



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

Ground Floor, Secretariat Building, PICC
City Of Pasay, Metro Manila

COMPANY REG. NO. A199713456

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

CONCEPCION INDUSTRIAL CORPORATION
(Amending Article VI thereof)

copy annexed, adopted on April 03, 2019 by majority vote of the Board of Directors and on July 10, 2019 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 30th day of July, Twenty Twenty.


DANIEL P. GABAYO
Assistant Director

SO Order 1188 Series of 2018

BA/qba

COVER SHEET

COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

SEC Registration Number

Amendment of AOI

A	1	9	9	7	1	3	4	5	6
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Former Company Name

C	O	N	C	E	P	C	I	O	N	I	N	D	U	S	T	R	I	A	L											
C	O	R	P	O	R	A	T	I	O	N																				

AMENDED TO:
New Company Name

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

3	0	8	S	E	N	G	I	L	P	U	Y	A	T	A	V	E	N	U	E	,									
M	A	K	A	T	I	C	I	T	Y																				

Company's Email Address

Romulo@Romulo.com

COMPANY INFORMATION

Company's Telephone Number/s

85559555

Company's Facsimile Number/s

88103110 / 88153172

Name of Contact Person

Ma. Tara A. Mercado

CONTACT PERSON INFORMATION

Email Address

Tara.Mercado@Romulo.co

Telephone Number/s

85559555

Facsimile Number/s

Contact Person's Address

21st F Philamlife Tower 8767 Paseo de Roxas St., Makati City

To be accomplished by CRMD Personnel

	Date	Signature
Assigned Processor _____	_____	_____
_____	_____	_____
_____	_____	_____

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

_____	_____
_____	_____
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_____	_____
_____	_____



SECURITIES AND EXCHANGE COMMISSION
Company Registration and Monitoring
Department (CRMD)
Office of the Director
RECEIVED

By: _____
Date: _____ Time: 9:50

CORPORATE GOVERNANCE AND FINANCE DEPARTMENT | FEB 2020



MEMORANDUM

TO : Company Registration and Monitoring Department
FROM : Corporate Governance and Finance Department
SUBJECT : **REGISTRATION OF AMENDED ARTICLES OF INCORPORATION OF CONCEPCION INDUSTRIAL CORPORATION**
DATE : 31 January 2020

This refers to the application for registration of the amended Articles of Incorporation of Concepcion Industrial Corporation which was referred to the Department for clearance.

Please be advised that the Department interposes **no objection** to the amendment of the Sixth Article of the Articles of Incorporation of the company increasing the number of directors from eight (8) to nine (9).

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


RACHEL ESTHER J. GUMTANG-REMALANTE
Officer-in-Charge 



MARKETS AND SECURITIES REGULATION DEPARTMENT

February 12, 2020

CONCEPCION INDUSTRIAL CORPORATION

308 Sen. Gil Puyat Avenue, Makati City

Tel. No. 8809-99-98

ATTENTION: MR. RAUL JOSEPH A. CONCEPCION

Chairman of the Board/President

Subject : REQUEST FOR COMMENT/RECOMMENDATION

Gentlemen:

This is in connection with your request for comments/or recommendation relative to Concepcion Industrial Corporation's application to Amend its Articles of Incorporation, to wit:

Articles of Incorporation:

Article VI, Increasing the number of directors from eight (8) to nine (9) directors.

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

The company is advised to seek the comments and/or recommendation of the Corporate Governance & Finance Department relative to the increase in the number of directors from eight (8) to nine (9). Furthermore, the company is also reminded to file an amended General Information Sheet (GIS) within seven (7) days after such change occurred or became effective

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

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

Very truly yours,


VICENTE GRACIANO P. FELIZMENIO, JR.
Director

RECEIVED BY: _____
Signature Over Printed Name of Authorized Representative

REPUBLIC OF THE PHILIPPINES)
City of Makati) S.S.

SECRETARY'S CERTIFICATE

I, **JAYSON L. FERNANDEZ**, of legal age, Filipino, with office address at 21st Floor Philamlife Tower, 8767 Paseo de Roxas, Makati City after having sworn to in accordance with law, hereby depose and say, that:

1. That I am the Corporate Secretary of **CONCEPCION INDUSTRIAL CORPORATION** (the "Corporation"), a domestic corporation duly organized and existing in accordance with the laws of the Republic of the Philippines, with principal address at 308 Sen. Gil Puyat Avenue, Makati City;

2. To the best of my knowledge, no action or proceeding has been filed or is pending before any Court involving an intra-corporate dispute and/or claim by any person or group against the Board of Directors, individual directors and/or major corporate officers of the Corporation as its duly elected and/or appointed directors or officers or vice versa.


IN WITNESS WHEREOF, I have hereunto set my hand this JAN 29 2020
at Makati City.

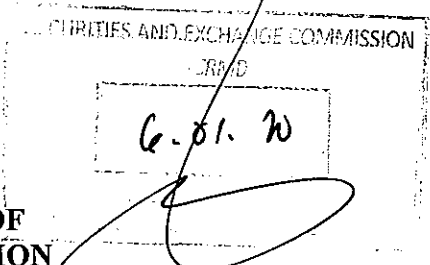


JAYSON L. FERNANDEZ
Corporate Secretary

SUBSCRIBED AND SWORN TO before me in Makati City, this JAN 29 2020 by Atty. Jayson L. Fernandez, personally known to me, who is the same person who personally signed before me the foregoing Secretary's Certificate, with Passport No. P5655631A issued on 18 January 2018 with expiry date of 17 January 2028, issued at DFA NCR South, and acknowledged to me that he executed the same.

Doc. No.: 04 ;
Page No.: 04 ;
Book No.: 1 ;
Series of 2020.


ATTY. MICHAELA VICTORIA L. LAUREL
Commission No. M-115
Notary Public for Makati City
Until December 31, 2020
21st Floor, Philamlife Tower
8767 Paseo de Roxas, Makati City
Roll No. 63430
PTR No. 8121099 / 03-Jan.-2020 / Makati City
IBP No. 967975 LIFETIME / Makati City




**CERTIFICATE OF AMENDMENT OF
THE ARTICLES OF INCORPORATION OF
CONCEPCION INDUSTRIAL CORPORATION**

KNOW ALL MEN BY THESE PRESENTS:

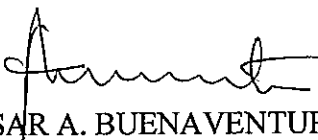
The undersigned Corporate Secretary and majority of the members of the Board of Directors of Concepcion Industrial Corporation (the "Corporation"), a corporation organized and existing under the laws of the Republic of the Philippines, with principal office address at 308 Sen. Gil J. Puyat Avenue, Makati City, do hereby certify that the accompanying copy of the Amended Articles of Incorporation of the Corporation reflecting and embodying the underscored amendment to the Sixth Article increasing the number of Directors from eight (8) to nine (9) is true and correct and was approved by the affirmative vote of a majority of the members of the Board of Directors of the Corporation at their duly constituted meeting held on April 3, 2019 at the President's Room, Manila Polo Club, Makati City, Philippines and by the affirmative vote of at least two thirds (2/3) of the stockholders of the Corporation at the annual stockholders' meeting held on July 10, 2019 at the Big Function Room, Manila Golf & Country Club, Makati City, Philippines.

17 DEC 2019

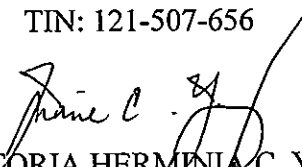
IN WITNESS WHEREOF, we have hereunto signed these presents on this ___ day of October, 2019, at Makati City.

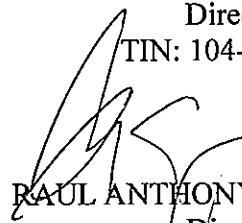

RAUL JOSEPH A. CONCEPCION
Chairman of the Board
TIN: 104-450-509



RENNA H. ANGELES
Director
TIN: 104-450-525


CESAR A. BUENAVENTURA
Director
TIN: 121-507-656

RAISSA H. POSADAS
Director
TIN: 104-450-043


MA. VICTORIA HERMINIA C. YOUNG
Director
TIN: 132-143-536


RAUL ANTHONY A. CONCEPCION
Director
TIN: 104-450-496


JAYSON L. FERNANDEZ
Corporate Secretary
TIN: 154-693-640

SUBSCRIBED AND SWORN to before me this 17th December 2019 at Makati City, affiants exhibited to me their Competent Evidence of Identities, as follows:

Name	Competent Evidence of Identity	Valid Until
Raul Joseph A. Concepcion	Passport No. P6306423A	03-05-2028
Renna H. Angeles	TIN No. 104-449-936	
Raissa H. Posadas		
Cesar A. Buenaventura	Passport No. P9753800A	11-28-2028
Raul Anthony A. Concepcion	Passport No. EC4174496	05-13-2020
Ma. Victoria Herminia C. Young	Passport No. P1986512A	02-21-2022
Jayson L. Fernandez	Passport No. P5655631	01-17-2028

Doc. No. 256 ;
Page No. 53 ;
Book No. CCV ;
Series of 2019

FELIPE L. REDAN JR.
Notary Public for and in Makati City
Until Dec. 31, 2020, Appt. No. M-02
Roll No. 27625, TIN 136897808
Rm. 412, 4th Flr. VGP Center, Ayala, Makati City
2019 PTR No. MIs 8009506 12/15/2018
IBP No. 1046422; 8/5/2016
MCLE Comp. VI-0012066, 9/11/2018

**AMENDED ARTICLES OF INCORPORATION
OF
CONCEPCION INDUSTRIAL CORPORATION
(As Amended on July 10, 2019)**

KNOWN 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: That the name of this Corporation shall be:

**CONCEPCION INDUSTRIAL CORPORATION
(As Amended on 5 April 2013)**

SECOND: That the primary purpose of this Corporation is:

PRIMARY PURPOSE

To carry on business as a holding company, including but not limited to the acquisition by purchase, exchange, assignment, gift, importation or otherwise, and to hold, own and use for investment or otherwise, and to sell, assign, transfer, exchange, mortgage, pledge, traffic or otherwise to enjoy and dispose of real and personal property of every kind and description, including land, condominium units, buildings, machineries, equipment, bonds, debentures, promissory notes, shares of capital stock, or other securities or obligations, created, negotiated or issued by any corporation, association, or other entity, foreign or domestic, and while the owner thereof, to exercise all the rights, powers and privileges of ownership, including the right to receive, collect, and dispose of, any and all dividends, rentals, interest and income, derived therefrom and generally perform acts or things designed to promote, protect, preserve, improve or enhance the value of any such land, condominium units, buildings, machineries, equipment, bonds, debentures, promissory notes, shares of capital stock, securities or obligations to the extent permitted by law without however engaging in dealership in securities, in the stock brokerage business or in the business of an investment company.

SECONDARY PURPOSES

Subject to prior compliance with licensing, registration and other requirements of applicable laws, rules and regulations:

- (1) To engage in the business of manufacturing goods such as all kinds of appliances, and to trade the same on wholesale/retail basis.
- (2) To enter into any lawful arrangement for the sharing of profits, union of interest, unitization or farmout agreement, reciprocal concession, or cooperation, or a partnership with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, in the carrying on of any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of this Corporation.
- (3) To act as commission merchant, commercial agent or factor for any persons, partnership, corporation or association engaged in any lawful business, industry or enterprise.
- (4) To exercise, carry out and enjoy any license, power, authority, franchise, concession, right or privilege that any government or authority, or any corporation or other legal entity may be empowered to enact, make, or grant, and to pay for, aid, and contribute toward carrying it into effect.
- (5) To purchase, lease or otherwise acquire, take over, hold, sell, liquidate, or otherwise dispose of the business and property, of every kind, nature and description of corporations, associations, partnerships, firms, trustees, syndicates, individuals, combinations/ organizations, and other entities located in or organized under the laws of any part of the world and/or to continue, alter, extend and develop their business, assume their liabilities and guarantee or become surety for the performance of their obligations (without engaging in the business of insurance), reorganize their capital, and participate in any way in their affairs, and to take over as a going concern and to continue in its own name any business so acquired of which this Corporation has a lawful interest.
- (6) To manage, operate, administer, supervise, participate in and otherwise to take part in, aid, promote, and assist, financially or otherwise, in any legal manner, any body politic, corporation, association, partnership, firm, syndicate,

combination, organization, or other entity except the management of funds, investments, portfolio and similar assets of said entities.

- (7) To provide as necessary, corporate and shared services, to all or any of its affiliates and subsidiaries including but not limited to general administration, finance, information technology (IT), market research, corporate advisory, personnel management, and data processing services.

AND IN FURTHERANCE OF THE PURPOSES AFORESAID, the Corporation shall have the following incidental powers:

- (a) To borrow or raise money for any of the purposes of the Corporation, and to secure any of its obligations or contracts by creating any mortgage, pledge and/or other security interest in all or any part of the property or assets at any time held or owned by the Corporation on such terms and conditions as the Board of Directors or duly authorized officers or agents shall determine and as may be determined by law.
- (b) To assume or undertake or guarantee or secure, whether as solidary obligor, surety or guarantor or in any other capacity and either on its general credit or on the mortgage or pledge of any of its property, the whole or any part of the liabilities and obligations of any of its stockholders, subsidiaries or affiliates or any person, firm, association or corporation, whether domestic or foreign and whether a going concern or not, engaging in or previously engaged in a business which the Corporation is or may become authorized to carry on or which may be appropriate or suitable for the purposes of the Corporation.
- (c) To carry out all or any part of its purposes as principal, agent, factor, licensee, lessee, concessionaire, contractor or otherwise, either alone or in joint venture or association or conjunction with any other person, firm, association, corporation, entity, whether government or private.
- (d) To place any or all excess or idle funds or assets of the Corporation in short-term marketable securities and investments.
- (e) To reorganize, establish, maintain and operate, under the laws of the Republic of the Philippines or any other state, territory, nation, colony, province or government, one or more

corporations, subsidiaries, affiliates, associations, firms, or entities, branches, representative or liaison offices, agencies or outlets for the purpose of accomplishing any or all of the objects for which the Corporation is organized.

- (f) To do and perform all acts and things necessary, suitable or proper for the accomplishment of any of the purposes herein enumerated or which shall at any time appear conducive to the protection or benefit of the Corporation, including the exercise of the powers, authorities and attributes conferred upon corporations organized under the laws of the Republic of the Philippines in general and upon domestic corporations of like nature in particular.

The Corporation shall comply with the requirements of applicable laws and their implementing rules and regulations in the event the business and operations of the Corporation should fall within the purview of said laws. (As amended on 5 April 2013)

THIRD: That the principal office of the corporation is located at 308 Sen. Gil J. Puyat Avenue, Makati City, Philippines. (As amended on 5 April 2013)

FOURTH: That the term of 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
Raul Joseph Concepcion	Fil	17 Tanguile Rd. North Forbes Park, Makati City
Raul Stephen Concepcion	Fil	Ayala Alabang Vill., Muntinlupa City
Raul Patrick Concepcion	Fil	Ayala Alabang Vill., Muntinlupa City
Renna H. Angeles	Fil	c/o 308 Sen. Gil J. Puyat Ave., Makati City
Rafael Felipe C. Hechanova	Fil	Ayala Alabang Vill., Muntinlupa City

SIXTH: That the number of directors of the Corporation shall be nine (9). (As amended on 18 July 2013) (As amended on July 10, 2019)

SEVENTH: That the authorized capital stock of the Corporation is SEVEN HUNDRED MILLION PESOS (P700,000,000.00) divided into SEVEN HUNDRED MILLION (700,000,000) shares with a par value of ONE PESO (P1.00) per share. (As amended on 5 April 2013)

EIGHT: That the subscribers to the capital stock and the amount paid -in to their subscription are as follows:

Name	Nationality	No. of Shares Subscribed	Amount Subscribed	Amount Paid
Concepcion Ind. Inc.	Fil	249,995	P24,999,500	P6,250,000
Raul Joseph Concepcion	Fil	1	100	100
Raul Stephen Concepcion	Fil	1	100	100
Raul Patrick Concepcion	Fil	1	100	100
Renna H. Angeles	Fil	1	100	100
Rafael Felipe C. Hechanova	Fil	1	100	100
Total		250,000	P25,000,000	P25,000,000

NINTH: That no transfer of stock or interest which would reduce the 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 the Corporation and this restriction shall be indicated in all the stocks certificates issued by the Corporation.

TENTH: That Raul Stephen Concepcion has been elected by the subscribers as treasurer of the Corporation to act as such until his successor is duly elected and qualified in accordance with the by-laws; and that as such Treasurer, he/she has been authorized to receive for and in the name and for the benefit of the corporation, all subscriptions paid in 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 name or one deceptively or confusingly similar to it.

TWELFTH: There shall be no pre-emptive right on the part of any subscriber or stockholder of the Corporation to subscribe to any or all issues or other disposition of shares of the Corporation. (As amended on 5 April 2013)

THIRTEENTH: In connection with the initial public offering and initial listing of shares by the Corporation with the Philippine Stock Exchange, the Corporation shall comply with the following lock-up requirements prescribed by the rules and regulations of the Philippine Stock Exchange as may be amended from time to time:

- (a) The Corporation shall cause its existing stockholders who own an equivalent of at least 10% of the issued and outstanding shares of stock of the Corporation to refrain from selling, assigning or in any manner disposing of their shares for a period of one hundred eighty (180) days after the listing of said shares;

- (b) If there is any issuance or transfer of shares (i.e. private placements, asset for shares swap or a similar transaction) or instruments which lead to issuance of shares (i.e., convertible bonds, warrants or a similar instrument) done and fully paid for within one hundred eighty (180) days prior to the start of the offering period or prior to listing date in case of companies listing by way of introduction, and the transaction price is lower than that of the offer price in the Initial Public Offering or listing price for a listing by way of introduction, all shares availed of shall be subject to a lock-up period of at least three hundred sixty-five (365) days from full payment of the aforesaid shares. (As amended on 23 August 2013)

In Witness whereof, we have set our hands this 27th day of June 1997 at Makati City.

SGD
RAUL JOSEPH CONCEPCION

SGD
RAUL STEPHEN CONCEPCION

SGD
RAUL PATRICK CONCEPCION

SGD
RENNA H. ANGELES

SGD
RAFAEL FELIPE C. HECHANOVA

WITNESSES:

Illegible

Fernandez, Wenie

ACKNOWLEDGMENT

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

BEFORE ME, a Notary Public in and for Quezon City, Philippines, this 8th day of July 1997 personally appeared:

Name	Community Tax Certificate No.	Date & Place Issued
Raul Joseph Concepcion	1903922	2-04-97 Makati City
Raul Stephen Concepcion	5689961	2-26-97 Makati City
Raul Patrick Concepcion	8689621	2-25-97 Makati City
Renna H. Angeles	1908936	2-18-97 Makati City
Rafael Felipe C. Hechanova	6259178	6-05-97 Makati City

all known to me and by 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 first above written.

(SGD) Illegible
Notary Public
P.T.R. Illegible
Date Issued: Illegible
Issued at Quezon City
Valid Until Dec. 31, 1998

Doc. No. 187;
Page No. 38;
Book No. III;
Series of 1997.