



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

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

COMPANY REG. NO. AS95005885

**CERTIFICATE OF FILING
OF
AMENDED BY-LAWS**

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the Amended By-Laws of

EAGLE CEMENT CORPORATION

copy annexed, adopted on February 13, 2017 by 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 48 of the Corporation Code of the Philippines Batas Pambansa Blg. 68, approved on May 1, 1980, 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 31st day of March, Twenty Seventeen.




FERDINAND B. SALES
Director

Company Registration and Monitoring Department

**AMENDED
BY-LAWS
OF
EAGLE CEMENT CORPORATION**

**ARTICLE I
SUBSCRIPTION, ISSUANCE AND TRANSFER OF SHARES**

Section 1. Subscriptions – Subscribers to the capital stock of the Corporation shall pay 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 interest unless determined by the Board of Directors.

Section 2. Stock Certificates – Each stockholder shall be entitled to one or more stock certificates for the fully paid stock subscriptions 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, that in case any such stock certificate is countersigned by a duly appointed stock transfer agent, transfer clerk or registrar, the signature of the President, as well as the countersignature of the Secretary or Assistant Secretary, upon such certificate, may be facsimiles, which can be engraved or printed on the same.** *(As amended on 13 February 2017)*

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 stock certificates duly indorsed by the stockholder, his attorney-in-fact, or other legally authorized person, **or by written instructions to the Secretary in case of uncertificated shares, but 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, and issuance of a new certificate to the transferee. (*As amended on 13 February 2017*)

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 Certificate – In case any certificate for the capital stock of the corporation 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.

ARTICLE II 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 be held every **First Monday of June** of each year, if a legal holiday, then on the day following.

Section 2. Special Meetings – The special meetings of the stockholders, for any purpose or purposes, may at any time be called by any of the following: (a) Board of Directors, at its own instance or at written request of stockholders representing a majority of the outstanding capital stock and (b) 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 accordance with Section 51 of the Corporation Code of the Philippines.** (*As amended on 13 February 2017*)

Section 4. Notice of Meeting – Notices of regular or special meetings of stockholders may be sent by the Secretary by personal delivery or by mail at least **twenty-**

eight (28) business days prior to the date of the meeting to each stockholder of record at his last known post address or by publication in a newspaper of general circulation. The notice shall state the place, date and hour of the meeting, and the purpose or purposes for which the meeting is called. In case of special meetings, only matters stated in the notice may be the subject of motions or deliberations at such 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, any business may have been transacted that might have been transacted on the original date of meeting. *(As amended on 13 February 2017)*

Section 5. Quorum – Unless otherwise provided by law, in all regular or special meetings 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 – Meetings of 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 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. Manner of Voting – At all meetings of stockholders, a stockholder may vote in person or by proxy executed in writing by the stockholder 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.

All proxies must be in the hands of the secretary before the time set for the meeting. The proxy filed with the Corporate Secretary may be revoked by the stockholder either in an instrument in writing duly presented and recorded with the Secretary prior to the scheduled meeting or by his personal presence at the meeting.

Section 8. Closing of Transfer Books or 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 stated period, but not to exceed, in any case, twenty (20) days immediately preceding the date of any meeting of the stockholders, or the date of the payment of any dividend, or the date for the allotment of rights or the date when any change or conversion or exchange of capital shall go into effect, unless the applicable rules and regulations of the Securities and Exchange Commission or The Philippine Stock Exchange, Inc. provide for a different period. In lieu of closing the stock and transfer books, the Board of Directors may fix in advance a date as the record date which shall in no case be more than forty five (45) days prior to the date, on which the particular action requiring the determination of stockholders is to be taken, except in any instance where applicable rules and regulations provide otherwise. (As amended on 13 February 2017)

ARTICLE III BOARD OF DIRECTORS

Section 1. Powers of the Board of Directors – 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 consistent 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 as may be required by law;
- 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 limitations, 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 is lawful interest;
- f. To make provisions for 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 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 any of its officers is either a plaintiff or defendant in connection

with the business of the corporation, and likewise, to grant installments for the payments or settlements of whatsoever debts are payment of 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 persons to be agents of the corporation with such powers (including the power to sub-delegate), and upon such terms, as may be deemed fit; and
- 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. Any stockholder having at least one (1) share registered in his name may be elected director, provided, however, that no person shall qualify or be eligible for nomination or election to the Board of Directors if he is engaged in any business which competes with or is antagonistic to that of the Corporation. Without limiting the generality of the foregoing, a person shall be deemed to be so engaged:

- a. **If he is an officer, manager or controlling person of, or the owner (either of record or beneficially) of 10% or more of any outstanding class of shares of, any corporation (other than one in which the Corporation owns at least 30% of the capital stock) engaged in a business which the Board of Directors, by at least three-fourths vote, determines to be competitive or antagonistic to that of the Corporation; or**
- b. **If he is an officer, manager or controlling person of, or the owner (either of record or beneficially) of 10% or more of any outstanding class of shares of, any other corporation or entity engaged in any line of business of the Corporation, when in the judgment of the Board of Directors, by at least three-fourths vote, the laws against combinations in restraint of trade shall be violated by such person's membership in the Board of Directors; or**

- c. If the Board of Directors, in the exercise of its judgment in good faith, determines by at least three-fourths vote that he is the nominee of any person set forth in (a) or (b).

In determining whether or not a person is a controlling person, beneficial owner, or the nominee of another, the Board of Directors may take into account such factors as business and family relationship.

Notwithstanding the foregoing prohibition, a stockholder may still be qualified or eligible for nomination or election to the Board of Directors if:

- a. the perceived competing business controls the Corporation (i.e., competing business owns at least majority of the Corporation), is under common control with the Corporation (i.e., the same stockholder has control of both Corporations), or is controlled by the Corporation (i.e., at least majority of the competing business is owned by the Corporation); or
- b. the perceived competing business is a related party to the Corporation where the nominee in question is a person identified as a person with significant influence over the Corporation and the perceived competing business, or the nominee in question is a member of the key management personnel of the Corporation and the perceived competing business. (As amended on as 13 February 2017)

For the proper implementation of this provision, all nominations for the election of directors by the stockholders shall be submitted in writing to the Board of Directors through the Secretary on or before such date that the Board of Directors may fix.

Section 3. Independent Directors - There shall be at least three (3) independent directors, or such number as to constitute at least one-third of the members of the

Board, whichever is higher, or such other number or percentage as may otherwise be required by the Securities and Exchange Commission. For this purpose, an independent director shall mean a person other than an officer or employee of the corporation, its parent or subsidiaries, or any other individual having relationship with the corporation, which would interfere with the exercise of independent judgment in the fulfillment of the responsibilities of a director and as may be further defined by law or regulations from time to time.

The conduct of election of independent directors shall be in accordance with the rules and procedures provided under Rule 38.8 of the Amended Implementing Rules and Regulations of the Securities Regulation Code, and subject to such special rules as may be required by law or regulation from time to time.

It shall be the responsibility of the Chairman of the Meeting to inform all stockholders in attendance of the mandatory requirement of electing independent directors, and to ensure that independent directors are elected during the stockholders' meeting. In case of failure to elect any independent director, a separate election shall be called to fill up the vacancy.

The independent directors shall have all the qualifications and none of the disqualifications set forth in Section 38 of the Securities Regulation Code and its Implementing Rules and Regulations, as the same may be amended from time to time.
(As amended on 13 February 2017)

Section 4. 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 qualified.

Section 5. Vacancies – Any vacancy occurring in the Board of Directors other than by removal by stockholders or by expiration of term, may be filled by the vote of at least a majority of the remaining directors, if still constituting 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.

Any directorship to be filled by reason of an increase in the number of directors shall be filled only by election at a regular or special meeting of the stockholders duly called for the purpose, or in the same meeting authorizing the increase of directors if so stated in the notice of the meeting.

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

Section 6. Meetings – Regular meetings of the Board of Directors shall be held once every quarter of the year on such dates and such times and places as the Chairman of the Board or, in his absence, the President, or upon request of majority of the directors and shall be held at such places as may be designated in the notice.

Section 7. Notice – Written notice of the regular or special meeting of the Board of Directors, specifying the date, time and place of the meeting, shall be sent by the Secretary to each director by personal delivery (messenger), ordinary express mail (courier), facsimile or e-mail.

The notice shall also include the following:

- a. Inquiry on whether the director will attend physically or through video/teleconference;
- b. Contact number/s of the Secretary and his or her office staff whom the director may call to notify and state whether he shall be physically or shall attend through video/teleconference;
- c. Agenda of the meeting; and
- d. All documents to be discussed in the meeting, including attachments, shall be numbered and duly marked by the Secretary in such a way that all the directors, whether physically present or attending through video/teleconference, can easily follow and participate at the meeting.

If the director chooses to attend the meeting through video/teleconference, he shall give notice of that fact to the Secretary at least two (2) days before the scheduled meeting and

inform the latter of his contact number/s. The Secretary shall inform the director concerned of the contact number/s he will call to set up the video/teleconference to be able to join the meeting. The Secretary shall keep the records of the details and, on the date of the scheduled meeting, confirm and note such details as part of the minutes of the meeting.

In the absence of any notice received by the Secretary within the 2-day period, it is presumed that all directors intend to physically attend the Board Meeting.

A director may waive the requirement of notice, either expressly as noted in the minutes of the meeting or impliedly by his presence at the meeting when notice was not given. *(As amended on 11 August 2011)*

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. **Meetings may be attended by the Directors either in person or through video/teleconference or such other means as may subsequently be permitted by applicable law or regulation. (As amended on 13 February 2017)**

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, the President or if none of the foregoing is in office and present and acting, by any other director chosen by the Board. The Secretary, shall act as secretary of every meeting or, if not present, the chairman of the meeting shall appoint a secretary of the meeting.

Section **10**. Compensation – By resolution of the Board, each director, shall receive a reasonable *per diem* allowance for his attendance at each meetings of the Board. As compensation, the Board shall receive and allocate an amount of not more than ten percent (10%) of the net income before income tax of the corporation during the preceding year. Such compensation shall be determined and apportioned among the directors 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.

Section 11. Audit Committee – The Audit Committee shall be responsible for inculcating in the minds of the Board Members the importance of management responsibilities in maintaining a sound system of internal control and the Board’s oversight responsibility. It shall be composed of at least three (3) appropriately qualified non-executive directors, the majority of whom shall be independent, including the Chairman. An executive director may attend the committee meetings to serve as an adviser to the independent directors. (As amended on 13 February 2017)]

The Audit Committee shall perform the following functions:

- a. Provide oversight over the Corporation’s internal and external auditors and senior management’s activities in managing credit market liquidity, operational, legal, and other risks of the Corporation. This function shall include receiving from senior management periodic information on risk exposures and risk management activities;
- b. Review and approve audit scope and frequency and the annual internal audit plan, set up the internal audit department;
- c. Monitor and evaluate the adequacy and effectiveness of the Corporation’s internal control system;
- d. Receive and review reports of internal and external auditors and regulatory agencies, where applicable, and ensure that management is taking appropriate corrective actions, in a timely manner in addressing control and compliance functions with regulatory agencies;
- e. Review the quarterly, half year and annual financial statements before submission to the Board;
- f. Be responsible for coordinating, monitoring, and facilitating compliance with existing laws, rules, and regulations;

- g. Perform risk management oversight over the Corporation by evaluating the material risk exposures, the actions taken to reduce the risks, and by recommending further action or plans;
- h. Monitor related party transactions, make sure that the proper disclosures are made, and ensure that such transactions are subject to a periodic independent review or audit process;
- i. Exercise such powers and perform such duties and functions as may be assigned by the Board of Directors, as well as those required by law. (As amended on 13 February 2017)

Section 12. Corporate Governance Committee – The Corporate Governance Committee of the Board is tasked to assist the Board in the performance of its corporate governance responsibilities. It shall be composed of at least three (3) members who are independent directors, including the Chairman. An executive director may attend the committee meetings to serve as an adviser to the independent directors. (As amended on 13 February 2017)

Section 13. Nomination and Remuneration Committee – The Nomination and Remuneration Committee shall promulgate the guidelines for the nomination and screening of the regular and independent directors consistent with the current requirements of applicable laws or regulations. It shall also establish a formal and transparent procedure for developing a policy on executive remuneration and for fixing the remuneration packages of corporate officers and directors, It shall be composed of at least three (3) members, all of whom shall be directors, and at least one (1) of whom shall be an independent director, who shall be the Chairman. An executive director may be a member of the committee to serve as an adviser to the independent directors. (As amended on 13 February 2017)

Section 14. Other Committees – The Board of Directors may establish other board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities. (As amended on 13 February 2017)

ARTICLE IV
OFFICERS

Section 1. Election/Appointment – Immediately after their election, the Board of Directors shall formally organized by electing the Chairman, the President, one or more Vice-Presidents, 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 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 Corporate Secretary at the same time.

Section 2. Chairman of the Board – The Chairman of the Board of Directors shall preside the meetings of the Board of Directors and the stockholders. He shall also exercise the powers and perform the duties that all the Board of Directors may assign to him.

Section 3. President – The President, who shall be a director, shall have administration and direction of the day-to-day business affairs of the corporation. He shall exercise 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 and property of the corporation;
- d. To ensure that the administrative and operational policies of the corporation are carried out under his supervision and control;

- e. Subject to guideline prescribed by law, 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 prepare such statements and reports of the corporation as may be required of him by law;
- h. To represent the corporation at all functions and proceedings;
- i. 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; and
- l. 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 to his supervision and control. *(As amended on 09 December 2015)*

Section 4. The Vice-President(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 records and shall be the recorder of the corporation's formal actions and transactions. He shall have the following specific powers and duties:

- a. To record or see to the proper recording of the minutes and transactions of all meetings of the directors and stockholders and to maintain minute books of such meetings in the form or manner required by the law;
- b. To keep or cause to be kept record books showing the details required by the law with respect to the stock certificates of the corporation, including ledgers and stock 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 the By-Laws to be given;
- e. To certify to such corporate acts, countersign corporate documents or certificates, and make reports or statements required of him by law or by government rules and regulations;
- f. To act as inspector at the election of directors and, as such, to determine the number of shares outstanding and entitled to vote, the shares of stock stock represented at the meeting, the existence or 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 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; and
- 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:

- a. To keep full and accurate accounts of receipts and disbursements in the books of the corporation;
- b. To have custody, 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 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 the government rules and regulations and to submit the same to the proper government agencies; and
- 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 and 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 become 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 V

OFFICES

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 and shall certify the remuneration of the external auditor or auditors as determined by the Board of Directors.

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 and paid in cash, property or stock to all stockholders on the basis of the outstanding shares held by them, as often and at times as the Board of Directors may determine in accordance with law and applicable rules and regulations.

ARTICLE VII
AMENDMENTS

Section 1. This by-laws may be amended or repealed by the affirmative vote of at least a majority of the members of the Board of Directors and stockholders representing at least a majority of the outstanding capital stock at any stockholders' meeting called for the 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.

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 was adopted by all the stockholders of the corporation on 07 June 1995 at the principal office of the corporation.

IN WITNESS WHEREOF, we, the undersigned stockholders present at the meeting and voting thereat in favor of the adoption of said by-laws, have hereunto subscribed our names this 7th day of June 1995 at Makati, Metro Manila.

[signed]

MANNY C. TENG

[signed]

MAYLANI ELCANO

[signed]

MARY ANN M. ONGSITCO

[signed]

DAVE FLORO

[signed]

JOCELYN P. TAN