



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

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

COMPANY REG. NO. A1997-18963

**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

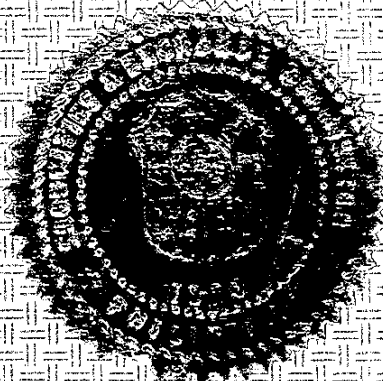
ASIA UNITED BANK CORPORATION

[Amending Articles III & VI thereof.]

copy annexed, adopted on April 15, 2014 by majority vote of the Board of Directors and on June 09, 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, Sec. 14 of R.A. 8791 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 16th day of July, Twenty-Fifteen.




FERDINAND B. SALES

Director

Company Registration and Monitoring Department

COVER SHEET

COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

Amendment of AOI and By-Laws

SEC Registration Number

A 1 9 9 7 1 8 9 6 3

Former Company Name

ASIA UNITED BANK CORPORATION

AMENDED TO:
New Company Name

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

JOY NOSTALG CENTER 17 ADB AVE
ORTIGAS CENTER PASIG CITY

Company's Email Address

COMPANY INFORMATION
Company's Telephone Number/s

(632) 631-3333

Company's Facsimile Number/s

Name of Contact Person

RIA CARMELA R. CRUZ

CONTACT PERSON INFORMATION
Email Address

Facsimile Number/s

(632) 632-0905

(632) 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

MG Anco

6/25/15

Document I.D.

Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

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Corporate and Partnership Registration Division
Green Lane Unit
Financial Analysis and Audit Division
Licensing Unit
Compliance Monitoring Division

7-7-15

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AMENDED ARTICLES OF INCORPORATION

OF

ASIA UNITED BANK CORPORATION¹

KNOW ALL MEN BY THESE PRESENTS:

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

AND WE HEREBY CERTIFY, That:

FIRST: That the name of the corporation shall be:

ASIA UNITED BANK CORPORATION

SECOND: The purposes for which the corporation is formed are to perform commercial banking functions, and within the context of a financially viable banking institution, to provide banking services, to develop agriculture, commercial and industrial enterprises and other business project; and with prior approval and authorization of Bangko Sentral ng Pilipinas and/or Monetary Board; to carry on a general trust business; to operate a foreign currency deposit unit; to perform expanded commercial banking functions; to invest in allied undertakings, financial and non-financial; to do and perform such acts as are necessary and incidental to the purposes for which the corporation is organized, and by virtue thereof, to have and exercise all rights, attributes, powers and privileges, together with the assumption of all the duties and obligations of a commercial bank or a commercial bank with expanded banking authority as provided for in the General Banking Act, as amended, and other related laws.

THIRD: Its principal office and place of business shall be at Joy-Nostalg Center, 17 ADB Avenue, Ortigas Center, Pasig City, Metro Manila.² It may open and/or maintain other branches, agencies or other offices at such places in the Philippines or abroad as its Board of Directors may deem advisable, with the prior approval of the Monetary Board of the Bangko Sentral ng Pilipinas.

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

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

¹ As last amended by the Board of Directors on 25 April 2014 and by the Stockholders on 9 June 2014

² As amended by the Board of Directors on 25 April 2014 and by the Stockholders on 9 June 2014

Name	Nationality	Residence
Jacinto L. Ng	Filipino	No. 7 Magnolia St. Wack Wack Subdivision, Mandaluyong City
Luis U. Ang	Filipino	1333 Caballero Street Dasmariñas Village, Makati City
Jose S. Sandejas	Filipino	131 Narra Street, Ayala Alabang Village, Muntinlupa, M.M.
Adolfo S. Azcuña	Filipino	140 CRM Avenue, BF Almanza, Las Piñas
Chiang Chia Chuang	Taiwanese	136 Sung Kiang Rd. Taipei R.O.C.

SIXTH: The number of directors of said corporation shall be nine (9), and shall have such number of Independent Directors as provided in all applicable laws and regulations.³ The names, nationalities and residences of the directors who are to serve until their successors are duly elected and qualified as provided in the By-Laws are as follows:

Name	Nationality	Residence
Jacinto L. Ng	Filipino	No. 7 Magnolia St. Wack Wack Subdivision, Mandaluyong City
Jose S. Sandejas	Filipino	131 Narra Street, Ayala Alabang Village, Muntinlupa, M.M.
Luis U. Ang	Filipino	1333 Caballero Street Dasmariñas Village, Makati City
Adolfo S. Azcuña	Filipino	140 CRM Avenue, BF Almanza, Las Piñas
Lin Hong Dow	Taiwanese	No. 167 Tun Hua N. Rd. Taipei, R.O.C.
Chiang Chia Chuang	Taiwanese	136 Sung Kiang Rd. Taipei R.O.C.
Abraham Co	Filipino	No. 7 Francisco St., Corinthian Gardens, Quezon City
Benny T.W. Hu	Taiwanese	125 Nanking Eat Road, Section 5, Taipei, R.O.C
George T. Chua	Filipino	25 Kitanlad St., Quezon City

SEVENTH: The authorized capital stock of the corporation is FIVE BILLION PESOS (₱5,000,000,000.00) and said capital stock is divided into FIVE HUNDRED MILLION⁴ SHARES of common stock with par value of TEN⁵ PESOS (₱10.00) per share.

EIGHTH: The amount of capital stock which has been actually subscribed is ONE BILLION TWO HUNDRED FIFTY MILLION PESOS (₱1.25 Billion), and the following have

³ As amended by the Board of Directors on 25 April 2014 and by the Stockholders on 9 June 2014.

⁴ As amended on 22 February 2013, per SEC Certificate dated 20 March 2013.

⁵ As amended on 22 February 2013, per SEC Certificate dated 20 March 2013.

subscribed for the number of shares and the amount of capital stock set out after their respective names:

Name	Nationality	No. of Shares	Amount of Capital Stock Subscribed
Republic Biscuit Corporation	Filipino	4,999,970	P 499,997,000
Lambda Holdings Corporation	Filipino	2,499,990	249,999,000
China United Trust & Investment Corporation	Taiwanese	2,499,980	249,998,000
China Development Corporation	Taiwanese	1,249,990	124,999,000
Luis U. Ang	Filipino	750,000	75,000,000
Jose S. Sandejas	Filipino	500,000	50,000,000
Adolfo S. Azcuna	Filipino	10	1,000
Jacinto L. Ng, Sr.	Filipino	10	1,000
Abraham Co	Filipino	10	1,000
Lin Hong Dow	Taiwanese	10	1,000
Chiang Chia Chuang	Taiwanese	10	1,000
Benny T. W. Hu	Taiwanese	10	1,000
George T. Chua	Filipino	10	1,000
Total		12,500,000	P1,250,000,000

NINTH: The following have paid on the shares of capital stock for which they have subscribed the amount set put after their respective names:

Name	Amount Paid on Subscription
Republic Biscuit Corporation	P 499,997,000.00
Lambda Holdings Corporation	249,999,000.00
China United Trust & Investment Corporation	249,998,000.00
China Development Corporation	124,999,000.00
Luis U. Ang	75,000,000.00
Jose S. Sandejas	50,000,000.00
Adolfo S. Azcuna	1,000.00
Jacinto L. Ng, Sr.	1,000.00
Abraham Co	1,000.00
Lin Hong Dow	1,000.00
Chiang Chia Chuang	1,000.00
Benny T. W. Hu	1,000.00
George T. Chua	1,000.00
	P1,250,000,000.00

TENTH: No stockholder of the corporation shall, because of his ownership of stock, have a pre-emptive or preferential right to purchase, subscribe for, or take any stock or part of the notes, debentures, bonds or other securities convertible into a carrying option or warrant to purchase stock of the corporation issued, optioned or sold by it after its incorporation. Any part of the capital stock and any part of the notes, debentures, bonds or other securities convertible into carrying option or warrant to purchase stock of the corporation may be issued, optioned for sale and sold or disposed of by the corporation

pursuant to the resolution of its board of directors for such person and upon such terms as may to such board seem proper without first offering such stock or securities or any part thereof to existing stockholder.⁶

ELEVENTH: A stock option plan may be adopted by the corporation subject to the rules promulgated by the Securities and Exchange Commission as well as the limitations imposed by the Bangko Sentral ng Pilipinas.

TWELFTH: No issuance or transfer of stock of the corporation which shall reduce the ownership of Filipino citizens to less than the percentum of capital stock required by law to be owned by Filipino citizen shall be allowed or permitted to be recorded in the proper books of the corporation. This restriction shall be printed or indicated in all the stock certificates to be issued by the Corporation.

THIRTEENTH: Mr. Jacinto L. Ng, Sr. has been elected by the subscribers as the Treasurer of the Corporation to act as such until his successor is duly elected and qualified in accordance with By-Laws, and as such Treasurer, he has been authorized to receive for and in the name of the corporation, all subscription paid by said subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands on these Articles of Incorporation, this 25th day of September 1997, in Quezon City, Republic of the Philippines.

(sgd.)
Jacinto L. Ng, Sr.

(sgd.)
Jose S. Sandejas

(sgd.)
Luis U. Ang

(sgd.)
Adolfo S. Azcuna

(sgd.)
Chiang Chia Chuang

Signed in the Presence of:

(illegible)

(illegible)

⁶ As amended on 22 February 2013, per SEC Certificate dated 20 March 2013.

ACKNOWLEDGMENT

Republic of the Philippines)
Quezon City, Metro Manila) S.S.

BEFORE ME, this Sept 25, 1997 in Quezon City, personally appeared:

Name	Comm. Cert. No/ Passport No.	Date/Place of Issue
Chiang Chia Chuang	M10828096	7-17-95/Taipei
Jose S. Sandejas	5608565	1-3-97/Makati
Luis U. Ang	1893962P	1-27-97/Makati
Adolfo S. Azcuna	2347014	1-29-97-/Pasig
Jacinto L. Ng, Sr.	5241317	2-7-97/QC

known to me and to me known to be the same persons who executed the foregoing instrument, consisting of five (5) pages including the last page on which this acknowledgment is written, and signed by the parties executing this instrument and their witnesses, and sealed with my notarial seal, and said parties acknowledge to me that same instrument is their free and voluntary act and deed.

WITNESS MY HAND AND SEAL in Quezon City on the date and year first above written.

Doc. No. 215;
Page No. 48;
Book No. 1;
Series of 1997.

(sgd.)
BERNIE G. FONDEVILLA
Notary Public
Until December 31, 1997
PTR No, 0970426
Issued at Pasig
Issued on 1-17-97

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

SECRETARY'S CERTIFICATE

RIA CARMELA R. CRUZ, of legal age, with office address at 2704 East Tower, Philippine Stock Exchange Centre, Exchange Road, Ortigas Center, Pasig City, being the Assistant Corporate Secretary of **ASIA UNITED BANK 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 JUN 19 2015 day of June 2015 at Pasig City, Metro Manila.

ria cruz
RIA CARMELA R. CRUZ
Assistant Corporate Secretary

JUN 19 2015
SUBSCRIBED AND SWORN to before me this 19 day of June 2015 at Pasig City, Metro Manila, affiant exhibiting her Community Tax. Certificate No. 12567210 issued on 01.09.15 in Manila and Driver's License No. N02-05-001206.

Doc. No. 210 ;
Page No. 43 ;
Book No. III ;
Series of 2015.

Carla Mae E. Badi
CARLA MAE E. BADI
Notary Public for Pasig City
Appointment No. 309 (2014-2015)
Commission Expires on December 31, 2015
2704 East Tower, PSE Centre, Exchange Road
Ortigas Center, 1605 Pasig City
PTR No. 0424153 / 01.26.2015 / Pasig City
IBP No. 0993640 / 01.26.15 / RSM Chapter
Roll of Attorneys No. 63373

DIRECTORS' CERTIFICATE

KNOW ALL MEN BY THESE PRESENTS:

The undersigned, being the majority of the members of the Board of Directors and Assistant Corporate Secretary of **ASIA UNITED BANK CORPORATION** (the "Corporation"), a corporation duly organized and existing under the laws of the Philippines, under oath, do hereby certify that the attached instrument is a true and faithful copy of the Amended Articles of Incorporation and By-Laws of the Corporation, as approved in separate meeting by the Board of Directors on 25 April 2014 and by the Stockholders owning at least two-thirds (2/3) of the issued and outstanding capital stock in a meeting held on 9 June 2014, reflecting the following amendments:

1) ARTICLES OF INCORPORATION

- (a) Article Third – To amend the principal office address from "in the National Capital Region, also known as Metro Manila" to "at Joy~Nostalg Center, 17 ADB Avenue, Ortigas Center, Pasig City, Metro Manila."
- (b) Article Sixth – to add the phrase "and shall have such number of Independent Directors as provided in all applicable laws and regulations."

1) BY-LAWS

- (a) Article I, Section 1.1 – to refer to the Articles of Incorporation with regard to the principal address.
- (b) Article III, Section 3.2 and 3.3 – to allow stockholders to hold scripless shares, allow the Assistant Corporate Secretary to countersign Stock Certificates alternative to the Corporate Secretary and the appointment of a stock transfer agent.
- (c) Article V, Section 5.1 – to change the schedule of the Annual Stockholders' Meeting to "fourth Friday of June" to allow time for the preparation of reports in compliance with the reportorial requirements under the Securities Regulations Code and other applicable laws and regulations.
- (d) Article V, Section 5.3 and Article VII, Sections 7.5 and 7.6 - to allow notices of meetings to be sent by e-mail and other electronic means in addition to other written means.
- (e) Article V, Section 5.7 and Article VII, Section 7.10 – deleted
- (f) Article VII, Sections 7.12-A, 7.12-B and 7.12-C; and Article VIII, Section 8.10-A – added to implement and mirror the provisions of the Securities Regulations Code, its implementing rules, and the Code of Corporate Governance on committees and the compliance officer.

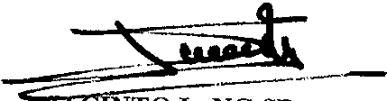
SECURITIES AND EXCHANGE COMMISSION
CRMU-CFRD

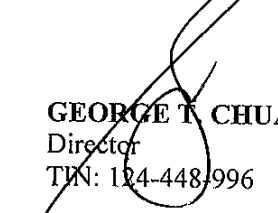
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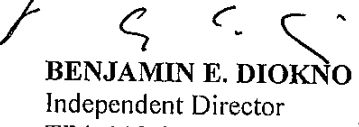
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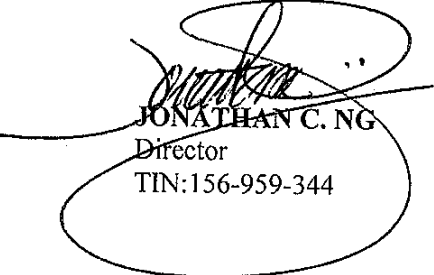
JUL 23 2014


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

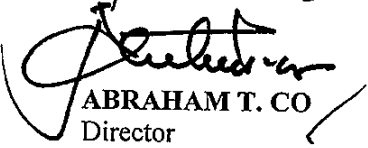

JACINTO L. NG SR.
Director
TIN: 110-393-137

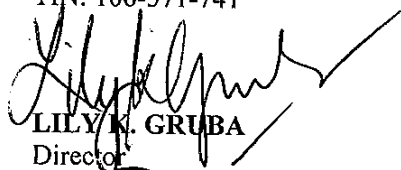

GEORGE T. CHUA
Director
TIN: 114-448-996

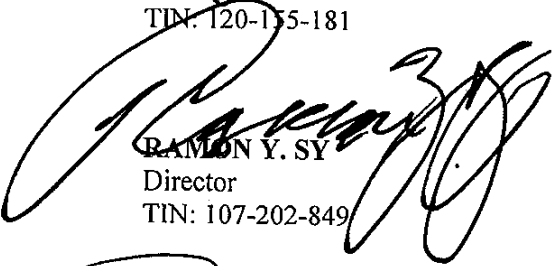

BENJAMIN E. DIOKNO
Independent Director
TIN: 110-841-046


JONATHAN C. NG
Director
TIN: 156-959-344


ADOLFO S. AZCUNA
Independent Director
TIN: 218-770-608


ABRAHAM T. CO
Director
TIN: 106-571-741


LILY K. GRUBA
Director
TIN: 120-155-181


RAMON Y. SY
Director
TIN: 107-202-849


A. BAYANI K. TAN
Director
TIN: 102-054-041

ATTEST:


RIA CARMELA R. CRUZ
Assistant Corporate Secretary
TIN: 228-227-614

SUBSCRIBED AND SWORN to before me this JUL 23 2014 at Quezon City, Metro Manila, affiants exhibiting to me their Community Tax Certificates and other evidences of identity, to wit:

Name	CTC No./ Date & Place of Issue	TIN
Jacinto L. Ng, Sr.		110-393-137
Adolfo S. Azcuna		218-770-608
George T. Chua		124-448-996
Abraham T. Co		106-571-741
Benjamin E. Diokno		110-841-046
Lily K. Gruba		120-155-181
Jonathan C. Ng		156-959-344
Ramon Y. Sy		107-202-849
A. Bayani K. Tan	34260634/01.24.14/Manila	102-054-041

Doc. No. 270
Page No. 46
Book No. 199
Series of 2014.

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Thomas F. Dulay Jr.
ATTY. TOMAS F. DULAY JR.
NOTARY PUBLIC
Until December 31, 2014
ADM MATTER #. NP-061-2014-2015
PTR# 904232301-02 /01-07-14 Q.C.
IBP# 913-73 CY-2014 Q.C.
Roll No. 1535/03/13-61
TIN# 410225916
Add. 97 Legaspi St. Proj. 4 Q.C.
MCLE EXEMPTED # 000538



No. 07032015-354356

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