

REPUBLIC OF THE PHILIPPINES SECURITIES AND EXCHANGE COMMISSION Ground Floor, Secretariat Building, PICC City of Pasay, Metro Manila

Commissi

COMPANY REG. NO. CS201509536

CERTIFICATE OF FILING OF NEW BY-LAWS

KNOW ALL PERSONS BY THESE PRESENTS:

This is to certify that the New By-Laws of

ASIAN MERGERS AND ACQUISITION LINKS INC.

copy annexed, adopted on November 25, 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 Corporate Secretary and majority of the said Board was approved by the Commission on this date pursuant to the provisions of Section 47 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.

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 ______ day of December, Twenty Twenty.

GERARDO F. DEL ROSARIO Director Company Registration and Monitoring Department

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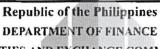
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December 28, 2020 12:449 PHP183,910.00*******



SECURITIES AND EXCHANGE COMMISSION UT Secretariat Building, PICC Complex Change

Roxas Boulevard, Pasay City, 1307



No. 20201222-2885329

PATMENT ASSESSMENT FORM

RESPONSIBILITY CENTER

CRMD

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ASIAN MERGERS AND ACQUISITION LINKS INC.

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PAYOR:

DATE

puil.	NATURE OF COLLECTION	QUANTITY	ACCOUNT CODE	AMOUNT
Amended A	Articles of Incorporation		4020102000 (606)	1,000.00
Increase o	f Authorized in Capital Stock		4020102000 (606)	180,000.00
Amended (By Laws		4020102000 (606)	1,000.00
Legal Rese	earch Fee (A0823)		2020105000 (131)	1,820.00
Documenta	ary Stamp Tax	3	4010401000 (4010401)	90.00
	NOTH	ING FOLLOWS		

TOTAL AMOUNT TO BE PAID

Php 183,910.00

Assessed by:

mrsmallari

Amount in words:

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

2040104-32

Landbank Region/Area	SEC Clearing Account	SEC Account
Region II, III-A, III-B, IV, Area IV-A, AREA IV-B, and Region VIII	3402-2319-20	Head Office / Tartac
Region I	3402-2319-38	Baguio
Region V	3402-2319-46	Legaspi
Region VI	3402-2319-54	Iloito / Bacolod
Region VII	3402-2319-62	Cebu
Region IX	3402-2319-70	Zamboanga
Region X	3402-2319-89	Cagayan De Oro
Region XI & XII	3402-2319-97	Davao

For National Capital Region (NCR), payments are only allowed thru the ff. Landbank branches:

Name of Branch	SEC Clearing Account
Edsa Greenhills	
Edsa Congressional	
Areneta E.O.	
YMCA	
DOTC	3402-2319-20
Ortigas E.O.	
Muntinlupa	
North Avenue	

Breakdown Summary

FUND ACCOUNT	AMOUNT	ACCOUNT #
BTR Account	1,820.00	see SEC clearing accounts
BTR Account - DST only	90.00	see SEC clearing accounts
SEC RCC Current Account	182,000.00	3752-1001-43
TOTAL	Php 183,910.00	

Notes:

- 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:
- 1. Cash 2. 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. All 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 oncol! 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

Verified by: M. ESTRELLA Date Issued:

COVER SHEET

for Applications at
COMPANY REGISTRATION AND MONITORING DEPARTMENT

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Securities and NEW BY-LAWS Exchange OF Commission ASIAN MERGERS AND ACQUISITION LINKS, INC. 8

SUBSCRIPTION, ISSUANCE AND TRANSFER OF SHARES

Section 1. Subscriptions - Subscribers to the capital stock of the Corporation shall pay to the Corporation the subscription value or price of the stock in accordance with the terms and conditions prescribed by the Board of Directors. Unpaid subscriptions shall not earn interest unless determined by the Board of Directors.

Section 2. Certificates - Each stockholder shall be entitled to one or more certificates for such fully paid stock subscription in his name in the books of the Corporation. The certificates shall contain the matters required by law and the Articles of Incorporation. They shall be in such form and design as may be determined by the Board of Directors and numbered consecutively. The certificates, which must be issued in consecutive order, shall bear the signature of the President, manually countersigned by the Secretary or Assistant Secretary, and sealed with the corporate seal; provided, however, that in case any such stock certificate is countersigned by a stock transfer agent, transfer clerk, or by a registrar, the signature of the President, the counter-signature of the Secretary and the corporate seal upon such certificate may be digitally affixed on the same.

Section 3. Transfer of Shares - Subject to the restrictions, terms and conditions contained in the Articles of Incorporation, shares may be transferred, sold, ceded, assigned or pledged by delivery of the certificates duly indorsed by the stockholder, his attorney-in-fact, or other legally authorized person. The transfer shall be valid and binding on the corporation only upon record thereof in the books of the corporation, cancellation of the certificate surrendered to the Secretary, presentation of proof of payment of taxes, if any, and issuance of a new certificate to the transferee.

No shares of stock against which the corporation holds unpaid claim shall be transferable in the books of the corporation.

All certificates surrendered for transfer shall be stamped "Cancelled" on the face thereof, together with the date of cancellation, and attached to the corresponding stub with the certificate book.

Section 4. Lost Certificates - In case any certificate for the capital stock of the corporation is lost, stolen, or destroyed, a new certificate may be issued in lieu

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thereof in accordance with the procedure prescribed under Section 72 of the Revised Corporation Code.

ARTICLE II PHILIPPINES MEETINGS OF STOCKHOLDERS

Section 1. Regular Meetings - The regular meetings of stockholders, for the purpose of electing directors and for the transaction of such business as may properly come before the meeting, shall, unless otherwise decided by the Board, be held at the principal office of the corporation on the second Friday of May of. each year, and if a legal holiday, then on the day following.

Section 2. Special Meeting - The special meetings of stockholders, for any purpose or purposes, may at any time be called by any of the following: (a) the Board of Directors, at its own instance, or at the written request of stockholders representing a majority of the outstanding capital stock, or (b) the President.

Section 3. Place of Meeting - Stockholders' meetings, whether regular or special, shall be held in the principal office of the corporation or at any place designated by the Board of Directors in the city or municipality where the principal office of the corporation is located.

Section 4. Notice of Meeting - Notices of regular or special meetings of stockholders shall be in writing and in the English language and shall be sent by the Secretary by personal delivery, telefax, cable or registered mail, or electronic mail at least fourteen (14) days prior to the date of the meeting to each stockholder of record at his last known address/contact information on record with the corporation.

The notice shall state the place, date and hour of the meeting and shall specify in the agenda the matters to be taken up in the meeting together with any supporting documents giving full details, including the draft of proposed resolutions (which may be sent together with the notice convening the meeting or not less than fourteen (14) days prior to the date of the meeting). No resolution relating to any business may be proposed or passed at any stockholders' meeting unless the nature of the business is specified in the agenda.

All the stockholders may agree, in writing, to a shorter notice period than prescribed and to the inclusion of additional matters to be discussed or proposed at any stockholders' meeting.

When the meeting of stockholders is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and





place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At the reconvened meeting, at which a quorum shall be present or represented, any business may be transacted that might have been transacted on the original date of the meeting.

Section 5. Quorum - Unless otherwise provided by law, in all regular and special meeting of stockholders, the presence of members holding more than fifty percent (50%) of the outstanding capital stock must be present or represented in order to constitute a quorum. If no such quorum is constituted, the meeting shall be adjourned, unless otherwise provided by the Board, to the same day in the next week, at the same time and place.

Section 6. Conduct of Meeting - Meeting of the Stockholders shall be presided over by the Chairman of the Board, or in his absence, the President, or if none of the foregoing is in office and/or present and acting, by a chairman to be chosen by the stockholders. The Secretary shall act as Secretary of every meeting, but if not 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 7. Stockholders' Participation - Stockholders may participate in stockholders' meetings (whether regular or special) either (i) in person, (ii) by proxy, or (iii) through remote communication. Stockholders who cannot physically attend the Corporation's stockholders' meetings may participate in such meetings through remote communication or alternative modes of communication, in accordance with such guidelines as the corporation may deem proper for the orderly conduct of said meetings.

Section 8. Participation by Remote Communication - If a stockholder intends to participate in the stockholders' meeting through remote communication, he/she shall notify the Corporate Secretary of such intention at least ten (10) business days prior to the meeting. The Corporate Secretary shall note in the Minutes of the meeting the number of shares held by shareholders participating in person, by proxy, and via remote communication.

Section 9. Notice of Meeting - The corporation, through the Notice of Meeting for each stockholders' meeting, shall issue the specific guideline/mechanism for allowing stockholders to vote via remote communication. Such detailed procedure shall include:

(a) the registration procedure whereby the corporation may verify the identity of the stockholders entitled to vote during

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the meeting;



- (b) how stockholders may avail of the opportunity to participate in the meeting, including the opportunity to read or hear the discussions during the meeting;
- (c) how stockholders may be able to cast their vote for the agenda items, including the election of directors, as well as how the integrity and secrecy of such votes are secured;
- (d) the contact information of the Corporate Secretary or corporate officer whom the stockholders may communicate with to express their desire to avail of their right to participate via remote communication and/or other issues;
- the fact that there will be visual and/or audio recording of the meetings;
- (f) other matters to address administrative, technical and logistical issues.

Section 10. Record of Proceedings - In case the stockholders' meeting was conducted through teleconferencing or similar means, a visual and audio recording of the meeting should be secured. The Corporate Secretary shall secure the recordings in updated data storage equipment to maintain the same.

Section 11. Manner of Voting; Proxy - At all meetings of stockholders, a stockholder may vote in person or by proxy executed in writing by the stockholders or his duly authorized attorney-in-fact. Unless otherwise provided in the proxy, it shall be valid only for the meeting at which it has been presented to the secretary. Each stockholder entitled to vote at a meeting of stockholders may authorize another person or persons to act for him by proxy, but no such proxy shall be voted or acted upon after three years from its date, unless the proxy provides for a longer period. A duly executed proxy shall be irrevocable if it states that it is irrevocable, provided, that it is coupled with an interest sufficient in law to support an irrevocable power. A proxy may be made irrevocable regardless of whether the interest with which it is coupled is an interest in the stock itself or an interest in the corporation generally.

All proxies must be dated and delivered to the secretary at least six (6) business days before the meeting. Such proxies filed with the Secretary may be revoked by the stockholders in an instrument in writing, duly presented and recorded with the Secretary within the period allowed for the submission of proxies.



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Validation of proxies submitted shall take place at least five (5) days prior to the meeting.

Section 12. Closing of Transfer Books of Fixing of Record Date - For the purpose of determining the stockholders entitled to notice of, or to vote at, any meeting of stockholders or any adjournment thereof or to receive payment of any dividend, or of making a determination of stockholders for any other proper purpose, the Board of Directors may provide that the stock and transfer books be closed for a specified period, but not to exceed, in any case, twenty (20) days. If the stock and transfer books be closed for the purpose of determining stockholders entitled to notice of, or to vote at, a meeting of stockholders, such books shall be closed for at least ten (10) working days immediately preceding such meeting. In lieu of closing the stock and transfer book, the Board of Directors may fix in advance a date as the record date which shall in no case be more than twenty (20) days prior to the date on which the particular action requiring such determination of stockholders is to be taken, except in instance where applicable rules and regulations provided otherwise.

ARTICLE III BOARD OF DIRECTORS

Section 1. Powers of the Board - Unless otherwise provided by law, the corporate powers of the corporation shall be exercised, all business conducted and all property of the corporation controlled and held by the Board of Directors to be elected by and from among the stockholders. Without prejudice to such general powers and such other powers as may be granted by law, the Board of Directors shall have the following express powers:

- a) From time to time, to make and change rules and regulations not inconsistent with these by-laws for the management of the corporation's business and affairs:
- b) To purchase, receive, take or otherwise acquire in any lawful manner, for and in the name of the corporation, any and all properties, rights, interest or privileges, including securities and bonds of other corporations, as the transaction of the business of the corporation may reasonably or necessarily require, for such consideration and upon such terms and conditions as the Board may deem proper or convenient.
- c) To invest the funds of the corporation in another corporation or business or for any other purposes other than those for which the corporation was organized, whenever in the judgment of the Board of Directors the interests of the corporation would thereby be promoted, subject to such stockholders' approval

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Page Of Pages
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as may be required by law.

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- d) To incur such indebtedness as the Board may deem necessary and, for such purpose, to make and issue evidence of such indebtedness, including, without limitation, notes, deeds of trust, instruments, bonds, debentures, or securities, subject to such stockholder approval as may be required by law, and/or pledge, mortgage, or otherwise encumber all or part of the properties and rights of the corporation.
- e) To guarantee, for and in behalf of the corporation obligations of other corporations or entities in which it has lawful interest.
- f) To make provisions of the discharge of the obligations of the corporation as they mature, including payment for any property, or in stocks, bonds, debentures, or other securities of the corporation lawfully issued for the purpose.
- g) To sell, lease, exchange, assign, transfer or otherwise dispose of any property, real or personal, belonging to the corporation whenever in the Board's judgment, the corporation's interest would thereby be promoted;
- h) To establish pension, retirement, bonus, profit sharing, or other types of incentives or compensation plans for the employees, including officers and directors of the corporation and to determine the persons qualified to participate in any such plans and the amount of their respective participations.
- i) To prosecute, maintain, defend, compromise or abandon any lawsuit in which the corporation or its officers are either plaintiffs or defendants in connection with the business of the corporation, and likewise, to grant installments for the payments or settlement of whatsoever debts as payment to the corporation.
- j) To delegate, from time to time, any of the powers of the Board which may lawfully be delegated in the course of the current business or businesses of the corporation to any standing or special committee or to any officer or agent and to appoint any person/s to be agent/s of the corporation with such powers, and upon such terms, as may be deemed fit.
- k) To implement these by-laws and to act on any matter not covered by these by-laws, provided such matter does not require the approval or consent of the stockholders under any existing law, rules or regulation.

Section 2. Number and Term - The Board of Directors, consisting of such

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number of members as provided for in the Articles of Incorporation, shall be nominated by the Nomination Committee and elected at the annual meeting of the stockholders to serve for a term of ONE (1) YEAR or until their successors shall have been duly elected and qualified, provided, however, that at least two (2) members of the Board of Directors, or at least twenty percent (20%) of the total number of members thereof, whichever is higher, shall be independent as hereinafter defined. It shall be the responsibility of the Chairman of the Stockholders' Meeting to inform all stockholders in attendance of the mandatory requirement of electing independent directors.

The Board may delegate its power of management and its prerogatives to a Committee or to one or more of its officers, subject to such qualifications and limitations as the Board may impose.

Section 3. Qualifications - Each director shall possess all of the following qualifications:

- (a) a holder of at least one (1) share of stock of the corporation;
- (b) at least a holder of a Bachelor's Degree, or to substitute for such formal education, must have adequate competency and understanding of the business of the corporation;
- (c) of legal age; and,
- (d) shall have proven to possess integrity and probity.

Section 4. Disqualifications - The following persons shall be disqualified from being elected as members of the Board of Directors:

- any person finally convicted judicially of an offense involving moral turpitude (such as, but not limited to corruption, fraud, embezzlement, theft, estafa, counterfeiting, misappropriation, forgery, bribery, false oath, perjury, or other fraudulent acts);
- (b) any person finally found by the Securities and Exchange Commission (SEC) or a court or other administrative body to have willfully violated, or willfully aided, abetted, counseled, induced or procured the violation of, any provision of the Securities Regulation Code, the Revised Corporation Code, or any other law administered by the SEC or the Bangko Sentral ng Pilipinas (BSP);
- (c) any person judicially declared to be insolvent;
- (d) any person finally found guilty by a foreign court or equivalent financial regulatory authority of acts, violations or misconduct similar to any of the acts, violations or misconduct listed in the foregoing paragraphs; and
- (e) conviction by final judgment of an offense punishable by imprisonment for a period exceeding six (6) years, or a violation of the Revised Corporation Code, committed within five (5) years prior

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Page W pages FEB 18 2021
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Section 5. Additional Requirements for Independent Directors - In addition to the foregoing qualifications disqualifications, a director nominated and elected as independent as required in Section 1 of this Article, shall likewise meet the following requirements:

- (a) Is not, or has not been a senior officer or employee of the Company unless there has been a change in the controlling ownership of the Company.
- (b) Is not, and has not been in the three (3) years immediately preceding his election, a regular (non-independent) director of the Company; a regular (non-independent) director, officer, employee of the Company's subsidiaries, associates, affiliates or related companies; or a regular (non-independent) director, officer, employee of the Company's substantial stockholders and its related companies.
- (c) Has not been appointed in the Company, its subsidiaries, associates, affiliates or related companies as Chairman "Emeritus," "Ex-Officio" Directors/Officers or Members of any Advisory Board, or otherwise appointed in a capacity to assist the Board in the performance of its duties and responsibilities within three (3) years immediately preceding his election.
- (d) Is not an owner of more than two percent (2%) of the outstanding shares of the Company, its subsidiaries, associates, affiliates or related companies.
- (e) Is not a relative of a director, officer, or substantial stockholder of the Company or any of its related companies or of any of its substantial stockholders. For this purpose, relatives include spouse, parent, child, brother, sister, and the spouse of such child, brother, or sister.
- (f) Is not acting as a nominee or representative of any director of the Company or any of its related companies.
- (g) Is not a securities broker-dealer of listed companies and registered issuers of securities.

"Securities broker-dealer" refers to any person holding any

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Date: 2021-02-17 Time: 09:25:47 AM

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office of trust and responsibility in a broker-dealer firm, which includes, among others, a director, officer, principal stockholder, nominee of the firm to the PSE, an associated person or salesman, and an authorized clerk of the broker or dealer.

- (h) Is not retained, either in his personal capacity or through a firm, as a professional adviser, auditor, consultant, agent, or counsel of the Company, any of its related companies or substantial stockholder, or is otherwise independent of Management and free from any business or other relationship within the three years immediately preceding the date of his election.
- (i) Does not engage or has not engaged, whether by himself or with other persons or through a firm of which he is a partner, director, or substantial stockholder, in any transaction with the Company or any of its related companies or substantial stockholders, other than such transactions that are conducted at arm's length and could not materially interfere with or influence the exercise of his independent judgment.
- (j) Is not affiliated with any non-profit organization that receives significant funding from the Company or any of its related companies or substantial stockholders.
- (k) Is not employed as an executive officer of another company where any of the Company's executives serve as directors.

When used in relation to the Company, "related company" means another company which is: (1) its holding company; (b) its subsidiary; or (c) a subsidiary of its holding company; and "substantial stockholder" means any person who is directly or indirectly the beneficial owner of more than ten percent (10%) of any class of its equity security.

Section 6. Election of Directors - At each meeting of the stockholders for the election of directors, at which a quorum is present, the persons receiving the highest number of votes of the stockholders present in person or by proxy and entitled to vote shall be the directors. In case of any increase in the number of directors, the additional directors may be elected by the stockholders (i) at the first annual meeting held after such increase has been approved, (ii) or at a special meeting called for the purpose, or (iii) at the same meeting authorizing the increase of directors if so stated in the notice of the meeting.





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

Section 7. Quorum and Manner of Acting - Except as otherwise provided by statute, by the Articles of Incorporation, or by these By-Laws, a majority of the number of directors specified in the Articles of Incorporation shall constitute a quorum for the transaction of business at any meeting, and the act of a majority of the directors present at any meeting at which there is a quorum shall be valid as a corporate act. In the absence of a quorum, a majority of the directors present may adjourn any meeting from time to time until a quorum be had. Notice of any adjourned meeting need not be given.

Section 8. Place of Meeting - The Board of Directors may hold its meeting at the principal office of the corporation or at such other places within or outside the Republic of the Philippines as the Chairman, and in his absence, the President, may from time to time determine.

Section 9. Organizational Meeting - The Board of Directors shall meet for the purpose of organization, the election of officers and the transaction of other business, as soon as practicable after each annual election of directors and on the same day, at the same place at which regular meetings of the Board of Directors are held. Notice of such meeting need not be given. Such meeting may be held at any other time or place which shall be specified in a notice given as hereinafter provided for special meetings of the Board of Directors or in a consent and waiver of notice thereof signed by all the directors.

Section 10. Regular Meetings - Regular meetings of the Board of Directors shall be held at such places and at such times as the Chairman, or in his absence, the President, shall from time to time determine. If any day fixed for a regular meeting shall be a legal holiday at the place where the meeting is to be held, then the meeting which would otherwise be held on that day shall be held at the same hour on the next succeeding business day not a legal holiday. Notice of regular meetings need not be given.

Directors who cannot physically attend or vote at Board or Committee meetings can participate and vote through remote communication, such as videoconferencing, teleconferencing or other alternative modes of communication that allow them reasonable opportunities to participate. The guidelines for the conduct of board and committee meetings are set forth in Article III-A herein.

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In no case, however, shall directors be allowed to attend or vote by proxy at Board meetings.

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Section 11. Special Meetings: Notice - Special meetings of the Board of Directors shall be held when called by the Chairman of the Board, or the President, or by the Secretary at the request of any two (2) of the directors. Notice of each such meeting shall be mailed to each director, addressed to him at his residence or usual place of business, at least two (2) days before the day on which the meeting is to be held, or shall be sent to him at such place by telegraph, cable, or facsimile, or be delivered personally or by telephone or electronic mail, not later than the day before the day on which the meeting is to be held. Every such notice shall state the time and place of the meeting but need not state the purpose thereof except as otherwise in these By-Laws expressly provided. Notice of any meeting of the Board need not be given to any director, if waived by him in writing whether before or after such meeting is held or if he shall be present at the meeting.

Section 12. Resignations - Any director of the corporation may resign at any time by giving written notice to the Chairman of the Board, the President, or the Secretary of the corporation. The resignation of any director shall take effect at the time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 13. Removal of Directors - Any director may be removed, either with or without cause, at any time, by the affirmative vote of the stockholders holding or representing at least two-thirds (2/3) of the outstanding capital stock entitled to vote at a regular meeting or at a special meeting of the stockholders called for the purpose and held after due notice as provided in Section 27 of the Revised Corporation Code. The vacancy in the Board caused by any such removal may be filled by the stockholders at such meeting without further notice, or at any regular or at any special meeting called for the purpose after giving notice as prescribed by the Revised Corporation Code.

Section 14. Vacancies - Any vacancy occurring in the Board of Directors by reason of death, resignation, retirement or disqualification may be filled by the affirmative vote of a majority of the remaining directors constituting a quorum, upon the nomination of the Corporate Governance Committee, however, that specific slots for independent directors shall not be filled by unqualified nominees. A director elected to fill a vacancy shall serve only for the unexpired term of his predecessor in office.

Section 15. Compensation - Except for reasonable per diems, directors, as such, shall be entitled to receive only such compensation as may be granted

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to them by the vote of the stockholders representing at least a majority of the outstanding capital stock at a regular or special meeting of the stockholders. In no case shall the total yearly compensation of directors, as such, exceed 10% of the net income before income tax of the corporation during the preceding year.

ARTICLE III-A MEETINGS OF THE BOARD VIA REMOTE COMMUNICATION

Section 1. Guidelines for Remote Communication - These guidelines shall govern the conduct of all Board and Committee meetings of the Corporation where participation of at least one (1) director was made via remote communication.

Section 2. Directors' Participation by Remote Communication - If a director intends to participate in a meeting through remote communication, he/she shall notify the Chairperson or Presiding Officer and the Corporate Secretary of such intention at least twenty four (24) hours prior to the meeting. The Corporate Secretary shall note such fact in the minutes of the meeting.

Section 3. Quorum - A majority of the number of directors as stated in the Articles of Incorporation shall constitute a quorum. A director who participates through remote communication, shall be deemed present for the purpose of determining the presence of a quorum.

Section 4. Notice - The Corporate Secretary may send the notice of the meeting to all directors via electronic means, including e-mail. Confirmation of the director's attendance may be done through any of the following methods:

- a) Via electronic mail;
- b) Via phone call; or
- c) Via SMS.

Notice of regular or special meetings must be sent no later than two (2) days prior to the scheduled meeting.

The notice shall include the following information:

- a) The date, time and place of the meeting;
- b) The agenda of the meeting;
- All pertinent materials for discussion which shall be numbered and marked in such manner that the director can easily follow and participate in the meeting;

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- d) That a director may participate via remote communication;
- e) Contact information of the Corporate Secretary or corporate officer with whom the director may communicate should he/she intend to participate or attend the meeting through remote communication;
- f) When the agenda includes the election of directors or officers, the requirement and procedure for nomination and election;
- g) The fact that there will be a visual and/or audio recording of the meeting (if any director will participate through remote communication); and
- h) Other instructions to facilitate participation in the meeting through remote communication. In the absence of an arrangement or notice of a director's intent to participate via remote communication, it is presumed that the director will physically attend the meeting.

Section 5. Calling the Roll - At the start of the meeting where at least one (1) director has indicated his/her intent to participate via remote communication, the Chairperson shall instruct the Corporate Secretary to make a roll call. Every attendee shall state or confirm for the record the following:

- a) Full name and position;
- b) Location
- Confirmation that he/she can clearly hear and/or see the other attendees;
- d) Confirmation that he/she received the Notice of Meeting including the gaenda and materials; and
- e) Specify the device being used (i.e. smartphone, tablet, laptop, etc.).

Thereafter the Corporate Secretary shall confirm and note the participants and certify the existence of quorum.

All participants shall identify themselves for the record before participating/commenting during the meeting. If a person fails to identify himself/herself, the Secretary shall state the identity of the last speaker, which the last speaker should confirm. If the person speaking is not physically present and the Secretary is not certain of the identity of the speaker, the Secretary must inquire to elicit a confirmation or correction.

If a motion is objected to and there is a need to vote and divide the Board, the Secretary shall call the roll and note the vote of each director.

If a statement of a director/participant in the meeting is interrupted or garbled, the Secretary shall request for a repeat or reiteration, and if need be, the Secretary

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shall repeat what he heard the director/participant was saying for confirmation or correction.

If any of the directors have signified his/her intent to participate via remote communication and cast

his/her vote on items in the agenda through electronic mail, SMS or any other manner, such vote/s cast shall be counted for purposes of determining quorum for such agenda item so voted upon by the director/s physically absent from the meeting.

Section 6. Recording Votes - In case of a need to vote on any item or matter in the agenda, the Chairperson shall direct the Corporate Secretary to note the vote of each director. The director participating in the meeting via remote communication may cast his/her vote viva voce, through electronic mail, SMS or any other manner, provided that such vote cast could be noted and validated by both the Corporate Secretary and the Chairperson.

The Corporate Secretary shall keep a register of the contact information of all directors (i.e. email address and mobile number), which shall be used for official Board and Committee communications.

It shall be the duty of the directors and committee members to apprise the Corporate Secretary of any changes to their contact information to keep such directory updated.

Only messages coming to and from email addresses and mobile numbers listed in the official directory of the Corporate Secretary will be considered official communications of the Board and the Committee and its members.

Section 7. Responsibilities of Secretary - The Corporate Secretary shall have the following responsibilities where meetings held involve participation of directors via remote communication:

- a) Ensure that suitable equipment and facilities are available for the conduct of meeting by remote communication;
- b) Ensure that the attendees are able to hear and see the other participants clearly during the course of the meeting and that attendees should be able to communicate and be understood by the other party;
- When appropriate, ensure that visuals and audio recordings of the meeting are secured;
- d) Ensure that the visual and audio recordings of the meeting are current and on-going and that there is no stoppage or interruption;





- e) Ensure that the visual and audio recordings are kept in appropriate data storage equipment;
- data storage equipment;

 Prepare the minutes of the meeting and ensure that it accurately reflects the record of the proceedings; and
- g) Require those who attended the meeting through remote communication to sign the minutes of the meeting.

ARTICLE IV OFFICERS

Section 1. Election/Appointment - Immediately after their election, the Board of Directors shall formally organize by electing the Chairman, the Prøsident, at the option of the Board, one or more Vice-President/s, the Treasurer, and the Secretary, at said meeting.

The Board may, from time to time, appoint such other officers as it may determine to be necessary or proper.

Any two (2) or more positions may be held concurrently by the same person, except that no one shall act as President and Treasurer or Secretary at the same time.

Section 2. Chairman of the Board - The Chairman of the Board of Directors shall preside at the meetings of the directors and the stockholders. He shall also exercise such powers and perform such duties as the Board of Directors may assign to him.

Section 3. President - The President, who shall be a director, shall be the Chief Executive Officer of the corporation and shall also have administration and direction of the day-to-day business affairs of the corporation. He shall exercise, among others, the following functions:

- a) To preside at the meetings of the Board of Directors and of the stockholders in the absence of the Chairman of the Board of Directors:
- b) To initiate and develop corporate objectives and policies and formulate long range projects, plans and programs for the approval of the Board of Directors, including those for executive training, development and compensation;
- c) To have general supervision and management of the business affairs

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and property of the corporation;

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- d) To ensure that the administrative and operational policies of the corporation are carried out under his supervision and control;
- e) Subject to guidelines prescribed by law, to appoint, remove, suspend or discipline employees of the corporation, prescribe their duties, and determine their salaries;
- To oversee the preparation of the budgets and the statements of accounts of the corporation;
- g) To prepare such statements and reports of the corporation as may be required of him by law;
- To represent the corporation at all functions and proceedings;
- To execute on behalf of the corporation all contracts, agreements and other instruments affecting the interests of the corporation which require the approval of the Board of Directors, except as otherwise directed by the Board of Directors;
- j) To make reports to the Board of Directors and stockholders;
- k) To sign certificates of stock;
- To perform such other duties as are incident to his office or are entrusted to him by the Board of Directors.

The President may assign the exercise or performance of any of the foregoing powers, duties and functions to any other officer(s), subject always to his supervision and control.

Section 4. The Vice-Président(s) - If one or more Vice-Presidents are appointed, he/they shall have such powers and shall perform such duties as may from time to time be assigned to him/them by the Board of Directors or by the President.

Section 5. The Secretary – The Secretary must be a resident and a citizen of the Philippines. He shall be the custodian of and shall maintain the corporate books and record and shall be the recorder of the corporation's formal actions and transactions. He shall have the following specific powers and duties:

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- a) To record or see to the proper recording of the minutes and transactions of all meetings of the directors and the stockholders and to maintain minute books of such meetings in the form and manner required by law;
- b) To keep or cause to be kept record books showing the details required by law with respect to the stock certificates of the corporation, including ledgers and transfer books showing all shares of the corporation subscribed, issued and transferred;
- c) To keep the corporate seal and affix it to all papers and documents requiring a seal, and to attest by his signature all corporate documents requiring the same;
- d) To attend to the giving and serving of all notices of the corporation required by law or these by-laws to be given;
- e) To certify to such corporate acts, countersign corporate documents or certificates, and make reports or statements as may be required of him by law or by government rules and regulations.
- f) To act as the inspector at the election of directors and, as such, to determine the number of shares of stock outstanding and entitled to vote, the shares of stock represented at the meeting, the existence of a quorum, the validity and effect of proxies, and to receive votes, ballots or consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes, ballots or consents, determine the result, and do such acts as are proper to conduct the election or vote. The Secretary may assign the exercise or performance of any or all of the foregoing duties, powers and functions to any other person or persons, subject always to his supervision and control.
- g) To perform such other duties as are incident to his office or as may be assigned to him by the Board of Directors or the President.

Section 6. The Treasurer - The Treasurer of the corporation shall be its chief fiscal officer and the custodian of its funds, securities and property. The Treasurer shall have the following duties:

 To keep full and accurate accounts of receipts and disbursements in the books of the corporation.

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- b) To have custody of, and be responsible for, all the funds, securities and bonds of the corporation; **Exchange**
- c) To deposit in the name and to the credit of the dorporation, in such bank as may be designated from time to time-by the Board of Directors, all the maneys, funds, securities, bonds, and similar valuable effects belonging to the corporation which may come under his control:
- d) To render an annual statements showing the financial condition of the corporation and such other financial reports as the Board of Directors, the Chairman, or the President may, from time to time require;
- e) To prepare such financial reports, statements, certifications and other documents which may, from time to time, be required by government rules and regulations and to submit the same to the proper government agencies;
- f) To exercise such powers and perform such duties and functions as may be assigned to him by the President.

Section 7. Term of Office - The term of office of all officers shall be for a period of one (1) year or until their successors are duly elected and qualified. Such officers may however be sooner removed for cause.

Section 8. Vacancies - If any position of the officers becomes vacant by reason of death, resignation, disqualification or for any other cause, the Board of Directors, by majority vote may elect a successor who shall hold office for the unexpired term.

Section 9. Compensation - The by-laws officers shall receive such remuneration as the Board of Directors may determine. All other officers shall receive such remuneration as the Board of Directors may determine, upon recommendation of the President. A director shall not be precluded from serving the corporation in any other capacity as an officer, agent or otherwise, and receiving compensation therefor.

ARTICLE IV-A COMMITTEES

A. Corporate Governance Committee

Section 1. Composition - The Corporate Governance Committee shall have at least three (3) members, majority of whom shall be Independent Directors. The Committee shall, among others: (i) ensure that the Board of Directors has an appropriate balance of required industry knowledge, expertise, and skills needed to govern the corporation towards achieving its intended goals and objectives; (ii) review and evaluate all candidates nominated to officer positions in the

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corporation that require Board approval prior to effectivity of such Officer appointments or promotions; and, (iii) shortlist, assess, and evaluate all candidates nominated to become a member of the Board.

Section 2. Nomination of Directors - Nomination of directors shall be conducted by the Committee prior to a stockholders' meeting.

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All nominations shall be submitted to the Committee by any stockholder of record on or before January 30 of each year to allow the Nomination Committee sufficient time to assess and evaluate the qualifications of the nominees.

All recommendations for the nomination of independent directors shall be signed by the nominating stockholders together with the acceptance and conformity by the would-be nominees.

Section 3. List of Nominees - After the nomination, the Committee shall prepare a List of Nominees which shall contain all the information about all the nominees for election as members of the Board of Directors, which list shall be made available to the stockholders prior to the annual stockholders' meeting.

The name of the person or group of persons who recommended the nomination of the independent director(s) shall be identified in such report including any relationship with the nominee.

Only nominees whose names appear on the List of Candidates shall be eligible for election as directors. No other nominations for election as director shall be entertained after the List of Candidates shall have been prepared and finalized. No further nominations for election as director shall be entertained or allowed on the floor during the actual annual stockholders' meeting.

B. Executive Committee

The Board of Directors may, by resolution or resolutions passed by a majority of all its members, create an Executive Committee whose members shall be appointed by the Board. At least three (3) members of the Executive Committee shall be members of the Board. Except as provided in Section 34 of the Revised Corporation Code, the Executive Committee shall have and exercise all such powers as may be delegated to it by the Board. The Executive Committee shall keep regular minutes of its proceedings and report the same to the Board whenever required. The Board shall have the power to change the members of the Executive Committee at any time, to fill vacancies therein and to discharge or dissolve such committee, either with or without cause.

C. Other Committees

The majority of all the members of the Board of Directors may by resolutions create other committees which the Board may deem necessary in the

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management of the Corporation's affairs with such powers and functions as may be delegated to them by the Board. All such committees shall keep a record of their proceedings and report the same to the Board, whenever required. The Board shall have the power to appoint and remove the members of such committees and may at any time, with or without gause, dissolve any, of such committees.

ARTICLE V

Section 1. The principal office of the corporation shall be located at the place stated in Article III of the Articles of Incorporation. The corporation may have such other branch offices, either within or outside the Philippines, as the Board of Directors may designate or as the business of the corporation may, from time to time, require.

ARTICLE VI AUDIT OF BOOKS, FISCAL YEAR AND DIVIDENDS

Section 1. External Auditors - At the regular stockholders' meeting, the external auditor or auditors of the corporation for the ensuing year shall be appointed. The external auditor or auditors shall examine, verify, and report on the earnings and expenses of the corporation.

Section 2. Fiscal Year - The fiscal year of the corporation shall begin on the first day of January and end on the last day of December of each year.

Section 3. Dividends - Dividends shall be declared and paid out of the unrestricted retained earnings which shall be payable in cash, property, or stock to all stockholders on the basis of outstanding stock held by them, as often and at such time as the Board of Directors may determine and in accordance with law and applicable rules and regulations.

ARTICLE VII AMENDMENTS

Section 1. These by-laws may be amended or repealed by the affirmative vote of at least a majority of the Board of Directors and the stockholders representing a majority of the outstanding capital stock at any stockholders' meeting called for that purpose. However, the power to amend, modify, repeal or adopt new by-laws may be delegated to the Board of Directors by the affirmative vote of stockholders representing not less than two-thirds of the outstanding capital stock; provided, however, that any such delegation of powers to the Board of Directors to amend, repeal or adopt new by-laws may be revoked only by the vote of the stockholders representing a majority of the outstanding capital stock at a regular or special meeting.

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Securities and ARTICLE VIII SEAL Exchange

Section 1. The corporate seal shall be determined by the Board of Directors.

PHILIPPINES ARTICLE IX **ADOPTION CLAUSE**

The foregoing new by-laws was adopted by all the stockholders of the corporation on 25 November 2020 at the principal office of the corporation.

IN WITNESS WHEREOF, we, the undersigned stockholders present at said meeting and voting thereat in favor of the adoption of said by-laws, have hereunto subscribed our names this 25 November 2020 at Taguig City, Metro Manila.

TIN 465-426-905

MAE M. CLAVERIA TN 323-845-000

KARLON V. PAMBID TIN-947-267-983

TIN 315-617-712

Book No.

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SUBSCRIED AND SWORK to before me, this _ of DCC 15 2020 at Taguig City Affiant exhibiting to me his/her competent Proof of Identity_

ATTY. EDUARDO P. BAROT

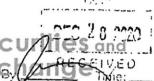
Notary Public for Taguig, Roll No. 36248 Commision No. 43 Until 31 Dec. 2020 PTR. No. 4325791/01.02.20/ Mandaluyong City IBP Lifetime Hember No. 013895/06.02.15/ RSM MCLE Compliance No. VI-0007875 /04.14.22/ 3/F Bonifacio Technology Canter 31st Street Corner 2nd Avenue Crescent Park West Global City Taguig City, Philippines

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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 2nd 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 <u>2020</u>, 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

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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.'

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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

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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.'

Username: Julius Crucillo Pago K M pages Verified by:M. ESTRELLADate iss FEB 18 2021 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.

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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'.

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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 S and Annex "A". Exchange

RESOLVED FINALLY, the New By-laws attached as Annex "A" are hereby adopted as the new By-laws of the Corporation. I LIPPINES

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 100,000,000.00), 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.

IN WITNESS WHEREOF, we have hereunto set our signatures this __/\(\frac{1}{2} \) day _____ 2020 in _______ TAYUNG CTT.

Verified by: M. ESTRELLA Date Issued:

TIN 465-426-905 President/Director

LAGAN 204-352-546 Director

KARLON V. PAMBID TIN-947-267-983@S and Director CHRISTINE JOY O' DAVID S TIN 315-617-712

Director/Corporate Secretary

tower . SHAPLA MAE M. CLAVERIA THY 323-845-066 Treasurer/Director

DEC 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 323-845-006
Christine Joy O. David	TIN 315-617-712
Karlon V. Pambid	TIN 947-267-983

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Date: 2021-02-17 Time: 09:25:47 AM

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