

# 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 6, 2015
2. SEC Identification Number  
10020
3. BIR Tax Identification No.  
000-596-509
4. Exact name of issuer as specified in its charter  
MJC INVESTMENTS CORPORATION
5. Province, country or other jurisdiction of incorporation  
MANILA, PHILIPPINES
6. Industry Classification Code(SEC Use Only)
7. Address of principal office  
12TH FLOOR STRATA 100 BLDG., F. ORTIGAS JR. ROAD, ORTIGAS CENTER,  
PASIG CITY  
Postal Code  
1605
8. Issuer's telephone number, including area code  
(632) 632-7373
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	2,309,601,064
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.*

# MJC Investments Corporation

## MJIC

**PSE Disclosure Form 4-4 - Amendments to By-Laws**  
*References: SRC Rule 17 (SEC Form 17-C) and  
 Section 4.4 of the Revised Disclosure Rules*

<b>Subject of the Disclosure</b>
Approval of the Securities and Exchange Commission of the Amendments to By-Laws of MJC Investments Corporation
<b>Background/Description of the Disclosure</b>
On December 3, 2014, the Securities and Exchange Commission approved the Amendments to By-Laws of MJC Investments Corporation

<b>Date of Approval by Board of Directors</b>	May 20, 2014
<b>Date of Approval by Stockholders</b>	Jun 27, 2014
<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 3, 2014

**Amendment(s)**

Article and Section Nos.	From	To

ARTICLE VI Sec. 2	"The regular annual meeting of the Board of Directors shall be held every second to the last business day of June of each year, said meeting immediately following the annual stockholders' meeting of the same day. The Board may in its discretion fix other periodical times for regular meetings."	"The Board shall fix the time and place for its regular and special meetings."
ARTICLE VII Sec. 3	-	"There shall be an Executive Committee composed of five (5) members with the Chairman of the Board as the Chairman thereof, and the members to be appointed by the Board of Directors may be Officers/Directors of the Corporation. The Executive Committee shall be in charge of directing the progress of the business of the Corporation in accordance with the resolution of the Board of Directors exercising all the powers of the Board in the interval between its sessions but all the resolutions of said committee shall be submitted to the Board of Directors on the first session which it may hold subsequently."

**Rationale for the amendment(s)**

To create an Executive Committee, in compliance with the Corporation Code of the Philippines.

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

<b>Expected date of filing the amendments to the By-Laws with the SEC</b>	Nov 25, 2014
<b>Expected date of SEC approval of the Amended By-Laws</b>	Dec 3, 2014

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

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**Other Relevant Information**

Correction on the disclosure on the Amendments to By-Laws

Below are the corrections on the Amendment(s) portion of our previous disclosure on 6 January 2014:

- ARTICLE VI corrected to ARTICLE VI Sec.2,
- From "The regular annual meeting of the Board of Directors shall be held every second to the last business day of June of each year, said meeting immediately following the annual stockholder" corrected to "The regular annual meeting of the Board of Directors shall be held every second to the last business day of June of each year, said meeting immediately following the annual stockholders' meeting of the same day. The Board may in its discretion fix other periodical times for regular meetings."

**Filed on behalf by:**

<b>Name</b>	Lemuel Santos
<b>Designation</b>	Corporate Information Officer





REPUBLIC OF THE PHILIPPINES  
**SECURITIES AND EXCHANGE COMMISSION**  
SEC Building, EDSA, Greenhills  
City of Mandaluyong, Metro Manila

Company Reg. No. 10020

**CERTIFICATE OF FILING  
OF  
AMENDED BY-LAWS**

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the Amended By-Laws of

**MJC INVESTMENTS CORPORATION**

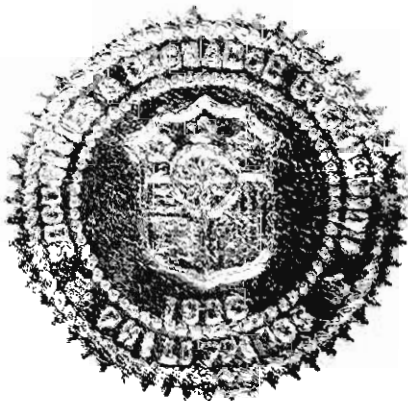
copy annexed, adopted on May 20, 2014 by majority vote of the Board of Directors and on June 27, 2014 by the vote of the stockholders owning or representing more than two-thirds of the outstanding capital stock, and certified under oath by the Corporate Secretary and majority of the said Board was approved by the Commission on this date pursuant to the provisions of Section 48 of the Corporation Code of the Philippines Batas Pambansa Blg. 68, approved on May 1, 1980, and copies thereof are filed with the Commission.

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 3rd 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

SEC Registration Number

1 0 0 2 0

Company Name

M J C I N V E S T M E N T S C O R P O R A T I O N

AMENDED TO:  
New Company Name

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

1 2 T H F L O O R S T R A T A 1 0 0 B L D G .  
F O R T I G A S J R R O A D O P T I G A S

PASIG CITY

**COMPANY INFORMATION**

Company's Email Address

Company's Telephone Number/s

Mobile Number

632-73-73

**CONTACT PERSON INFORMATION**

The designated contact person **MUST** be a Director/Trustee/Partner/Officer/Resident Agent of the Corporation

Name of Contact Person

Email Address

Telephone Number/s

Mobile Number

ATTY. LISMUEL M. SANTOS

632-73-73

Contact Person's Address

**To be accomplished by CRMD Personnel**

Assigned Processor

VELASQUEZ

Date

11/25/14 11:50

Signature

Document I.D.

Received by Corporate Filing and Records Division (CFRD)

Forwarded to

Corporate and Partnership Registration Division  
Green Lane Unit  
Special Analysis and Audit Division

AMENDED BY-LAWS  
OF THE  
MJC INVESTMENTS CORPORATION

ARTICLE I  
CORPORATE POWERS

The corporate powers of the company shall be exercised, its business conducted and its property controlled by a Board of Directors consisting of eleven (11) members, who shall be chosen by the stockholders at their first organization meeting and thereafter at annual meetings. They shall hold office for one (1) year or until their successors are elected and shall have been qualified. (*Amended as per Board Meeting on October 17, 1995 and Stockholders' meeting on December 8, 1995*).

ARTICLE II  
ELECTION OF DIRECTORS

Sec. 1. The directors shall be elected by ballot at the annual meeting of the stockholders. Their term of office shall begin immediately after election.

Sec. 2. The Board may appoint such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined by the Board.

Nomination and election of Independent Directors - The Company shall have at least two (2) independent directors or at least twenty percent (20%) of its board size, whichever is lesser. The independent directors shall be nominated and elected as follows:

a. The Nomination Committee shall promulgate the guidelines or criteria to govern the conduct of the nomination. The same shall be properly disclosed in the company's information or proxy statement or such other reports required to be submitted to the Securities and Exchange Commission ("SEC").

b. Nomination of independent directors shall be conducted by the Nomination Committee prior to a stockholder's meeting. All recommendations shall be signed by the nominating stockholders together with the acceptance and conformity by the would-be nominees.

c. The Nomination Committee shall pre-screen the qualifications and prepare a final list of all candidates and put in place screening policies and parameters to enable it to effectively review the qualifications of the nominees for independent directors.

d. After the nomination, the Nomination Committee shall prepare a Final List of Candidates which shall contain all the information about all the nominees for independent directors, as required under Securities Regulation Code ("SRC") and its Implementing Rules and Regulations, which list, shall be made available to the SEC and to all stockholders through the filing and distribution of the Information Statement or in such other reports the company is required to submit to the SEC. The name of the person or group of persons who recommended the nomination of the independent director shall be identified in such report including any relationship with the nominee.

e. Only nominees whose names appear on the Final List of Candidates shall be eligible for election as Independent Directors. No other nominations shall be entertained after the Final List of Candidates shall have been prepared. No further nominations shall be entertained or allowed on the floor during the actual annual/special stockholders' meeting.

f. Except as those required under the SRC and subject to the pertinent existing laws, rules and regulations of the SEC, the conduct of the election of independent directors shall be made in accordance with the standard election procedures of the company or its by-laws.

g. It shall be the responsibility of the Chairman of the Meeting to inform all stockholders in attendance of the mandatory requirement of electing independent directors. He shall ensure that the independent directors are elected during the stockholders' meeting.

h. Specific slots for independent directors shall not be filled-up by unqualified nominees.

i. In case of failure of election for independent directors, the Chairman of the Meeting shall call a separate election during the same meeting to fill the vacancy.

Termination/Cessation of Independent Directorship - In case of resignation, disqualification or cessation of independent directorship and only after notice has been made with the SEC within five (5) days from such resignation, disqualification or cessation, the vacancy shall be filled by the vote of at least a majority of the remaining directors, if still constituting a quorum, upon the nomination of the Nomination Committee, otherwise, said vacancies



shall be filled by the stockholders in a regular or special meeting called for that purpose. An independent director so elected to fill a vacancy shall serve only for the unexpired term of his predecessor in office. *(Amended as per Board Meeting on April 10, 2013 and Stockholders' Meeting on June 26, 2013.)*

### ARTICLE III VACANCIES

Vacancies in the Board of Directors shall be filled by the other directors in office and such persons shall hold office until the next annual meeting of the stockholders

### ARTICLE IV POWERS OF DIRECTORS

The directors shall have power:

- (1) To call special meetings of the stockholders when they deem it necessary. And they shall call a meeting at any time upon the written request of the stockholders holding one-third of the subscribed capital stock.
- (2) To appoint and remove at pleasure all officers, agents and employees of the corporation, prescribe their duties unless provided for in these by-laws, fix their compensation and require from them security for faithful service.
- (3) To conduct, manage and control the affairs and business of the corporation and to make rules and regulation not inconsistent with the laws of the Philippines or by-laws of the corporation for the guidance and management of the corporation.

### ARTICLE V DUTIES OF THE BOARD OF DIRECTORS

It shall be the duty of the Board of Directors:

- (1) To cause to be kept a complete record of all their minutes and acts, and of the proceedings of stockholders; to present or cause to be presented at the annual stockholders' meeting a statement of accounts showing in detail the assets and liabilities of the corporation and generally the condition of the company's affairs. A similar statement shall be presented at any other meeting of the stockholders, when therein

required by persons holding at least one-third of the subscribed capital of the corporation.

- (2) To declare dividends out of the surplus profits when such profits shall, in the opinion of directors, warrant the same.
- (3) To supervise all officers, agents and employees and see that their duties are properly performed.

## ARTICLE VI

### MEETINGS OF THE DIRECTORS

Sec. 1. Organization meeting of the Board of Directors - Immediately after their election, the Board of Directors shall meet to organize and to elect the officers of the Company as provided in Article VII hereof. No notice of this meeting shall be required.

"Sec. 2. The Board shall fix the time and place for its regular and special meetings." (Amended as per Board Meeting on May 20, 2014 and Stockholder's Meeting on June 27, 2014)

Sec. 3. Special meetings of the Board of Directors may be called by the President or by the written request of any two (2) directors. Notice of all special meetings shall be mailed to each director at his last known post-office address, or delivered personally or left at his office, at least two (2) days previous to the date asked for the meeting.

Sec. 4. It shall not be necessary to give notice of the regular annual meetings of the Board of Directors as provided in Sec. 2 of this Article.

Sec. 5. A majority of the directors shall constitute a quorum for the transaction of corporate business, and every decision of a majority of the quorum duly assembled as a board shall be valid as corporate act.

## ARTICLE VII

### OFFICERS

Sec. 1. The officers shall be a Chairman and a Vice-Chairman of the Board, President, one or more Vice-Presidents, a Treasurer, and a Secretary or Clerk, and such other officers and assistants as the Board of Directors may select, all of whom shall be elected by and hold office at the pleasure only of the Board of Directors. The compensation of all officers of the corporation shall be fixed and determined by the Board of Directors. One or more offices

may be held by the same person, provided such offices are not incompatible with each other, and any director may be selected to hold one or more offices in addition to his position as director.

Sec.1.1. The Chairman, or in his absence, the Vice Chairman, shall preside over all meetings of stockholders and directors of the Corporation and shall have a vote on all matters as all other directors.

Sec. 2. The Chairman, of the Board of Directors, who is the Chief Executive Officer, shall have the following duties and responsibilities:

- (1) Preside over all the meetings of the Board and stockholders and shall have a vote on all matters as all other directors;
- (2) Guide the Board in formulating company objectives, and assist the Corporation in developing the means for attaining those objectives;
- (3) Appoint other officers of the Corporation other than those appointed by the Board upon recommendation of the President and COO;
- (4) Exercise such powers and perform such duties as the Board of Directors may assign to him. *(Amended as per Board Meeting on March 14, 2013 and Stockholder's Meeting on June 26, 2013)*

Sec. 3. There shall be an Executive Committee composed of five (5) members with the Chairman of the Board as Chairman thereof, and the members to be appointed by the Board of Directors may be Officers/Directors of the Corporation. The Executive Committee shall be in charge of directing the progress of the business of the Corporation in accordance with the resolution of the Board of Directors exercising all the powers of the Board in the interval between its sessions but all the resolutions of said committee shall be submitted to the Board of Directors on the first session which it may hold subsequently. *(Amended as per Board Meeting on May 20, 2014 and Stockholder's Meeting on June 27, 2014)*

## ARTICLE VIII

### PRESIDENT

Sec. 2. The President shall be the Chief Operating Officer and shall have the following duties and responsibilities:

- (1) Oversee the day to day operations of the Corporation;

(2) Implement the guidelines and policies laid down by the Board of Directors or by any committee to which the power to lay down guidelines and policies may be delegated by the Board of Directors in connection with the day-to-day operations of the Corporation;

(3) Exercise such other powers and perform such other duties as the Chairman/CEO or the Board of Directors may from time to time fix or delegate.

*(Amended as per Board Meeting on March 14, 2013 and Stockholder's Meeting on June 26, 2013)*

## ARTICLE IX VICE-PRESIDENT

The Vice-President shall perform the duties of the President in the absence or disability of the latter and shall duly perform such other duties as may from time to time be assigned to him by the Board of Directors.

## ARTICLE X TREASURER

The Treasurer shall have the custody of all funds and securities of the corporation which may have come into his hand; when necessary or proper, he may endorse on behalf of the corporation for collection, checks, notes and other obligations and deposit the same to the credit of the corporation in such bank or banks or depository as the Board of Directors may designate; he shall sign all receipts and vouchers for payments made to the corporation; he shall sign, together with such other officers or directors as may be designated by the Board, all checks, drafts, bill of exchange, etc. made by the corporation, and shall pay out and dispose of the same under the direction of the Board; whenever required by the Board of Directors, he shall render a statement of his cash account of other assets account entrusted in his care; he shall enter or cause to be entered regularly in the books of the Corporation to be kept for the purpose, full and accurate account of all money received and paid by him for the account of the corporation; he shall at all reasonable times, exhibit his books and accounts to any director of the corporation upon application at the office of the Corporation during business hours; and he shall perform all acts incident to the position of Treasurer, subject to the control of the Board of Directors. The Treasurer is also authorized to apply to the Securities and Exchange Commission of the Republic of the Philippines for license to sell to the public the stocks and other securities of the corporation, and for said

purpose, sign and execute in behalf of the corporation the sworn statement to the Securities and Exchange Commission.

## ARTICLE XI SECRETARY

The Board of Directors shall elect a Secretary or Clerk, who shall be a Filipino citizen resident of the Philippines, but need not be a stockholder of the corporation. It shall be his duty -

- (a) To keep a record of the proceedings of the Board of Directors and of the stockholders;
- (b) To keep the corporate seal of the corporation and the book of blank certificates of stock; fill and countersign all certificates issued, make the corresponding entries on the margin of the book of such certificates of stock of such issuance; and affix such corporate seal to all papers requiring a seal;
- (c) To keep a proper transfer book and stock ledger in debit and credit from showing the number of shares issued to and transferred by any stockholders and the date of such issuance and transfer;
- (d) To serve all notices required either by law or these by-laws. In case of his absence, inability, refusal or neglect to do so, then such notice may be served by any person thereunto directed by the President or any Director of the corporation.

## ARTICLE XII MANAGER

The Board of Directors may appoint any person or entity as Manager or Managing Agent for the company, whose term of employment, duties and compensation shall be determined by the Board.

**ARTICLE XIII**  
**BOOKS AND PAPERS**

The books of accounts and records of the corporation shall at all times, during business hours, be open to the inspection of any member of Board of Directors or of the Secretary, and shall upon request, be subject to inspection or any stockholder at office hours during business days.

**ARTICLE XIV**  
**CONTRACT IN WHICH DIRECTORS**  
**OR OFFICERS ARE INTERESTED**

No contract or other transaction between the corporation and any other corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers, of such other corporation; any directors individually, or any form of which any director may be a member, may be a party to or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm as so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of the corporation who is also a director or officer of such corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction may vote thereat to authorize any such contract or transaction with like force and effect as if he were not such director or officer of such corporation or not so interested.

**ARTICLE XV**  
**CERTIFICATE OF STOCK**

Certificates of stock shall be of such form and device as the Board of Directors may direct and such certificate shall be signed by the President or in his absence by the Vice-President and countersigned by the Secretary or the Assistant Secretary. Each stock certificate shall express on its face its number, date of issuance, the number of shares for which issued, the person to whom it is issued, and the value of each share.

## ARTICLE XVI

### TRANSFER OF STOCK

- (a) Shares of stock of the corporation be transferred by the holder thereof or by the attorney legally authorized, empowered and constituted under a duly and properly executed power of attorney before a notary public, or by endorsement of the certificate of stock so transferred and all such transfers of stock shall be made by the holder thereof on the transfer book of the corporation, unless so made on said transfer book by the holder's duly appointed, empowered and authorized attorney, as aforesaid, who shall execute and note such transfer of stock upon the transfer book of the corporation. No transfer shall be valid as far as the corporation is concerned until the surrender to the corporation of the certificate and the acknowledgment of such transfer on the books of the corporation.
- (b) Every surrendered certificate must be cancelled by the Secretary of the corporation before a new one is issued in lieu thereof and the Secretary shall preserve the certificate so cancelled as a voucher. If, however, a certificate shall be lost or destroyed, the Board of Directors may order a new certificate issued upon compliance by the stockholder with the requirements prescribed by Republic Act No. 201 and such other laws which may be passed.
- (c) No shares of stock against which the corporation holds any unpaid claims shall be transferred on the books of the corporation.

## ARTICLE XVII

### MEETINGS OF STOCKHOLDERS

- (1) All meetings of the stockholders of the corporation shall be held at the principal office of the corporation in Metro Manila, Philippines *(Amended as per Board Meeting on October 17, 1995 and Stockholders' Meeting on December 8, 1995)*
- (2) The regular annual meeting of the stockholders of the corporation for the election of directors and other purposes shall be held on the second to the last business day of June of each year at 2:00 o'clock in the afternoon. *(Amended as per Board Meeting on March 14, 2013 and Stockholders' Meeting on June 26, 2013).*
- (2) Special meetings of the stockholders of the corporation may be called by the President or by the order of the Board of Directors whenever he

or it shall deem it necessary, or by stockholders holding one-third of the subscribed and paid in capital stock of the corporation.

- (3) No notice of the regular annual meeting of the stockholders of the corporation need be given, but notice of special meetings of the stockholders shall be given by the Secretary by mailing copy of such notice to each and every stockholders at his last address as appears on the books of the corporation, at least ten (10) days before the date set for such meeting.
- (4) All notices of special meetings referred to in Sec. 4 of this Article shall contain adequate information and such statements as will evidence the purpose of the meeting and the nature of the business to be transacted.
- (5) All regular annual meetings and special meetings of the stockholders of the corporation as aforesaid, shall be presided over by the Chairman of the Board, or in his absence, by the Vice-Chairman, or in the absence of both the Chairman and the Vice Chairman, by the President or in his absence, by any other officers as the stockholders may elect during the meeting. (*Amended as per Board Meeting on October 18, 1996 and Stockholders' Meeting on December 23, 1996*).
- (6) At all meetings of the stockholders, the stockholders holding or representing a majority of the subscribed capital stock of the corporation present shall constitute a quorum for the transaction of business at such stockholders' meeting; and every decision of a majority of said quorum duly assembled at said stockholders' meeting, unless otherwise provided by law, shall be valid as an act of such meeting. If, however, for want of a quorum or other cause, the regular annual meeting of the stockholders of the corporation cannot be held on the day hereinabove named in Section 2 of this Article, or should the stockholders fail to complete their election or such business as may be presented for consideration, those present may adjourn from time to time until the same be accomplished.

## ARTICLE XVIII

### VOTING

At all corporate meetings, each stockholder, either in person or by proxy, shall be entitled to as many votes as he owns shares of stock. Such proxy shall be in writing and filed with the Secretary of the corporation.



## ARTICLE XIX

### BY-LAWS

These By-Laws may be altered, amended or repealed at any meeting of stockholders by the stockholders holding the majority of the subscribed capital stock; the Board of Directors of the corporation when so delegated by the stockholders representing at least two-thirds of the subscribed capital stock may alter, amend or repeal any By-Laws or adopt new By-Laws by the affirmative vote of a majority of the Board of Directors at a regular or special meeting of the Board called for the purpose, provided, however, that the power of the Board to alter, amend or repeal any By-Laws or adopt new By-Laws shall be considered as revoked whenever a majority of the stockholders shall so vote at a regular or special meeting.

## ARTICLE XX

### SEAL

The corporation shall have a common seal, which shall be circular or round with a margin therein and which shall contain the words "MJC INVESTMENTS CORPORATION -MANILA - INCORPORATED 1955" (*Amended as per Board Meeting on May 14, 2003 and Stockholders' Meeting on July 10, 2003*)

We, the undersigned stockholders of the MJC INVESTMENTS CORPORATION, do hereby certify that at the first organization meeting of the stockholders of said corporation held on the 22<sup>nd</sup> day of July 1955, we voted in favour of the adoption of the foregoing as the By-Laws of the corporation.

Manila, Philippines, July 23, 1955.

(SIGNED)  
A. DE LAS ALAS

(SIGNED)  
G.H. NEWMAN

(SIGNED)  
ZOILO C. ALBERTO

(SIGNED)  
F.H. BURGESS

(SIGNED)  
A.L. VELILLA

(SIGNED)  
GEORGE W. DRYSDALE

(SIGNED)  
A.V. SANTIAGO

WE, the undersigned, being all of the Directors of ARIES PRIME RESOURCES, INC., do hereby certify that the foregoing were on the 22<sup>nd</sup> day of July 1955, adopted as the By-Laws of said corporation by unanimous vote of all the stockholders.

(SIGNED)  
A. DE LAS ALAS

(SIGNED)  
G.H. NEWMAN

(SIGNED)  
ZOILO C. ALBERTO

(SIGNED)  
F.H. BURGESS

(SIGNED)  
A.L. VELILLA

(SIGNED)  
GEORGE W. DRYSDALE

(SIGNED)  
A.V. SANTIAGO

COUNTERSIGNED

(SIGNED)  
A.L. VELILLA  
*Secretary*

CERTIFIED BY:

ATTY. FERDINAND A. DOMINGO  
*Corporate Secretary*

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

### CERTIFICATION

I, FERDINAND A. DOMINGO, of legal age, Filipino with office address at 12<sup>th</sup> Floor Strata 100 Building, Emerald Avenue, Ortigas Center, Pasig City, after having been duly sworn in accordance with law depose and states that:

1. I am the duly elected Corporate Secretary of MJC INVESTMENTS CORP. (the "Corporation"), a corporation duly organized and existing under and by virtue of the Republic of the Philippines, with principal address at 12<sup>TH</sup> Floor Strata 100 Bldg., F. Ortigas Jr. Road, Ortigas Center, Pasig 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.

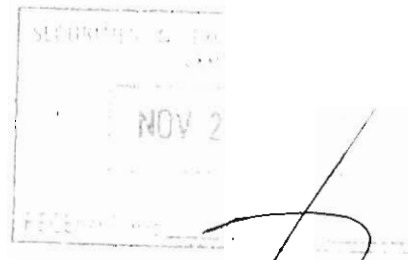
IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Corporation this ~~18 NOV 2014~~ at Pasig City.

*Ferdinand A. Domingo*  
FERDINAND A. DOMINGO  
Corporate Secretary

SUBSCRIBED AND SWORN to before me this 18 NOV 2014 at Pasig City, affiant exhibiting to me his Tax Identification No. 145-006-236 issued at Manila, Philippines, and who took an oath before me as to such instrument.

Doc. No. 438;  
Page No. 89;  
Book No. II;  
Series of 2014.

CHINO PAOLO Z. BOXAS  
NOTARY PUBLIC  
APPOINTMENT NO. 1212 (2014)  
UNITED STATES OF AMERICA  
PTR NO. 9544  
IBP NO. 9544  
ROEL OF ATORNEY NO. 57018



## DIRECTOR'S CERTIFICATE

WE, the undersigned, members of the Board of Directors of MJC INVESTMENTS CORPORATION (the "Corporation"), the Chairman and Secretary, respectively, of the Annual Stockholders' Meeting of the Corporation held on June 27, 2014:

### DO HEREBY CERTIFY

I

That the annual meeting of the stockholders of the Corporation was held at the Oakwood, Joy 1, 5<sup>th</sup> Floor, 17 ADB Avenue, Ortigas Center, Pasig City.

II

That notice of the time and place of the stockholders' meeting was given to each stockholder of record as provided in the by-laws.

III

That pursuant to said notice, there appeared at the said meeting in person and by proxy, stockholders holding 2,419,738,646 shares or 96% of the outstanding capital stock of the Corporation.

IV

That ALFONSO R. REYNO, JR. and FERDINAND A. DOMINGO acted as Chairman and Secretary, respectively, of the meeting.

V

That at the said meeting, upon motion duly made and seconded, the following resolution, which was approved by majority by the Board of Directors at its regular meeting on May 20, 2014, was approved, confirmed and ratified by the vote of the stockholders present or represented by proxy, constituting more than two-thirds (2/3) of the entire capital stock outstanding:

*RESOLVED* to APPROVE, CONFIRM AND RATIFY, the following resolutions of the Board of Directors dated May 20, 2014:

1. Deletion of the first sentence of Section 2 of Article VI of the Corporation's By-Laws and amending the second paragraph thereof, so that Section 2 shall read as follows:

**ARTICLE VI  
MEETINGS OF THE DIRECTORS**

"Sec. 2. The Board shall fix the date and time of its regular and special meetings."

2. Creation of an Executive Committee consisting of five (5) members with the Chairman of the Board as Chairman thereof, and the members to be appointed by the Board of Directors may be Officers/Directors of the Corporation, thereby amending Article VII of the Corporation's By-Laws by creating Section 3 to read as follows:

**ARTICLE VII  
OFFICERS**

"Sec. 3. There shall be an Executive Committee composed of five (5) members with the Chairman of the Board as Chairman thereof, and the members to be appointed by the Board of Directors may be Officers/Directors of the Corporation. The Executive Committee shall be in charge of directing the progress of the business of the Corporation in accordance with the resolution of the Board of Directors exercising all the powers of the Board in the interval between its sessions but all the resolutions of said committee shall be submitted to the Board of Directors on the first session which it may hold subsequently."

**VII**

That as above set forth, all the requirements of Section 4.8 of the Corporation Code of the Philippines have been complied with.

IN WITNESS WHEREOF, the undersigned directors of the Corporation have signed this Directors' Certificate, and the undersigned Chairman and Secretary of the aforesaid stockholders' meeting have countersigned the same this 17<sup>th</sup> 8 NOV 2014 at Pasig City.



**ALFONSO R. REYNO, JR.**  
*Chairman of the Board*  
TIN: 114-555-166

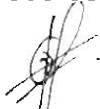
**TEIK SENG CHEAH**  
*Vice-Chairman*  
TIN: 439-337-790



**ALFONSO VICTORIO G. REYNO III**  
*Vice-President*  
TIN: 903-359-248



**JOSE ALVARO D. RUBIO**  
*Treasurer*  
TIN: 109-945-552

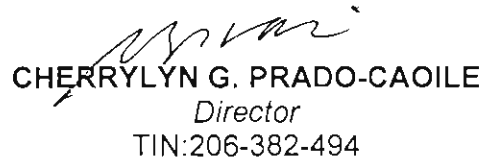


**BERNADETTE V. QUIROZ**  
*Director*  
TIN: 214-127-786

**JOHN ANTHONY B. ESPIRITU**  
*Director*  
TIN: 172-304-291



**GABRIEL A. DEE**  
*Director*  
TIN: 107-043-106



**CHERRYLYN G. PRADO-CAOILE**  
*Director*  
TIN: 206-382-494



**DENNIS RYAN C. UY**  
*Director*  
TIN: 200-457-792

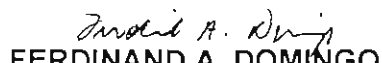


**VICTOR P. LAZATIN**  
*Director*  
TIN: 125-673-098



**LAURITO E. SERRANO**  
*Director*  
TIN: 102-097-361

COUNTERSIGNED BY:



**FERDINAND A. DOMINGO**  
*Secretary of the Meeting*  
TIN: 145-006-236

**ACKNOWLEDGMENT**

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


BEFORE ME, a Notary Public in and the City of Pasig, Philippines, this day of 18 NOV 2014, personally appeared:

<u>NAMES</u>	<u>TIN NOS.</u>	<u>DATE/PLACE ISSUED</u>
ALFONSO R. REYNO, JR.	114-555-166	Philippines
TEIK SENG CHEAH	439-337-790	Malaysia
ALFONSO VICTORIO G. REYNO III	903-359-248	Philippines
BERNADETTE V. QUIROZ	214-127-786	Philippines
JOHN ANTHONY B. ESPIRITU	172-304-291	Philippines
GABRIEL A. DEE	107-043-106	Philippines
CHERRYLYN G. PRADO-CAOILE	206-382-494	Philippines
DENNIS RYAN C. UY	200-457-792	Philippines
VICTOR P. LAZATIN	125-673-098	Philippines
LAURITO E. SERRANO	102-097-361	Philippines
FERDINAND A. DOMINGO	145-006-236	Philippines

who have satisfactorily proven to me their identities through the above identification, that they are the same persons who executed and voluntarily signed the foregoing *Directors' Certificate* which they acknowledged before me as 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.

Doc. No. 218 ;  
Page No. 59 ;  
Book No. I ;  
Series of 2014.

  
HEATHER EZRA C. ANNANG  
NOTARY PUBLIC  
APPOINTMENT NO. 112 (2013-2014)  
UNTIL DECEMBER 31, 2014  
PTR NO. 9844336 / 01-09-14 / PASIG CITY  
IBP NO. 954389 / 01-09-14 / CAGAYAN