



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
SEC Building, EDSA, Greenhills
City of Mandaluyong, Metro Manila

COMPANY REG. NO. CS201509536
COMPANY TIN 009-031-506

CERTIFICATE OF INCORPORATION

KNOW ALL PERSONS BY THESE PRESENTS:

This is to certify that the Articles of Incorporation and By-Laws of

ASIAN MERGERS AND ACQUISITION LINKS INC.

were duly approved by the Commission on this date upon the issuance of this Certificate of Incorporation in accordance with the Corporation Code of the Philippines (Batas Pambansa Blg.68), and copies of said Articles and By-Laws are hereto attached.


This Certificate grants juridical personality to the corporation but 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.

As a registered corporation, it shall submit annually to this Commission the reports indicated at the back of this certificate.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed at Mandaluyong City, Metro Manila, Philippines, this 15th day of May, Twenty Fifteen.

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FERDINAND B. SALES
Director

Company Registration and Monitoring Department

For SEC use only:
K04140 (PSCAS reserved)

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Page 1 of 19 pages

Verified by: **TAMPUS**

Date Issued: **FEB 18 2021**

COVER SHEET

for Applications at
COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application <div style="border: 1px solid black; padding: 2px; text-align: center;">Registration</div>	SEC Registration Number <div style="border: 1px solid black; padding: 2px; text-align: center;"> </div>			
Company Name				
<div style="border: 1px solid black; padding: 2px; text-align: center;"> A S I A N M E R G E R S A N D A C Q U I S I T I O N S L I N K S I N C . </div>				
Principal Office (No./Street/Barangay/City/Town)Province				
<div style="border: 1px solid black; padding: 2px; text-align: center;"> 2 0 / F Z U E L L I G B U I L D I N G M A K A T I A V E N U E C O R N E R P A S E O D E R O X A S M A K A T I C I T Y </div>				
Company's Email Address <div style="border: 1px solid black; padding: 2px;">leovelasco888@gmail.com</div>	Company's Telephone Number/s <div style="border: 1px solid black; padding: 2px;">(632)5199452</div>			
Company's Facsimile Numbers <div style="border: 1px solid black; padding: 2px; text-align: center;">n/a</div>				
Name of Contact Person <div style="border: 1px solid black; padding: 2px; text-align: center;">LEO J. VELASCO</div>	Contact Person Information			
	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 40%;">Email Address <div style="border: 1px solid black; padding: 2px;">leovelasco888@gmail.com</div></td> <td style="width: 40%;">Telephone Number/s <div style="border: 1px solid black; padding: 2px;">9083585474</div></td> <td style="width: 20%;">Facsimile Number/s <div style="border: 1px solid black; padding: 2px; text-align: center;">n/a</div></td> </tr> </table>	Email Address <div style="border: 1px solid black; padding: 2px;">leovelasco888@gmail.com</div>	Telephone Number/s <div style="border: 1px solid black; padding: 2px;">9083585474</div>	Facsimile Number/s <div style="border: 1px solid black; padding: 2px; text-align: center;">n/a</div>
Email Address <div style="border: 1px solid black; padding: 2px;">leovelasco888@gmail.com</div>	Telephone Number/s <div style="border: 1px solid black; padding: 2px;">9083585474</div>	Facsimile Number/s <div style="border: 1px solid black; padding: 2px; text-align: center;">n/a</div>		
Contact Person's Address <div style="border: 1px solid black; padding: 2px; text-align: center;">2-E 1st Maestrang Pinang Street, Ligid Tipas, Taguig City</div>				

To be accomplished by CRMD Personnel

Assigned Processor:	Date	Signature

Document I.D.



20150522-754

Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

<input type="checkbox"/>	Corporate and Partnership Registration Division	
<input type="checkbox"/>	Green Lane Unit	
<input type="checkbox"/>	Financial Analysis and Audit Division	
<input type="checkbox"/>	Licensing Unit	
<input type="checkbox"/>	Compliance Monitoring Division	

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	Republic of the Philippines DEPARTMENT OF FINANCE SECURITIES & EXCHANGE COMMISSION SEC Building, EDSA, Greenhills City of Mandaluyong, 1554	
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PAYMENT ASSESSMENT FORM No. 05152015-355743

DATE 05/15/2015		RESPONSIBILITY CENTER (DEPARTMENT) CRMD	
PAYOR: ASIAN MERGERS AND ACQUISITIONS LINKS INC. MAKATI CITY			
	NATURE OF COLLECTION	ACCOUNT CODE	AMOUNT
	REGISTRATION	606	20,000.00
	LRF (A0823)	131	210.00
	BY-LAWS	606	500.00
TOTAL AMOUNT TO BE PAID <i>CS 201509574</i>			Php 20,710.00
Assessed by: <i>[Signature]</i> MS. VBIROL			
Machine Validation:			

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<http://150.150.150.130:8686/secireport/epayment/downloadforms.sx>

5/15/2015



COLL PAYMENT SLIP

This is your receipt when machine validated

LAND BANK OF THE PHILIPPINES ONCOLL PAYMENT SLIP		Date 5-15-15
Please check the appropriate mode of payment. <input type="checkbox"/> Cash <input type="checkbox"/> Check <input type="checkbox"/> Debit from Account		
MERCHANT/AGENCY DEPOSIT ACCOUNT NUMBER 3402031920		MERCHANT/AGENCY NAME SEC H.O
Reference Number 1 ASIAN MERGERS AND ACQUISITIONS LINKS INC.		Printed Name and Signature of Payor/Depositor/Representative LEO TALLE RUIZ
Reference Number 2 A0232		Teller's Validation LBP ALI MALL EO T2(JANELA R BUEN) 05-15-2015 12:35 Trxn. Seq. #: 42000 SEC CLEARING CASH Payment Clring. Acct. No. 3402-2319-20 SEC-RRN/CORPOR SEC-0504170202877 AGENCY CODE A0232 SEC CODE 606 Amount 210.00
Reference Number 3 (Numeric) 1131		
Amount 210.00		

ONCOLL PAYMENT SLIP

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LAND BANK OF THE PHILIPPINES ONCOLL PAYMENT SLIP		Date 5-15-15
Please check the appropriate mode of payment. <input type="checkbox"/> Cash <input type="checkbox"/> Check <input type="checkbox"/> Debit from Account		
MERCHANT/AGENCY DEPOSIT ACCOUNT NUMBER 3402031920		MERCHANT/AGENCY NAME SEC H.O
Reference Number 1 ASIAN MERGERS AND ACQUISITIONS		Printed Name and Signature of Payor/Depositor/Representative LEO TALLE RUIZ
Reference Number 2 A0232		Teller's Validation LBP ALI MALL EO T2(JANELA R BUEN) 05-15-2015 12:34 Trxn. Seq. #: 40800 SEC CLEARING CASH Payment Clring. Acct. No. 3402-2319-20 SEC-RRN/CORPOR SEC-0504170202877 AGENCY CODE A0232 SEC CODE 606 Amount 20,000.00
Reference Number 3 (Numeric) A605		
Amount 20,000.00		

ONCOLL PAYMENT SLIP

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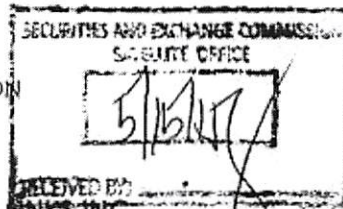
LAND BANK OF THE PHILIPPINES ONCOLL PAYMENT SLIP		Date 05/05/2015 5-15-15
Please check the appropriate mode of payment. <input type="checkbox"/> Cash <input type="checkbox"/> Check <input type="checkbox"/> Debit from Account		
MERCHANT/AGENCY DEPOSIT ACCOUNT NUMBER 3402031920		MERCHANT/AGENCY NAME SEC H.O
Reference Number 1 ASIAN MERGERS AND ACQUISITIONS LINKS INC.		Printed Name and Signature of Payor/Depositor/Representative LEO TALLE RUIZ
Reference Number 2 A0232		Teller's Validation LBP ALI MALL EO T2(JANELA R BUEN) 05-15-2015 12:35 Trxn. Seq. #: 42000 SEC CLEARING CASH Payment Clring. Acct. No. 3402-2319-20 SEC-RRN/CORPOR SEC-0504170202877 AGENCY CODE A0232 SEC CODE 606 Amount 500.00
Reference Number 3 (Numeric) A606		
Amount 500.00		
JRB 15MAY2015 12:35:57 P500.00		

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Page 4 of 19 pages

Verified by: TALLE RUIZ FEB. 18 2021

ARTICLES OF INCORPORATION
OF
ASIAN MERGERS AND ACQUISITION LINKS INC.



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:

a. 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.

b. That the corporation shall have all the express powers of a corporation as provided for under Section 36 of the Corporation Code of the Philippines.

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

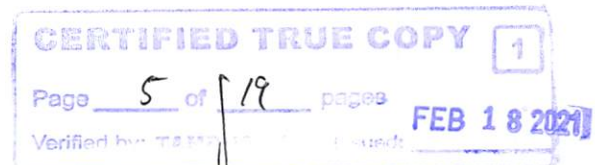
20/F Zuellig Building, Makati Avenue
corner Paseo de Roxas, Makati City
1226 Metro Manila, Philippines

FOURTH: That the term for which the corporation is to exist is FIFTY (50) YEARS from and after the date of issuance of the certificate of incorporation.

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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, Maestran 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 five (5) who are also the incorporators.

SEVENTH: That the authorized capital stock of the corporation is Ten Million Pesos (PhP 10,000,000.00), in lawful money of the Philippines, divided into One Hundred Thousand (100,000) shares with a par value of One Hundred Pesos (PhP 100.00) per share.

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

Name	Nationality	No. of Shares Subscribed	Amount Subscribed	Amount Paid
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		100,000	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.

TENTH: All stockholders of the corporation shall enjoy pre-emptive right to subscribe to all issues or disposition of shares of any class in proportion to their respective shareholdings. Provided, that such pre-emptive right shall not extend to shares to be issued in good faith with the approval of the stockholders representing at least two-thirds (2/3) of the outstanding capital stock, in exchange for property needed for corporate purposes or in payment of a previously contracted debt.


ELEVENTH: Any stockholder desiring to sell or dispose of his shares in the corporation shall first offer such shares, in writing, to the corporation and to the existing stockholders thirty (30) days prior to the proposed sale. If the corporation or any stockholder fails to purchase the said shares within the period stipulated, the stockholder may dispose of his shares to third parties on the same terms and conditions as those which he offered such shares to the corporation and/or the existing stockholders. Any transfer of shares in violation of these conditions shall be null and void and shall not be recorded in the books of the corporation.

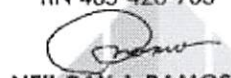
TWELFTH: That Leo J. Velasco has been elected by the subscribers as Treasurer of the corporation to act as such until his successor is duly elected and qualified in accordance with the by-laws; and that as such Treasurer, he has been authorized to receive for and in the name and for the benefit of the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

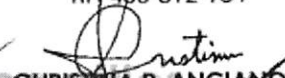
THIRTEENTH: That the incorporators undertake to change the name of the corporation as herein provided or as amended thereafter, immediately upon receipt of notice or directive from the Securities and Exchange Commission that another corporation, partnership or person has acquired a prior right to the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

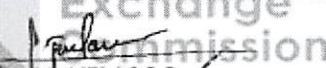
IN WITNESS WHEREOF, we have set our hands this 13th day of May 2015 in Makati City.


HIDEKI TANIFUJI
TIN 465-426-905


HIDEKI TAKAHASHI
TIN 460-312-184


NEIL RAY J. RAMOS
TIN 188-667-068


CHRISTINA R. ANCIANO
TIN 942-993-959


LEO VELASCO
TIN 137-958-864

Witnesses:

ACKNOWLEDGEMENT

Republic of the Philippines)
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QUEZON CITY

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MAY 14 2015

BEFORE ME, a notary public for and in **QUEZON CITY** City this ____ day of May 2015, personally appeared:

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Page 7 of 19 pages
Verified by: **TAMPUS** Date: **FEB 18 2021**

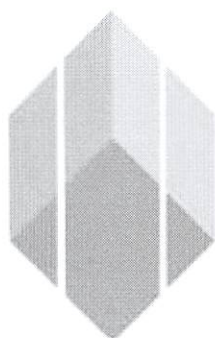
Name	Identification
Hideki Tanifuji	TIN 465-426-905
Hideki Takahashi	TIN 450-312-184
Leo J. Velasco	TIN 137-958-864
Neil Ray J. Ramos	TIN 188-667-068
Christina R. Anciano	TIN 942-993-959

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,
day of May 2015 in QUEZON CITY.

Doc. No.: 326
Page No.: 68
Book No.: 3A
Series of 2015.

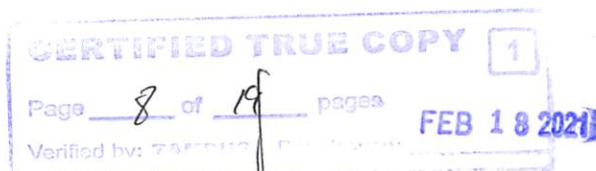
B. F. ALFONSO
ATTY. BENJAMINE E. ALFONSO
NOTARY PUBLIC
UNTIL December 31, 2016
PTR NO. 0632937-C-1-20-15 - QUEZON CITY
IBP NO. 975600 12-11-2014 - QUEZON CITY
ROLL NO. 13296
ADM. MATTER NO. NP-144 (2015 - 2016)
TIN NO. 177967619
MCLE EXEMPTED



Securities and
Exchange
Commission
PHILIPPINES

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TREASURER'S AFFIDAVIT

Republic of the Philippines)
) S.S.

QUEZON CITY

I, **LEO VELASCO**, of legal age, married and a resident of 2-E 1st Street Maestrang Penang Street, Ligid Tipas, Taguig City, being duly sworn, depose and say:

That I am the elected Treasurer of **ASIAN MERGERS AND ACQUISITION LINKS INC.**

That as Treasurer, I am authorized to act as such until my successor has been duly elected and qualified in accordance with the by-laws of the corporation;

That I certify that at least twenty five percent (25%) of the authorized capital stock of the abovementioned corporation has been subscribed and at least twenty five (25%) of the subscription in the amount of Ten Million Pesos (PhP 10,000,000.00) has been paid, and received by me in cash/property for the benefit and credit of the corporation

IN WITNESS WHEREOF, I hereby sign this Affidavit this 13th day of May 2015 in Makati City.


LEO VELASCO
Affiant

SUBSCRIBED AND SWORN to before me, a Notary Public for and in QUEZON CITY, this ___ day of ___, 2014, affiant exhibiting to me his/her TIN No. 137-958-864. **MAY 14 2015**

Doc. No. 329
Page No. 16
Book No. 13A
Series of 2015.

Securities and
Exchange
Commission
PHILIPPINES

Notary Public


ATTY. BENJAMIN R. ALFONSO

NOTARY PUBLIC

UNTIL December 31, 2016

PTR NO. 0682937-C-1-2015 - QUEZON CITY

LRP NO. 975600 12-11-2015 - QUEZON CITY

ROLL NO. 12135

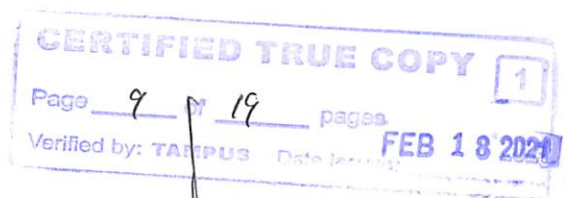
ADM. MATTER NO. NP-144 (2015 - 2016)

TIN NO. 177967619

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By-Laws
Of
ASIAN MERGERS AND ACQUISITION LINKS INC.
ARTICLE I

**SUBSCRIPTION, ISSUANCE
AND TRANSFER OF SHARES**

Section 1. Subscriptions - Subscribers to the capital stock of the corporation shall pay the value 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. Certificate - Each stockholder shall be entitled to one or more certificates for the 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 shall be signed by the Chairman of the Board, countersigned by the Corporate Secretary, and sealed with the corporate seal.

Section 3. Issue and Transfer of Shares - Subject to the restrictions, terms and conditions contained in the Articles of Incorporation and in this By-Laws, shares may be transferred, sold, assigned or pledged by delivery of the certificates duly endorsed by the stockholder, his attorney-in-fact, or other person legally authorized in writing. The transfer shall be valid and binding on the corporation only upon record thereof in the books of the corporation and the surrender of the certificates therefor. The Secretary shall cancel the stock certificates and issue new certificates to the transferee.

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

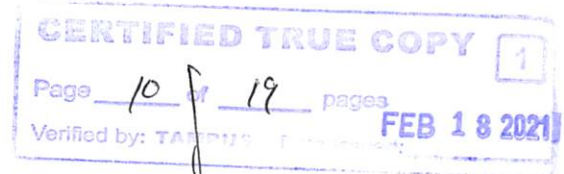
No transfer shall be made which is inconsistent with law.

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 is lost, stolen, or destroyed, a new certificate may be issued in lieu thereof in accordance with the procedure prescribed under Section 73 of the Corporation Code.

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ARTICLE II

MEETINGS OF STOCKHOLDERS

Section 1. Annual/ Regular Meetings - The annual/ regular meetings of stockholders shall be held at the principal office of the corporation on the Second Friday of May of every year, or at any date agreed upon by the Board of Directors, subject to the notice requirements prescribed by the Corporation Code when they shall elect a Board of Directors and transact such other business as may properly be brought before the meeting. If the annual meeting for the election of directors is not held on the date designated therefor, the directors shall cause the meeting to be held as soon as thereafter convenient.

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, (b) at the written request of stockholders representing a majority of the outstanding capital stock, (c) the Chairman. Businesses transacted at all special meetings shall be confined to the objects stated in the call and matters germane thereto, unless all stockholders entitled to vote are present and consent.

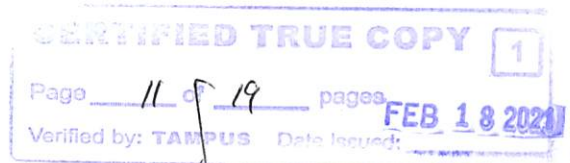
Section 3. Place of Meeting - Stockholders' meetings, whether regular or special, shall be held in the principal office of the corporation.

Section 4. Notice of Meeting - Notices for regular or special meetings of stockholders shall be communicated by the Secretary either personally or by mail or by telegram, or communicated by him through telephone or electronic mail, at least two (2) days prior to the date of the meeting to each stockholder of record at his last known address. The notice shall state the place, date and hour of the meeting, and the purpose or purposes for which the meeting is called.

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 which might have been transacted at the meeting as originally noticed. The stockholders present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough stockholders to leave less than quorum.

Section 5. Quorum - Unless otherwise provided by law, in all regular or special meeting of stockholders, a majority of the outstanding capital stock must be present or represented in order to constitute a quorum. If no quorum is constituted, the meeting shall be adjourned until the requisite amount of stock shall be present.

Section 6. Conduct of Meeting - Meeting of the stockholders shall be presided over by the Chairman of the Board, or in his absence, by the President. The Corporate Secretary shall act as secretary of every meeting, but



if not present, the chairman of the meeting shall appoint a secretary of the meeting.

Section 7. Manner of Voting - At all meetings of stockholders, a stockholder may vote in person or by proxy. Unless otherwise provided in the proxy, it shall be valid only for the meeting for which it has been presented to the Secretary. Each stockholder entitled to vote at a meeting of stockholders or to express consent or dissent to corporate action in writing without a meeting 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 and if, and only as long as 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 in the hands of the Secretary before the time set for the meeting. The stockholder may revoke proxies filed with the Secretary either in an instrument in writing duly presented and recorded with the Secretary prior to a scheduled meeting, or by their personal presence at the meeting.

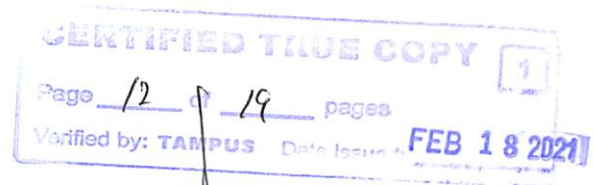
Section 8. Closing of Transfer Books or Fixing of Record Date - In order that the corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the Board of Directors may fix, in advance, a record date, which shall not be more than sixty nor less than ten days before the date of such meeting, nor more than sixty days prior to any other action.

ARTICLE III Securities and BOARD OF DIRECTORS Exchange Commission PHILIPPINES

Section 1. Qualifications. - All directors shall be holders of at least ONE (1) share of stock in the corporation in his own name, and at least a majority of the directors shall be residents of the Philippines.

Section 2. 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 powers as may be granted by law, the Board of Directors shall also have the following powers:

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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 for and in the name of the corporation, any and all properties, rights, or privileges, including securities and bonds of other corporations, 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 other corporations or for purposes other than those for which the corporation was organized, subject to such stockholders' approval as may be required by law;

d.) To incur such indebtedness as the Board may deem necessary, to issue evidence of indebtedness including, without limitation, notes, deeds of trust, bonds, debentures, or securities, subject to such stockholders approval as may be required by law and/or pledge, mortgage, or otherwise encumber all or part of the properties of the Corporation;

e.) To establish pension, retirement, bonus, or other types of incentives or compensation plans for the employees, including officers and directors of the corporation;

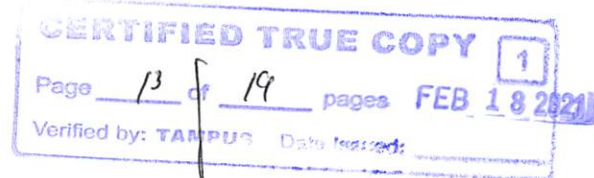
f.) To prosecute, maintain, defend, compromise or abandon any lawsuit in which the Corporation, or its officers, are either plaintiffs or defendants in connection with the business of the corporation;

g.) 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 of the corporation, to any standing or special committee or to any officer or agent and to appoint any person to be agent of the corporation with such powers and upon such terms as may be deemed fit;

h.) 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 the Corporation Code.

Section 3. Election and Term - The Board of Directors shall be elected during each regular meeting of stockholders and shall hold office for ONE (1) year and until their successors are elected and shall have qualified or until his earlier resignation or removal.

Section 4. Vacancies - Any vacancy occurring in the Board of Directors other than by removal by the stockholders or by expiration of term, may be filled by the vote of at least a majority of the remaining directors, if still constituting a quorum; otherwise, the vacancy must be filled by the stockholders at a regular or at any special meeting of stockholders called for the purpose. A director so elected to fill a vacancy shall be elected only for the unexpired term of his predecessor in office.



If at any time, by reason of death or resignation or other cause, the corporation should have no directors in office, then any officer or any stockholder or an executor, administrator, trustee or guardian of a stockholder, or other fiduciary entrusted with like responsibility for the person or estate of stockholder, may call a special meeting of stockholders in accordance with the provisions of these By-Laws.

Section 5. Resignations Effective at Future Date - When one or more directors shall resign from the Board, effective at a future date, a majority of the directors then in office, including those who have so resigned, shall have power to fill such vacancy or vacancies, the vote thereon to take effect when such resignation or resignations shall become effective.

The vacancy resulting from the removal of a director by the stockholders in the manner provided by law may be filled by election on the same meeting of stockholders without further notice, or at any regular or at any special meeting of stockholders called for the purpose, after giving notice as prescribed in these by-laws.

Section 6. Meetings - Regular meetings of the Board of Directors shall be held once a month on such dates and at places as the Chairman of the Board, or upon the request of a majority of the Directors. Special Meetings of the Board shall be called by the Chairman, at the request of any director, on one (1) day notice sent to each director, either personally or by mail, electronic mail, fax or by telegram. The failure of the Chairman to make such call shall authorize the requesting director to call and preside the meeting.

Section 7. Notice - Notice of the regular or special meeting of the Board, specifying the date, time and place of the meeting, shall be communicated by the Secretary to each director personally, or by telephone, telegram, electronic mail, or by any written message. A director may waive this requirement, either expressly or impliedly.

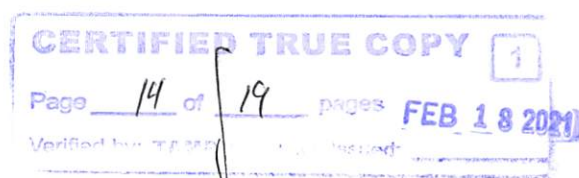
Section 8. Quorum - A majority of the number of directors as fixed in the Articles of Incorporation shall constitute a quorum for the transaction of corporate business and every decision of at least a majority of the directors present at a meeting at which there is a quorum shall be valid as a corporate act, except for the election of officers which shall require the vote of a majority of all the members of the Board.

Section 9. Conduct of the Meetings - Meetings of the Board of Directors shall be presided over by the Chairman of the Board or in his absence, by any other director chosen by the Board. The Corporate Secretary, shall act as secretary of every meeting, if not present, the Chairman of the meeting, shall appoint a secretary of the meeting.

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Section 10. Compensation - The compensation of the directors shall be determined through a Board Resolution in such manner as the Board may deem proper, subject to the approval of stockholders representing at least a majority of the outstanding capital stock at a regular or special meeting of the



stockholders and in accordance with Section 30 of the Corporation Code, provided, that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE IV

OFFICERS OF THE CORPORATION

Section 1. Election / Appointment - Immediately after their election, the Board of Directors shall formally organize by electing the Chairman of the Board, the President, the Vice-President, the Corporate Treasurer, the Auditor and the Corporate Secretary at said meeting. The Board of Directors may also choose one or more Vice-Presidents and such other officers, as it may deem necessary.

The Chairman of the Board, as well as the President, Vice-President must be Directors. Other Officers do not need to be Directors or Stockholders of the Corporation.

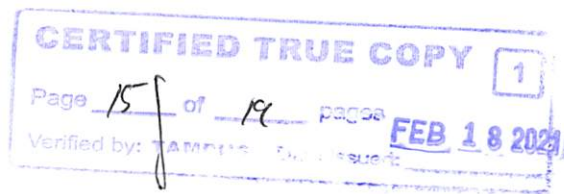
Any Two (2) or more compatible positions may be held concurrently by the same person, except that no one shall act as President and Treasurer or President and Secretary at the same time.

Section 2. The Chairman of the Board - The Chairman shall be elected by the Board of Directors from their own members, and shall preside over all meetings of the Board of Directors and Stockholders. The Chairman shall perform such functions and exercise such duties as may be delegated to him by the Board of Directors. He shall see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the directors to delegate any specific powers, except such as may be by statute exclusively conferred on the Chairman, to any other officer or officers of the corporation.

Section 3. The President - The President shall attend all sessions of the Board. The President shall be the chief executive officer of the corporation; he shall have general and active management of the business of the corporation, subject, however, to the right of the directors to delegate any specific powers, except such as may be by statute exclusively conferred on the President, to any other officer or officers of the corporation. He shall have the general power and duties of supervision and management usually vested in the office of President of a corporation and shall exercise the following functions:

a.) To preside at the meetings of the stockholders, in the absence of the Chairman;

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 supervise and manage the business affairs of the Corporation upon the direction of the Board of Directors;

d.) To implement the administrative and operational policies of the Corporation under his supervision and control;

e.) To appoint, remove, suspend or discipline employees of the Corporation, prescribe their duties, and determine their salaries;

f.) To oversee the preparation of the budgets and the statements of accounts of the Corporation;

g.) To represent the Corporation at all functions and proceedings;

h.) 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.

i.) To make reports to the Board of Directors and stockholders;

j.) To sign certificates of stock;

k.) To perform such other duties as are incident to his office or are entrusted to him by the Board of Directors.

Section 4. The Vice-President - He shall, if qualified, act as President in the absence of the latter. He shall have such other powers and duties as may from time to time be assigned to him by the Board of Directors or by the President.

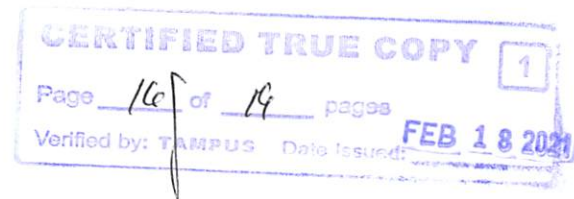
Section 5. The Secretary - The Secretary must be a resident and a citizen of the Philippines. He shall have the following specific powers and duties:

a.) To record the minutes and transactions of all the 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 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 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 questions in connection with the right to vote, count and tabulate all votes, determine the result, and do such acts as are proper to conduct the election.

g.) To perform such other duties as are incidental 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 have the following duties:

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

b.) To have custody of, and be responsible for, all the funds, securities and bonds of the corporation;

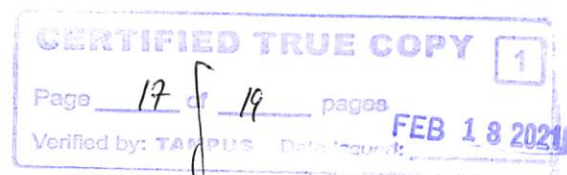
c.) To deposit in the name and to the credit of the corporation, in such bank as may be designated from time to time by the Board of Directors, all the moneys, funds, securities, bonds and similar valuable effects belonging to the corporation which may come under his control;

d.) To render annual statements showing the financial condition of the corporation and such other financial reports as the Board of Directors, 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. Auditor - The Auditor shall have the power, authority, and duty to examine, audit, and settle all accounts pertaining to the revenue and receipts of, and expenditures or uses of funds and property, owned or held in trust by, or pertaining to the Corporation, and to make reports thereon.



Section 8. Term of Office - The term of office of all officers shall be ONE (1) year and until their successors shall have been duly elected and qualified. The Board of Directors may remove any officer or agent elected or appointed by the Board whenever in its judgment the best interest of the corporation will be served thereby.

Section 9. 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 un-expired term.

Section 10. Compensation - The officers shall receive such remuneration as the Board of Directors may determine. 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 V

OFFICES

Section 1. Principal Place of Office - 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.

ARTICLE VI

AUDIT BOOKS, FISCAL YEAR AND DIVIDENDS

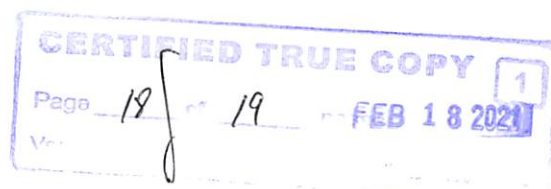
Section 1. External Auditor - If found necessary by stockholders, an external auditor of the corporation for the ensuing year shall be appointed. The external auditor shall examine, verify and report on the earnings and expenses of the corporation.

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 times as the Board of Directors may determine and in accordance with law.

Section 4. Checks - All checks or demands for money and notes of the corporation shall be signed by such officer or officers as the Board of Directors may from time to time designate.

Section 5. Annual Statement - The President and Board of Directors shall present at each annual meeting a full and complete statement of the business and affairs of the corporation for the preceding year. Such statement shall be



prepared and presented in whatever manner the Board of Directors shall deem advisable.

ARTICLE VII

AMENDMENTS

Section 1. Amendments - These By-laws may be amended or repealed or new By-laws adopted by the affirmative vote at least a majority of the Board of Directors and ratified by 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 (2/3) 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 stockholders representing a majority of the outstanding capital stock at a regular or special meeting.

ARTICLE VIII

SEAL

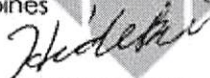
Section 1. Form and Inscriptions - The corporate seal shall be determined by the Board of Directors.

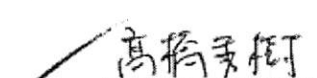
ARTICLE IX

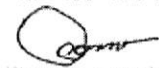
ADOPTION CLAUSE

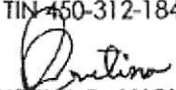
The foregoing by-laws were adopted by all the stockholders of the corporation on the 13th day of May 2015, at the principal office of the corporation.

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 13th day of May 2015 at Makati City, Metro Manila, Philippines


HIDEKI TANIFUJI
TIN 465-426-905

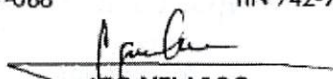

HIDEKI TAKAHASHI
TIN 450-312-184

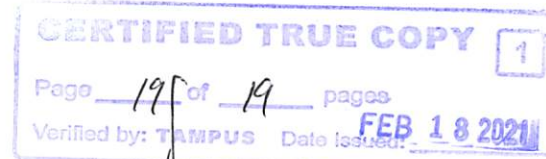

NEIL RAY J. RAMONS
TIN 188-667-068


CHRISTINA R. ANCIANO
TIN 942-993-959

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LEO VELASCO
TIN 137-958-864



Republic of the Philippines
SECURITIES and EXCHANGE COMMISSION

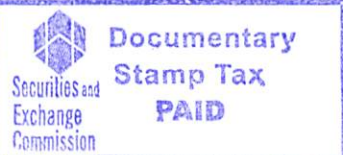
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I hereby certify that [a] this is a true copy of the document stored in the SEC I-View facility to which proper security measures were employed to ensure date integrity, consisting of NINETEEN [19] page(s); and [b] at all material times, the SEC I-View Facility was operating in a manner that did not affect the integrity of the electronic document.

ASIAN MERGERS AND ACQUISITION LINKS INC.

Verified by: LOURENCE N. TAMPOS
O.R.No.: 1967086

Fees: Php 400
Dated: FEB 18 2021



ROMEO B. CAMANO
SEC Administrative Officer IV
Electronic Records Management Division
Information and Communication Technology Department