Chairman, the Secretary and majority of the members of the Board of Directors of **GT CAPITAL HOLDINGS, INC.** (the "Corporation"), hereby certify that:

1. On May 14, 2020 and June 5, 2020, respectively, at separate meetings, the Corporation's Board of Directors, by a majority vote of its members, and the stockholders, by affirmative vote of more than two-thirds (2/3) of the outstanding capital stock of the Corporation, approved the amendment of Article SECOND of the Corporation's Amended Articles of Incorporation by amending the Corporation's primary purpose, as follows:

"SECOND: A. That the primary purpose of this corporation is

To invest in, purchase, or otherwise acquire and own, hold, use, sell, assign, transfer, lease, mortgage, exchange, develop or otherwise dispose of real or personal property of every kind and description, including shares of stocks, bonds, debentures, notes, evidences of indebtedness, and other securities or obligations of any corporation or corporations, associations, domestic or foreign, and to possess and exercise in respect thereof all the rights, powers and privileges of ownership, including all voting powers of any stock so owned, and to secure and guarantee obligations of, and act as surety for its subsidiaries and affiliates.


B. That the corporation shall have all the express powers of a corporation as provided for under Section 35 of the Revised Corporation Code of the Philippines."

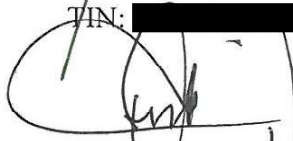
2. The copy of the Corporation's amended Amended Articles of Incorporation attached hereto as Annex "A" is a true and correct copy of the Corporation's Amended Articles of Incorporation and reflects the foregoing amendment thereto.

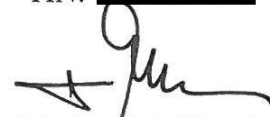
(Signature page follows.)

A handwritten signature in black ink, appearing to be 'AN'.


IN WITNESS WHEREOF, we have hereunto signed these presents this 29 day of September 2020 at Makati City, Philippines.



ARTHUR VY TY
Chairman
TIN: [REDACTED]

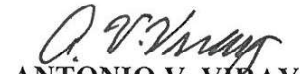

ALFRED VY TY
Co-Vice Chairman
TIN: [REDACTED]



CARMELO MARIA LUZA BAUTISTA
President and Director
TIN: [REDACTED]


DAVID T. GO
Director
TIN: [REDACTED]



ALESANDRA T. TY
Director
TIN: [REDACTED]

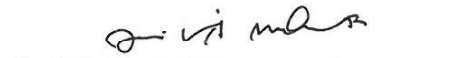

WILFREDO A. PARAS
Independent Director
TIN: [REDACTED]



ANTONIO V. VIRAY
Corporate Secretary
TIN: [REDACTED]


FRANCISCO C. SEBASTIAN
Co-Vice Chairman
TIN: 162-762-554


RENATO C. VALENCIA
Lead Independent Director
TIN: [REDACTED]


REGIS V. PUNO
Director
TIN: [REDACTED]


JAIME MIGUEL G. BELMONTE
Independent Director
TIN: [REDACTED]


RENE J. BUENAVENTURA
Independent Director
TIN: [REDACTED]

SUBSCRIBED AND SWORN to before me this 29 SEP 2020 day of 2020,
affiants exhibiting to me the following:

Name	Government ID	Date and Place Issued
Arthur Vy Ty		Issued on July 31, 2019 at DFA Manila
Antonio V. Viray		Issued on March 7, 2002 at Office of the Senior Citizens Affairs, Quezon City
Alfred Vy Ty		Expiration date August 2, 2022
Francisco C. Sebastian		Issued on February 20, 2018 at DFA Manila
Carmelo Maria Luza Bautista		Issued on May 21, 2018 at DFA NCR South
Renato C. Valencia		Issued on March 20, 2018 at DFA NCR South
Jaime Miguel G. Belmonte		Issued on January 11, 2018 at DFA NCR East
Wilfredo A. Paras		Issued on November 19, 2016 at DFA NCR South
Rene J. Buenaventura		Issued on October 12, 2017 at DFA NCR East
David T. Go		Issued on July 13, 2017 at DFA Manila
Regis V. Puno		Expiration date May 1, 2023
Alesandra T. Ty		

Doc. No. 180;
Book No. 37;
Page No. 51;
Series of 2020.

ELISSELDA C. DE ANASTORIA-RECIO
Commission No. M-373
Notary Public for Makati City
Until December 31, 2020
8th Floor, GT Tower International
6813 Ayala Avenue 1227 Makati City
Roll No. 55633; MCLE Compliance No. VI-0026178
PTR No. 8126012/01-07-2020; Makati City
IBP No. 105458/01-07-2020; Makati City

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


SECRETARY'S CERTIFICATE

I, **ANTONIO V. VIRAY**, Filipino citizen, of legal age, and with office address at 43rd Floor, GT Tower International, 6813 Ayala Avenue corner H.V. Dela Costa Street, 1227 Makati City, Philippines, after having been duly sworn in accordance with law, do hereby certify that:

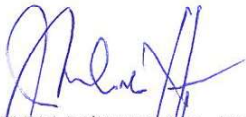
1. I am the duly elected and incumbent Corporate Secretary of **GT CAPITAL HOLDINGS, INC.** (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with office address at 43rd Floor, GT Tower International, 6813 Ayala Avenue corner H.V. Dela Costa Street, 1227 Makati City, Philippines.
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 or appointed directors or officers or vice versa.

IN WITNESS WHEREOF, I have issued this document on the date and at the place indicated below.


ANTONIO V. VIRAY
Corporate Secretary


SUBSCRIBED AND SWORN TO before me this OCT 06 2020 at
MAKATI CITY, Metro Manila, affiant exhibited to me his Senior Citizens ID No.
 issued on March 7, 2002 at Office of Senior Citizens Affairs, Quezon City.

Doc. No. 343;
Page No. 69;
Book No. 12;
Series of 2020.


ATTY. MELISSA B. REYES
Notary Public for Makati City until December 31, 2020
Roll No. 41690 / Appointment No. M-120
IBP 054784 / PTR No. 6618189
45/F GT Tower International, Ayala Avenue
Corner H.V. Dela Costa, Makati City