



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

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

COMPANY REG. NO. 159950

**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

CROWN ASIA CHEMICALS CORPORATION

[Adding Article XII, thereby renumbering the succeeding article.]

copy annexed, adopted on December 18, 2014 by majority vote of the Board of Directors and by the vote of the stockholders owning or representing more than two-thirds of the outstanding capital stock, and certified under oath by the Corporate Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 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 18th day of February, Twenty Fifteen.




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 5 9 9 9 0

Former Company Name

C R O W N A S I A C H E M I C A L 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)

K M 3 3 M C A R T H U R H I G H W A Y

B O T U K T U K A N G U I G U I N T O B U L A C A N

Company's Email Address

COMPANY INFORMATION
Company's Telephone Number/s

818-6774

Company's Facsimile Number/s

810-3536

Name of Contact Person

JASON C. NALUPTA

CONTACT PERSON INFORMATION
Email Address

632-0905

Facsimile Number/s

635-3016

Contact Person's Address

2704 East Tower, PSE Centre, Exchange Road, Ortigas Center, Pasig City

To be Accomplished by CRMD Personnel

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

AMENDED
ARTICLES OF INCORPORATION
OF

CROWN ASIA CHEMICALS CORPORATION
(Formerly: Crown Asia Compounders Corporation)

KNOW ALL MEN BY THESE PRESENTS:

That we, all of legal age, citizens and residents of the Republic of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Philippines;

AND WE HEREBY CERTIFY:

FIRST¹: That, the name of the said corporation shall be –

CROWN ASIA CHEMICALS CORPORATION

SECOND: That the purposes for which the said corporation is formed are:

PRIMARY PURPOSE

To engage in, operate, conduct and maintain the business of manufacturing, importing, exporting, buying, selling or otherwise dealing in, at wholesale and retail such goods as: plastic and/or synthetic resins and compounds and other allied or related products/goods of same/similar nature, and any and all equipment, materials supplies used or employed in or related to the manufacture of such' finished products.

SECONDARY PURPOSE

1. To purchase, acquire, own lease, sell and convey real properties such as lands, buildings, factories and warehouses and machineries, equipment and other personal properties as may be necessary or incidental to the conduct of the corporate business, and to pay in cash, shares or its capital stock, debentures and other evidences of indebtedness, or other securities, as may be deemed expedient, for any business or property acquired by the corporation;

2. To borrow or raise money necessary to meet the financial requirements of its business by the issuance of bonds, promissory notes and other evidences of indebtedness, and to secure the repayment thereof by mortgage, pledge, deed of trust, lien upon the properties of the corporation or to issue pursuant to law shares

¹ As amended on 4 March 2014, per SEC Certificate dated 24 September 2014.

of its capital stock, debentures and other evidences of indebtedness in payment for properties acquired by the Corporation or for money borrowed in the process of its lawful business;

3. To invest and deal with the money and properties of the Corporation in such manner as may from time to time be considered wise or expedient for the advancement of its interests and to sell, dispose of or transfer the business, properties and goodwill of the corporation or any part thereof for such consideration and under such terms as it shall see fit to accept;

4. To enter into any lawful arrangement for sharing profits, union, of interest, reciprocal concession or cooperation, 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;

5. To acquire or obtain from any government or authority, national, provincial, municipal or otherwise, or any corporation, company or partnership or person, such charter, contracts, franchise, privileges, exemption, licenses and concessions as may be conducive to any of the objects of the corporation;

6. To establish and operate one or more branch offices or agencies and to carry on any of all of its operations and business with but any restrictions as to place or amount including the right to hold, purchase or otherwise acquire, lease, mortgage, pledge and convey or otherwise deal in and with real and personal property anywhere within the Philippines;

7. To distribute the surplus profits of the Corporation to the stockholders thereof in cash or in kind, namely, properties of the Corporation, particularly any shares of stock, debentures or securities of other companies belonging to this corporation; and

8. To conduct and transact any and all lawful activities, and to do or cause to be done any one or more of the acts and things herein set forth as its purposes, within or without the Philippines, and in any and all foreign countries, and to do everything necessary, desirable or incidental to the accomplishment of the purposes or the exercise of any one or more of the powers herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation.

THIRD: That the place where the principal office of the Corporation is to be established or located is at Km. 33 MacArthur Highway, Bo. Tuktukan, Guiguinto, Bulacan, Philippines.

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 names, nationalities and residences of the incorporators of said Corporation are as follows:

Name	Nationality	Residence
Eugene Villanueva	Filipino	33 Milkyway Drive, Blueridge, Quezon City
Walter H. Villanueva	Filipino	31 Dalahikan St., Damar Village, Quezon City
Tita P. Villanueva	Filipino	31 Dalahikan St., Damar Village, Quezon City
Nicasio T. Perez	Filipino	40 Bulletin St., Quezon City
Christie T. Perez	Filipino	40 Bulletin St., Quezon City
Wilson L. Villanueva	Filipino	80 Kanlaon St., Mandaluyong Metro Manila
Jefferson Sy	Filipino	7 Daraga St., Damar Village, Quezon City
Gloria Go	Filipino	16 Daet St., Damar Village, Quezon City
Sofia P. Po	Filipino	604 Sta. Elena St., Binondo, Manila
Oscar T. Perez	Filipino	11 West Lawin, Philamlife, Quezon City
Meda T. Perez	Filipino	11 West Lawin, Philamlife, Quezon City

SIXTH²: That the number of directors of the said Corporation shall be nine (9) and that the names, nationalities and residences of the directors who are to serve until their successors are elected and qualified as provided by the by-laws are as follows:

Name	Nationality	Residence
Eugene Villanueva	Filipino	33 Milkyway Drive, Blueridge, Quezon City
Walter H. Villanueva	Filipino	31 Dalahikan St., Damar Village, Quezon City
Tita P. Villanueva	Filipino	31 Dalahikan St., Damar Village, Quezon City
Nicasio T. Perez	Filipino	40 Bulletin St., Quezon City
Christie T. Perez	Filipino	40 Bulletin St., Quezon City
Wilson L. Villanueva	Filipino	80 Kanlaon St., Mandaluyong Metro Manila
Jefferson Sy	Filipino	7 Daraga St., Damar Village, Quezon City
Gloria Go	Filipino	16 Daet St., Damar Village, Quezon City
Sofia P. Po	Filipino	604 Sta. Elena St., Binondo, Manila
Oscar T. Perez	Filipino	11 West Lawin, Philamlife, Quezon City
Meda T. Perez	Filipino	11 West Lawin, Philamlife, Quezon City

SEVENTH³: That the authorized capital stock of the said Corporation is ONE BILLION THREE HUNDRED MILLION PESOS (₱1,300,000,000.00), Philippine Currency, and said capital stock is divided into ONE BILLION THREE HUNDRED (1,300,000,000) shares with a par value of ONE PESO (₱1.00) each.

² As amended on 17 October 2012, per SEC Certificate dated 25 January 2013.

³ As amended on 17 October 2012, per SEC Certificate dated 25 January 2013.

EIGHTH: That the amount of said capital stock which has been actually subscribed is TWO MILLION FIVE HUNDRED THOUSAND PESOS (₱2,500,000.00), and the following persons have subscribed for the number of shares and the amount of capital stock indicated opposite their respective names:

Name	Nationality	No. of Shares	Amount Subscribed
Eugene Villanueva	Filipino	5,000	P500,000.00
Walter H. Villanueva	Filipino	2,500	250,000.00
Tita P. Villanueva	Filipino	2,500	250,000.00
Nicasio T. Perez	Filipino	2,500	250,000.00
Christie T. Perez	Filipino	2,500	250,000.00
Wilson L. Villanueva	Filipino	2,500	250,000.00
Jefferson Sy	Filipino	2,500	250,000.00
Gloria Go	Filipino	1,250	125,000.00
Sofia P. Po	Filipino	1,250	125,000.00
Oscar T. Perez	Filipino	1,250	125,000.00
Meda T. Perez	Filipino	1,250	125,000.00
	TOTAL	25,000	P2,500,000.00

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:

Name of Subscriber	Amount Paid-up
Eugene Villanueva	₱125,500.00
Walter Villanueva	62,500.00
Tita P. Villanueva	62,500.00
Nicasio T. Perez	62,500.00
Christie T. Perez	62,500.00
Wilson L. Villanueva	62,500.00
Jefferson Sy	62,500.00
Gloria Go	31,250.00
Sofia P. Po	31,250.00
Oscar T. Perez	31,250.00
Meda T. Perez	31,250.00
TOTAL	₱625,500.00

TENTH⁴: No stockholder shall have a right to purchase or subscribe to any additional share of the capital stock of the Corporation whether such shares of capital stock are now or hereafter authorized, whether or not such stock is convertible into or exchangeable for any stock of the Corporation or of any other class, and whether out of the number of shares authorized by the Articles of Incorporation of the Corporation as originally filed, or by any amendment thereof, or out of shares of the capital stock of any class of the Corporation acquired by it after the issue thereof; nor shall any holder of any such stock of any class, as such holder have any right to purchase or subscribe for any obligation which the Corporation may issue or sell that shall be convertible into, or

⁴ As amended on 17 October 2012, per SEC Certificate dated 25 January 2013.

exchangeable for, any shares of the capital stock of any class of the Corporation to which shall be attached or appertain any warrant or warrants or any instrument or instruments that shall confer upon the owner of such obligation, warrant or instrument the right to subscribe for, or to purchase from the Corporation, any shares of its capital stock of any class.

The Board of Directors may, from time to time, grant stock options, issue warrants or enter into stock purchase or similar agreements for purposes necessary or desirable for the Corporation and allocate, sell or otherwise transfer, convey or dispose of shares of stocks of the Corporation of a class or classes and to such persons or entities to be determined by the Board, including, but not limited to, employees, officers and directors of the Corporation.

The foregoing shall be printed on the stock certificates of the corporation.

ELEVENTH: That no issuance or transfer of shares of stock of the Corporation which would reduce the stock ownership of Filipino citizens to less than the percentage of the outstanding capital stock required by law to be owned by Filipino citizens, shall be allowed or permitted to be recorded in the books of the corporation. This restriction shall be printed or indicated in all the certificates of stock to be issued by the corporation.

TWELFTH⁵: Should the Corporation apply for, and qualify, to list its shares in the Philippine Stock Exchange, the existing stockholders who own an equivalent of at least 10% of the issued and outstanding shares of stock of the Corporation shall be required to refrain from selling, assigning or in any manner disposing of their shares for a period of:

- a) One Hundred Eighty (180) days after the listing of the shares, if the Corporation meets the track record requirements of the Philippine Stock Exchange;
- b) Three Hundred Sixty-Five (365) days after listing of said shares, if the Corporation is exempt from the track record and operating history requirements of the Philippine Stock Exchange Rules.

If there is any issuance or transfer of shares (i.e., private placements, assets 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.

⁵ As approved by at least a majority of the members of the Board of Directors and the stockholders representing more than 2/3 of the issued and outstanding capital stock of the Corporation in the Special Joint Meeting of the Stockholders and Board of Directors held on 18 December 2014.

THIRTEENTH: NICASIO T. PEREZ has been elected by the subscribers as Treasurer of the corporation to act as such until his successor is duly elected and shall have qualified in accordance with the by-laws; and that, as such Treasurer, he has been authorized to receive for the corporation, and to issue in its name receipts for, all subscriptions paid in by the subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands, this 6th day of February 1989 at Makati, Metro Manila, Philippines.

(Sgd.)
EUGENE VILLANUEVA

(Sgd.)
WALTER VILLANUEVA

(Sgd.)
TITA P. VILLANUEVA

(Sgd.)
NICASIO T. PEREZ

(Sgd.)
CHRISTIE T. PEREZ

(Sgd.)
WILSON L. VILLANUEVA

(Sgd.)
JEFFERSON SY

(Sgd.)
GLORIA GO

(Sgd.)
SOFIA P. PO

(Sgd.)
OSCAR T. PEREZ

(Sgd.)
MEDA T. PEREZ

SIGNED IN THE PRESENCE OF:

(Sgd.)
ZENAIDA C. AGRES

(Sgd.)
MARITA GUTIERREZ

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY, METRO MANILA) S.S,

BEFORE ME, a Notary Public in and for Makati, Philippines, this 9th
day of February 1989 personally appeared:

<u>Name</u>	<u>Comm.Tax Cert. No.</u>	<u>Date & Place Issued</u>
Eugene Villanueva	11018242	1-26-89-QuezonCity
Walter Villanueva	13601758	1-12-89 - Valenzuela, MM
Tita P. Villanueva	11022302	1-25-89 - Quezon City
Nicasio T. Perez	13602460	1-12-89 - Valenzuela, City
Christie T. Perez	11022256	1 -25-89 - Quezon City
Wilson L. Villanueva	4675516	1-12-89 - Mandaluyong, MM
Jefferson Sy	11021909	2-03-89 - Quezon City
Gloria Go	11021802	1-29-89 - Quezon City
Sofia P. Po	4699092	2-03-89 - Manila
Oscar T. Perez	11022254	1-25-89 - Quezon City
Meda T. Perez		

all known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation and they acknowledged to me that the same is their free and voluntary act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal on the date and at the place first above-written.

Doc No 163
Page No. 34;
Book No. 1X;
Series of 1989.

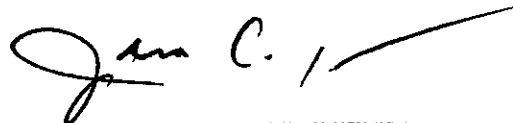
(Sgd)
NATALIO M. PANGANIBAN
NOTARY PUBLIC.
Until December 31, 1989
PTRNO. 584915-1-18-89
Makati, Metro Manila

REPUBLIC OF THE PHILIPPINES)
) S.S.

SECRETARY'S CERTIFICATE

JASON C. NALUPTA, of legal age, with office address at 2704 East Tower, Philippine Stock Exchange Centre, Exchange Road, Ortigas Center, Pasig City, being the Corporate Secretary of **CROWN ASIA CHEMICALS CORPORATION (Formerly: Crown Asia Compounders Corporation)** (the 'Corporation'), a corporation duly organized and existing under the laws of the Philippines, under oath, does hereby certify that 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 of the Corporation, individual directors and/or major corporate officers of the Corporation in their capacity as duly elected directors or officers of the Corporation.

IN ATTESTATION OF THE ABOVE, this Certificate has been signed this DEC 29 2014 in Pasig City, Metro Manila.



JASON C. NALUPTA
Corporate Secretary

SUBSCRIBED AND SWORN to before me this DEC 29 2014 day of December at Pasig City, Metro Manila, affiant exhibiting to me his Community Tax Certificate No. 34260643 issued on 03 February 2014 at Manila, as well as his SSS ID No. 33-5258550-0 as his other competent evidence of identity.

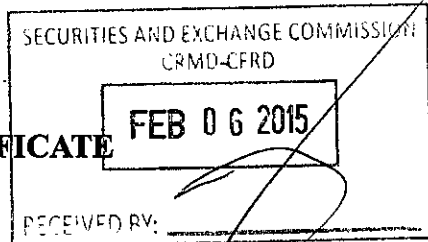
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Page No. 67 ;
Book No. 111 ;
Series of 2014.

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ROBIN BRYAN F. CONCEPCION
Notary Public for

Pasig City, San Juan, Taguig & Pateros
Appointment No. 295 / 2011 - 2014
Commission Expires on December 31, 2014
2704 East Tower PSE Centre Exchange Road
Ortigas Center 1605 Pasig City
PTR No. 9443771 / 01.02.2014 / Pasig City
IBP No. 945760 / 12.27.2013 Cavite
Roll No. 62424



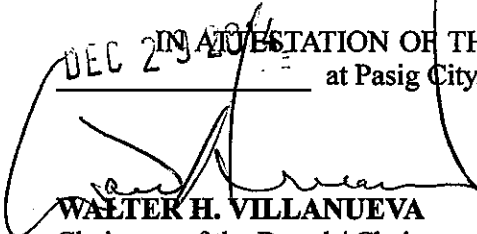
DIRECTORS' CERTIFICATE

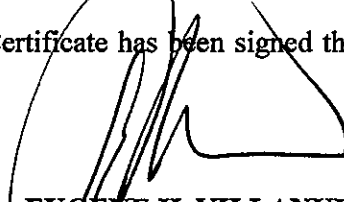
KNOW ALL MEN BY THESE PRESENTS:

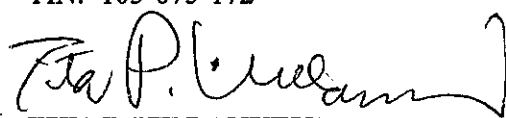
The undersigned, being the Chairman, the majority of the members of the Board of Directors and the Corporate Secretary of **CROWN ASIA CHEMICALS CORPORATION (Formerly: Crown Asia Compounders Corporation)** (the "Corporation"), a corporation duly organized and existing under the laws of the Philippines, with principal office address at Km. 33, MacArthur Highway, Bo. Tuktukan, Guiguinto, Bulacan, under oath, do hereby certify that the attached instrument is a true and correct copy of the Amended Articles of Incorporation of the Corporation reflecting the inclusion of the provision on lock-up of shares required by the Philippine Stock Exchange as the new Twelfth Article thereof.

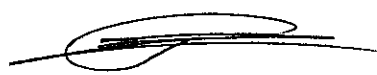
The foregoing amendment was approved by at least a majority of the members of the Board of Directors and by the stockholders owning more than two-thirds (2/3) of the outstanding capital stock of the Corporation in a special joint meeting of the Stockholders and Board of Directors held on 18 December 2014 at the principal office of the Corporation.

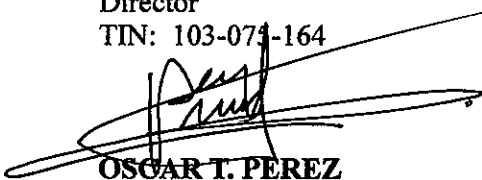
IN ATTESTATION OF THE ABOVE, this Certificate has been signed this DEC 29 2014 day of _____ at Pasig City, Metro Manila.

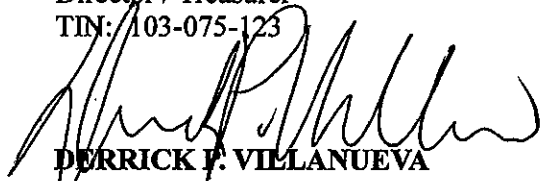

WALTER H. VILLANUEVA
Chairman of the Board & Chairman
of the Stockholders' Meeting
TIN: 103-075-172



EUGENE H. VILLANUEVA
Director / President
TIN: 103-074-400


TITA P. VILLANUEVA
Director
TIN: 103-074-164


NICASIO T. PEREZ
Director / Treasurer
TIN: 103-075-123


OSCAR T. PEREZ
Director
TIN: 103-074-852


DERRICK F. VILLANUEVA
Director
TIN: 237-620-113


STEPHANIE LAUREN LEE VILLANUEVA
Director
TIN: 210-122-430

ERNESTO R. ALBERTO
Director
TIN:


MA. THERESE G. SANTOS

Director

TIN: 123-299-982

ATTESTED BY:


WALTER H. VILLANUEVA

Chairman


JASON C. NALUPTA

Corporate Secretary/

Secretary of the Stockholders' Meeting

TIN: 908-541-534

SUBSCRIBED AND SWORN to before me this DEC 29 2014 day at Pasig City, Metro Manila, affiants exhibiting to me their Community Tax Certificates (CTC) and Competent Evidence of Identity (CEI), to wit:

Name	CTC No. / Date / Place of Issue	CEI/TIN
Walter H. Villanueva		103-075-172
Eugene H. Villanueva		103-074-400
Tita P. Villanueva		103-075-164
Nicasio T. Perez		103-075-123
Oscar T. Perez		103-074-852
Derrick P. Villanueva		237-620-113
Stephanie Lauren Lee Villanueva		210-122-430
Ma. Therese G. Santos	06331329/1.28.14/Pasig	123-299-982
Jason C. Nalupta	34260643 / 02.03.2014 / Manila	SSS No. 33-5258550-0

Doc. No. 327;

Page No. 67;

Book No. 111;

Series of 2014.

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ROBIN BRYAN F. CONCEPCION

Notary Public for

Pasig City, San Juan, Taguig & Pateros

Appointment No. 295 (2013-2014)

Commission Expires on December 31, 2014

2704 East Tower, PSF Centre Exchange Road

Ortigas Center, 1605 Pasig City

PTR No. 9443771 / 01.02.2014 / Pasig City

IBP No. 945760 / 12.27.2013 Cavite

Roll No. 62424

Tan Venturanza Valdez

21 January 2015

2704 East Tower
Philippine Stock Exchange Centre
Exchange Road, Ortigas Center
1605 Pasig City, Metro Manila
Philippines

SECURITIES AND EXCHANGE COMMISSION
SEC Building, EDSA
Mandaluyong City
Metro Manila

P.O. Box 12767
Ortigas Center Post Office
1605 Pasig City, Metro Manila
Philippines

Attention: Company Registration and Monitoring Department

Re: Crown Asia Chemicals Corporation
(Formerly: Crown Asia Compounders Corporation)
Amendment of Articles of Incorporation

☎ (632) 632-0905
☎ (632) 635-4703
✉ info@tvvlaw.com
🌐 www.tvvlaw.com

A. BAYANI K. TAN
RIO S. E. VENTURANZA
ENRICO G. VALDEZ
HOSANNA T. AYSON
RENO R. GONZALES, JR.
JASON C. NALUPTA

CONRAD S. TOLENTINO
RIA CARMELA R. CRUZ
ANNA FRANCESCA C. RESPICIO
ROBIN BRYAN F. CONCEPCION
ADRIAN FRANCIS S. BUSTOS
PAULA EDITHA I. PULIDO
BETTINA R. MELCHOR
ELENI FRANCESCA G. MANLICIC
CHRISTINE MARIE D. ARAGONES
IAN ABELLE P. LAYNO
KRISTIA LORRAINE V. CARINGAL
ENRICO A. ESPIRITU
ANN MARGARET K. LORENZO

Gentlemen:

We write on behalf of our client, **Crown Asia Chemicals Corporation** (Formerly: **Crown Asia Compounders Corporation**) (the "Corporation"), with SEC Registration No. 159950.

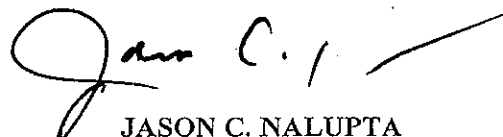
During the special joint meeting of the stockholders and Board of Directors of the Corporation held on 18 December 2014, the Board of Directors and the stockholders approved and ratified the amendment of the Articles of Incorporation of the Corporation ("AOI") reflecting the inclusion of the provision on lock-up of shares required by the Philippine Stock Exchange as the new Twelfth Article thereof.

In respect of the above corporate action, we respectfully request that the amendment to the Corporation's AOI reflecting the inclusion of the provision on lock-up of shares required by the Philippine Stock Exchange as the new Twelfth Article thereof be approved. In support thereof, we submit herewith the following documents:

1. Directors' Certificate of Amendment of Articles of Incorporation;
2. Amended Articles of Incorporation; and
3. Secretary's Certificate on the absence of any action or proceeding.

We trust that you find the foregoing documents in order.

Very truly yours,


JASON C. NALUPTA
For the Firm

Encls: a/s

Philippine Member:



LEGUS
INTERNATIONAL NETWORK OF LAW FIRMS

f:\data\clients\1338\corp\amend aoi - add lock-up\lt to sec.doc
ABKT/JCN/ccly 1338-801