



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

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

COMPANY REG. NO. PW00000216

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

MABUHAY VINYL CORPORATION
(Amending Article III thereof)

copy annexed, adopted on July 14, 2021 by majority vote of the Board of Directors and on April 28, 2022 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 15 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019, and copies thereof are filed with the Commission.

Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing/lending company and time shares/club shares/membership certificates issuers or selling agents thereof; nor to operate a fiat money to virtual currency exchange. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 24th day of October, Twenty Twenty Two.

BA/aba


DANIEL P. GABUYO
Assistant Director
SO No. 1186 Series of 2018

COVER SHEET
For Applications at
COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

AMENDMENT OF AOI & BY-LAWS

SEC Registration Number

P W 0 0 0 0 0 2 1 6

Former Company Name

M A B U H A Y V I N Y L C O R P O R A T I O N

AMENDED TO:
 New Company Name

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

**2 2 F T H E S A L C E D O T O W E R S 1 6 9 H . V
 D E L A C O S T A S T . , S A L C E D O
 V I L L A G E , M A K A T I C I T Y**

Company's Email Address

COMPANY INFORMATION

Company's Telephone Number/s

Mobile Number

CONTACT PERSON INFORMATION

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

Name of Contact Person

MA. MELVA E. VALDEZ

Email Address

mevaldez@jglawph.com

Telephone Number/s

(632)8815-9071

Mobile Number/s

0917-857-0633

Contact Person's Address

To be accomplished by CRMD Personnel

Assigned Processor: _____

Date

Signature

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

**MABUHAY VINYL CORPORATION
(Formerly Mabuhay Rubber Corporation)**

KNOW ALL MEN BY THESE PRESENTS:

That we, a majority of whom are residents of the Philippines, on this date, have 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 said corporation shall be MABUHAY VINYL CORPORATION.

Second. That the purposes for which the said corporation is formed are:

PRIMARY PURPOSE

To engage in the manufacture, buying, selling or otherwise dealing in electrochemical products, particularly calcium carbide, caustic soda, hydrochloric acid, liquid chlorine, chlorinated organic and inorganic chemicals, hydrogen peroxide, and vinyl resins and specialties and other products derived from chemicals and PVC resins and compounds herein enumerated.

SECONDARY PURPOSE

(a) To lease land, mineral deposits, wharves, buildings or stores, factories, machinery, equipment and other things that may be necessary for the successful pursuit of the business of the corporation, and from time to time, to lease, mortgage or otherwise dispose of the same;

(b) To engage in the manufacture, trading, import and export of fertilizers and related products. (As amended on 18 March 2016 and 28 April 2016, by the Board of Directors and stockholders, respectively)

(c) To engage in the operation, maintenance and leasing of storage tanks and other logistics facilities. (As amended on 18 March 2016 and 28 April 2016, by the Board of Directors and stockholders, respectively)

(d) To engage and deal in environmental protection products and services including but not limited to the treatment and disposal of spent chlor-alkali chemicals. (As amended on 18 March 2016 and 28 April 2016, by the Board of Directors and stockholders, respectively)

(e) To invest and deal with the money of the corporation not immediately required in such manner as from time to time as may be determined by the Board of Directors;

(f) To acquire stock of other companies engaged in similar or allied business and to dispose of the same under terms and conditions that will redound to the best interests of the Corporation;

(g) To promote any company or companies for the purpose of acquiring all or any of the properties or liabilities of this corporation, or both, or for any other purpose which may directly or indirectly redound to the benefit of the Corporation; and

(h) To borrow or secure funds which may be needed for the business of the Corporation, for any purpose that the Corporation may see fit and to issue bonds and debentures for money borrowed or for any other use directly or indirectly connected to the business or purposes of the

Corporation. (As amended on 19 March 2009 and 30 April 2009 by the Board of Directors and Stockholders, respectively.)

Third. That the place where the principal office of the corporation is to be established or located is at 22F The Salcedo Towers, 169, H.V. Dela Costa Street, Salcedo Village, Barangay Bel-Air, Makati City 1227, (as amended by a majority of the Board of Directors and at least 2/3 of the outstanding capital stock on 14 July 2021 and 28 April 2022, respectively)

Fourth. That the term for which said corporation is to exist is Fifty Years from and after date of incorporation provided that the term of existence of the corporation shall be extended for another fifty (50) years from expiry date of July 20, 1984;

Fifth. That the names nationalities and residences of the incorporators of said Corporation are as follows:

<u>NAME</u>	<u>RESIDENCE</u>
Guillermo Guevara	Pasay, Rizal, P.I.
Mrs. Asuncion Palma de Guevara	Pasay, Rizal, P.I.
Sulpicio Guevara	Manila, P.I.
Mrs. Maria Clemente Guevara	San Juan Del Monte, Rizal
Segundina Chua Jacinto	Manila, P.I.
Augusto Palma	Manila, P.I.
M. Yamauchi	Pasay, Rizal
N. Nakamoto	Pasay, Rizal
Y. Iwatani	Pasay, Rizal

Sixth. That the number of directors of said corporation shall be seven and that the names and residences of the Directors of the Corporation who are to serve as such until their successors are elected and qualified as provided by the By-Laws are as follows: *(As amended on 18 March 2016 and 18 April 2016)*

<u>NAME</u>	<u>RESIDENCE</u>
Guillermo Guevara	Pasay, Rizal, P.I.
Mrs. Asuncion Palma de Guevara	Pasay, Rizal, P.I.
Sulpicio Guevara	Manila, P.I.
Augusto Palma	Manila, P.I.
Segundina Chua Jacinto	Manila, P.I.

Seventh. That the capital stock of the Corporation shall be One Billion Seventy Two Million Nine Hundred Forty Two Thousand Five Hundred Thirty Two Pesos (P1,072,942,532.00), Philippine Currency, divided into One Billion Seventy Two Million Nine Hundred Forty Two Thousand Five Hundred Thirty Two

(1,072,942,532) common shares of the par value of One Peso (P1.00) each. (As amended on 19 November 2010 and 28 April 2011 by the Board of Directors and stockholders, respectively.)

There shall be no pre-emptive rights with respect to shares of stock to be issued or sold by the Corporation for its initial public offering of shares of stock. (As amended on 04 June 1996.)

Eighth. That the number of shares which has been actually subscribed is Twenty Thousand (20,000) shares without par value, and the following persons have subscribed for the number of shares of the capital stock set out after their respective names.

<u>NAMES</u>	<u>NATIONALITY</u>	<u>NO. OF SHARES SUBSCRIBED</u>	<u>AMOUNT SUBSCRIBED</u>
Guillermo B. Guevara	Filipino	9,250	92,500.00
Asuncion P. Guevara	Filipino	5,130	51,300.00
Angela M. Butte	American	1,372	13,720.00
Florentino Cruz	Filipino	1,028	10,280.00
Sulpicio Guevara	Filipino	162	1,620.00
Jose P. Marcelo	Filipino	379	3,790.00
Tobias P. Marcelo	Filipino	81	810.00
Santiago Guevara	Filipino	81	810.00
Alberto Reyes	Filipino	50	500.00
Paz Villareal	Filipino	69	690.00
Cristeta Revilla	Filipino	32	320.00
Araceli P. Jacinto	Filipino	23	230.00
Avelina Lorenzana	Filipino	827	8,270.00
Maria C. Guevara	Filipino	325	3,250.00

Camilo Osias	Filipino	328	3,280.00
Paz Fastino	Filipino	745	7,450.00
Juan C. Bagasan	Filipino	44	440.00
Esmeralda Relis	Filipino	74	740.00

TOTAL NUMBER OF SHARES	=	20,000	200,000.00
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Ninth. That the following persons have paid on the shares of the capital stock for which they have subscribed the amounts set out after their respective names:

<u>NAMES</u>	<u>NATIONALITY</u>	<u>AMOUNT PAID</u>
Guillermo B. Guevara	Filipino	61,984.00
Asuncion P. Guevara	Filipino	34,410.00
Agela M. Butte	American	9,204.00
Florentino Cruz	Filipino	6,900.00
Sulpicio Guevara	Filipino	1,092.00
Jose P. Marcelo	Filipino	2,546.00
Tobias P. Marcelo	Filipino	546.00
Santiago Guevara	Filipino	546.00
Alberto Reyes	Filipino	338.00
Paz Villareal	Filipino	468.00
Cristeta Revilla	Filipino	221.00
Araceli P. Jacinto	Filipino	156.00
Avelina Lorenzana	Filipino	5,550.00
Maria C. Guevara	Filipino	2,184.00
Camilo Osias	Filipino	2,200.00
Paz Faustino	Filipino	5,000.00
Juan C. Bagasan	Filipino	300.00
Esmeralda Relis	Filipino	500.00
Total Amount Paid	=	134,145.00

Tenth. That Mrs. Asuncion Palma de Guevara has been elected by the subscribers as Treasurer of the corporation to act as such until her successor is duly elected and qualified in accordance with the by-laws; and that, as such Treasurer, she has been authorized to receive for the Corporation and to receive in its name for all subscriptions paid in by the said subscribers.

IN WITNESS THEREOF, we have hereunto set our hands this 20th day of July 1934.

(SGD.) GUILLERMO B. GUEVARA (SGD.) ASUNCION PALMA DE GUEVARA

(SGD.) SULPICIO GUEVARA (SGD.) MARIA CLEMENTE GUEVARA

(SGD.) AUGUSTO PALMA (SGD.) SEGUNDA CHUA

(SGD.) M. YAMAUCHI (SGD.) N. NAKAMOTO

SIGNED IN THE PRESENCE OF:

(SGD) ILLEGIBLE

(SGD) LEOPOLDO FRANCISCO

ACKNOWLEDGMENT

UNITED STATES OF AMERICA)
PHILIPPINE ISLANDS)S.S.
CITY OF MANILA)

Before us, the undersigned Notary Public for and in the City of Manila, P.I. came and appeared before me the following: Guillermo B. Guevara, with cedula certificate No. A-76578; issued on February 8, 1934, in Manila; Sulpicio Guevara, with cedula certificate No. B-239 issued on January 17, 1934, in Manila; Augusto Palma, with cedula certificate No. 1968046, issued on March 1, 1934, in Bocaue, Bulacan; M. Yamauchi, with cedula certificate No. A-60508, issued on April 30, 1934, in Manila, P.I.; N. Nakamoto with cedula certificate No. F-60510, issued on April 30, 1934, in Manila, P.I.; Y. Iwatani with cedula certificate No. G-4882362, issued on July 1934 in Manila, P.I. Mrs. Guillermo B. Guevara, Maria Clemente Guevara and Sugunda Chua did not exhibit any cedula on account of their sex who are personally known to me be the same persons who executed the foregoing instruments and they acknowledged to me that they have executed the same as their free and voluntary act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal this ___ day of _____.

(SGD.) ARTEMIO DE LEON
Notary Public
My Commission expires
On December 31, 1934

Doc. No. 333, Page No. 27, Book No. I, Series of 1934

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

SECRETARY'S CERTIFICATE

I, MA. MELVA E. VALDEZ, being the duly elected Corporate Secretary of Mabuhay Vinyl Corporation ("MVC"), with office address at 6th Floor, 112 Amorsolo St., Legaspi Village, Makati City, hereby certify that no action or proceeding has been filed or is pending before any Court or tribunal involving an intra-corporate dispute or claim by any person or group against the directors, officers or stockholders of MVC.

This is issued in support of MVC's application for amendment of its articles of incorporation with the Securities and Exchange Commission.

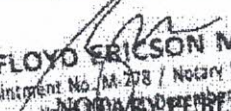
JUL 26 2016

July 2016, Makati City, Philippines.


MA. MELVA E. VALDEZ
Corporate Secretary

JUL 26 2016
SUBSCRIBED AND SWORN TO before me a notary public, for and in the City of Makati, Philippines, affiant exhibited to me her Social Security ID bearing [REDACTED]

Doc. No. 364
Page No. 75
Book No. I
Series of 2016.


FLOYD ERICSON M. REY
Appointment No. M-278 / Notary Public / Makati
Valid until December 2017
Notary Public
18Law, 6th Floor, 501 Bldg., 112 Amorsolo St.,
Legaspi Village, Makati City
PTR No. 5329670 / 08 January 2016 / Makati City
I&P No. 3019908 / 08 January 2016 / Makati City
Roll No. 64963

**CERTIFICATE OF AMENDMENT OF THE ARTICLES OF INCORPORATION OF
MABUHAY VINYL CORPORATION**
SEC Registration No. 216

MAY 9 5 2017
RECEIVED BY: _____

We, the undersigned, consisting of at least a majority of the members of the Board of Directors of Mabuhay Vinyl Corporation ("the Corporation"), with the President and the Assistant Corporate Secretary of the stockholders' meeting countersigning, do hereby certify that:

1. A meeting of the members of the Board of Directors was held at the MVC Board Room, 3rd Flr., Philamlife Bldg., 126 L.P. Leviste Street, Salcedo Village, Makati City on 18 March 2016, for the purpose of considering, among other things, an amendment of Article Second of the Corporation's Articles of Incorporation, to include additional business activities under the Secondary Purpose and Article Sixth to reduce the number of directors from eleven (11) to seven (7).
2. On 28 April 2016, the Annual General Meeting of the stockholders was held at the Makati Sports Club, 126 L.P. Leviste Street, Salcedo Village, Makati City, to ratify/approve, among other things, the resolution of the Board of Directors to amend Article Second and Article Sixth of the Corporation's Articles of Incorporation.
3. Written notices of the time, place, and agenda of said meetings were made upon each director and stockholder, respectively, at his/her place of residence as shown in the books of the Corporation.
4. Pursuant to said notices, a majority of the members of the Board of Directors appeared in person and the stockholders representing at least two thirds (2/3) of the outstanding capital stock were present either in person or by proxy at said meetings.
5. At such meetings, upon motion duly made and seconded, the following resolutions were adopted by the affirmative vote of at least a majority of the members of the Board of Directors and the stockholders representing at least two thirds (2/3) of the outstanding capital stock:

RESOLVED, That the Corporation is hereby authorized to amend Article Second and Sixth of the Corporation's Articles of Incorporation the amended provisions to read as follows:

'Second.

xxx.

SECONDARY PURPOSE.

(a) To lease land, mineral deposits, wharves, buildings or stores, factories, machinery, equipment and other things that may be necessary for the successful pursuit of the business of the corporation, and from time to time, to lease, mortgage or otherwise dispose of the same;

(b) To engage in the manufacture, trading, import and export of fertilizers and related products; (As amended on 18 March 2016 and 28 April 2016, by the Board of Directors and stockholders, respectively)

(c) To engage in the operation, maintenance and leasing of storage tanks and other logistics facilities. (As amended on 18 March 2016 and 28 April 2016, by the Board of Directors and stockholders, respectively)

(d) To engage and deal in environmental protection products and services including but not limited to the treatment and disposal of spent chlor-alkali

chemicals. (As amended on 18 March 2016 and 28 April 2016,
by the Board of Directors and stockholders, respectively)

Sixth. That the number of directors of said corporation shall be seven and that the names and residences of the Directors of the Corporation who are to serve as such until their successors are elected and qualified as provided by the By-Laws are as follows: (As amended on 18 March 2016 and 28 April 2016)

RESOLVED FURTHER, that the President in coordination with the Corporation's legal counsel, Bello Valdez Caluya & Fernandez or any of its lawyers, be authorized to file the appropriate application with the Securities and Exchange Commission for the said purpose.

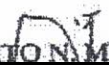
6. The attached Articles of Incorporation is a true and correct copy of the Corporation's Articles of Incorporation amended as aforesaid.

APR 27 2017

IN WITNESS WHEREOF, we have hereunto set our hands on this ___th day of July 2016, in Makati City.


TETSURO HACHIMURA


JOSE O. JULIANO


RENATO N. MIGRINO



YOSHIAKI UENISHI

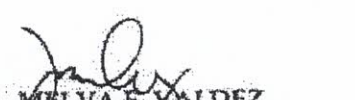

BARBARA ANNE O. MIGANLOS


EDWIN L. UMALI

6/4

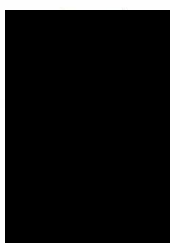
COUNTERSIGNED BY:


TETSURO HACHIMURA
Chairperson of the Stockholders' Meeting



MA. MELVA E. VALDEZ
Secretary of the Stockholders' Meeting

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

SUBSCRIBED AND SWORN to before me this 27 day of July 2016 at Makati City, affiants exhibited their respective Social Security System (SSS) / Tax Identification Number (TIN) Nos., to wit:

<u>Name</u>	<u>SSS/TIN No.</u>
Tetsuro Hachimura	
Yoshiaki Uenishi	
Jose O. Juliano	
Renato N. Mignino	
Barbara Anne C. Migallos	
Edwin LI. Umali	
Ma. Melva E. Valdez	

Doc. No. 311
Page No. 01
Book No. 2016
Series of 2016


ATTY. GERVACIO B. ORTIZ JR.
Notary Public City of Makati
Since December 31, 2018
IBF No. 656155- Lifetime Member
MCLE Compliance No. V-0006934
Appointment No. M-104 (2017-2018)
PTR No. 5509514 Jan. 3, 2017
Makati City Roll No. 40093
101 Urban Ave. Campos Ruada Bldg.
3rd. Flr. P.O. Box 40093, Makati City



**DIRECTORS' CERTIFICATE AND CERTIFICATE OF CHANGE OF
BUSINESS ADDRESS AND
AMENDMENT OF THE ARTICLES OF INCORPORATION OF
MABUHAY VINYL CORPORATION
(SEC Registration No. PW00000216)**

We, the undersigned, consisting of a majority of the members of the Board of Directors of **MABUHAY VINYL CORPORATION** -- with the Chairman (as the Presiding Officer of the Stockholder's meeting) and the Corporate Secretary countersigning, do hereby certify that:

1. A meeting of the members of the Board of Directors of Mabuhay Vinyl Corporation ("MVC") was held on 14 July 2021 via remote communication for the purpose of, among other things, considering and subsequently approving the change of MVC's business address from "3/F Philamlife Building, 126 L.P. Leviste Street, Salcedo Village, Makati City" to the new address "22F The Salcedo Towers, 169 H.V. Dela Costa Street, Salcedo Village, Barangay Bel-Air, Makati City".

2. During the annual meeting of the stockholders held on 28 April 2022 via remote communication in accordance with the Guidelines on remote/electronic communications under MC 6 of 2020, the stockholders ratified, among other things, the resolution of the Board of Directors approving the change of business address.

3. Written notices of the time, place, and purpose of said meetings were made upon each director and stockholder in accordance with the contact details as shown in the books/records of the Corporation.

4. Pursuant to said notices, a majority of the members of the Board of Directors were present and the stockholders representing at least two thirds (2/3) of the outstanding capital stock were present either in person or represented by proxy.

STOCKHOLDERS PRESENT:

Total No. Shares Outstanding	661,309,398
Total No. Shares of Stockholders Present in Person	55,639
Total No. of Shares of Stockholders Represented by Proxy	621,467,234
Total No. of Shares Present (In Person and by Proxy)	621,522,873
Percentage of Shares of Stockholders Present	93.98%

DIRECTORS PRESENT:

Takahiro Machiba
Steve S.C. Pangilinan
Yasuhiro Fukuki
Jose O. Juliano - Independent Director
Barbara Anne C. Migallos
Renato N. Migriño - Independent Director
Satoshi Maruyama

5. At said meetings, upon motion duly made and seconded, the following resolutions were adopted by the affirmative vote of a majority of the members of the Board of Directors and subsequently approved by the stockholders representing at least two thirds (2/3) of the outstanding capital stock:

“RESOLVED, That the Third Article of the Articles of Incorporation of Mabuhay Vinyl Corporation (“MVC” or the “Corporation”) shall be amended and read as follows:

THIRD: That the principal office of the corporation is located in 22F The Salcedo Towers, 169 H.V. Dela Costa Street, Salcedo Village, Barangay Bel-Air, Makati City.

RESOLVED, FINALLY, that the Corporation’s President, **Mr. Steve SC Pangilinan**, assisted by the Corporate Secretary, **Atty. Ma.Melva E. Valdez**, or any of the associates or authorized representatives of the law firm **Bello Valdez & Fernandez (JGLaw)**, with office address at 17th Floor, Robinsons Equitable Tower, 4 ADB Avenue cor. P. Poveda Drive, Ortigas Center, 1605 Pasig City, be authorized to implement the foregoing, to perform any and/or all acts, to effect any and/ or all amendments, and to prepare, execute, or sign any and/ or all documents as may be necessary or appropriate to implement the processing of the foregoing application before the Securities and Exchange Commission (SEC) and any other government agency as may be appropriate.”

7. The requirements of Section 15 of the Revised Corporation Code have been complied with.

8. The attached Articles of Incorporation is a true and correct copy of the Corporation’s Articles of Incorporation amended as aforesaid.

9. This certificate will be signed in counterparts.

JUN 08 2022

IN WITNESS WHEREOF, I have hereunto set my hands on this _____ day
of _____ 2022.

Takahiro Machiba
TAKAHIRO MACHIBA
Chairman of the Board and
Stockholder's Meeting

JUN 08 2022

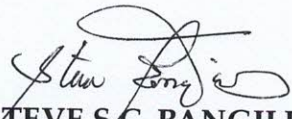
SUBSCRIBED AND SWORN TO before me this _____ day of _____ 2022
at **MAKATI CITY**, affiant exhibiting to me his Taxpayer Identification No.




Doc. No. 441
Page No. 90
Book No. XIII
Series of 2022.

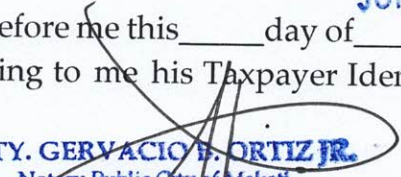
Gervacio B. Ortiz Jr.
ATTY. GERVACIO B. ORTIZ JR.
Notary Public City of Makati
Until December 31, 2022
IBP No. 05729-Lifetime Member
MCLE Compliance No. VI-0024312
Appointment No. M-82-(2021-2022)
PTR No. 8852511 Jan. 3, 2022
Makati City Roll No. 40091
101 Urban Ave. Campos Rueda Bldg.
Brgy. Pio Del Pilar, Makati City

IN WITNESS WHEREOF, I have hereunto set my hands on this JUN 08 2022 day
of _____ 2022.


STEVE S.C. PANGILINAN
President, CEO, and Director

SUBSCRIBED AND SWORN TO before me this JUN 08 2022 day of _____ 2022
at MAKATI CITY, affiant exhibiting to me his Taxpayer Identification No.


Doc. No. 442
Page No. 90
Book No. XVII
Series of 2022.



ATTY. GERVACIO F. ORTIZ JR.
Notary Public City of Makati
Until December 31, 2022
BP No. 05729-Lifetime Member
MCLE Compliance No. VI-0024312
Appointment No. M-82-(2021-2022)
PTR No. 8852511 Jan. 3, 2022
Makati City Roll No. 40091
101 Urban Ave. Campos Rueda Bldg.
Brgy. Pio Del Pilar, Makati City

JUN 08 2022

IN WITNESS WHEREOF, I have hereunto set my hands on this _____ day of _____ 2022.


YASUHIRO FUKUKI
Director

JUN 08 2022

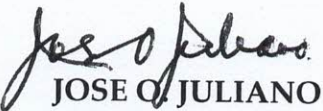
SUBSCRIBED AND SWORN TO before me this _____ day of _____ 2022 at MAKATI CITY, affiant exhibiting to me his Taxpayer Identification No. 

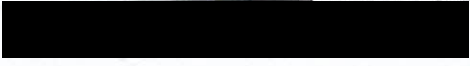
Doc. No. 447
Page No. 96
Book No. XVII
Series of 2022.


ATTY. GERVACIO B. ORTIZ JR.

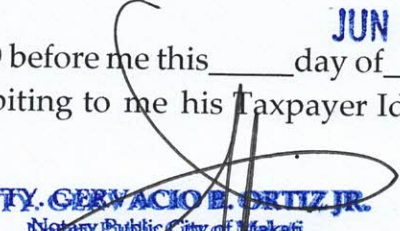
Notary Public City of Makati
Until December 31, 2022
IBP No. 05729-Lifetime Member
MCLE Compliance No. VL0024312
Appointment No. M-82-(2021-2022)
PTR No. 8852511 Jan. 3, 2022
Makati City Roll No. 40091
101 Urban Ave. Campos Rueda Bldg.
Brgy. Pio Del Pilar, Makati City

IN WITNESS WHEREOF, I have hereunto set my hands on this JUN 08 2022 day
of _____ 2022.



JOSE O. JULIANO
Independent Director


SUBSCRIBED AND SWORN TO before me this JUN 08 2022 day of _____ 2022
at MAKATI CITY, affiant exhibiting to me his Taxpayer Identification No.


Doc. No. 444
Page No. 96
Book No. XVI
Series of 2022.

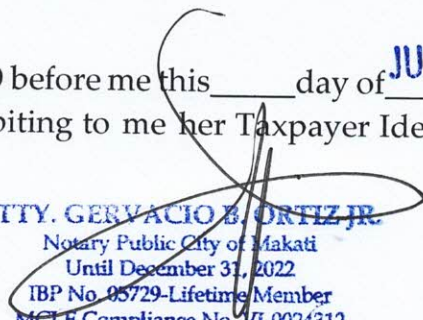

ATTY. GERVACIO E. ORTIZ JR.
Notary Public City of Makati
Until December 31, 2022
IBP No. 05729-Lifetime Member
MCLE Compliance No. VI-0024312
Appointment No. M-82-(2021-2022)
PTR No. 8852511 Jan. 3, 2022
Makati City Roll No. 40091
101 Urban Ave. Campos Rueda Bldg.
Brgy. Pio Del Pilar, Makati City

IN WITNESS WHEREOF, I have hereunto set my hands on this JUN 08 2022 day
of _____ 2022.


BARBARA ANNE C. MIGALLOS
Director

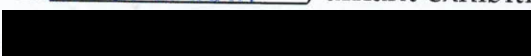
SUBSCRIBED AND SWORN TO before me this JUN 08 2022 day of _____ 2022
at MAKATI CITY affiant exhibiting to me her Taxpayer Identification No.


Doc. No. 445
Page No. 90
Book No. XVII
Series of 2022.

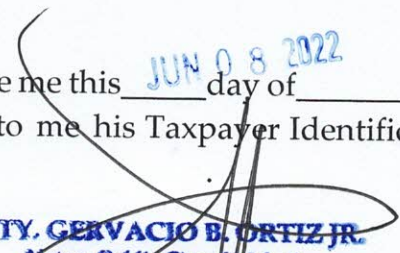

ATTY. GERVACIO B. ORTIZ JR.
Notary Public City of Makati
Until December 31, 2022
IBP No. 95729-Lifetime Member
MCLE Compliance No. VI-0024312
Appointment No. M-82-(2021-2022)
PTR No. 8852511 Jan. 3, 2022
Makati City Roll No. 40091
101 Urban Ave. Campos Rueda Bldg.
Brgy. Pio Del Pilar, Makati City

IN WITNESS WHEREOF, I have hereunto set my hands on this _____ day
of _____ 2022.


RENATO N. MIGRIÑO
Independent Director

SUBSCRIBED AND SWORN TO before me this JUN 08 2022 day of _____ 2022
at CITY OF MAKATI, affiant exhibiting to me his Taxpayer Identification No.


Doc. No. 446
Page No. 9
Book No. XII
Series of 2022.


ATTY. GERVACIO B. ORTIZ JR.
Notary Public City of Makati
Until December 31, 2022
IBP No. 05729-Lifetime Member
MCLE Compliance No. VI-0024312
Appointment No. M-82-(2021-2022)
PTR No. 8852511 Jan. 3, 2022
Makati City Roll No. 40091
101 Urban Ave. Campos Rueda Bldg.
Brgy. Pio Del Pilar, Makati City


REPUBLIC OF THE PHILIPPINES)
PASIG CITY) S.S

SECRETARY'S CERTIFICATE

I, Pamela Ann T. Cayabyab, Filipino, of legal age, and with office address at 17th Floor, Robinsons Equitable Tower, 4 ADB Avenue corner P. Poveda Drive, Ortigas Center, Pasig City, hereby state the following:

1. I am the duly elected Assistant Corporate Secretary of Mabuhay Vinyl Corporation ("Corporation"), a corporation duly organized and existing under Philippine laws with principal office at 22F The Salcedo Towers, 169, H.V. Dela Costa Street, Salcedo Village, Barangay Bel-Air, Makati City.
2. To the best of my knowledge, 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 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.
3. This Certification is being issued in compliance with the requirements of the Securities and Exchange Commission (SEC) in connection with the Corporation's application for the change of the principal office of the corporation to 22F The Salcedo Towers, 169 H.V. Dela Costa Street, Salcedo Village, Barangay Bel-Air, Makati City and the corresponding amendment of the Third Article of the Articles of Incorporation of the Corporation, as well as for the Corporation's application for the changes in the provisions for Meeting of Stockholders and the corresponding amendment of Article III, Section 6 of the By-laws of the Corporation.


PAMELA ANN T. CAYABYAB
Assistant Corporate Secretary

SUBSCRIBED AND SWORN TO before me this SEP 09 2022 day of 2022
at Pasig City, affiant exhibiting to me her Taxpayer Identification 

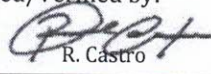
Doc. No. 412
Page No. 84
Book No. VII
Series of 2022.


JOSE MANUEL P. PERAFLOR
Notarial Public - Pasig City Appointment No. 149 (2020-2021)
VALID UNTIL 31 DECEMBER 2022
AS PER S.C.EN BANC RESOLUTION DATED 05 JULY 2022 RE B.M. NO. 3795
17th Floor, Robinsons Equitable Tower, ADB Avenue
cor. P. Poveda Drive, Ortigas Center, Pasig City
IBP No. 170532/ Makati City/16 December 2021
PTR No. 8122560/Pasig City/07 January 2022
MCLE Compliance No. VII-0000266/30 July 2019
Attorney's Roll No. 73154



Republic of the Philippines
Department of Finance
Securities and Exchange Commission

MONITORING SLIP

NAME OF CORP.	MABUHAY VINYL CORPORATION	SEC	PW00000216
PURPOSE:	CG Clearance		
DEPARTMENT:	Corporate Governance and Finance Department		
Date Received:	Date Released:	Processed/Verified by:	
07 June 2022	21 June 2022	 R. Castro	
REMARKS :			
We interpose no objection to the subject company's request for certificate of good standing insofar as the matters under the CGFD are concerned. However, this is without prejudice to the prerogative of this Department to act later against the subject entity, if warranted, to ensure full compliance with the provision of the Securities Regulation Code, its implementing rules and regulations, and other pertinent laws, rules and regulations, as may be necessary and applicable under circumstances.			



MARKETS AND SECURITIES REGULATION DEPARTMENT

12 Octoberk 2022

MABUHAY VINYL CORPORATION

3rd Floor, Philamlife Building
 126 L.P. Leviste St., Salcedo Village
 Makati City 1227
 Email: corpsecr@mvc.com.ph

Thru : **ATTY. MA. MELVA E. VALDEZ**
 mevaldez@jglawph.com

Subject: **REQUEST FOR COMMENT/RECOMMENDATION**

Madam:

This is in response to the request for comments or recommendation on your proposed application to amend the Company’s Amended Articles of Incorporation and Amended By-laws as follows:

1. Amended Articles of Incorporation – 3rd Article

From	To
That the place where the principal office of the corporation is to be established or located is at 3F Philamlife Building, 126 L.P. Leviste Street, Salcedo Village, Makati City	That the place where the principal office of the corporation is to be established or located is at <u>22F The Salcedo Tower, 169 H.V. Dela Costa Street, Salcedo Village, Barangay Bel-Air, Makati City 1227</u>

2. Amended By-laws Article II, Section 6

From	To
Section 6. Conduct of Meeting – Meetings of the stockholders shall be presided over by the Chairman of the Board, or in his absence, the Vice-Chairman of the Board, or in his absence, a chairman to be chosen by the stockholders. The Secretary, or in his absence, the Assistant Secretary, shall act as Secretary in every meeting, but if neither the Secretary nor the Assistant Secretary is present, the chairman of the meeting shall appoint a secretary of the meeting. The chairman of the meeting may adjourn the meeting from time to time, without notice other than announced at the meeting.	Section 6. Conduct of Meeting – Meetings of the stockholders shall be presided over by the Chairman of the Board, or in his absence, the Vice-Chairman of the Board, or in his absence, a chairman to be chosen by the stockholders. The Secretary, or in his absence, the Assistant Secretary, shall act as Secretary in every meeting, but if neither the Secretary nor the Assistant Secretary is present, the chairman of the meeting shall appoint a secretary of the meeting. The chairman of the meeting may adjourn the meeting from time to time, without notice other than announced at the meeting. <u>The corporation can conduct a stockholders’ meeting, whether annual or special, through remote, electronic or other alternative means of communication.</u>



From	To
	<p><u>meetings through remote, electronic or other alternative means of communication.</u></p> <p><u>If a stockholder intends to participate in a meeting through remote, electronic or other alternative means of communication, he/she shall notify in advance the Presiding Officer and the Corporate Secretary of his/her intention.</u></p> <p><u>A stockholder who participates through remote, electronic or other alternative means of communication or in absentia shall be deemed present for purpose of quorum.</u></p> <p><u>The right to vote of stockholders or members may be exercised in person, through a proxy, or through remote, electronic or other alternative means of communication or in absentia.</u></p> <p><u>The corporation shall issue its internal procedures embodying mechanisms for participation in meetings and voting through remote, electronic or other alternative means of communication or in absentia.</u></p> <p><u>The Secretary shall notify all stockholders in the manner stated in this bylaws. The Notice of Meeting shall be published in the business section of two (2) newspaper of general circulation, in print and online format, for two (2) consecutive days; Provided that, the last publication of the Notice of Meeting (print and on-line) shall be made no later than twenty-one (21) days prior to the scheduled meeting.</u></p> <p><u>The Notice of the Meeting shall contain the following:</u></p> <ol style="list-style-type: none"> <u>1. Date, time and place of meeting and other information as may be required under existing rules; and</u> <u>2. The availability of an electronic copy of pertinent meeting documents.</u> <p><u>Notice of annual meeting must be sent to every stockholder at least twenty-one (21) days prior to the scheduled meeting.</u></p> <p><u>Notice of special meeting must be sent to every stockholders at least one (1) week prior to the scheduled meeting.</u></p> <p><u>In case of postponement of stockholders' annual meetings, written notice shall be sent to all stockholders at least two (2) weeks prior to the date of meeting.</u></p> <p><u>All other provisions of this bylaws inconsistent with the foregoing shall be deemed amended.</u></p>

Upon review of the request and documents annexed thereto, and the Company records, it appears that the proposed amendments are consistent with the disclosures made by the Company; hence, on this basis, the MSRDC does not interpose any objection to the application for amendment of the Articles of Incorporation and By-Laws. Thus, within five (5) days from the approval of such amendments, the company shall email to ictdsubmission@sec.gov.ph and msrd_covid19@sec.gov.ph, a duly accomplished Current Report (SEC Form 17-C), disclosing the approval of the Amended Articles of Incorporation and Amended By-laws. The company shall also file an amended General Information Statement (GIS) on the change of address within seven (7) days after such change accrued or become effective.

Likewise, the company is advised to seek the comments and/or recommendation of the Corporate Governance Division of Corporate Governance and Finance Department of the Commission, considering that some of the amendments may relate to governance issues.

Moreover, as a Publicly listed company, the company is reminded of the filing requirement of SEC Form 20-IS and the] distribution of meeting materials to security holders as provided in the SRC Rules as follows:

20.3.3.1 Preliminary copies of the information statement and proxy form shall be filed with the Commission at least ten (10) business days prior to the date definitive copies of such material shall be first sent or given to security holders.

x x x

x x x


20.3.3.3. Copies of the definitive information statement, proxy form and all other materials, if any, shall be filed with the Commission prior to the date such material/s shall be first sent or given to security holders. One (1) copy of the materials shall at the same time be filed with, or mailed for filing to, any Exchange in which any class of securities of the Issuer is listed for trading”

20.3.3.4. The information statement, proxy form and management report referred to in SRC Rule 20.4, if applicable, shall be distributed to security holders at least fifteen (15) business days prior to the date of stockholders’ meeting; Provided, that in case any changes are made within the said fifteen (15) business days, the company shall comply with the following requirements x x x

Notwithstanding the foregoing 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 By-laws. Furthermore, our comments or recommendations are limited merely to this Department’s regulatory requirements and does not cover the substance of application with respect to compliance with the Revised 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