

COVER SHEET

1 6 3 6 7 1

SEC Registration Number

PRIME ORION PHILIPPINES, INC.

[Empty grid for company name details]

(Company's Full Name)

20 / F LKG TOWER 6801 AYALA AVENUE

MAKATI CITY

[Empty grid for business address details]

(Business Address: No. Street City/Town/Province)

ATTY. DAISY L. PARKER

(Contact Person)

884-1106

(Company Telephone Number)

06 30

Month Day
(Fiscal Year)

17 - C

(Form Type)

[Empty boxes for meeting date]

Month Day
(Annual Meeting)

[Empty box for secondary license type]

(Secondary License Type, If Applicable)

[Empty box for dept. requiring doc]

Dept. Requiring this Doc.

[Empty box for amended articles number]

Amended Articles Number/Section

[Empty box for total stockholders]

Total No. of Stockholders

[Empty boxes for total borrowings]

Total Amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

[Empty box for file number]

File Number

LCU

[Empty box for document ID]

Document ID

Cashier

STAMPS

Remarks: Please use BLACK ink for scanning purposes.

**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. **15 December 2014**
Date of Report (Date of earliest event reported)
2. SEC Identification Number **163671**
3. BIR Tax Identification No. **320-000-804-342**
4. **PRIME ORION PHILIPPINES, INC.**
Exact name of issuer as specified in its charter
5. **Metro Manila, Philippines**
Province, country or other jurisdiction of incorporation
6. (SEC Use Only)
Industry Classification Code:
7. **20/F LKG Tower, 6801 Ayala Avenue, Makati City**
Address of principal office
8. **(632) 884-1106**
Issuer's telephone number, including area code
9. **N/A**
Former name or former address, if changed since last report

1226
Postal Code

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
(As of 30 November 2014)	
Common Shares	2,367,149,383
Outstanding Loans (consolidated)	- 0 -

11. Indicate the item numbers reported herein: **Item 9**

In compliance with the Disclosure Rules of the Securities & Exchange Commission (SEC) and the Philippine Stock Exchange, we hereby inform you that on 15 December 2014, Prime Orion Philippines, Inc. (POPI) received the Certificate of Filing of Amended Articles of Incorporation (AOI) (copy of which is attached hereto) issued by the SEC on 11 December 2014, in which the SEC approved POPI's amendment of Article Third of its AOI, changing its office address from "Metro Manila, Philippines" to "20/F LKG Tower, 6801 Ayala Avenue, Makati City, Philippines".

SIGNATURE

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PRIME ORION PHILIPPINES, INC.

By:



DAISY L. PARKER
Corporate Secretary

Date: 15 December 2014



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills
City of Mandaluyong, Metro Manila

COMPANY REG. NO. 163671

**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

PRIME ORION PHILIPPINES, INC.
(Amending Article III thereof.)

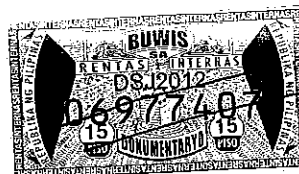
copy annexed, adopted on October 02, 2014 by majority vote of the Board of Directors and on December 02, 2014 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 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 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 set my hand and caused the seal of this Commission to be affixed to this Certificate at Mandaluyong City, Metro Manila, Philippines, this 11th day of December, Twenty Fourteen.


FERDINAND B. SALES
Director

Company Registration and Monitoring Department



COVER SHEET

COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application
AMENDMENT OF AOI

SEC Registration Number
 1 6 3 6 7 1

Former Company Name
P R I M E O R I O N P H I L I P P I N E S , I N C .

AMENDED TO:
 New Company Name

Principal Office (No./Street/Barangay/City/Town/Province)
2 0 / F L K G T O W E R 6 8 0 1
A Y A L A A V E N U E , M A K A T I C I T Y
P H I L I P P I N E S

COMPANY INFORMATION

Company's Email Address: **popi-corporate@primeorion.com**

Company's Telephone Number/s: **884-1106**

Company's Facsimile Number/s: **884-1409**

CONTACT PERSON INFORMATION

Contact Person: **ATTY. DAISY L. PARKER**

Email Address: **dparker@primeorion.com**

Telephone Number/s: **884-1450**

Facsimile Number/s:

Contact Person's Address:
20/F LKG TOWER, 6801 AYALA AVENUE, MAKATI CITY, PHILIPPINES

 To be accomplished by CRMD Personnel

	Date	Signature
Assigned Processor _____	_____	_____
_____	_____	_____
_____	_____	_____
Document I.D. 		
Received by Corporate Filing and Records Division (CRFD)	_____	_____
Forwarded to:		
<input type="checkbox"/> Corporate and Partnership Registration Division	_____	_____
<input type="checkbox"/> Green Lane Unit	_____	_____
<input type="checkbox"/> Financial Analysis and Audit Division	_____	_____
<input type="checkbox"/> Licensing Unit	_____	_____
<input type="checkbox"/> Compliance Monitoring Division	_____	_____

AMENDED ARTICLES OF INCORPORATION

OF

PRIME ORION PHILIPPINES, INC.
[formerly Guoco Holdings (Philippines), Inc.]

(SEC Registration No. 163671)

KNOW ALL MEN BY THESE PRESENTS:

That We, all of whom are of legal age, citizens and residents of the Republic of the Philippines, have this day voluntarily associated ourselves together under the laws of the Philippines.

AND WE DO HEREBY CERTIFY:

FIRST : That the name of said corporation shall be:

"PRIME ORION PHILIPPINES, INC."

(As amended at the Special Meeting of the Board of Directors held on 9 November 2001 and at the Annual Stockholders' Meeting held on 20 December 2001.)

SECOND : That the purpose for which the corporation is organized are as follows:

PRIMARY PURPOSE

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, enjoy and dispose of any and all properties of every kind and description and wherever situated, 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 capital stock, or other securities and obligations, created, negotiated or issued by any corporation, association, or other entity, foreign or domestic and while the owner, holder or possessor 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, interests 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 No. 2629).

SECONDARY

1. To acquire by purchase, exchange or barter lease or otherwise locally or by importation all kinds, types and make, of agricultural or industrial equipment and machinery, and to sell, lease or otherwise render services whenever and wherever such equipment or machinery can be of use; to accept trade-in, repairs and services of all kinds of equipment; to act as principal, dealer or agent in purchasing, selling or dealing in, light and heavy equipment for use in agriculture and any kind of industry, without necessarily engaging in financing business; to carry on as principals and dealers in, and as importers and exporters of, all kinds of machinery and equipment for use in general contracting, construction, dredging, excavating, building, or erecting work, and in undertaking and entering into and carrying out contracts for all kinds of works; and to manufacture, acquire, buy, sell, dispose of, and supply all kinds of construction equipment, plant machineries, engines, appliances, accessories and things for use in connection with any of the foregoing, or any quarries or other undertakings whether or not of the character before mentioned.

2. To manufacture, fabricate, process, assemble, pack or otherwise produce, buy, and sell at wholesale all kinds of goods, merchandise, and products of every class and description, except food, drugs and cosmetics;

3. To deal in, engage and transact, directly or indirectly, all forms of mercantile acts and transactions concerning all kinds of real or personal property, movables, semi-movables, goods, wares, chattels, chosen in action, tangible and intangible property, technical and industrial equipment and machinery, personal and real rights, commercial papers and documents, securities, evidences of indebtedness or representative of value or other forms of obligations, services, and all things, including future ones, which are not excluded from the commerce of man or which are not contrary to law or good morals, excluding, however, financing business;

4. To act in the Philippines or in any foreign country, in the capacity of agent or representative, except insurance agency;

5. To engage in research, exploration, laboratory, and development work relating to any material, substance, compound or mixture now known or which may hereafter be known, discovered or developed, and to perfect, develop, manufacture, use, apply, and generally deal in and with any such material, substance, compound, or mixture, and to undertake, conduct, assist, promote, and engage or participate in every kind of research or scientific experimental design, or development work, including pure or basic research;

6. To carry on the business of exporters and importers, as principal, agents, or commission merchants, in respect to buying, selling at wholesale, trading, or dealing in food products and in any kinds of goods, wares, and merchandise, except nationalized products, and generally, to do brokerage, commission, indenting, import, forwarding, and export business.

AND IN FURTHERANCE OF THE FOREGOING PURPOSES, to exercise all the powers normally vested in the Corporation organized under the laws of the Philippines with particular reference, but not limited, to the following powers:

- (a) Acquire physical facilities, equipment and devices necessary to its operation;
- (b) Purchase, take, receive, lease, or otherwise, acquire and own, hold, and use real and personal property, or any interest therein wherever situated;
- (c) Sell, convey, mortgage, pledge, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;
- (d) Make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations and secure any of its obligations by mortgage or pledge of all or any of its property, franchise and income;
- (e) Subject to applicable law, conduct its business, carry on its operations, and have branch offices and exercises its powers within and without the Philippines;
- (f) Subject to the provisions of applicable law and these articles, issue shares of stock to such persons and on such terms as may be in the interest of the Corporation;
- (g) Make any guaranty respecting indebtedness, interest, contracts, or other obligations created by any individual, corporation, association, partnership, or other entity in which the corporation has a lawful interest without necessarily engaging in surety business;

(h) To do everything necessary, desirable, advisable or convenient for the furtherance and accomplishment of all such purposes aforementioned and the achievement of such objectives and to do all other things incidental thereto or connected thereto or connected therewith which are not prohibited by the applicable law of these articles.

***THIRD:** That the place where the principal office of the corporation is to be established or located is at 20/F LKG Tower, 6801 Ayala Avenue, Makati City, Philippines; provided, that it may have such branch offices as the board of directors may determine.

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

FIFTH : That the name, citizenship, and residences of the incorporators are as follows:

<u>NAME</u>	<u>CITIZENSHIP</u>	<u>RESIDENCE</u>
VICTOR SAY	Filipino	1801 Tytana Center Plaza Lorenzo Ruiz, Binondo Manila
MIGUEL A. TAN	Filipino	P.O. Box Number 179 Manila
DOMINGO LEE	Filipino	1421 Tytana Center Plaza Lorenzo Ruiz, Binondo Manila
DAVID C. GO	Filipino	Rm. 309 Federation Bldg., Binondo, Manila
ROBERTO V. SAN JOSE	Filipino	730 Vito Cruz, Malate, Manila

SIXTH : That the number of directors of the said corporation shall be seven (7) and that the names and residences of the directors of the said corporation who are to serve until their successors are elected and qualified as provided by the By-Laws, are as follows:

<u>NAME</u>	<u>RESIDENCE</u>
VICTOR SAY	1801 Tytana Center Plaza Lorenzo Ruiz Binondo Manila
MIGUEL A. TAN	P.O. Box Number 179 Manila
DOMINGO LEE	1421 Tytana Center Plaza Lorenzo Ruiz Binondo Manila
DAVID C. GO	Rm. 309 Federation Bldg., Binondo, Manila
ROBERTO V. SAN JOSE	730 Vito Cruz, Malate, Manila

(* As amended at the Regular Meeting of the Board of Directors held on 2 October 2014 and at the Annual Stockholders' Meeting held on 2 December 2014.)

SEVENTH : That the capital stock of said Corporation is THREE BILLION PESOS (P3,000,000,000.00), Philippine Currency, divided into Two Billion Four Hundred Million (2,400,000,000) Common Shares, and Six Hundred Million (600,000,000) preferred convertible shares, all with the par value of P1.00 per share.

The preferred convertible shares may be issued in tranches and shall be divided into 360 million Preferred Series A shares and 240 million Preferred Series B shares, both convertible to common shares and shall be redeemable, non-voting, entitled to preferential and cumulative dividends at the rate not exceeding 9% per annum, but shall not further participate with the holders of common shares in additional dividends paid or declared, and shall have such other rights, preferences, restrictions, and qualifications consistent with law and this Articles of Incorporation as may be fixed by the Board of Directors at the time of their issuance or amendment thereof subject to the approval of the Securities and Exchange Commission. (As Amended on November 23, 1993)

No stockholder of any common stock or of any other class of shares, shall because of his/its ownership of stock, have a pre-emptive of other right to purchase, subscribe for or take any part of stock or of any other securities convertible into or carrying options or warrants to purchase stock of the corporation whether out of the 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 the capital stock shall be allowed or permitted to be recorded in the proper books and this restriction shall likewise be indicated on the stock certificates of the Corporation. (As amended at the Special Meeting of the Board of Directors on 9 October 1995 and Annual Stockholders Meeting on 23 November 1995)

EIGHT : That the amount of said capital stock which has been actually subscribed is TWENTY FIVE BILLION (P25,000,000,000) shares, worth TWO HUNDRED FIFTY MILLION (P250,000,000.00) PESOS 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>NO. OF SHARES (Class A)</u>	<u>AMOUNT OF SUBSCRIPTION</u>	<u>CITIZENSHIP</u>
ELIGIO TEEHANKEE, JR.	600,000,000	P 6,000,000.00	Filipino
ZENAIDA A. ROXAS	800,000,000	8,000,000.00	Filipino
SIMPLICIO J. ROXAS	1,000,000,000	10,000,000.00	Filipino
ARABELLA R. MANALASTAS	200,000,000	2,000,000.00	Filipino
PATRICIA M. YAPTINGCHAY	200,000,000	2,000,000.00	Filipino
FELIPE F. CRUZ	1,000,000,000	10,000,000.00	Filipino
HIRENE LOPEZ	1,630,000,000	16,300,000.00	Filipino
VICTOR YCASAS	40,000,000	400,000.00	Filipino
ROLANDO S. ATIENZA	100,000,000	1,000,000.00	Filipino
ANNA FELICIDAD TRINIDAD	70,000,000	200,000.00	Filipino
PRYCE SECURITIES, INCORPORATED	400,000,000	4,000,000.00	Filipino
EDUARD G. LIM, JR.	600,000,000	6,000,000.00	Filipino
MA. CECILIA R. FABREGAS	100,000,000	1,000,000.00	Filipino
JOSE ANTONIO GARCIA	100,000,000	1,000,000.00	Filipino

GERARDO G. URBINA	100,000,000	1,000,000.00	Filipino
NORA TEEHANKEE	100,000,000	1,000,000.00	Filipino
SYLVIA S. TRINIDAD	100,000,000	1,000,000.00	Filipino
JOSUE CAMBA	50,000,000	500,000.00	Filipino
WILSON SY	840,000,000	8,400,000.00	Filipino
WILLY OCHER	560,000,000	5,600,000.00	Filipino
YAO SHIONG SHIO	200,000,000	2,000,000.00	Filipino
CHARLES SHIH	400,000,000	4,000,000.00	Filipino
EDUARDO LIM	800,000,000	8,000,000.00	Filipino
VICENTE JAYME, JR.	200,000,000	2,000,000.00	Filipino
VICTOR SAY	2,000,000,000	20,000,000.00	Filipino
PATCO ENTERPRISES, INCORPORATED	100,000,000	1,000,000.00	Filipino
MIGUEL A. TAN	120,000,000	1,200,000.00	Filipino
AIDA O. TAN	120,000,000	1,200,000.00	Filipino
CLARISSE O. ALCAZAR	40,000,000	400,000.00	Filipino
CHARLENE O. ALCAZAR	40,000,000	400,000.00	Filipino
POL O. ALCAZAR	40,000,000	400,000.00	Filipino
MIKE DELBERT O. ALCAZAR	40,000,000	400,000.00	Filipino
RENATO R. BERNARDO	100,000,000	1,000,000.00	Filipino
VICTOR GO	400,000,000	4,000,000.00	Filipino
DAVID GO	1,600,000,000	16,000,000.00	Filipino
ELEANOR GO	400,000,000	4,000,000.00	Filipino
GO TIONG AC	400,000,000	4,000,000.00	Filipino
JONATHAN DAVIS GO	60,000,000	600,000.00	Filipino
VICTOR C. GO	60,000,000	600,000.00	Filipino
JAMES GO	40,000,000	400,000.00	Filipino
ABRAHAM GOPOCO	40,000,000	400,000.00	Filipino
NICASIO CHUA	200,000,000	2,000,000.00	Filipino
SIMEON TIO	200,000,000	2,000,000.00	Filipino
CARMELITO ZAPANTA	1,000,000,000	1,000,000.00	Filipino
REYNALDO D. CALIMBAS	1,000,000,000	1,000,000.00	Filipino
MANUEL MENDOZA	1,200,000,000	12,000,000.00	Filipino
CO KENG KOC	1,000,000,000	1,000,000.00	Filipino
MARY D. GO	80,000,000	800,000.00	Filipino
JUAN CO	80,000,000	800,000.00	Filipino
MARY D. CO	40,000,000	400,000.00	Filipino
ANDREW D. GO	40,000,000	400,000.00	Filipino
JASON D. CO	40,000,000	400,000.00	Filipino
PRESCILA B. CO	40,000,000	400,000.00	Filipino
JULIO CO	40,000,000	400,000.00	Filipino
JOVITO CO	20,000,000	200,000.00	Filipino
JOSEFINA GO	20,000,000	200,000.00	Filipino
SANTIAGO LEE	400,000,000	4,000,000.00	Filipino
ROSENDO ONG	40,000,000	400,000.00	Filipino
NELA Y. SEBASTIAN	10,000,000	100,000.00	Filipino
WILLIAM GOTOHIO	50,000,000	500,000.00	Filipino
ANTONIO CUE UY	10,000,000	100,000.00	Filipino
JULIETA C. MENDOZA	10,000,000	100,000.00	Filipino
LORETO C. CHUA	40,000,000	400,000.00	Filipino
MANUEL MORALES	40,000,000	400,000.00	Filipino
MARCIANO TY	40,000,000	400,000.00	Filipino
LILIA TY	40,000,000	400,000.00	Filipino
ANTONIO TEE	40,000,000	400,000.00	Filipino
CORAZON TI	40,000,000	400,000.00	Filipino
YU SUI PENG	40,000,000	400,000.00	Filipino
TONY O. KING	1,000,000,000	1,000,000.00	Filipino
EFREN CHUA YAP	200,000,000	2,000,000.00	Filipino

NORA TEEHANKEE, JR.	200,000,000	2,000,000.00	Filipino
DOMINGO LEE	1,000,000,000	1,000,000.00	Filipino
ROBERTO V. SAN JOSE	300,000,000	3,000,000.00	Filipino
ISIDORO CO	700,000,000	7,000,000.00	Filipino
GEORGE LEE GO	800,000,000	8,000,000.00	Filipino
ROLAND S. SANTOS	10,000,000	100,000.00	Filipino
	<u>25,000,000,000</u>	<u>P250,000,000.00</u>	
	=====	=====	

NINTH : That the following persons have paid on the shares of capital stock for which they have subscribed, the amount set out after their respective names;

<u>NAME</u>	<u>AMOUNT PAID ON SUBSCRIPTION</u>
ELIGIO TEEHANKEE, JR.	P1,500,000.00
ZENAIDA A. ROXAS	2,000,000.00
SIMPLICIO J. ROXAS	2,500,000.00
ARABELLA R. MANALASTAS	500,000.00
PATRICIA M. YAPTINGCHAY	500,000.00
FELIPE F. CRUZ	2,500,000.00
HIRENE LOPEZ	4,075,000.00
VICTOR YCASAS	100,000.00
ROLANDO S. ATIENZA	250,000.00
ANNA FELICIDAD TRINIDAD	175,000.00
PRYCE SECURITIES INCORPORATED	1,000,000.00
EDUARD G. LIM, JR.	1,500,000.00
MA. CECILIA R. FABREGAS	250,000.00
JOSE ANTONIO GARCIA	250,000.00
GERARDO G. URBINA	250,000.00
NORA TEEHANKEE	250,000.00
SYLVIA S. TRINIDAD	250,000.00
JOSUE CAMBA	125,000.00
WILSON SY	2,100,000.00
WILLY OCHER	1,400,000.00
YAO SHIONG SHIO	500,000.00
CHARLES CHIU	1,000,000.00
EDUARDO LIM	2,000,000.00
VICENTE JAYME, JR.	500,000.00
VICTOR C. SAY	5,000,000.00
PATCO ENTERPRISES, INCORPORATED	250,000.00
MIGUEL A. TAN	300,000.00
AIDA O. TAN	300,000.00
CLARISSE O. ALCAZAR	100,000.00
CHARLENE O. ALCAZAR	100,000.00
POL O. ALCAZAR	100,000.00
MIKE DELBERT O. ALCAZAR	100,000.00
RENATO R. BERNARDO	250,000.00
VICTOR GO	1,000,000.00
DAVID GO	4,000,000.00
ELEANOR GO	1,000,000.00
GO TIONG AC	1,000,000.00
JONATHAN DAVIS GO	150,000.00
VICTOR C. GO	150,000.00
JAMES GO	100,000.00
ABRAHAM GOPOCO	100,000.00
NICASIO CHUA	500,000.00
SIMEON TIU	500,000.00

CARMELITO ZAPANTA	2,500,000.00
REYNALDO D. CALIMBAS	2,500,000.00
MANUEL MENDOZA	3,000,000.00
CO KENG KOC	500,000.00
MARY D. GO	200,000.00
JUAN CO	200,000.00
MARY D. CO	100,000.00
ANDREW D. GO	100,000.00
JASON D. CO	100,000.00
PRESCILA B. CO	100,000.00
JULIO CO	100,000.00
JOVITO CO	50,000.00
JOSEFINA GO	50,000.00
SANTIAGO LEE	1,000,000.00
ROSENDO ONG	100,000.00
NELA Y. SEBASTIAN	25,000.00
WILLIAM GOTOHIO	125,000.00
ANTONIO CUE UY	25,000.00
JULIETA C. MENDOZA	25,000.00
LORETO C. CHUA	100,000.00
MANUEL MORALES	100,000.00
MARCIANO TY	100,000.00
LILIA TY	100,000.00
ANTONIO TEE	100,000.00
CORAZON TI	100,000.00
YU SUI PENG	100,000.00
TONY O. KING	2,500,000.00
EFREN CHUA YAP	500,000.00
NORA TEEHANKEE, JR.	500,000.00
DOMINGO LEE	2,500,000.00
ROBERTO V. SAN JOSE	750,000.00
ISIDORO CO	1,700,000.00
GEORGE LEE GO	2,000,000.00
ROLANDO S. SANTOS	25,000.00
	<hr/>
	P62,500,000.00

TENTH: That VICTOR SAY has been elected by the subscribers as Treasurer of the corporation to act such until his successor has been duly elected and qualified in accordance with the by-laws, and that as such treasurer, he has been authorized to receive for the corporation and to receipt in its name for all subscription paid in by the said subscribers.

IN WITNESS WHEREOF, We have hereunto set our hands this 21st day of April 1989, at Manila, Philippines.

(SGD.) VICTOR SAY
TAN: S1214-G0745-A-6

(SGD.) MIGUEL TAN
TAN: T5249-M-3049-A-2

(SGD.) DOMINGO LEE
TAN: 3087-020-5

(SGD.) DAVID C. GO
TAN: 3165-168-1

(SGD.) ROBERTO V. SAN JOSE
TAN: S5250-L0641-A-2

SIGNED IN THE PRESENCE OF:

(SGD.) ROMUALDO DELA CRUZ

(SGD.) (Illegible)

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

BEFORE ME, a Notary Public, for and in the City of Manila, Philippines, personally appeared the following persons with their respective residence certificate set out opposite their respective names:

NAME	RES. CERT. NO.	ISSUED ON/AT
VICTOR SAY	AB-07634631	2-24-89 - Manila
MICHEAL TAN	AB-04551735	2-15-89 - Manila
DOMINGO LEE	AB-02658888	1-26-89 - Manila
DAVID C. GO	AB-00037699	1-27-89 - Manila
ROBERTO V. SAN JOSE	AB-2739756	4-05-88 - Manila

all known to me and to me known to be the same persons executed the foregoing Articles of Incorporation of Philippine Orion Properties Incorporation and they acknowledged to me that the same is their own, free and voluntary act and deed for the purposes and uses therein stated.

WITNESS MY HAND AND SEAL, this 21st day of April 1989 at Manila, Philippines.

(SGD.) SERGIO D. VENDERO
NOTARY PUBLIC
Until December 31, 1989
MLR-565977/Mla./1-4-89

Doc. No. 366
Page No. 75
Book No. XIV
Series of 1989.


REPUBLIC OF THE PHILIPPINES)
_____) S.S.

SECRETARY'S CERTIFICATE

I, **DAISY L. PARKER**, of legal age, Filipino, hereby certify that:

1. I am the duly elected Corporate Secretary of **PRIME ORION PHILIPPINES, INC.** (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with office address at 20/F LKG Tower, 6801 Ayala 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.

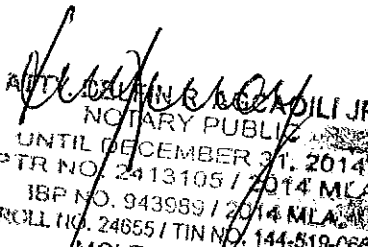
IN WITNESS WHEREOF, I have hereunto affixed my signature this DEC 04 2014 day of _____ 2014 at Makati City.

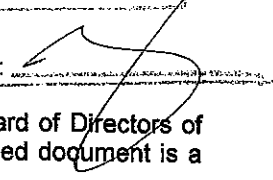

DAISY L. PARKER
Corporate Secretary

SUBSCRIBED AND SWORN to before me this _____ day of _____ 2014, affiant exhibited to me her Passport No. EB1284390 issued on 3 November 2010 at Manila, Philippines.

Doc. No. YMY
Page No. 44
Book No. 1829
Series of 2014.

[Sec. Cert. re: no Intra-corporate dispute] c: Abby/AOI/ POPI


NOTARY PUBLIC
UNTIL DECEMBER 31, 2014
PTR NO. 2413105 / 2014 MCA
IBP NO. 943989 / 2014 MLA
ROLL NO. 24655 / TIN NO. 144-819-058
MCLE III - 0013521
COMMISSION NO. 2013-023

SECURITIES AND EXCHANGE COMMISSION
 COMPLETED
DEC 05 2014
 RECEIVED BY: 

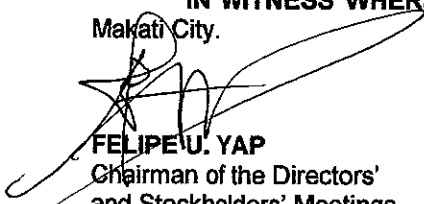
**DIRECTORS' CERTIFICATE OF AMENDMENT
 OF THE ARTICLES OF INCORPORATION
 OF
 PRIME ORION PHILIPPINES, INC.**


We, the undersigned, the Chairman, the Secretary, and all the members of the Board of Directors of **Prime Orion Philippines, Inc.** (hereinafter the "Corporation"), hereby certify that the attached document is a true and correct copy of the Amended Articles of Incorporation of the Corporation.


The amendment in the Articles of Incorporation refer to Article Third, specifically, the change in the office address from "Metro Manila, Philippines" to "20/F LKG Tower, 6801 Ayala Avenue, Makati City, Philippines."

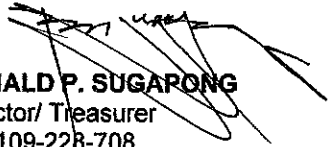
We further certify that the said Amended Articles of Incorporation was approved by the majority vote of the Board of Directors at its meeting held on 2 October 2014 at 20/F LKG Tower, 6801 Ayala Ave., Makati City, and by the affirmative vote of the stockholders holding at least two-thirds (2/3) of the outstanding capital stock of the Corporation at their meeting held on 2 December 2014 at The Balagtas and Garcia-Villa Function Rooms, The Peninsula Manila, Makati City.

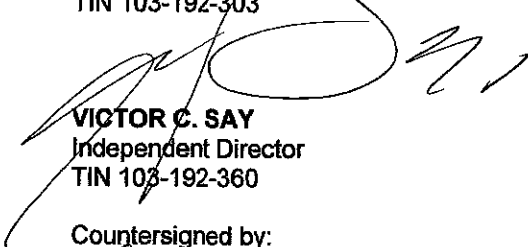
IN WITNESS WHEREOF, we have hereunto set our hands this **DEC 04 2014** day of _____ 2014 at Makati City.



FELIPE U. YAP
 Chairman of the Directors' and Stockholders' Meetings
 TIN 108-774-914


YUEN PO SENG
 Director/President/CEO
 TIN 171-125-713


DAVIC C. GO
 Director/Vice-Chairman
 TIN 103-192-303


RONALD P. SUGAPONG
 Director/Treasurer
 TIN 109-228-708


VICTOR C. SAY
 Independent Director
 TIN 103-192-360


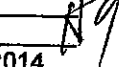


RICARDO J. ROMULO
 Independent Director
 TIN 130-998-357


Countersigned by:


DAISY L. PARKER
 Director/Secretary of the Directors' and Stockholders' Meetings
 TIN 144-907-578

SUBSCRIBED AND SWORN to before me this **DEC 04 2014** day of **MANILA** 2014, at Makati City, affiants exhibited to me their respective competent evidence of identity, to wit:

<u>Name</u>	<u>Identification</u>	<u>Date / Place of Issuance</u>
Felipe U. Yap	Ppt#EB3713140	9-22-2011/Manila
Yuen Po Seng	Ppt#A25169994	10-25-2011/Georgetown, Malaysia
David C. Go	Ppt#EB8120157	5-16-2013/DFA NCR East
Victor C. Say	Ppt#EB0584027	7-16-2010/Manila
Ricardo J. Romulo	Ppt#EB8271082	5-31-2013/Manila
Ronald P. Sugapong	Ppt#EB7054522	1-3-2013/Manila
Daisy L. Parker	Ppt#EB1284350	11-13-2010/Manila

Doc. No. 
 Page No. 
 Book No. 
 Series of 2014.


 NOTARY PUBLIC
 UNTIL DECEMBER 31, 2014
 PTR NO. 2413106 / 2014 MLA.
 IBP NO. 943989 / 2014 MLA.
 ROLL NO. 24655 / TIN NO. 144-519-068
 MCLE III 0013521
 COMMISSION NO. 2013-023

PrimeOrion Philippines, Inc.

4 December 2014

SECURITIES AND EXCHANGE COMMISSION
SEC Building, EDSA
Mandaluyong City

Attention : **ATTY. FERDINAND B. SALES**
Director
Company Registration and Monitoring Department

Re : **Prime Orion Philippines, Inc. (POPI)**
- Amendment of the Articles of Incorporation

Gentlemen:

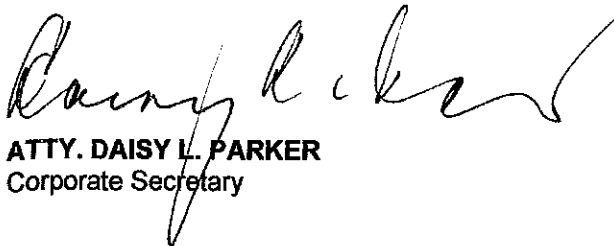
We write in connection with the proposed amendment of the Articles of Incorporation (AOI) of POPI, specifically, Article Third of its AOI, to change its corporate address from "Metro Manila, Philippines" to "20/F LKG Tower, 6801 Ayala Avenue, Makati City, Philippines".

In support of this request, enclosed are the following documents:

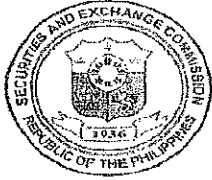
1. Director's Certificate of Amendment with attached Amended AOI (amending Article Third, changing its corporate address from "Metro Manila, Philippines" to "20/F LKG Tower, 6801 Ayala Avenue, Makati City, Philippines"); and
2. POPI Secretary's Certificate that no action or proceeding has been filed or is pending before any court involving intra-corporate dispute and/or claim by any person or group against the POPI Board of Directors, individual directors and/or major corporate officers or vice-versa.

We hope you will give this request your prompt and favorable action. Thank you.

Very truly yours,



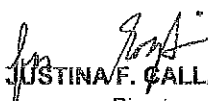
ATTY. DAISY L. PARKER
Corporate Secretary



Republic of the Philippines
Department of Finance
Securities and Exchange Commission
SEC Bldg. EDSA, Greenhills, Mandaluyong City



ROUTING SLIP

NAME OF CORP.	Prime Orion Philippines, Inc.	SEC No.	163671
PURPOSE:	CG Clearance		
DEPARTMENT:	Corporate Governance and Finance Department		
Date Received:	Date Released:	Processed/Verified by:	
December 5, 2014	December 5, 2014	M. Salud	
REMARKS :			
The above-mentioned company is compliant with the corporate governance requirements as of December 05, 2014.			
 JUSTINA F. CALLANGAN Director			



Republic of the Philippines
Department of Finance
Securities and Exchange Commission
SEC Building, EDSA, Greenhills, Mandaluyong City

MARKETS AND SECURITIES REGULATION DEPARTMENT

December 4, 2014

PRIME ORION PHILIPPINES, INC. (POPI)

20th Floor LKG Tower
6801 Ayala Avenue, Makati City

Thru: **MR. ZALDY AGUILA**
Company Representative

Attention: **MR. YUEN PO SENG**
President

Subject: **REQUEST FOR COMMENT/RECOMMENDATION**

Gentlemen:

This is in connection with your request for comment/or recommendation relative to your company's application for approval of its Amended Articles of Incorporation (re: Article III, Change of Address).

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

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 partnerships 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 do 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 provisions 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.

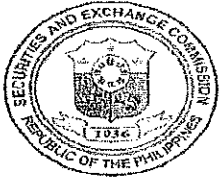
Very truly yours,


VICENTE GRACIANO P. FELIZMENIO, JR.
Director

RECEIVED BY:

SIGNATURE OVER PRINTED NAME OF
AUTHORIZED REPRESENTATIVE


COMPANY NAME/DATE RECEIVED



Republic of the Philippines
Department of Finance
Securities and Exchange Commission
SEC Bldg. EDSA, Greenhills, Mandaluyong City



ROUTING SLIP

NAME OF CORP.	Prime Orion Philippines, Inc.	SEC No.	163671
PURPOSE:	CG Clearance		
DEPARTMENT:	Corporate Governance and Finance Department		
Date Received:	Date Released:	Processed/Verified by:	
December 5, 2014	December 5, 2014	M. Salud	
REMARKS :			
The above-mentioned company is compliant with the corporate governance requirements as of December 05, 2014.			
 JUSTINA F. CALLANGAN Director			



Republic of the Philippines
Department of Finance
Securities and Exchange Commission
SEC Building, EDSA, Greenhills, Mandaluyong City

MARKETS AND SECURITIES REGULATION DEPARTMENT

December 4, 2014

PRIME ORION PHILIPPINES, INC. (POPI)
20th Floor LKG Tower
6801 Ayala Avenue, Makati City

Thru: **MR. ZALDY AGUILA**
Company Representative

Attention: **MR. YUEN PO SENG**
President

Subject: **REQUEST FOR COMMENT/RECOMMENDATION**

Gentlemen:

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Very truly yours,


VICENTE GRACIANO P. FELIZMENIO, JR.
Director

RECEIVED BY:

SIGNATURE OVER PRINTED NAME OF
AUTHORIZED REPRESENTATIVE

COMPANY NAME/DATE RECEIVED