

REPUBLIC OF THE PHILIPPINES SECURITIES AND EXCHANGE COMMISSION

Ground Floor, Secretariat Building, PICC
City of Pasay, Metro Manila Urities and

COMPANY REG. NO. C5201509536

CERTIFICATE OF FILING HILIPPINES

AMENDED ARTICLES OF INCORPORATION

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the amended articles of incorporation of the

ASIAN MERGERS AND ACQUISITION LINKS INC.

[Amending Articles II by introducing Secondary Purpose, IV (term of existence), VI, VII, X, and XI thereof]

copy annexed, adopted on November 3, 2020; November 25, 2020 and December 11, 2020 by a majority vote of the Board of Directors and by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the 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 company, pre-need plan issuer, general agent in pre-need plans 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 hereunto set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this _28 day of December, Twenty Twenty.

GERARDO F. DEL ROSARIO
DirectorTIFIED TRUE COPY

Company Registration and Monitoring Department

te: 2021-02-17 Time: 09:24:15 AM

Varified Usermame: Datusids Crucil

(3)

DATE



OR# 1949923

Secretariat Building, PICC Complete In Cin Cie

CRMD

December 28, 2020 12:449 PHP183,910.00*******

OFELIA A. CAPISPISAN Republic of the Philippines

SECURITIES AND EXCHANGE COMMISSION FITTES and

No. 20201222-288532

PAYMENT ASSESSMENT FORM

RESPONSIBILITY CENTER

ASIAN MERGERS AND ACQUISITION LINKS INC.

TAGUIG

(I)

12/22/2020

1	NATION OF COLUMN			
F	NATURE OF COLLECTION	QUANTITY	ACCOUNT CODE	AMOUNT
	Amended Articles of Incorporation		4020102000 (606)	1,000.00
	Increase of Authorized in Capital Stock		4020102000 (606)	180,000.00
L	Amended By Laws		4020102000 (606)	1,000.00
L	Legal Research Fee (A0823)		2020105000 (131)	1,820.00
	Documentary Stamp Tax	3	4010401000 (4010401)	90.00
	NОТН	ING FOLLOWS		

DEPARTMENT OF FINANCE

Roxas Boulevard, Pasay City, 1307

TOTAL AMOUNT TO BE PAID

Php 183,910.00

Assessed by: mrsmallari

Region IX

gion X

Region XI & XII

Amount in words:

ONE HUNDRED EIGHTY THREE THOUSAND NINE HUNDRED TEN PESOS AND 00/100

25210104-3

Remarks: MS. M. VELAS UEZ-EXAMINER -

SEC Landbank Accounts			Breakdown Summary		
Landbank Region/Area	SEC Clearing Account	SEC Account	FUND ACCOUNT	AMOUNT	ACCOUNT #
Region II, III-A, III-B, IV, Area IV-A		Head Office /	BTR Account	1,820.00	see SEC clearing accounts
AREA IV-B, and Region VIII	3402-2319-20	Tarlac	BTR Account - DST only	90.00	
Region I	3402-2319-38	Baguio	SEC RCC Current Account	182,000,00	
Region V	3402-2319-46	Legaspi	TOTAL	Php 183,910.00	
Region VI	3402-2319-54	Iloilo / Bacolod	Notes:	T 11p 103,310.00	
Region VII	3402-2319-62	Cebu	notes.		

For National Capital Region (NCR), payments are only allowed

3402-2319-70

3402-2319-97

3402-2319-89 | Cagayan De Oro

Zamboanga

thru the fr. Landbank b	ranches:
Name of Branch	SEC Clearing Account
Edsa Greenhills	
Edsa Congressional	
Araneta E.O.	
YMCA	
DOTC	3402-2319-20
Ortigas E.O.	
Muntinkipa	_
North Avenue	

A. This form is valid for forty-five (45) calendar days from the date of Payment Assessment Form (PAF) B. Accepted modes of payment at SEC Main Office, Pasay City:

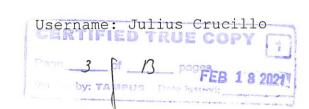
- 1. Cash 2. Manager's/Cashier's Check 3. Postal Money Order
- C. Accepted modes of payment at selected Landbank branches:
- Cash
 Manager's/Cashier's Check payable to the Securities and Exchange Commission
- D. For check payment, please prepare separate checks per fund account as indicated on the breakdown summary. <u>All</u> checks must be payable to Securities and Exchange Commission E. For over the counter payment at LandBank, preparation of oncoll payment or deposit slip shall be per fund account as
- indicated on the breakdown summary. If fund code is BTR, use an oncoll payment slip.
 - If fund code is SRC or RCC, use a regular deposit slip.
- Send through email the copy of the machine-validated oncoll payment slip / deposit slip to the issuer of this PAF to confirm that payment has been made.
- F. ANY ALTERATIONS WILL INVALIDATE THIS FORM

ncs.sec.local/payment-assessment-form/form?guid=05c4f3c8-b55c-4c36-8be0-1c067e4baa66&origin=cDate: 2021-02-17 Time: 09:24:15 AM CERTIFIED TRUE C

COVER SHEET

for Applications at
COMPANY REGISTRATION AND MONITORING DEPARTMENT

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AMENDED ARTICLES OF INCORPORATION

OF

Securities and Exchange

ASIAN MERGERS AND ACQUISITION LINKS INC. ISSIC

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:

FIRST: That the name of the said corporation shall be:

ASIAN MERGERS AND ACQUISITION LINKS INC

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

To engage in and provide business consultancy services to the general public in connection with the establishment, merger, consolidation and acquisition of corporations, companies, enterprises or entities, engaged in any legitimate business in the Philippines; provided, that the corporation shall not act as an investment company or securities broker or dealer, shall not exercise the functions of a trust company, and shall not engage in the management of funds, portfolios, securities and other similar assets of the managed entities.

To invest in stocks, bonds, or other evidences of indebtedness or securities of any other corporation, domestic or foreign, provided that the corporation shall not engage in the business of an investment company as defined in the investment Company Act (R.A. 2629), without first complying with the provisions of the Revised Securities Act; Provided, Further, that it shall not act as a broker or dealer of securities.

The corporation shall <u>also</u> have all the express powers of a corporation as provided for under <u>Section 35 of the Revised</u> Corporation Code of the Philippines.

Should the corporation apply for, and qualify to list its shares in the Philippine Stock Exchange, the corporation shall not be allowed to change the above-stated purposes for a period of seven (7) years after listing of the shares. (As amended on 25 November 2020)

THIRD: That the place where the principal office of the corporation is to be established is at:

Specialary

Username: Julius Crucillo

Unit 8, 3rd Floor Bonifacio Technology Center

31st Street comer 2nd Avenue, Crescent Park West,

Bonifacio Global City, Brgy. Fort Banifaciourities and

Taguig City, 1634.

(As amended on 20 April 2018)

FOURTH: That the term for which the corporation is to exist is **perpetual**. (As amended on 3 November 2020)

FIFTH: That the names, nationalities, and residences of the incorporators are as follows:

Name	Nationality	Address
Hideki Tanifuji	Japanese	Unit Number 6206, Century City
		Kalayaan Avenue corner
		Salamander Street
		Poblacion, Makati City Philippines
Hideki Takahashi	Japanese	Unit 205 Liberty Plaza Building, 102
		H. V. Dela Costa Street, Salcedo
		Village, Bel-Air, City of Makati
Leo J. Velasco	Filipino	2-E 1st Street, Maestrang Penang
		Street, Ligid Tipas, Taguig City
Neil Ray J. Ramos	Filipino	No. 456 Herbosa Street, Tondo,
		Manila
Christina R. Anciano	Filipino	33 Genesis Street, Camella Classic
		Pillar Village, Las Pinas City

SIXTH: That the number of directors of the corporation is seven (7) and have such number of independent directors as may be required by law. (As amended on 25 November 2020)

SEVENTH: That the authorized capital stock of the corporation is <u>One Hundred Million Pesos (PhP 100,000,000.00)</u>, in lawful money of the Philippines, divided into <u>One Billion (1,000,000,000)</u> shares with a par value of <u>Ten Centavos (PhP 0.10)</u> per share. (As amended on 11 December 2020)

EIGHT: That the subscribers to the capital stock and the amount paid-in to their subscription are as follows:

Name	Nationality	No. of Shares	Amount Subscribed	Amount Paid
		Subscribed		
Hideki Tanifuji	Japanese	20,000	PhP 2,000,000.00	PhP 2,000,000.00
Hideki Takahashi	Japanese	20,000	PhP 2,000,000.00	PhP 2,000,000.00
Leo J. Velasco	Filipino	20,000	PhP 2,000,000.00	PhP 2,000,000.00
Neil Ray J. Ramos	Filipino	20,000	PhP 2,000,000.00	PhP 2,000,000.00
Christina R. Anciano	Filipino	20,000	PhP 2,000,000.00	PhP 2,000,000.00
Total		000,001	PhP 10,000,000.00	PhP 10,000,000.00

NINTH: That no transfer of stock or interest which would reduce the ownership of Filipino citizens to less than the required percentage of the capital

stock as provided by existing laws shall be allowed or permitted or be recorded in the proper books of the corporation and this restriction shall be indicated in all the stock certificates issued by the corporation.

Securities and

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 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. (As amended on 3 November 2020)

EXEVENTH: Should the corporation apply for, and qualify to list its shares in the Philippine Stock Exchange, all existing stockholders shall be required to refrain from selling, assigning or, in any manner, disposing of their shares for a period of one (1) year after the listing of the shares.

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 six (6) months 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 subscribed or acquired shall be subject to a lock-up period of at least one (1) year from listing of the aforesaid shares. (As gmended on 3 November 2020)

TWELFTH: That Leo J. Velasco has been elected by the subscribers as Treasurer of the corporation to act as such until his successor is duly elected and qualified in accordance with the by-laws; and that as such Treasurer, he has been authorized to receive for and in the name and for the benefit of the corporation, all subscriptions paid in by the subscribers.

Date: 2021-02-17 Time: 09:24:15 AM

Username: Julius Crucillo
Page 6 of /3 pages
Verified by: TAMPUS Date leaved: FEB 18 2021

THIRTEENTH: That the incorporators undertake to change the name of the corporation as herein provided or as amended thereafter, immediately upon receipt of notice or directive from the Securities and Exchange Commission that another corporation, partnership or person has acquired a prior right to the use of that name or that the name has been declared misleading, deceptive, confusingly similar to a public morals, good customs or public policy.

IN WITNESS WHEREOF, we have set our hands this 13th day of May 2015 in Makati City.

(signed)
HIDEKI TANIFUJI
TIN 465-426-905

(signed)
HIDEKI TAKAHASHI
TIN 450-312-184

(signed)
NEIL RAY J. RAMOS
TIN 188-667-068

(signed)
CHRISTINA R. ANCIANO
TIN 942-993-959

(signed)
LEO VELASCO
TIN 137-958-864

Witnesses:

Name	Identification
Hideki Tanifuji	TIN 465-426-905
Hideki Takahashi	TIN 450-312-184
Leo J. Velasco	TIN 137-958-864
Neil Ray J. Ramos	TIN 188-667-068
Christina R. Anciano	TIN 942-993-959

ACKNOWLEDGEMENT

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

BEFORE ME, a notary public for and in Quezon City this May 14 2015, personally appeared:

known to me to be the same persons who executed the foregoing Articles of Incorporation consisting of four (4) pages, including this page on which this Acknowledgment is written, duly signed by the parties and their instrumental witnesses, and they acknowledged to me that the same is their free and voluntary act and deed, as well as that of the Corporations and persons they represent herein

IN WITNESS WHEREOF, I have hereunto set my hand and seal this May 14 2015 in Quezon City.

Username: Julius Crucillo
Page 7 of /3 pages FEB 18 2021
Verified by: TAMPUS TA

Doc. No.: 326; Page No.: 66; Book No.: 537; Series of 2015.

(signed)
ATTY. BENJAMIN F. ALFONSO
NOTARY PUBLIC ITES and
Until December 31, 2016 GE
PTR No. 06822987-C-1-2015-Quezon City
IBP No. 975600 12-11-2014-Quezon City
ROLL NO. 13296
ADM. MATTER NO. NP-144(2015-2016)
TIN NO. 177967619
MCLE EXEMPTED



DIRECTORS' CERTIFICATE

On the Amendment of the Articles of Incorporation and Adoption of New By-Laws



of

ASIAN MERGERS AND ACQUISITION LINKS INC.

We, the undersigned Directors, Corporate Secrétary and other officers of ASIAN MERGERS AND ACQUISITION LINKS INC., do hereby certify that:

- 1. We are the duly elected and qualified Directors and Officers of **ASIAN MERGERS AND ACQUISITION LINKS INC.** (the "Corporation"), a corporation duly organized and existing under and by virtue of Philippine laws, with principal office at Unit 8, 3rd Floor Bonifacio Technology Center, 31st Street corner 2rd Avenue, Crescent Park West, Bonifacio Global City, Brgy. Fort Bonifacio, Taguig City, 1634;
- 2. At the Joint Directors and Stockholders' Meeting held on <u>03</u> November 2020, after due notice to all directors and stockholders of the Corporation, at the principal office located at Unit 8, 3rd Floor Bonifacio Technology Center, 31st Street corner 2nd Avenue, Crescent Park West, Bonifacio Global City, Brgy. Fort Bonifacio, Taguig City, 1634, where a quorum was present all throughout, the stockholders owning or representing at least two thirds (2/3) of the outstanding capital stock of the Corporation and all of its Directors unanimously passed and approved the following Resolutions, to wit:

Board Resolution No. 15, s. 2020

X X X

RESOLVED FURTHER, That the Fourth Paragraph of the Articles of Incorporation of the Corporation be amended so as to read:

FOURTH: That the term for which the corporation is to exist is perpetual.

XXX

RESOLVED FINALLY, That the Tenth and Eleventh Paragraphs of the Articles of Incorporation of the Corporation be amended so as to read:

'TENTH: 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

Date: 2021-02-17 Time: 09:24:15 AM

Username: Julius Crucillo

Page 9 of /2 pages FEB 1 8 202

Verified by: TEXTUS Data Issued:

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 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: Should the corporation apply for, and qualify to list its shares in the Philippine Stock Exchange, all existing stockholders shall be required to refrain from selling, assigning or, in any manner, disposing of their shares for a period of one (1) year after the listing of the shares.

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 six (6) months 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 subscribed or acquired shall be subject to a lock-up period of at least one (1) year from listing of the aforesaid shares.'

3. Further, at the Joint Directors' and Stockholders' Meeting held on 25 November 2020, after due notice to all directors and stockholders of the Corporation, through videoconference, where a quorum was present all throughout, the stockholders owning or representing at least two thirds (2/3) of the outstanding capital stock of the Corporation and all of its Directors unanimously passed and approved the following Resolutions, to wit:

Board Resolution No. 18, s. 2020

PHILIPPINES

"RESOLVED, That the Second Paragraph of the Articles of Incorporation of Asian Mergers and Acquisition Links, Inc. (the "Corporation") be amended so as to read:

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

To engage in and provide business consultancy services to the general public in connection with the establishment, merger, consolidation and acquisition of corporations, companies, enterprises or entities, engaged in any legitimate business in the Philippines; provided, that the corporation shall not act as an investment company or securities broker or dealer, shall not exercise the functions of a trust company, and shall not engage in the management of funds, portfolios, securities and other similar assets of the managed entities.

SECOJOAKY

To invest in stocks, bonds, or other evidences of indebtedness or securities of any other corporation, domestic or foreign, provided that the corporation shall not engage in the business of an investment company as defined in the Investment Company Act (R.A. 2629), without first complying with the provisions of the Revised Securities Act; Provided, Further, that it shall not act as a broker or dealer of securities.

The corporation shall <u>also</u> have all the express powers of a corporation as provided for under <u>Section 35 of the Revised</u> Corporation Code of the Philippines.

Should the corporation apply for, and qualify to list its shares in the Philippine Stock Exchange, the corporation shall not be allowed to change the above-stated purposes for a period of seven (7) years after listing of the shares.'

RESOLVED FINALLY, That the Sixth Paragraph of the Articles of Incorporation of the Corporation be amended so as to read:

'SIXTH: That the number of directors of the corporation is seven (7) and have such number of independent directors as may be required by law'.

Username: Julius Crucillo

CERTIFIED TRUE COPY 1

Page // of . /3 page FEB 18 2021

Verified by: TAY PLA Care Issued:

Board Resolution No. 19, s. 2020

"RESOLVED, that the Corporation has been presented with a proposed New By-laws of the Corporation which are attached to this resolution as and Annex "A".

Exchange

RESOLVED FINALLY, the New By-laws attached as Annex "A" are On hereby adopted as the new By-laws of the Corporation HILLIPPINES

4. Finally at the Joint Directors' and Stockholders' Meeting held on 11 December 2020, after due notice to all directors and stockholders of the Corporation, through videoconference, where a quorum was present all throughout, the stockholders owning or representing at least two thirds (2/3) of the outstanding capital stock of the Corporation and all of its Directors unanimously passed and approved the following Resolutions, to wit:

Board Resolution No. 21, s. 2020

"RESOLVED, That the Articles of Incorporation of the Asian Mergers and Acquisition Links Inc. ("Corporation") be amended so as to increase the authorized capital stock of the Corporation and simultaneously split the common shares in which each one (1) common share is split and converted into one thousand (1,000) common shares of the Corporation and the par value be changed to Ten Centavos per share;

RESOLVED FINALLY, That the Seventh Paragraph of the Articles of Incorporation of the Corporation be amended so as to read:

'SEVENTH: That the authorized capital stock of the corporation is One Hundred Million Pesos (PhP 100,000,000.60), in lawful-money of the Philippines, divided into One Billion (1,000,000,000) shares with a par value of Ten Centavos (PhP 0.10) per share'."

5. The attached documents are the true and correct copies of the Articles of Incorporation of the Corporation, as amended, and the New By-Laws adopted.

Username: Julius Crucillo
Page /2 of /3 pages
Varified by: Types Carbon Resued: Date Resued: 18 202

HIDEKI TANIFUJI
TIN 465-426-905
President/Director

DINAM BALAGAN
TIN 204-352-546

KARLON V. PAMBID

TILL 947-267-983

Director TILES and

LANGE

CHRISTINE JOY O. DAVID

TIN 315-617-712

Director/Corporate Secretary

SHAPLA MAE M. CLAVERIA THI 3 23-845-066 Treasurer/Director

Director

DCC-15 2020

SUBSCRIBED AND SWORN TO BEFORE ME this ____ day of AGUIG CITY

2020 in _____, Affiants exhibiting to me their respective Identification

Cards, to wit:

Name	Competent Proof of Identity
Hideki Tanifuji	TIN 465-426-905
Dinah B. Ilagan	TIN 204-352-546
Shaela Mae M. Claveria	TIN 323-845-066
Christine Joy O. David	TIN 315-617-712
Karlon V. Pambid	TIN 947-267-983

Doc. No. So Page No. Rock No. Series of 2020.

ATTY. EDUARDO P. BAROT

Notary Public for Taguig, Roll No. 36245
Commision No. 43 Until 31 Dec. 2020
PTR. No. 4325791/01.02.20/ Mandaluyong City
IBP Lifetime Hember No. 013895/06.02.15/ RSM
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