

# SECURITIES AND EXCHANGE COMMISSION

## SEC FORM 17-C

### CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES REGULATION CODE AND SRC RULE 17.2(c) THEREUNDER

1. Date of Report (Date of earliest event reported)  
Jan 2, 2018
2. SEC Identification Number  
12942
3. BIR Tax Identification No.  
000-104-320-000
4. Exact name of issuer as specified in its charter  
Marcventures Holdings, Inc.
5. Province, country or other jurisdiction of incorporation  
Manila, Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office  
4th Floor, Citibank Center, Paseo de Roxas, Makati City  
Postal Code  
1227
8. Issuer's telephone number, including area code  
(+632)831-4479 or (+632)831-4483
9. Former name or former address, if changed since last report  
-
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
common	1,844,088,599
11. Indicate the item numbers reported herein  
-

*The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.*

# Marcventures Holdings, Inc.

## MARC

### PSE Disclosure Form 4-3 - Amendments to Articles of Incorporation

**References: SRC Rule 17 (SEC Form 17-C) and  
Section 4.4 of the Revised Disclosure Rules**

#### Subject of the Disclosure

Approval of the amendment to the Articles of Incorporation

#### Background/Description of the Disclosure

Proposed amendment of the Articles of Incorporation:  
Amendment of the Company's Articles of Incorporation to Increase its Authorized Capital Stock from PhP 2.0B to PhP 4.0B and to increase the number of directors from 9 to 11.

<b>Date of Approval by Board of Directors</b>	Dec 15, 2016
<b>Date of Approval by Stockholders</b>	Oct 23, 2017
<b>Other Relevant Regulatory Agency, if applicable</b>	NA
<b>Date of Approval by Relevant Regulatory Agency, if applicable</b>	N/A
<b>Date of Approval by Securities and Exchange Commission</b>	Dec 29, 2017
<b>Date of Receipt of SEC approval</b>	Jan 2, 2017

#### Amendment(s)

Article No.	From	To	
SIXTH	9	11	
SEVENTH	2.0B	4.0B	

#### Rationale for the amendment(s)

The rationale for the amendments are (1) The increase in the number of directors from 9 to 11 is to allow the election of additional directors (2) The increase in the Authorized Capital Stock is to accommodate the proposed merger

#### The timetable for the effectivity of the amendment(s)

<b>Expected date of filing the amendments to the Articles of Incorporation with the SEC</b>	Nov 6, 2017
<b>Expected date of SEC approval of the Amended Articles of Incorporation</b>	Dec 29, 2017

**Effect(s) of the amendment(s) to the business, operations and/or capital structure of the Issuer, if any**

Will increase the number of Authorized Capital Stock and increase the number of directors

**Other Relevant Information**

Amended to indicate the Date of SEC Approval

**Filed on behalf by:**

<b>Name</b>	Diane Madelyn Ching
<b>Designation</b>	Asst. Corporate Secretary/Compliance Officer





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

**COMPANY REG. NO. 12942**

**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

**MARCVENTURES HOLDINGS, INC.**

from P2,000,000,000.00 divided into 2,000,000,000 shares of the par value of P1.00 each, to P4,000,000,000.00 divided into 4,000,000,000 shares with the par value of P1.00 each approved on December 15, 2016 by majority vote of the Board of Directors and by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock at a meeting held on October 23, 2017 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 hereunto set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 29th day of December, Twenty Seventeen.

  
**FERDINAND B. SALES**

**Director**

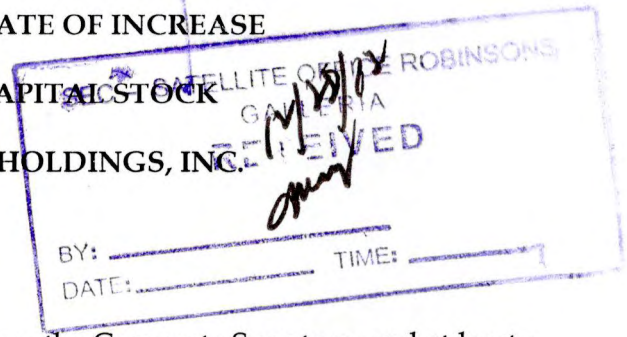
**Company Registration and Monitoring Department**





**DIRECTORS' CERTIFICATE OF INCREASE**

**OF AUTHORIZED CAPITAL STOCK  
OF MARCVENTURES HOLDINGS, INC.**



**KNOW ALL MEN BY THESE PRESENTS:**

We, the undersigned, being the Chairman, the Corporate Secretary, and at least a majority of the members of the Board of Directors of **MARCVENTURES HOLDINGS, INC.** (the "Corporation"), a corporation duly organized and existing under the laws of the Philippines,

**DO HEREBY CERTIFY:**

A special meeting of the stockholders of the Corporation was duly called on October 23, 2017 for the purpose of considering the increase of the authorized capital stock of the Corporation from Two Billion Pesos (₱2,000,000,000.00) divided into Two Billion (2,000,000,000) shares with a par value of One Peso (₱1.00) per share to Four Billion Pesos (₱4,000,000,000.00) divided into Four Billion shares (4,000,000,000) shares with a par value of One Peso (₱1.00) per share, and that all the requirements of Section 38 of Batas Pambansa Blg. 68, otherwise known as the Corporation Code of the Philippines, have been complied with.

**II**

The stockholders owning at least two-thirds (2/3) of the entire issued and outstanding capital stock of the Corporation were present or represented at the said annual stockholders' meeting.

**III**

At the said stockholders' meeting, the stockholders of the Corporation owning or representing at least two-thirds (2/3) of the issued and outstanding capital stock of the Corporation approved by unanimous vote the following resolutions:

**"RESOLVED,** that the authorized capital stock of **MARCVENTURES HOLDINGS, INC.** (the "Corporation") be increased from Php2.0 Billion to Php4.0 Billion and that the Seventh Article of the Articles of Incorporation be amended accordingly;

**RESOLVED FURTHER,** that the Board of Directors be, as it is hereby, authorized to determine the amount and issue price of the Common Shares constituting such increase, part of which will be issued

in connection with the merger with Asia Pilot Mining Phils. Corporation and Brightgreen Resources Holdings, Inc. with the Corporation as surviving entity, under such terms and conditions as the Board may deem proper;

**RESOLVED FURTHER**, that after Securities and Exchange Commission approval of the increase in Authorized Capital Stock to Php 4.0 Billion, the Board of Directors be, as it is hereby, authorized to accept Subscriptions of the Stockholders or third parties to the remaining shares out of the increase not issued in connection with the merger, in the form of cash and/or assets, all under such terms and conditions as the Board may deem proper;

**RESOLVED, FINALLY**, that the Directors and Officers of the Corporation be authorized to sign, execute and file with the Securities and Exchange Commission such documents and papers which may be required to give effect to the foregoing."

#### IV

During a special meeting of the Board of Directors held on December 15, 2016, at the principal office of the Corporation, at least a majority of the members of the Board of Directors likewise approved the following resolutions:

**"RESOLVED**, that the Board of Directors of **Marcventures Holdings, Inc.** (the "Corporation") authorize, as it hereby authorizes, the increase in the authorized capital stock of the Corporation from Two Billion Pesos (Php2,000,000,000.00) divided into Two Billion (2,000,000,000) shares with a par value of One Peso (Php1.00) per share to Four Billion Pesos (Php4,000,000,000.00) divided into Four Billion (4,000,000,000) shares with a par value of One Peso (Php1.00) per share, thereby amending Article Seventh of the Amended Articles of Incorporation of the Corporation to read as follows:

SEVENTH: That the capital stock of the corporation is FOUR BILLION PESOS (Php4,000,000,000.00) and said capital stock is divided into FOUR BILLION (4,000,000,000) shares of the par value of One Peso (Php1.00) each.

x x x

**RESOLVED, FINALLY**, to authorize the directors and officers of the Corporation to sign, execute and file with the Securities and Exchange Commission and other relevant government agencies, such documents as may be required to give effect to the foregoing resolution."

## V

The amount of said increase in authorized capital stock of the Corporation is Two Billion Pesos (₱ 2,000,000,000.00) divided into Two Billion (2,000,000,000) shares with a par value of One Peso (₱1.00) per share.

## VI

Out of the increase in the authorized capital stock of Two Billion Pesos (₱2,000,000,000.00), One Billion One Hundred Twenty Five Million Pesos (₱1,125,000,000.00), representing at least 25% of the increase, has been subscribed and fully paid by the shareholders of Asia Pilot Mining Phils. Corporation ("APMPC"), and Brightgreen Resources Holdings Inc. ("BHI") in connection with the merger of the Corporation with APMPC and BHI, with the Corporation as the surviving entity. Attached as Annex "A" is a list of the subscribers, their respective number of subscribed shares, amount paid up, and nationality.

## VII

The capital structure of the Corporation as of October 23, 2017, the date of the stockholder's meeting, appears in Annex "B" hereof.

## VIII

No bonded indebtedness has been incurred, created or increased as of the date of the stockholders' meeting.

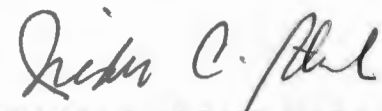
## IX

The actual indebtedness of the Corporation at the day of the stockholders' meeting on October 23, 2017 amounted to approximately Eleven Million One Hundred Ten Thousand Six Hundred Ninety Five Pesos and Thirty Eight centavos (Php 11,110,695.38).

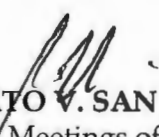
IN WITNESS WHEREOF, the undersigned Directors, Chairman and Secretary of the Stockholders' meeting have hereunto set their hands this 24<sup>th</sup> day of October 2017 at Makati City.



**CESAR C. ZALAMEA**  
Chairman of the Meetings of the Board of  
Directors and Shareholders/  
Director  
TIN 137-712-551




**ISIDRO C. ALCAN. TARA, JR.**  
Director  
TIN 123-371-185

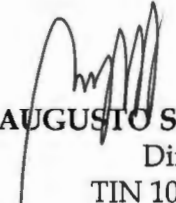


**ROBERTO V. SAN JOSE**  
Secretary of the Meetings of the Board of  
Directors and Shareholders/ Corporate  
Secretary  
TIN 126-470-483

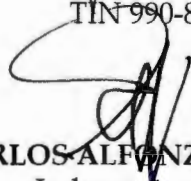
**MACARIO U. TE**  
Director  
TIN 145-425-028



**MARIANNE T. DY**  
Director  
TIN 990-856-940



**AUGUSTO SERAFICA, JR.**  
Director  
TIN 102-097-338



**CARLOS ALFONZO T. OCAMPO**  
Independent Director  
TIN 165-489-497



**MICHAEL ESCALER**  
Director  
TIN 106-102-918



**ROLANDO S. SANTOS**  
Director  
TIN 127-551-054



OCT 24 2017

**MAKATI CITY** SUBSCRIBED AND SWORN to before me this \_\_\_ day of \_\_\_ 2017 at  
 Metro Manila, affiants having exhibited to me their respective competent  
 proofs of identities, as follows:

Name	Competent Evidence Of Identity	Date and Place of Issue
Cesar C. Zalamea		
Isidro C. Alcantara, Jr.		
Macario U. Te		
Marianne T. Dy		
Augusto Serafica, Jr.		
Carlos Alfonzo T. Ocampo		
Michael Escaler		
Rolando S. Santos		
Roberto V. San Jose	Passport No. P1329913A	December 20, 2016; DFA NCR South

Doc. No. 94:  
 Page No. 10:  
 Book No. 139:  
 Series of 2017.

**ATTY. VIRGILIO R. BATALLA**  
 NOTARY PUBLIC FOR MAKATI CITY  
 APPT. NO. M-88  
 UNTIL DEC. 31, 2018  
 ROLL OF ATTY. NO. 48348  
 MCLE COMPLIANCE NO. IV-0016333-4/10/13  
 I.B.P O.R No. 705762, LIFETIME MEMBER JAN. 29, 2007  
 PTR No. 590-90-82 JAN. 3, 2017  
 EXECUTIVE BLDG. CENTER  
 MAKATI AVE. COR., JUPITER ST. MAKATI CITY

Directors' Certificate of Increase  
of Authorized Capital Stock  
Annex "A"

**LIST OF SUBSCRIBERS**

<b>Name of Shareholder</b>	<b>Nationality</b>	<b>No. of Shares</b>	<b>Amount Subscribed</b>	<b>Amount Paid-In</b>
Rodolfo P. Yu	Filipino	430,312,500	430,312,500.00	430,312,500.00
RYM Business Management Corporation	Filipino	377,999,946	377,999,946.00	377,999,946.00
Ruby Sy	Filipino	168,615,000	168,615,000.00	168,615,000.00
Isagani P. Yu	Filipino	75,937,500	75,937,500.00	75,937,500.00
Caulfield Heights Inc.	Filipino	44,999,982	44,999,982	44,999,982.00
Anthony M. Te	Filipino	27,000,000	27,000,000.00	27,000,000.00
Karen C. Dela Cruz	Filipino	67,500	67,500.00	67,500.00
Steven M. Herrera	Filipino	67,500	67,500.00	67,500.00
Isidro C. Alcantara, Jr.	Filipino	18	18.00	18.00
Arsenio K. Sebial	Filipino	18	18.00	18.00
Diane Madelyn C. Ching	Filipino	18	18.00	18.00
Hermogene H. Real	Filipino	18	18.00	18.00
<b>Total</b>		<b>1,125,000,000</b>	<b>1,125,000,000</b>	<b>1,125,000,000.00</b>

Directors' Certificate of Increase  
of Authorized Capital Stock  
Annex "B"

CAPITAL STRUCTURE AS OF OCTOBER 23, 2017

Authorized Capital Stock:	Php 2,000,000,000.00
Amount Subscribed:	Php 1,844,088,599
Amount Paid-In:	Php 1,844,088,599

**AMENDED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**MARCVENTURES HOLDINGS, INC.**  
**(Formerly: AJO.NET HOLDINGS, INC.)**

KNOWN ALL MEN BY THESE PRESENTS:

THAT WE, all of whom are residents of the Republic of the Philippines, have on this date voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Republic of the Philippines.

AND WE DO HEREBY CERTIFY:

FIRST: The name of the said corporation shall be:

**"Marcventures Holdings, Inc."**

(amended on February 10, 2010)

SECOND: The purpose for which said corporation is formed are as follows:

Primary Purpose: The primary purposes for which this said corporation is formed is to acquire by purchase, exchange, assignment, gift or otherwise, and to hold, own and use for investment or otherwise, and to sell, assign, transfer, exchange, lease, let, develop, mortgage, pledge, traffic, deal in, and with, and otherwise operate, manage, enjoy and dispose of any and all properties of every kind and description and wherever situated, including land, ( amended on November 26, 2001; February 10, 2010) as and to the extent permitted by law, including but not limited to, buildings, tenements, warehouses, factories, edifices and structures and other improvements and bonds, debentures, promissory notes, shares of stock, or other securities or obligations, created, negotiated or issued by any corporation, association, or other entity, foreign



or domestic and while the owner, holder or possessors 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; and provided that it shall not engage in the business of an open-end or close-end investment company as defined in the Investment Company Act (Republic Act 2629), or act as securities broker or dealer; to aid either by guaranty and/or surety, any subsidiary and/or affiliate of the corporation. (Amended on November 14, 2014).

**Secondary Purposes:** The secondary purposes for which this said corporation is formed are: to embark in the discovery, exploration, development and exploitation of mineral oils, petroleum in its natural state, rock or carbon oils, natural gas, other volatile minerals substances and salt, as well as other minerals of whatever nature whether similar or dissimilar to those listed herein, or to mine, dig for or otherwise obtain from the earth the same substances as aforementioned and to manufacture, refine, prepare for market, buy, sell, and transport the same, their products, compounds and derivatives, and other mineral and chemical substances, in crude or refined condition; to embark in the discovery, exploration, development and exploitation of minerals in all other forms and to engage in deep sea fishing and its related industries in the Philippines and elsewhere and the business of mining in general in all of its phases and branches with all of its auxiliaries together with the businesses which are necessary and convenient to the efficient and economical prosecution of the above purposes.

In pursuance of such purposes, the corporation shall have the power:

1. To acquire petroleum, gas and oil lands, leaseholds, franchises, privileges, concessions and other interests in real estate and gas, oil and other rights;
2. To construct, maintain, and operate gas wells, oil wells, and refineries and water wells and to buy, sell, and otherwise deal in gas, oils and salts and their derivatives or products;
3. To construct and maintain conduits, pipelines and lines of tubing and water wells for the public generally as well as for the use of said corporation and to lay, rig, buy, lease, sell, and otherwise contract for, and operate said conduits, pipelines and lines of tubings and water wells as storage tanks, railways, tramways, roadways, and tracks, for the purpose

of transporting and storing oil and gas, and of operating a general pipeline and storage business;

4. To acquire, construct and maintain, buildings, dwellings, stores, warehouses, machineries, plants boats, roads and bridges, mills, works and workshops, laboratories, power plants, derricks, drills, sawmills and other effects whatsoever which the corporation may think proper to be acquired, constructed and/or operated for the pursuance of any of the purposes and to construct, maintain and operate telegraph and telephone lines convenient for the prosecution of its business;
5. To purchase, lease or otherwise acquire such real and personal property in any part of the Philippines or elsewhere, as the purposes for which the corporation is formed may permit, and as may be reasonably required for the transaction of its lawful business; and to hold, maintain, conduct, use and operate and to lease, sell, mortgage, or otherwise dispose of any such real of personal property of any character owned or in any manner held by it, upon any terms; and obtain and prepare for market such other valuable minerals or materials may be discovered in developing the lands of company;
6. To have one or more offices outside the Philippines and to conduct its business and exercise its powers in any part thereof or in any other country; and to register the corporation, or to secure a license to do business, in any foreign country of place;
7. To carry on in connection with any or all of the aforementioned purposes the business of importing, buying, selling, and otherwise dealing with equipment, machinery, supplies and accessories and to transact all business properly connected with or incidental to any or all of said objects and purposes;
8. To purchase or otherwise acquire the whole or any part of the goodwill, property and assets, and to undertake all or any part of the business, property and liabilities of any person, partnership, corporation or other associations, carrying on any business similar to that for which this corporation is authorized to carry on, or possession of property suitable for the purpose of the corporation, and to pay for the same in cash, or in stock, bonds or other securities of the corporation or otherwise.
9. To buy or otherwise acquire any inventions, improvements and processes relating to the refining of petroleum or the processing of its products, secured under letters patent or

licenses in respect of the same, and to use, exercise, develop and sell such inventions, improvements and processes and to grant licenses of the things respecting the same;

10. To borrow or raise money for the purpose of the corporation by making, issuing, accepting, indorsing and executing promissory notes, bills of exchange, bonds, debentures, certificates of indebtedness and other negotiable instruments but not exclusive of such other means or manner as the corporation's Board of Directors shall think fit; and to secure payment of said obligations or any of them by mortgage, pledge, letters of hypothecation, other liens or charges upon all or any of the undertakings, revenues, rights and property of the corporation, and to exchange or vary from time to time any of such securities, and to redeem on any terms, the debts of obligations secured by them before the same shall due, if it shall see fit to do so.
11. To engage in e-commerce, to conduct, operate, carry on and maintain the business of trading, importing, exporting, buying, selling, repacking, delivering, transporting, distributing, marketing, promoting or otherwise dealing in all kinds of merchandise, industrial products, raw materials for manufacturers and processors, semi-finished articles, goods and wares of all kinds and descriptions which are the lawful objects of commerce, including food, beverages, clothing, and accessories, as well as the provisions of services which are desirable, necessary, related and /or incident thereto (Amended on November 26, 2001, December 11, 2000)

In general, but in connection with the foregoing, the company may carry on any other business not prohibited to mining companies or the corporation by-laws of the Philippines and have and exercise all powers otherwise conferred by the laws of the Philippines upon like or anywise similar corporation formed under the Corporation Law of the Philippines, it being provided that the foregoing enumeration of specific power shall not be held to limit or restrict in any manner the general powers of the company and that any and all the rights, powers and privileges in this Articles of Incorporation granted and contained, conferred, or imposed, may be amended, altered, changed in any manner and to any extent and its authorized capital increased or enlarged by certificate of amendment or Amended Articles of Incorporation is made, executed, authorized and filed in any manner now or hereafter permitted or authorized by the laws of the Philippines.

Generally, also, to do all such other things and to transact all business as may be directly or indirectly incidental or conducive to the attainment of the above objects, or any of them respectively.

THIRD: That the place where the principal office of the corporation is to be established is at the 4<sup>th</sup> Floor, Citibank, Center 8741 Paseo de Roxas, Makati City and it may establish and maintain branch offices anywhere in the Philippines, as necessity thereof arises from time to time. (Amended on November 29, 1999; and on November 14, 2014).

FOURTH: The term for which said corporation is to exist is until August 7, 2057 (Amended on May 18, 2007)

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

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
Mrs. E. A. Zamora	Filipino	967 R. Hidalgo Street Quiapo, Manila
Jesus S. Cabarrus	Filipino	10 Bauhinia Street Makati City
Jacob E. Cabarrus	Filipino	146 Riverside Drive San Juan, Metro Manila
Ricardo Ledesma	Filipino	2031 Donada Street Pasay City
L. W. Shaner	American	Sta. Cruz, Zambales
L. L. Recio	Filipino	950 Maligaya Street Malate, Manila
Dee K. Chiong	Filipino	629 Calderon Street Mandaluyong



Cu Ching Yan	Chinese	2093 Bohol Street Sta. Mesa Boulevard
Karl Landahl	German	2030 A. Mabini Street Manila

SIXTH: The number of directors of the said corporation shall be eleven (11) and the names and residences of the directors who are to serve until their successors are elected and qualified, as provided by the By-Laws, are as follows: (Amended on November 14, 2014; and October 23, 2017).

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
Mrs. E. A. Zamora	Filipino	967 Hidalgo Street, Quiapo Manila
Jesus S. Cabarrus	Filipino	10 Bauhinia Street, Makati City
Jacob E. Cabarrus	Filipino	146 Riverside Drive San Juan, Metro Manila
Ricardo Ledesma	Filipino	2031 Donada Street Pasay City
L.L. Recio	Filipino	950 Maligaya Street Malate, Manila
Dee K. Chiong	Filipino	629 Calderon Street Mandaluyong
L. W. Shaner	American	Acoje Mines Sta. Cruz, Zambales

SEVENTH: That the capital stock of the corporation is FOUR BILLION PESOS (P4,000,000,000.00) and said capital stock is divided into FOUR BILLION (4,000,000,000) shares of the par value of One Peso (P1.00) each. (Amended on October 28, 1997; November 26, 2001; February 10, 2010; September 16, 2010; and October 23, 2017).

No stockholder shall, because of his ownership of stock, have a pre-emptive or other right to purchase, subscribe for or take any part of any stock or of any other securities convertible into

or carrying options or warrant to purchase stock of the corporation, whether out of its unissued authorized capital stock of the corporation, whether out of its unissued authorized capital stock or any future increases thereof. Any part of such stock or other securities may at any time be issued, optioned for sale, and sold or disposed of the Corporation pursuant to resolution of its Board of Directors, to such persons and upon such terms Board may deem proper, without first offering such stock or securities or any part thereof to existing stockholders.

No transfer of stock or interest which will reduce the ownership of Filipino citizens to less than the required percentage of capital stock shall be allowed or permitted to be recorded in the proper books of the Corporation.

The foregoing restriction shall be indicated in the certificates to be issued by the Corporation.

EIGHTH: The amount of said capital stock which has been actually subscribed is TWO MILLION PESOS (P2,000,000.00) and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names:

<u>Name</u>	<u>Residence</u>	<u>No. of Shares Subscribed</u>	<u>Amount of Capital Stock Subscribed</u>
E.A. Zamora	967 R. Hidalgo Quiapo, Manila	30,000,000	P 300,000.00
Jesus Cabarrus	10 Bauhinia Street Manila City	30,000,000	300,000.00
Jacob E. Cabarrus	146 Riverside Drive, San Juan	16,800,000	168,000.00
Ricardo Ledesma	2031 Donada Street Pasay City	30,000,000	300,000.00
L.W. Shaner	Acoje Mines Sta. Cruz, Zambales	16,800,000	168,000.00
L.L. Recio	950 Maligaya Street Malate, Manila	16,800,000	168,000.00

Dee K. Chiong	629 Calderon Street Mandaluyong	16,800,000	168,000.00
Cu Ching Yan	2890 Santol Street Sta. Mesa, Manila	16,800,000	168,000.00
Karl Ladahl	2030 A. Mabini Street, Manila	26,000,000	260,000.00
		200,000,000	P2,000,000.00

NINTH: The following persons have paid on the shares of the capital stock of which they have subscribed in cash in the amount set out opposite their respective names:

<u>Name</u>	<u>Residence</u>	<u>Amount Paid on Subscription</u>
E. A. Zamora	967 R. Hidalgo Quiapo, Manila	P 75,000.00
Jesus Cabarrus	10 Bauhinia Street Manila City	75,000.00
Ricardo Ledesma	146 Riverside Drive, San Juan	42, 000.00
L.W. Shaner	2031 Donada Street Pasay City	75,000.00
L.L. Recio	Acoje Mines Sta. Cruz, Zambales	42,000.00
Dee K. Chiong	950 Maligaya Street Malate, Manila	42,000.00
Cu Ching Yan	629 Calderon Street Mandaluyong	42,000.00

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

**SECRETARY'S CERTIFICATE**

KNOW ALL MEN BY THESE PRESENTS:

I, **ANA MARIA A. KATIGBAK**, of legal age, Filipino, with office address at the 3<sup>rd</sup> Floor, The Valero Tower, 122 Valero Street, Salcedo Village, Makati City, being the duly elected and qualified Assistant Corporate Secretary of **MARCVENTURES HOLDINGS, INC.** (the "Corporation"), a corporation duly organized and existing under Philippines laws, with principal office address at 4<sup>th</sup> Floor, Citi Center, 8741 Paseo De Roxas, Makati City, under oath, do hereby certify that:

1. At the respective special meetings of the Board of Directors and Stockholders of the Corporation on December 15, 2016 and October 23, 2017 at the principal office of the Corporation and Manila Golf and Country Club, the board of directors and the stockholders of the Corporation approved the increase in the authorized capital stock of the Corporation from Two Billion Pesos (₱2,000,000,000.00) divided into Two Billion (2,000,000,000) shares with a par value of One Peso (₱1.00) per share to Four Billion Pesos (₱4,000,000,000.00) divided into Four Billion shares (4,000,000,000) shares with a par value of One Peso (₱1.00) per share, with One Billion One Hundred Twenty Five Million (1,125,000,000) shares subscribed to by the shareholders of Asia Pilot Mining Phils. Corporation ("APMPC") and Brightgreen Resources Holdings Inc. ("BHI"), in connection with the merger of the Corporation with APMPC and BHI, with the Corporation as the surviving entity.

2. In connection with said increase of authorized capital stock, I hereby certify that in accordance with Article Seventh of the Amended Articles of Incorporation of the Corporation, all of the stockholders of the Corporation do not have and/or enjoy pre-emptive rights to subscribe for or purchase any stock of the Corporation, whether out of its unissued authorized capital stock or any future increases thereof, viz:

SEVENTH: That the capital stock of the corporation is TWO BILLION PESOS (Php2,000,000,000.00) and said capital stock is divided into TWO BILLION (2,000,000,000) shares of the par value of One Peso (Php1.00) each.

*No stockholder shall, because of his ownership of stock, have a pre-emptive or other right to purchase, subscribe for or take any part of any stock or of any other securities convertible into or carrying options or warrant to purchase stock of the corporation, whether out of its unissued authorized capital stock or any future increases thereof. Any part of such stock or other securities may at any time be issued, optioned for sale, and sold or disposed of by the Corporation pursuant to resolution of its Board of Directors, to such persons and upon such terms as such Board may*



*deem proper, without first offering such stock or securities or any part thereof to existing stockholders.*

No transfer of stock or interest which will reduce the ownership of Filipino citizens to less than the required percentage of capital stock shall be allowed or permitted to be recorded in the proper books of the Corporation.<sup>1</sup>


IN WITNESS WHEREOF, this Certificate has been signed this OCT 27 2017 at Makati City, Philippines.

  
**ANA MARIA A. KATIGAK**  
 Assistant Corporate Secretary  
 TIN 173-182-955

SUBSCRIBED AND SWORN to before me this OCT 27 2017 at Makati City by affiant whose identity I have confirmed through her Passport with No. P1893381A issued on February 7, 2017 in Manila, bearing the affiant's photograph and signature, and who showed to me her Community Tax Certificate No. 25049955 issued at Makati City on February 2, 2017.

Doc. No. 61;  
 Page No. 14;  
 Book No. I;  
 Series of 2017.



  
**JESSE ELEAZER D. TANTOCO**  
 Appointment No. M-530  
 Notary Public for Makati City  
 Until December 31, 2018  
 Castillo Laman Tan Pantaleon  
 & San Jose Law Firm  
 The Valero Tower, 122 Valero Street  
 Salcedo Village, Makati City  
 PTR No. 6281856; 06-28-2017; Makati City  
 IBP No. 003560; 05-15-2017; Makati Chapter  
 Roll No. 70132

<sup>1</sup> Emphasis supplied.

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

**SECRETARY'S CERTIFICATE**

I, **ANA MARIA A. KATIGBAK**, of legal age, Filipino, with office address at 3<sup>rd</sup> Floor, The Valero Tower, 122 Valero St., Salcedo Village, Makati City, after having been duly sworn under oath in accordance with law, do hereby depose and state that:

1. I am the duly elected and qualified Assistant Corporate Secretary of **MARCVENTURES HOLDINGS INC.** (the "Corporation"), a corporation duly organized and existing under the laws of the Philippines with principal office address at the 4<sup>th</sup> Floor, Citibank Center Bldg., 8741 Paseo de Roxas, Makati City.

2. I hereby certify that the following is the capital structure of the Corporation as of October 23, 2017:

**CAPITAL STRUCTURE AS OF OCTOBER 23, 2017**

<b>Authorized Capital Stock:</b>	Php 2,000,000,000.00 divided into 2,000,000,000 common shares with a par value of Php 1.00 per share.
<b>Amount Subscribed:</b>	Php 1,844,088,599.00
<b>Amount Paid-In:</b>	Php 1,844,088,599.00
<b>Number of Issued, Subscribed and Fully-Paid Shares:</b>	1,844,088,599
<b>Number of Treasury Shares:</b>	None
<b>Percentage of Foreign Shareholders</b>	
Before Increase	= 4.33%
After Increase	= 2.69%
<b>Percentage of Filipino Shareholders</b>	
Before Increase	= 95.67%
After Increase	= 97.31%

OCT 27 2017

IN WITNESS WHEREOF, I have hereunto set my hand this \_\_\_\_ day of  
 \_\_\_\_\_ 2017 at MAKATI CITY.

  
**ANA MARIA A. KATIGBAK**  
 Assistant Corporate Secretary

OCT 27 2017

SUBSCRIBED AND SWORN to before me this \_\_\_\_\_ at Makati City  
 by affiant whose identity I have confirmed through her Passport No. P1893381A issued  
 on February 7, 2017 in Manila, bearing the affiant's photograph and signature, and who  
 showed to me her Community Tax Certificate No. 2504995 issued at Makati City on  
 February 07, 2017.

Doc. No. 113 ;  
 Page No. 24 ;  
 Book No. VI ;  
 Series of 2017.



  
**LAUREN ANGELIC J. TOLEDO**  
 Appointment No. M-76  
 Notary Public for Makati City  
 Until December 31, 2018  
 Castillo Laman Tan Pantaleon  
 & San Jose Law Firm  
 The Valero Tower, 122 Valero Street  
 Salcedo Village, Makati City  
 PTR No. 5908600; 01-03-2017; Makati City  
 BP No. 1055270; 01-03-2017; Cebu Chapter  
 Roll No. 64066

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

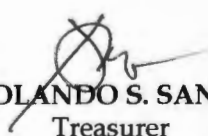
**TREASURER'S AFFIDAVIT**

**KNOW ALL MEN BY THESE PRESENTS:**

I, **ROLANDO S. SANTOS**, of legal age, Filipino, with office address at 4<sup>th</sup> Floor, Citi Center, 8741 Paseo De Roxas, Makati City, under oath, hereby depose and state that:


1. I am the Treasurer of **MARCVENTURES HOLDINGS, INC.** (the "Corporation"), and as such Treasurer, I am authorized to receive for and in the name, and for the benefit of the Corporation, all subscriptions paid or given by the subscribers;
2. At the special meeting of the stockholders of the Corporation held on October 23, 2017 at the principal office thereof, the stockholders approved, ratified, and confirmed, the resolutions adopted by the Board of Directors at its regular meeting held on December 15, 2016, increasing the Corporation's authorized capital stock from Two Billion Pesos (₱2,000,000,000.00) divided into Two Billion (2,000,000,000) shares with a par value of One Peso (₱1.00) per share to Four Billion Pesos (₱4,000,000,000.00) divided into Four Billion shares (4,000,000,000) shares with a par value of One Peso (₱1.00) per share.
3. Out of the increase in the authorized capital stock of Two Billion Pesos (₱2,000,000,000.00), One Billion One Hundred Twenty Five Million Pesos (₱1,125,000,000.00), representing at least 25% of the increase, has been subscribed and fully paid by the shareholders of Asia Pilot Mining Phils. Corporation ("APMPC"), and Brightgreen Resources Holdings Inc. ("BHI") in connection with the merger of the Corporation with APMPC and BHI, with the Corporation as the surviving entity.

IN WITNESS WHEREOF, I have hereunto set my hand this \_\_\_\_\_ day of \_\_\_\_\_ 2017 at **MAKATI CITY**.

  
**ROLANDO S. SANTOS**  
Treasurer  
TIN 127-551-054

**SUBSCRIBED AND SWORN** to before me this OCT 24, 2017 2017 at **MAKATI CITY** by the affiant whose identity I have confirmed through his \_\_\_\_\_ issued on \_\_\_\_\_ at \_\_\_\_\_, bearing the affiant's photograph and signature.

Doc. No. 95;  
Page No. 50;  
Book No. 178;  
Series of 2017.

  
**ATTY. VIRGILIO R. BATALLA**  
NOTARY PUBLIC FOR MAKATI CITY  
APPT. NO. M-88  
UNTIL DEC. 31, 2018  
ROLL OF ATTY. NO. 48348  
MCLE COMPLIANCE NO. IV-0016333-4/10/13  
L.B.P. O.R. No. 706762, LIFETIME MEMBER JAN. 29, 2007  
PTR No. 590-90-82 JAN. 3, 2017  
EXECUTIVE BLDG. CENTER  
**MAKATI AVE. COR., JUPITER ST. MAKATI CITY**





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

**COMPANY REG. NO. 12942**

**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**

**MARCVENTURES HOLDINGS, INC.  
(Amending Articles VI and VII thereof)**

copy annexed, adopted on December 15, 2016 by a majority vote of the Board of Directors and on October 23, 2017 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 this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 29<sup>th</sup> day of December, Twenty Seventeen.



  
**FERDINAND B. SALES**  
Director

**Company Registration and Monitoring Department**



MARCVENTURES HOLDINGS, INC.  
DRAFT AMENDED ARTICLES OF INCORPORATION

AMENDED  
ARTICLES OF INCORPORATION  
OF  
MARCVENTURES HOLDINGS, INC.  
(Formerly: AJO.NET HOLDINGS, INC.)

KNOWN ALL MEN BY THESE PRESENTS:

THAT WE, all of whom are residents of the Republic of the Philippines, have on this date voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Republic of the Philippines.

AND WE DO HEREBY CERTIFY:

FIRST: The name of the said corporation shall be:

**"Marcventures Holdings, Inc."**  
(amended on February 10, 2010)

SECOND: The purpose for which said corporation is formed are as follows:

Primary Purpose: The primary purposes for which this said corporation is formed is to acquire by purchase, exchange, assignment, gift or otherwise, and to hold, own and use for investment or otherwise, and to sell, assign, transfer, exchange, lease, let, develop, mortgage, pledge, traffic, deal in, and with, and otherwise operate, manage, enjoy and dispose of any and all properties of every kind and description and wherever situated, including land, ( amended on November 26, 2001; February 10, 2010) as and to the extent permitted by law, including but not limited to, buildings, tenements, warehouses, factories, edifices and structures and other improvements and bonds, debentures, promissory notes, shares of stock, or other securities or obligations, created, negotiated or issued by any corporation, association, or other entity, foreign or domestic and while the owner, holder or possessors 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; and provided that it shall not engage in the business of an open-end or close-end investment company as defined in the Investment Company Act (Republic Act 2629), or act as securities broker or dealer; to aid

either by guaranty and/or surety, any subsidiary and/or affiliate of the corporation. (Amended on November 14, 2014).

**Secondary Purposes:** The secondary purposes for which this said corporation is formed are: to embark in the discovery, exploration, development and exploitation of mineral oils, petroleum in its natural state, rock or carbon oils, natural gas, other volatile minerals substances and salt, as well as other minerals of whatever nature whether similar or dissimilar to those listed herein, or to mine, dig for or otherwise obtain from the earth the same substances as aforementioned and to manufacture, refine, prepare for market, buy, sell, and transport the same, their products, compounds and derivatives, and other mineral and chemical substances, in crude or refined condition; to embark in the discovery, exploration, development and exploitation of minerals in all other forms and to engage in deep sea fishing and its related industries in the Philippines and elsewhere and the business of mining in general in all of its phases and branches with all of its auxiliaries together with the businesses which are necessary and convenient to the efficient and economical prosecution of the above purposes.

In pursuance of such purposes, the corporation shall have the power:

1. To acquire petroleum, gas and oil lands, leaseholds, franchises, privileges, concessions and other interests in real estate and gas, oil and other rights;
2. To construct, maintain, and operate gas wells, oil wells, and refineries and water wells and to buy, sell, and otherwise deal in gas, oils and salts and their derivatives or products;
3. To construct and maintain conduits, pipelines and lines of tubing and water wells for the public generally as well as for the use of said corporation and to lay, rig, buy, lease, sell, and otherwise contract for, and operate said conduits, pipelines and lines of tubings and water wells as storage tanks, railways, tramways, roadways, and tracks, for the purpose of transporting and storing oil and gas, and of operating a general pipeline and storage business;
4. To acquire, construct and maintain, buildings, dwellings, stores, warehouses, machineries, plants boats, roads and bridges, mills, works and workshops, laboratories, power plants, derricks, drills, sawmills and other effects whatsoever which the corporation may think proper to be acquired, constructed and/or operated for the pursuance of any of the purposes and to construct, maintain and operate telegraph and telephone lines convenient for the prosecution of its business;
5. To purchase, lease or otherwise acquire such real and personal property in any part of the Philippines or elsewhere, as the purposes for which the corporation is formed may permit, and as may be reasonably required for the transaction of its lawful business; and

to hold, maintain, conduct, use and operate and to lease, sell, mortgage, or otherwise dispose of any such real or personal property of any character owned or in any manner held by it, upon any terms; and obtain and prepare for market such other valuable minerals or materials may be discovered in developing the lands of company;

6. To have one or more offices outside the Philippines and to conduct its business and exercise its powers in any part thereof or in any other country; and to register the corporation, or to secure a license to do business, in any foreign country of place;
7. To carry on in connection with any or all of the aforementioned purposes the business of importing, buying, selling, and otherwise dealing with equipment, machinery, supplies and accessories and to transact all business properly connected with or incidental to any or all of said objects and purposes;
8. To purchase or otherwise acquire the whole or any part of the goodwill, property and assets, and to undertake all or any part of the business, property and liabilities of any person, partnership, corporation or other associations, carrying on any business similar to that for which this corporation is authorized to carry on, or possession of property suitable for the purpose of the corporation, and to pay for the same in cash, or in stock, bonds or other securities of the corporation or otherwise.
9. To buy or otherwise acquire any inventions, improvements and processes relating to the refining of petroleum or the processing of its products, secured under letters patent or licenses in respect of the same, and to use, exercise, develop and sell such inventions, improvements and processes and to grant licenses of the things respecting the same;
10. To borrow or raise money for the purpose of the corporation by making, issuing, accepting, indorsing and executing promissory notes, bills of exchange, bonds, debentures, certificates of indebtedness and other negotiable instruments but not exclusive of such other means or manner as the corporation's Board of Directors shall think fit; and to secure payment of said obligations or any of them by mortgage, pledge, letters of hypothecation, other liens or charges upon all or any of the undertakings, revenues, rights and property of the corporation, and to exchange or vary from time to time any of such securities, and to redeem on any terms, the debts or obligations secured by them before the same shall due, if it shall see fit to do so.
11. To engage in e-commerce, to conduct, operate, carry on and maintain the business of trading, importing, exporting, buying, selling, repacking, delivering, transporting, distributing, marketing, promoting or otherwise dealing in all kinds of merchandise, industrial products, raw materials for manufacturers and processors, semi-finished articles, goods and wares of all kinds and descriptions which are the lawful objects of

commerce, including food, beverages, clothing, and accessories, as well as the provisions of services which are desirable, necessary, related and /or incident thereto (Amended on November 26, 2001, December 11, 2000)

In general, but in connection with the foregoing, the company may carry on any other business not prohibited to mining companies or the corporation by-laws of the Philippines and have and exercise all powers otherwise conferred by the laws of the Philippines upon like or anywise similar corporation formed under the Corporation Law of the Philippines, it being provided that the foregoing enumeration of specific power shall not be held to limit or restrict in any manner the general powers of the company and that any and all the rights, powers and privileges in this Articles of Incorporation granted and contained, conferred, or imposed, may be amended, altered, changed in any manner and to any extent and its authorized capital increased or enlarged by certificate of amendment or Amended Articles of Incorporation is made, executed, authorized and filed in any manner now or hereafter permitted or authorized by the laws of the Philippines.

Generally, also, to do all such other things and to transact all business as may be directly or indirectly incidental or conducive to the attainment of the above objects, or any of them respectively.

THIRD: That the place where the principal office of the corporation is to be established is at the 4<sup>th</sup> Floor, Citibank, Center 8741 Paseo de Roxas, Makati City and it may establish and maintain branch offices anywhere in the Philippines, as necessity thereof arises from time to time. (Amended on November 29, 1999; and on November 14, 2014).

FOURTH: The term for which said corporation is to exist is until August 7, 2057 (Amended on May 18, 2007)

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

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
Mrs. E. A. Zamora	Filipino	967 R. Hidalgo Street Quiapo, Manila
Jesus S. Cabarrus	Filipino	10 Bauhinia Street Makati City
Jacob E. Cabarrus	Filipino	146 Riverside Drive San Juan, Metro Manila
Ricardo Ledesma	Filipino	2031 Donada Street Pasay City

L. W. Shaner	American	Sta. Cruz, Zambales
L. L. Recio	Filipino	950 Maligaya Street Malate, Manila
Dee K. Chiong	Filipino	629 Calderon Street Mandaluyong
Cu Ching Yan	Chinese	2093 Bohol Street Sta. Mesa Boulevard
Karl Landahl	German	2030 A. Mabini Street Manila

SIXTH: The number of directors of the said corporation shall be eleven (11) and the names and residences of the directors who are to serve until their successors are elected and qualified, as provided by the By-Laws, are as follows: (Amended on November 14, 2014; and October 23, 2017).

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
Mrs. E. A. Zamora	Filipino	967 Hidalgo Street, Quiapo Manila
Jesus S. Cabarrus	Filipino	10 Bauhinia Street, Makati City
Jacob E. Cabarrus	Filipino	146 Riverside Drive San Juan, Metro Manila
Ricardo Ledesma	Filipino	2031 Donada Street Pasay City
L.L. Recio	Filipino	950 Maligaya Street Malate, Manila
Dee K. Chiong	Filipino	629 Calderon Street Mandaluyong
L. W. Shaner	American	Acoje Mines Sta. Cruz, Zambales

SEVENTH: That the capital stock of the corporation is FOUR BILLION PESOS (P4,000,000,000.00) and said capital stock is divided into FOUR BILLION (4,000,000,000) shares of the par value of One Peso (P1.00) each. (Amended on October 28, 1997; November 26, 2001; February 10, 2010; September 16, 2010; and October 23, 2017).

No stockholder shall, because of his ownership of stock, have a pre-emptive or other right to purchase, subscribe for or take any part of any stock or of any other securities convertible



into or carrying options or warrant to purchase stock of the corporation, whether out of its unissued authorized capital stock of the corporation, whether out of its unissued authorized capital stock or any future increases thereof. Any part of such stock or other securities may at any time be issued, optioned for sale, and sold or disposed of the Corporation pursuant to resolution of its Board of Directors, to such persons and upon such terms Board may deem proper, without first offering such stock or securities or any part thereof to existing stockholders.

No transfer of stock or interest which will reduce the ownership of Filipino citizens to less than the required percentage of capital stock shall be allowed or permitted to be recorded in the proper books of the Corporation.

The foregoing restriction shall be indicated in the certificates to be issued by the Corporation.

EIGHTH: The amount of said capital stock which has been actually subscribed is TWO MILLION PESOS (P2,000,000.00) and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names:

<u>Name</u>	<u>Residence</u>	<u>No. of Shares Subscribed</u>	<u>Amount of Capital Stock Subscribed</u>
E.A. Zamora	967 R. Hidalgo Quiapo, Manila	30,000,000	P 300,000.00
Jesus Cabarrus	10 Bauhinia Street Manila City	30,000,000	300,000.00
Jacob E. Cabarrus	146 Riverside Drive, San Juan	16,800,000	168,000.00
Ricardo Ledesma	2031 Donada Street Pasay City	30,000,000	300,000.00
L.W. Shaner	Acoje Mines Sta. Cruz, Zambales	16,800,000	168,000.00
L.L. Recio	950 Maligaya Street Malate, Manila	16,800,000	168,000.00
Dee K. Chiong	629 Calderon Street Mandaluyong	16,800,000	168,000.00
Cu Ching Yan	2890 Santol Street Sta. Mesa, Manila	16,800,000	168,000.00
Karl Ladahl	2030 A. Mabini	26,000,000	260,000.00

Street, Manila

200,000,000

P2,000,000.00

NINTH: The following persons have paid on the shares of the capital stock of which they have subscribed in cash in the amount set out opposite their respective names:

<u>Name</u>	<u>Residence</u>	<u>Amount Paid on Subscription</u>
E. A. Zamora	967 R. Hidalgo Quiapo, Manila	P 75,000.00
Jesus Cabarrus	10 Bauhinia Street Manila City	75,000.00
Ricardo Ledesma	146 Riverside Drive, San Juan	42, 000.00
L.W. Shaner	2031 Donada Street Pasay City	75,000.00
L.L. Recio	Acoje Mines Sta. Cruz, Zambales	42,000.00
Dee K. Chiong	950 Maligaya Street Malate, Manila	42,000.00
Cu Ching Yan	629 Calderon Street Mandaluyong	42,000.00
Karl Ladahl	2890 Santol Street Sta. Mesa, Manila	65,000.00
Total		<hr/> P500,000.00

TENTH: Mr. Ricardo Ledesma 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 as such Treasurer, he has been authorized to receive for the corporation and to receipt in its name all subscriptions paid in by the said subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands in the City of Manila, Philippines, this July 10, 1957.

(Sgd.) MRS. E. A. ZAMORA

Incorporator

(Sgd.) JACOB E. CABARRUS

Incorporator

(Sgd.) L.W. SHANER

Incorporator

(Sgd.) DEE K. CHIONG

Incorporator

(Sgd.) JESUS S. CABARRUS

Incorporator

(Sgd.) RICARDO LEDESMA

Incorporator

(Sgd.) L.L. RECIO

Incorporator

(Sgd.) CU CHING YAN

Incorporator

(Sgd.) KARL LANDAHL

Incorporator

SIGNED IN THE PRESENCE OF:

(Sgd.) ILLEGIBLE

(Sgd.) ILLEGIBLE

REPUBLIC OF THE PHILIPPINES)

CITY OF MANILA )S.S.

In the City of Manila, Philippines, on this 10<sup>th</sup> day of July, 1957, before the undersigned Notary Public in and for the said City, personally appeared E.A. ZAMORA, JESUS S. CABARRUS, JACOB E. CABARRUS, RICARDO LEDESMA, L.W. SHANER, L.L. RECIO, DEE K. CHIONG, CU CHING YAN and KARL LANDAHL, all of whom are known to me and to me known to be the persons whose names are subscribed to and who executed the foregoing articles of incorporation, and each of them acknowledged to me that he/she freely and voluntarily executed the same. The above named parties exhibited to me their respective Residence Certificates, as follows:

<u>Name</u>	<u>Residence Certificate No.</u>	<u>Issued at</u>	<u>Date of Issue</u>
Mrs. E.A. Zamora	A-0138202	Manila	Jan. 10, 1957
	B-0113311	Manila	Feb. 26, 1957
Jesus Cabarrus	A-0022902	Manila	Jan. 02, 1957
	B-0101258	Manila	Feb. 19, 1957
Jacob E. Cabarrus	A-0022903	Manila	Jan. 02, 1957
	B-0111915	Manila	Feb. 16, 1957
Ricardo Ledesma	A-0141645	Manila	Jan. 14, 1957
	B-0063637	Manila	Feb. 13, 1957
L.W. Shaner	A-3222653	Sta. Cruz Zambales	Jan 26, 1957
	B-0414853	Sta. Cruz Zambales	Jan. 26, 1957
L.L. Recio	A-0240063	Manila	Jan. 05, 1957
	B-91117570	Manila	Mar. 14, 1957

Dee K. Chiong	A-0001525 B-0111713	Manila Manila	Jan. 02, 1957 Feb. 26, 1957
Cu Ching Yan	A-0069927 B-0579690	Manila Manila	Jan. 07, 1957 Mar. 06, 1957
Karl Ladahl	A-0009776 B-0075743	Manila Manila	Jan. 03, 1957 Feb. 12, 1957

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

(Sgd.) PEDRO C. CARAG  
Notary Public  
Until December 31, 1957

Doc. No. 247-C;  
Page No. 54;  
Book No. I;  
Series of 1957.

SCHEDULE OF EXCLUDED PROPERTY

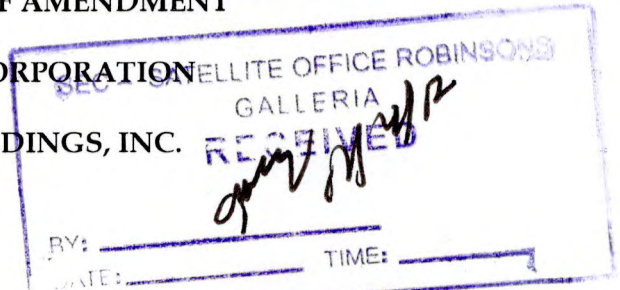
## SCHEDULE OF EXCLUDED LIABILITIES



**DIRECTORS' CERTIFICATE OF AMENDMENT**

**OF THE ARTICLES OF INCORPORATION**

**OF MARCVENTURES HOLDINGS, INC.**



**KNOW ALL MEN BY THESE PRESENTS:**

We the undersigned, the Chairman and Secretary of the Stockholders' meeting and majority of the members of the Board of Directors of MARCVENTURES HOLDINGS, INC. (the "Corporation") hereby certify that the attached document is a true and correct copy of the Amended Articles of Incorporation of the Corporation.

The amendments are in the following Articles:

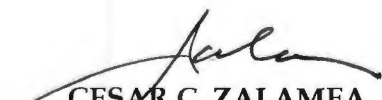
1. Sixth Article - by increasing the number of directors from nine (9) to eleven (11); and
2. Seventh Article - by increasing the authorized capital stock of the Corporation from Two Billion Pesos (Php2,000,000,000.00), divided into Two Billion (2,000,000,000) Common Shares of the par value of One Peso (P1.00) each, to Four Billion Pesos (Php4,000,000,000.00) divided into Four Billion (4,000,000,000) Common Shares of the par value of One Peso (Php1.00) each.

We further certify that the said amendments were unanimously approved by the Stockholders owning at least two-thirds (2/3) of the outstanding capital stock at their annual meeting held on October 23, 2017 at the Manila Golf and Country Club, Harvard Road, Forbes Park, Makati City, and by the Board of Directors at its special meeting held on December 15, 2016.


Majority of

**OCT 24 2017**

**MAKATI CITY** IN WITNESS WHEREOF, we have hereunto set our hands on this \_\_\_\_\_ at

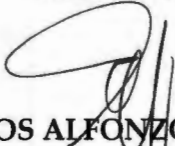
  
**CESAR C. ZALAMEA**  
Chairman of the Meetings of the Board of  
Directors and Shareholders/  
Director  
TIN 137-712-551

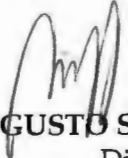
  
**ISIDRO C. ALCAN TARA, JR.**  
Director  
TIN 123-371-185

  
**ROBERTO V. SAN JOSE**  
Secretary of the Meetings of the Board of  
Directors and Shareholders/ Corporate  
Secretary  
TIN 126-470-483


**MACARIO U. TE**  
Director  
TIN 145-425-028

  
**MARIANNE T. DY**  
 Director  
 TIN 990-856-940

  
**CARLOS ALFONZO T. OCAMPO**  
 Independent Director  
 TIN 165-489-497

  
**AUGUSTO SERAFICA, JR.**  
 Director  
 TIN 102-097-338

  
**MICHAEL ESCALER**  
 Director  
 TIN 106-102-918

  
**ROLANDO S. SANTOS**  
 Director  
 TIN 127-551-054


**OCT 24 2017**

**MAKATI CITY**

**SUBSCRIBED AND SWORN** to before me this \_\_\_\_ day of \_\_\_\_\_ 2017 at \_\_\_\_\_, Metro Manila, affiants having exhibited to me their respective competent proofs of identities, as follows:

Name	Competent Evidence Of Identity	Date and Place of Issue
Cesar C. Zalamea		
Isidro C. Alcantara, Jr.		
Macario U. Te		
Marianne T. Dy		
Augusto Serafica, Jr.		
Carlos Alfonzo T. Ocampo		
Michael Escaler		
Rolando S. Santos		
Roberto V. San Jose	Passport P1329913A	No. December, 20, 2016; DFA NCR South

Doc. No. 293  
 Page No. 50  
 Book No. 178  
 Series of 2017.

  
**ATTY. VIRGILIO R. BATALLA**  
 NOTARY PUBLIC FOR MAKATI CITY  
 APPT. NO. M-88  
 UNTIL DEC. 31, 2018  
 ROLL OF ATTY. NO. 48348  
 MCLE COMPLIANCE NO. IV-0016333-4/10/13  
 L.B.P. O.R. No. 706762, LIFETIME MEMBER JAN. 29, 2007  
 PTR No. 590-90-82 JAN. 3, 2017  
 EXECUTIVE BLDG. CENTER  
 MAKATI AVE. COR., JUPITER ST. MAKATI CITY