



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:

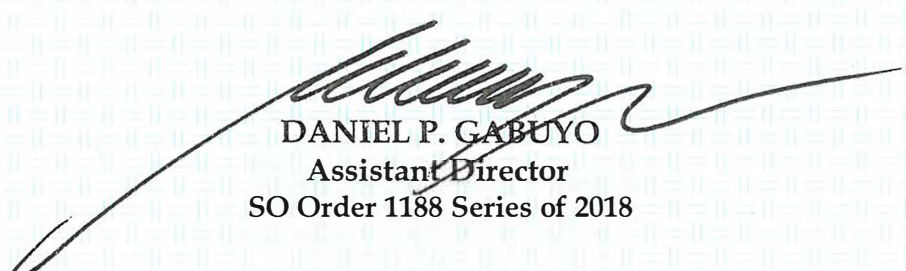
This is to certify that the amended articles of incorporation of the

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

copy annexed, adopted on March 25, 2022 by majority vote of the Board of Directors and on May 11, 2022 by the vote of the stockholders owning or representing more than 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 8th day of July, Twenty Twenty Two.


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

STA/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

Former 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 R D F L O O 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 . C O R . H . V .

D E L A C O S T A S T . M A K A T I C I T Y

COMPANY INFORMATION

Company's E-mail Address

gtcaplegal@gtcapital.com.ph

Company's Telephone Number/s

632 8836-4500

Company's Facsimile Number/s

632 8836-4159

CONTACT PERSON INFORMATION

Name of Contact Person

Email Address

Telephone Number/s

Facsimile Number/s

Renee Lynn M. Atienza		632 88364500	632 8836-4159
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Contact Person's Address

43rd Floor GT Tower International 6813, Ayala Ave., Makati City

To be accomplished by CRMD Personnel

Assigned Processor

Date

Signature

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

GT CAPITAL HOLDINGS, INC.

SECURITIES AND EXCHANGE COMMISSION

CRMD

JUL 06 2022

RECEIVED

Incorporated under the laws of the Republic of the Philippines

**DIRECTOR'S 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 "Corporations"), hereby certify that:

1. On March 25, 2022 and May 11, 2022, 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, as well as to act as commission merchant, commercial agent or factor for, or assist in any legal manner, financially or otherwise, its subsidiaries, affiliates, associates or investee companies.

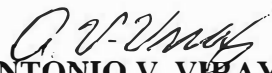
B. In pursuit of the above purposes, the Corporation shall have all the powers, attributes and properties, as well as all the express, special, implied, necessary and essential powers under the Revised Corporation Code of the Philippines and other applicable laws."

2. The copy of the Corporation's 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.


IN WITNESS WHEREOF, we have hereunto signed these presents this _____ day of
JUN 21 2022 2022 at Makati City.


FRANCISCO C. SEBASTIAN
Chairman


T.I.N. [REDACTED]


ANTONIO V. VIRAY
Corporate Secretary


T.I.N. [REDACTED]


ALFRED VY TY
Vice Chairman


T.I.N. [REDACTED]


**CARMELO MARIA LUZA
BAUTISTA**
President and Director

T.I.N. [REDACTED]


ARTHUR VY TY
Director


T.I.N. [REDACTED]


RENATO C. VALENCIA
Lead Independent Director

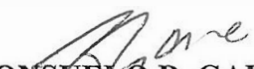
T.I.N. [REDACTED]

RENE J. BUENAVENTURA
Independent Director

T.I.N. [REDACTED]


PASCUAL M. GARCIA III
Director

T.I.N. [REDACTED]


CONSUELO D. GARCIA
Independent Director

T.I.N. [REDACTED]


DAVID T. GO
Director

T.I.N. [REDACTED]


REGIS V. PUNO
Director

T.I.N. [REDACTED]



GIL B. GENIO
Independent Director

T.I.N. [REDACTED]

SUBSCRIBED AND SWORN to before me, this JUN 21 2022 2022 at Makati City, affiants exhibiting to me the following:

NAME	GOVERNMENT ID	DATE/PLACE ISSUED
Francisco C. Sebastian		Issued on February 20, 2018 at DFA Manila and expiring on February 19, 2028
Alfred Vy Ty		Issued on January 10, 2020 at DFA Manila and expiring on January 9, 2030
Arthur Vy Ty		Issued on July 31, 2019 at DFA Manila and expiring on July 30, 2029
Carmelo Maria Luza Bautista		Issued on May 21, 2018 at DFA NCR South and expiring on May 20, 2028
Renato C. Valencia		Issued on March 20, 2018 at DFA NCR South and expiring on March 19, 2028
Rene J. Buenaventura		COMELEC, City of Makati, NCR, Fourth District
Pascual M. Garcia III		Expiring on September 1, 2023
Consuelo D. Garcia		Expiring on September 10, 2023
David T. Go		Office for the Senior Citizens Affairs, Makati City
Regis V. Puno		Expiring on May 1, 2023
Gil B. Genio		Expiring on December 15, 2023
Antonio V. Viray		Office of the Senior Citizens Affairs, Quezon City

Doc. No. 243 ;
 Page No. 49 ;
 Book No. 14 ;
 Series of 2022.


 ATTY. MELISSA B. REYES
 Notary Public for Makati City until June 30, 2023
 Roli No. 41639 / Appointment No. M-120
 LEP 054764 / PTR No. 6618489
 45/F GT Tower International, Ayala Avenue
 Corner H.V. Dela Costa, Makati City

AV

**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, as well as to act as commission merchant, commercial agent or factor for, or assist in any legal manner, financially or otherwise, its subsidiaries, affiliates, associates or investee companies.

B: In pursuit of the above purposes, the Corporation shall have all the powers, attributes and properties, as well as all the express, special, implied, necessary and essential powers under the Revised Corporation Code of the Philippines and other applicable laws. (As amended during the Regular Meeting of the Board of Directors on March 25, 2022 and the Annual Stockholders Meeting of the Corporation on May 11, 2022)

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 (P100.00) 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.

aw

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 be 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;



- 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
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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
T.I.N. [REDACTED]

(Original Signed)
MARY VY TY
T.I.N. [REDACTED]

(Original Signed)
ARTHUR VY TY
T.I.N. [REDACTED]

(Original Signed)
ALFRED VY TY
T.I.N. [REDACTED]

(Original Signed)
ANTONIO S. ABACAN, JR.
T.I.N. [REDACTED]

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	[REDACTED]	01/25/07-Makati City
Mary V. Ty	[REDACTED]	01/25/07-Makati City
Arthur V. Ty	[REDACTED]	01/30/07-Makati City
Alfred V. Ty	[REDACTED]	01/25/07-Makati City
Antonio S. Abacan Jr.	[REDACTED]	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.



(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

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



SECRETARY'S CERTIFICATE

I, **ANTONIO V. VIRAY**, Filipino, 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 (the "Corporate Address"), under oath, do hereby certify that:

1. I am the duly elected and incumbent Corporate Secretary of "**GT CAPITAL HOLDINGS, INC.**" (the "Corporation"), a Philippine corporation with principal office at the above Corporate Address.


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.

IN WITNESS WHEREOF, I have hereunto affixed my signature at Makati City on JUN 21 2022.


ANTONIO V. VIRAY
Corporate Secretary

SUBSCRIBED AND SWORN TO before me at Makati City on JUN 21 2022, affiant exhibiting to me his Senior Citizen's ID No. [REDACTED] issued in Quezon City.

Doc. No. 242 ;
Page No. 49 ;
Book No. 14 ;
Series of 2022.


ATTY. MELISSA B. REYES
Notary Public for Makati City until June 30, 2022
Roll No. 41639 / Appointment No. M-120
GP 054764 / PTR No. 6618489
45/F GT Tower International, Ayala Avenue
Corner H.V. Dela Costa, Makati City