111272017005807

SECURITIES AND EXCHANGE COMMISSION

SECBuilding,EDSA,Greenhills,MandaluyongCity,MetroManila,Philippines
Tel:(632) 726-0931 to 39 Fax:(632) 725-5293 Email: mis@sec.gov.ph

Barcode Page

The following document has been received:

Receiving Officer/Encoder : Dennis B. Malazarte
Receiving Branch : SEC Head Office
Receipt Date and Time : November 27, 2017 04:11:47 PM
Received From : Head Office

Company Representative

Doc Source

Company Information

SEC Registration No.	A199813754
Company Name	PUREGOLD PRICE CLUB INC.
Industry Classification	
Company Type	Stock Corporation

Document Information

Document ID	111272017005807
Document Type	17-C (FORM 11-C:CURRENT DISCL/RPT)
Document Code	17-C
Period Covered	November 22, 2017
No. of Days Late	0
Department	CFD
Remarks	

PUREGOLD

November 27, 2017

Securities and Exchange Commission
G/F Secretariat Bldg., PICC Complex,
Roxas Blvd., Pasay City

Attention: **Director Vicente Graciano P. Felizmenio, Jr.**
Markets and Securities Regulation Division

Philippine Stock Exchange
3rd Floor, Philippine Stock Exchange
Ayala Triangle, Ayala Avenue,
Makati City

Attention: **Jose Valeriano B. Zuño III**
Head, Disclosure Department

Subject: **SEC Approval of Merger of PPCI, DCI, FLSTCI and GCI dated November 22, 2017.**

GENTLEMEN:

Please be informed of the approval by the Securities and Exchange Commission to the Application for Merger of Puregold Price Club, Inc., Daily Commodities, Inc., First Lane Super Traders Co., Inc. and Goldtempo Company Incorporated dated November 22, 2017.

Thank you.

Very truly yours,

ATTY. CANDY H. DACANAY-DATUON
Assistant Corporate Secretary

COVER SHEET

A 1 9 9 8 1 3 7 5 4

SEC Registration Number

PUREGOLD PRICE CLUB, INC.

(Company's Full Name)

NO. 900 ROMUALDEZ ST., PACO,
MANILA

(Business Address: No. Street City/Town/Province)

CANDY H. DACANAY-DATUON

(Contact Person)

(02) 523-3055

(Company Telephone Number)

1 2	3 1	SEC FORM 17-C	0 5	3 0
Month	Day	(Form Type)	Month	Day

(Secondary License Type, If Applicable)

Dept. Requiring this Doc

Amended Articles Number/Section

Total Amount of Borrowing

Total No. of Stockholders

Domestic

Foreign

SEC Personnel concerned

File Number

LCU

Document ID

Cashier

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES REGULATIONS CODE AND SRC RULE 17-2 (C) THEREUNDER

Date of Report	November 22, 2017
SEC Identification Number	A199813754
BIR Tax Identification Number	201-277-095
Name of Issuer as specified in its charter	Puregold Price Club, Inc.
Address of principal office and postal code	No. 900 Romualdez St., Paco, Manila 1007
Industry Classification Code	
Issuer's Telephone Number	(632) 523-3055
Former Name	Not Applicable
Securities registered pursuant to Section 8 and 12 of the SRC or Sections 4 and 8 of the RSA	Number of Common Shares – 2,765,381,406 Number of Treasury shares – 19,981,471 Debt – 5,232,500,000
Indicate the item number report therein	Other Matter/Event

Item No. 9 Other Events:

Please be informed of the approval by the Securities and Exchange Commission to the Application for Merger of Puregold Price Club, Inc., Daily Commodities, Inc., First Lane Super Traders Co., Inc. and Goldtempo Company Incorporated dated November 22, 2017.

Copy of the Certificate of Merger and the supporting documents are hereto attached for your reference.

SIGNATURE

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PUREGOLD PRICE CLUB, INC. November 22, 2017

ATTY. CANDY H. DACANAY-DATUON
Assistant Corporate Secretary

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

CERTIFICATE OF FILING OF THE ARTICLES AND PLAN OF MERGER

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the Plan and Articles of Merger executed by and among:

PUREGOLD PRICE CLUB INC.
(Surviving Corporation)

and

DAILY COMMODITIES, INC.
FIRST LANE SUPER TRADERS CO. INC.
GOLDTEMPO COMPANY INCORPORATED
doing business under the name and style of
BUDGETLANE; BUDGETLANE'S SUPERPALENGKE; BUDGETLANE SUPERMART; AND BUDGETLANE SULITMARKET
(Absorbed Corporation)

copy annexed, approved on March 31, 2017 and February 1, 2017 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 of constituent corporations on May 30, 2017 and February 28, 2017 signed by their President certified by their respective Corporate Secretary, whereby the entire assets and liabilities of the absorbed corporations will be transferred to and absorbed by **PUREGOLD PRICE CLUB INC.** was approved by this Office on this date pursuant to the provisions of Sections 76 to 80 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980, and attached to the other papers pertaining to said corporations subject to compliance with Republic Act 10667 or the Philippine Competition Act.

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 22nd day of November, Twenty Seventeen.

FERDINAND B. SALES
Director
Company Registration and Monitoring Department

COVER SHEET
for Applications at
COMPANY REGISTRATION AND MONITORING DEPARMENT

Nature of Application	SEC Registration Number
MERGER	A199813754

Former Company Name

P U R E G O L D   P R I C E   C L U B , I N C .

AMENDED TO:

New Company Name

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

9 0 0   R O M U A L D E Z   S T . , P A C O , M A N I L A

COMPANY INFORMATION

Company's Email Address	Company's Telephone Number/s	Company's Facsimile Number/s
	(02) 523-3055	

CONTACT PERSON INFORMATION

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

Name of Contact Person	Email Address	Telephone Number/s	Facsimile Number/s
Atty Candy H. Dacanay-Datuon	candy.dacanay@gmail.com	(02) 523-3055	

Contact Person's Address

No. 900 Romualdez St., Paco, Manila

To be accomplished by CRMD Personnel

Assigned Processor:	Date	Signature

Document I D

Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

- Corporate and Partnership Registration Division
- Green Lane Unit
- Financial Analysis and Audit Division
- Licensing Unit
- Compliance and Monitoring Division

PLAN OF MERGER

KNOW ALL MEN BY THESE PRESENTS:

This **PLAN OF MERGER** is executed by and between:

Puregold Price Club, Inc., a corporation organized and existing by virtue of the laws of the Philippines with principal place at No. 900 Romualdez St., Paco, Manila represented herein by its President, Mr. Ferdinand Vincent P. Co, and hereinafter referred to as "**Puregold**" or the Surviving Corporation;

Daily Commodities, Inc., a corporation organized and existing by virtue of the laws of the Philippines with principal place of business at Corner Zulueta and Melencio St., Cabanatuan City represented herein by its President, Mr. Antonio Delos Santos, and hereinafter referred to as "**Daily**" or the Absorbed Corporation;

First Lane Super Traders Co., Inc., a corporation organized and existing by virtue of the laws of the Philippines with principal place of business at Corner Zulueta and Melencio St., Cabanatuan City represented herein by its President, Mr. Antonio Delos Santos, and hereinafter referred to as "**First Lane**" or the Absorbed Corporation; and

Goldtempo Company, Incorporated doing business under the name and style of Budgetlane, Budgetlane's Superpalengke, Budgetlane Supermart and Budgetlane Sulitmarket, a corporation organized and existing by virtue of the laws of the Philippines with principal place of business at No. 900 Romualdez St., Paco, Manila represented herein by its President, Mr. Joseph U. Sy, and hereinafter referred to as "**Goldtempo**" or the Absorbed Corporation;

WITNESSETH: That—

Whereas, Puregold was incorporated on September 8, 1998 primarily to engage in the business of supermarket operations. Its present authorized capital stock of Three Billion Pesos (P3,000,000,000.00), Philippine currency, divided into Three Billion shares (3,000,000,000) with par value of One Peso (P1.00) per share; of which amount, Two Billion Seven Hundred Eighty Five Million Three Hundred Sixty Two Thousand Eight Hundred Seventy Seven shares (2,785,362,877) worth Two Billion Seven Hundred Eighty Five Million Three Hundred Sixty Two Thousand Eight Hundred Seventy Seven Pesos (P2,785,362,877.00) were subscribed and fully paid up.

Whereas, Daily was incorporated on June 15, 1990 primarily to engage in the business of supermarket operations, with an authorized capital stock of Five Million Pesos (P5,000,000.00), Philippine currency, divided into Fifty Thousand shares (50,000) shares with a par value of One Hundred Peso (P100.00) per share; of which amount, Fifty Thousand shares (50,000) shares worth Five Million Pesos (P5,000,000.00) were subscribed and fully paid up.

Whereas, First Lane was incorporated in June 21, 1994 primarily to engage in the business of supermarket operations, with an authorized capital stock of Ten Million Pesos (P10,000,000.00) divided into One Hundred Thousand (100,000) shares with par value of

One Hundred Pesos (P100.00) per share; of which amount One Hundred Thousand (100,000) shares worth Ten Million Pesos (P10,000,000.00) were subscribed and fully paid-up.

Whereas, Goldtempo was incorporated in June 19, 2014 primarily to engage in the business of supermarket operations, its present authorized capital stock is Two Hundred Fifty Million Pesos (P250,000,000.00) divided into Two Hundred Fifty Million (250,000,000) shares with par value of One Peso (P1.00) per share; of which amount, Two Hundred Fifty Million (250,000,000) shares worth Two Hundred Fifty Million Pesos (P250,000,000.00) were subscribed and fully paid-up.

NOW, THEREFORE, for and in consideration of the premises and of the mutual agreements, provisions, covenants and grants herein contained, Puregold and the Absorbed Corporations hereby adopt this Plan of Merger and submit the same to the Securities and Exchange Commission (SEC) for its approval in accordance with the Corporation Code of the Philippines, (the "Corporation Code") upon terms and conditions set forth in this Plan as follows:

ARTICLE I - The Merger

1.1 **Merger of the Absorbed Corporations with and unto Puregold.** In accordance with the provisions of this Plan of Merger and the Corporation Code of the Philippines, at the Effective Time, as defined in Article 1.5 hereof, the Absorbed Corporations shall be merged with and unto Puregold, which shall be the surviving corporation. After the Effective Time, Puregold shall continue to conduct its business under its existing name.

1.2 **Approvals.** Within fifteen (15) days from date of this Plan, or such longer period as the President of the Absorbed Corporations and the Chairman of the Board of Directors of Puregold shall agree in writing, the Plan shall be submitted for approval and adoption, pursuant to and in accordance with the Corporation Code, to the stockholders of Puregold and the Absorbed Corporations at a duly held stockholders' meeting. This plan shall be approved and adopted upon receiving the affirmative vote of the holders of at least two-thirds (2/3) of the outstanding capital stock of the Absorbed Corporations and the affirmative vote of at least two-thirds (2/3) of the outstanding capital stock of Puregold.

1.3 **Effects of Merger.** At the Effective Time:

(a) The existence of the Absorbed Corporations shall cease.

(b) Puregold shall continue to exist as a corporation organized and existing under the laws of the Philippines and shall be the surviving corporation.

(c) Puregold, as the surviving corporation, shall possess all the rights, privileges, immunities and powers, and shall be subject to all the duties and the liabilities of a corporation organized under the Corporation Code.

(d) Puregold shall thereupon and thereafter possess all the rights, privileges, immunities and franchises of the Absorbed Corporations and all property, real or personal, and all receivables due on whatever account, not otherwise determined as uncollectible, including subscriptions to shares and other chooses in action, and all and every other interest of, or belonging to, or due to the Absorbed Corporations as of December 31, 2016 up to the effective date shall be taken and deemed to be transferred to and vested in the surviving corporation without further act or deed.

(e) Puregold shall be responsible and liable for all the liabilities and obligations of the Absorbed Corporations as of December 31, 2016 up to the effective date in the same manner as if Puregold had itself incurred such liabilities and obligations and any pending claim, action or proceeding brought by or against Puregold as the case may be. The Absorbed Corporations undertake to fully disclose the details of each case mentioned above. Neither the rights of creditors nor any lien upon the property of the constituent corporations shall be impaired by such merger, and

(f) All existing employees of the Absorbed Corporations shall be separated from their respective corporations. Immediately thereafter, they will be hired by Puregold as new employees without prejudice to its right to exercise Article 283 of the Labor Code of the Philippines.

1.4 **Additional Actions.** If, at any time after the Effective Time, Puregold shall consider or be advised that any further assignment or assurances in law or any other acts are necessary or desirable, (a) to vest, perfect or confirm of record or otherwise, in Puregold, title to and possession of any property or rights of the Absorbed Corporations acquired or to be acquired by reason of, or in connection with, as a result of the Merger, or (b) otherwise to carry out the purposes of this Plan of Merger, the Absorbed Corporations and their officers and directors shall be deemed to have granted Puregold an irrevocable power of attorney to execute and deliver all such property, deeds, assignments and assurances in law, and to do all acts necessary or proper to vest, perfect, or confirm title to, and possession of such right or property in Puregold and to otherwise to carry out the purposes of this Plan and the proper officers and directors of Puregold are fully authorized in the name of the Absorbed Corporations or otherwise to take any and all such action.

1.5 **Effective Time/Date**. The Merger shall take effect upon approval and issuance of the Certificate of Merger by the Securities and Exchange Commission (SEC).

ARTICLE II - Terms of Merger

2.1 Puregold will issue a total of 14,551,209 common shares with par value of P14,551,209.00 and additional paid in capital of P552,945,942.00 to the stockholder of the Absorbed Corporations. (Please refer to "Annex A" for details).

2.2 That the stockholders of the Absorbed Corporations who are mere nominee directors of the Absorbed Corporations have waived their rights to receive Puregold shares in favor of the corporate stockholder.

2.3 The present outstanding capital stock of the Absorbed Corporations shall be retired and cancelled and all their assets and liabilities shall be absorbed by Puregold.

ARTICLE III - Articles of Incorporation & By-Laws of

3.1 **Articles of Incorporation.** The Articles of Incorporation of Puregold as the surviving corporation shall be the same as the present Articles of Incorporation of Puregold.

3.2 **By-Laws.** The By-Laws of Puregold as the surviving corporation, shall be the same as the By-Laws in effect immediately prior to the merger.

3.3 **Directors and Officers of Puregold.** The directors of Puregold as the surviving corporation, upon the merger becoming effective, shall be the same directors and officers of Puregold in office, immediately prior to the merger, and their respective terms of office shall not be changed by the merger.

If, on or after the Effective Time of the Merger, a vacancy shall for any reason exist in the Board of Directors of Puregold, or in any of its offices, such vacancy shall thereafter be filed in the manner provided in the By-Laws of Puregold.

ARTICLE IV – Conversion of Securities

4.1 **Puregold Common Stock**. Each share of Puregold common stock issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding without any change or alteration in ownership, voting powers or other rights, and the qualifications, limitations or restrictions thereof, as set forth in the Articles of Incorporation of Puregold. All new shares of Puregold issued in connection with this Plan of Merger shall rank in all respects, pari passu, with all the common stock of Puregold issued prior to the signing of this Plan of Merger.

4.2 **Capital Structure of the Surviving Corporation.** The capital structure of the surviving corporation, after the merger, is shown in Annex "A".

ARTICLE V - Shareholders' Approval

5.1 This Plan of Merger was submitted, approved and adopted by the shareholders of the Absorbed Corporations at a special meeting of such shareholders held on February 28, 2017 at their principal offices.

It will also be submitted for approval and adoption of the shareholders of Puregold at the annual meeting of the shareholders to be held on May 30, 2017 at the Acacia Hotel, Alabang, Muntinlupa City.

If at such meeting of the shareholders of the constituent corporations and at the said meeting of the shareholders of PPCI, at least two-thirds (2/3) of the outstanding capital stock of each corporation voted in favor of approving and adopting this Plan Merger, thereupon, the Supplemental Articles of Merger, as required by the Corporation Code, shall be executed by each of the constituent corporations, signed by their respective President or Vice-President, and certified by their respective Corporate Secretary or Assistant Corporate Secretary, setting forth:

- the Plan of Merger
- the number of shares outstanding
- the number of shares voting for and against the Plan, respectively

Upon the issuance of the Certificate of Merger by the Securities and Exchange Commission, the Merger shall be effective.

ARTICLE VI - Amendment and Termination

6.1 **Amendment.** This Plan of Merger may be amended by the vote of the majority of the respective Board of Directors of all the constituent corporations and ratified by the affirmative vote of stockholders representing at least two-thirds (2/3) of the outstanding capital stock. Such Plan, together with any amendment, shall be considered as the agreement of merger.

6.2 **Termination.** At anytime prior to the Effective Time, this Plan of Merger may be terminated and the merger abandoned by mutual agreement of the Board of Directors of the constituent corporations. If terminated, this Plan of Merger shall forthwith become wholly void and of no further force or effect.

ARTICLE VII - Representations and Warranties

The Parties hereto represent and warrant to each other as follows:

7.1 **Organizations.** That they are duly organized, validly existing and in good standing under the laws of the Philippines, and have the corporate power on their business as they are now being conducted or presently proposed to be conducted.

7.2 **Authority Relative to this Plan.** That they have the corporate powers to enter into this Plan of Merger and to carry out their obligations hereunder. The execution and delivery of this Plan and the consummation of the transactions contemplated hereby have been duly authorized by their respective Board of Directors, and except for the approval of their shareholders as set forth in Article V, no other corporate proceedings on their part are necessary to authorize this Plan and the transactions contemplated hereby. They are not subject to or obligated under (i) any charter, by-law, indenture or other loan document provision or (ii) any other contract, license, franchise, permit, order or decree, which would be breached or violated by executing and carrying out this Plan. Except as referred to herein or in connection or in compliance, with the provisions of the Corporation Code, no filing or registration with, or authorization, consent or approval of, any public body or authority is necessary for the consummation by them of this Plan of Merger, or the other transactions contemplated by this Plan.

7.3 The liabilities of the Absorbed Corporations and Puregold as disclosed to the constituent corporations are the only liabilities of each of the constituent corporations as of such date and that there are no other undisclosed liabilities that were incurred or accrued as of such date.

7.4 The receivables of the Absorbed Corporations and Puregold as disclosed to the constituent corporations are current and realizable of the constituent corporations.

ARTICLE VIII – Covenants

The Constituent Corporations hereto agree as follows:

8.1 **Reasonable Efforts.** Each of the parties will use its reasonable best efforts to take all action and do all things necessary, proper and advisable, in order to consummate and effective the transactions and covenants under this Plan of Merger.

8.2 **Regulatory Matters and Approval.** Each of the parties shall cooperate and use its reasonable best efforts to obtain all required authorizations and approval from the government and government agencies particularly, the Bureau of Internal Revenue (BIR) and the Securities and Exchange Commission (SEC).

8.3 **Statutory Requirements.** The parties shall comply with all of the requirements of the Corporation Code on merger particularly, Section 77 thereof on the submission of this Plan of Merger to the Board of Directors for approval by majority vote and for ratification by the stockholders representing at least 2/3 of the outstanding capital stock of the respective Parties.

Article IX - Miscellaneous

9.1 **Governing Law.** This Agreement of Merger shall be governed in all respects, including but not limited to, validity, effect and performance by the laws of the Republic of the Philippines.

9.2 All notices and communications required by this Plan shall be in writing and addressed to the parties hereof in their addresses first above given.

9.3 **Transition.** The failure or delay of the parties to insist in any or more instances upon a strict performance of any of the terms and conditions of this Agreement, or to exercise any right or remedy herein contained, shall not be deemed a relinquishment or waiver of any rights or remedies the parties may have, nor shall it be considered as a condonation of any subsequent breach or default of the terms and conditions of this Agreement. No waiver by either party shall be effective unless the same is made in writing and signed by the party concerned.

IN WITNESS WHEREOF, the duly authorized representatives of the constituent corporations have executed this Plan of Merger on this 17th day of April, 2017 in the City of Manila, Philippines.

Puregold Price Club, Inc.
Surviving Corporation

By:

Ferdinand Vincent P. Co
President

Daily Commodities, Inc.
First Lane Super Traders Co., Inc.
Absorbed Corporations

By:

Antonio Delos Santos II
President

Goldtempo Company Incorporated
Absorbed Corporation

By:

Joseph U. Sy
President

Attested by:

BABY GERLIE SACRO
Corporate Secretary
Puregold Price Club, Inc.
Goldtempo Company, Incorporated

EVELYN B. BINANITAN
Corporate Secretary
First Lane Super Traders Co., Inc.
Daily Commodities, Inc.

Signed in the presence of:

PUREGOLD PRICE CLUB, INC.
MERGER WITH DAILY COMMODITIES, INC., FIRST LANE SUPER TRADERS CO., INC. AND GOLDTEMPO COMPANY INCORPORATED

A. Computation of Net Asset Value of Constituent Corporations

	PPCI	DAILY COMMODITIES	FIRST LANE	GOLDTEMPO
Total Assets	54,363,652,948.00	302,411,340.00	543,004,546.00	1,724,412,770.00
Less: Total Liabilities	17,156,466,583.00	222,225,890.00	404,191,451.00	1,375,914,164.00
Net Asset (NA)	**37,207,186,365.00**	**80,185,450.00**	**138,813,095.00**	**348,498,606.00**
FV of PPCI as of December 29, 2016*	**39.00**	**39.00**	**39.00**	**39.00**
Shares to be issued to absorbed**		**2,056,037.1795**	**3,559,310.1282**	**8,935,861.6923**
Total Shares at par			14,551,209	
APIC		78,129,412.8205	135,253,784.8718	339,562,744.3077

B. Distributions of Shares to the stockholders

Stockholders	Nationality	Before Merger	Number of Shares to be Distributed	After Merger
Cosco Capital, Inc.	Filipino	1,410,867,188		1,410,867,188
PCD Nominee Corp.	Non-Filipino	629,868,068		629,868,068
PCD Nominee Corp.	Filipino	272,171,814		272,171,814
Lucio L. Co	Filipino	210,849,122		210,849,122
Susan P. Co	Filipino	178,242,585		178,242,585
Ferdinand Vincent P. Co	Filipino	26,709,460		26,709,460
Pamela Justine P. Co	Filipino	26,709,460		26,709,460
Camille Clarisse P. Co	Filipino	8,155,288		8,155,288
Katrina Marie P. Co	Filipino	1,000,026		1,000,026
Leonardo B. Dayao &/or Marcosa B. Dayao	Filipino	739,925		739,925
Edwin U. Lim	Filipino	25,000		25,000
Gurpreet Singh Grewal	Indian	11,700		11,700
Terence Rey H. Lim or Emelia S. Cudiamat	Filipino	10,000		10,000
Alvin S. Ison &/or Maria Lea S. Ison	Filipino	3,900		3,900
Mary Rose M. Ong	Filipino	3,000		3,000
Alvin S. Ison &/or Maria Lea S. Ison	Filipino	2,900		2,900
David L. Kho	Filipino	2,000		2,000
Henry C. Ong ITF Enrico Luis M. Ong	Filipino	2,000		2,000
Pacifico B. Tacub	Filipino	1,600		1,600
Antonio B. Ramos	Filipino	1,000		1,000
Others		5,370		5,370
Entenso Equities Incorporated	Filipino		14,551,209	14,551,209
Puregold Price Club, Inc. (Treasury Shares)	Filipino	19,981,471		19,981,471
Total		**2,785,362,877**		2,799,914,086

** The issue value is the prevailing stock market value of PPCI as of December 29, 2016*

*** The sum up of all the fractional shares which is equivalent to 1 share will be issued to Entenso Equities Incorporated*

Certified

Candy [illegible]
Assistant Corporate Secretary

SUBSCRIBED AND SWORN TO BEFORE ME, this 16 day of October 2017, in the City of Manila affiant exhibiting to me her SSS ID with No. 33-9160454-9 issued by the Social Security System which bears her photograph and signature.

Doc. No. [illegible]
Page No. 97
Book No. VII
Series of 2017.

CAROLINE G. EXCONDE
NOTARY PUBLIC FOR THE CITY OF MANILA
APPOINTMENT NO. 2016-068
UNTIL DECEMBER 31, 2017
PTR NO. 5993454 MANILA 01-03-17
IBP NO. 1062578/2-2-17/PPLM
MCLE COMPLIANCE NO. V-0014291/02-16-2016
ROLL NO. 55392/05-02-08

SUPPLEMENTAL ARTICLES OF MERGER OF DAILY COMMODITIES, INC., FIRST LANE SUPER TRADERS CO., INC., AND GOLDTEMPO COMPANY INCORPORATED WITH AND UNTO PUREGOLD PRICE CLUB, INC.

Know All Men By These Presents:

Pursuant to the provisions of Section 78 of the Corporation Code of the Philippines (hereinafter referred to as the "Corporation Code"), the undersigned corporation have each adopted and hereby execute the foregoing Supplemental Articles of Merger to supplement the Articles of Merger which was executed on April 27, 2017.

Article I – The Plan of Merger which is hereto attached as "Annex A" was approved by the affirmative vote of the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Absorbed Companies, Daily Commodities, Inc., First Lane Super Traders Co., Inc., and Goldtempo Company Incorporated at separate meetings duly held and called for the purpose on February 28, 2017, in the manner prescribed by Sections 76 and 77 the Corporation Code;

Article II – The Plan of Merger was also approved by the affirmative vote of the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of Puregold Price Club, Inc., at its annual meeting held on May 30, 2017 at the Acacia Hotel, Alabang Muntinlupa City;

Article III – The total number of outstanding shares of each of the constituent corporations are:

Puregold Price Club, Inc.	-	2,765,381,406 shares
Daily Commodities, Inc.	-	50,000 shares
First Lane Super Traders Co., Inc.	-	100,000 shares
Goldtempo Company, Incorporated	-	250,000,000 shares

Number of outstanding shares voting for the merger:

Puregold Price Club, Inc.	-	2,327,997,449 shares
Daily Commodities, Inc.	-	50,000 shares
First Lane Super Traders Co., Inc.	-	100,000 shares
Goldtempo Company, Incorporated	-	250,000,000 shares

IN WITNESS WHEREOF, the duly authorized representatives of its constituent corporations have executed this Supplemental Articles of Merger this 6th day of Sept 2017 in the City of Manila, Philippines.

Puregold Price Club, Inc.
Surviving Corporation

By:

Ferdinand Vincent P. Co
President

Daily Commodities, Inc.
First Lane Super Traders Co., Inc.
Absorbed Corporations

By:

Antonio Delos Santos II
President

Goldtempo Company Incorporated
Absorbed Corporation

By:

Joseph U. Sy
President

Attested by:

BABY GERLIE SACRO
Corporate Secretary
Puregold Price Club, Inc.
Goldtempo Company, Incorporated

EVELYN B. BINANITAN
Corporate Secretary
Daily Commodities, Inc.
First Lane Super Traders Co., Inc.

Signed in the presence of:

ACKNOWLEDGMENT

Republic of the Philippines)
City of Manila) S.S.
x------------------------------x

Before me, a Notary Public in and for the City of Manila, Philippines SEP 06 2017 day of 2017 personally appeared:

Name	Competent Proof of Identity
Ferdinand Vincent P. Co	TIN No. 208-381-185
Antonio Delos Santos II	TIN No. 145-318-604
Joseph U. Sy	TIN No. 101-042-063
Baby Gerlie I. Sacro	TIN No. 201-538-302
Evelyn B. Binanitan	TIN No. 115-678-710

known to me to be the same persons who executed the foregoing Articles of Merger and they acknowledged to me that the same is their free and voluntary act and deed and of the corporations they represent.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal, on the date and at the place first written above.

Doc. No. 337
Page No. 69
Book No. VIII
Series of 2017.

EMMA RHEA B. SADURAL-CAPISTRANO
Notary Public for the City of Manila
Commission No. 2017-081 until Dec. 31, 2018
Roll No. 55724
IBP Lifetime Member No. 07476
PTR No. 5993491/01-03-17/Manila
MCLE No. V-0013976/02-12-2016
No. 900 Romualdez St., Paco, Manila

**ARTICLES OF MERGER OF
DAILY COMMODITIES, INC., FIRST LANE SUPER TRADERS CO., INC.
AND GOLDTEMPO COMPANY INCORPORATED WITH AND UNTO
PUREGOLD PRICE CLUB, INC.**

Know All Men By These Presents:

Pursuant to the provisions of Article 78 of the Corporation Code of the Philippines (hereinafter referred to as the "Corporation Code"), the undersigned corporations have each adopted and hereby execute the following Articles of Merger for the purpose of merging Daily Commodities, Inc., First Lane Super Traders Co., Inc. and Goldtempo Company Incorporated with and unto Puregold Price Club, Inc. (the "Constituent Corporations").

I. **Plan and Agreement of Merger.** The Plan of Merger (the "Plan") which is reproduced hereunder, was approved by at least a majority of each of the Board of Directors of the Daily Commodities, Inc., First Lane Super Traders Co., Inc. and Goldtempo Company Incorporated on February 1, 2017, and of Puregold Price Club, Inc. on March 31, 2017, and by the affirmative vote of the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of Daily Commodities, Inc., First Lane Super Traders Co., Inc. and Goldtempo Company Incorporated at separate meetings duly called for the purpose on February 28, 2017, in accordance with and in the manner prescribed under Section 76 of the Corporation Code:

PLAN OF MERGER

KNOW ALL MEN BY THESE PRESENTS:

This **PLAN OF MERGER** is executed by and between:

Puregold Price Club, Inc., a corporation organized and existing by virtue of the laws of the Philippines with principal place at No. 900 Romualdez St., Paco, Manila represented herein by its President, Mr. Ferdinand Vincent P. Co, and hereinafter referred to as "**Puregold**" or the Surviving Corporation;

Daily Commodities, Inc., a corporation organized and existing by virtue of the laws of the Philippines with principal place of business at Corner Zulueta and Melencio St., Cabanatuan City represented herein by its President, Mr. Antonio Delos Santos, and hereinafter referred to as "**Daily**" or the Absorbed Corporation;

First Lane Super Traders Co., Inc., a corporation organized and existing by virtue of the laws of the Philippines with principal place of business at Corner Zulueta and Melencio St., Cabanatuan City represented herein by its President, Mr. Antonio Delos Santos, and hereinafter referred to as "**First Lane**" or the Absorbed Corporation; and

Goldtempo Company, Incorporated doing business under the name and style of Budgetlane, Budgetlane's Superpalengke, Budgetlane Supermart and Budgetlane Sulitmarket, a corporation organized and existing by virtue of the laws of the Philippines with principal place of business at No. 900 Romualdez St., Paco, Manila represented herein by its President, Mr. Joseph U. Sy, and hereinafter referred to as "**Goldtempo**" or the Absorbed Corporation;

WITNESSETH: That—

Whereas, Puregold was incorporated on September 8, 1998 primarily to engage in the business of supermarket operations. Its present authorized capital stock of Three Billion Pesos (P3,000,000,000.00), Philippine currency, divided into Three Billion shares (3,000,000,000) with par value of One Peso (P1.00) per share; of which amount, Two Billion Seven Hundred Eighty Five Million Three Hundred Sixty Two Thousand Eight Hundred Seventy Seven shares (2,785,362,877) worth Two Billion Seven Hundred Eighty Five Million Three Hundred Sixty Two Thousand Eight Hundred Seventy Seven Pesos (P2,785,362,877.00) were subscribed and fully paid up.

Whereas, Daily was incorporated on June 15, 1990 primarily to engage in the business of supermarket operations, with an authorized capital stock of Five Million Pesos (P5,000,000.00), Philippine currency, divided into Fifty Thousand shares (50,000) shares with a par value of One Hundred Peso (P100.00) per share; of which amount, Fifty Thousand shares (50,000) shares worth Five Million Pesos (P5,000,000.00) were subscribed and fully paid up.

Whereas, First Lane was incorporated in June 21, 1994 primarily to engage in the business of supermarket operations, with an authorized capital stock of Ten Million Pesos (P10,000,000.00) divided into One Hundred Thousand (100,000) shares with par value of One Hundred Pesos (P100.00) per share; of which amount One Hundred Thousand (100,000) shares worth Ten Million Pesos (P10,000,000.00) were subscribed and fully paid-up.

Whereas, Goldtempo was incorporated in June 19, 2014 primarily to engage in the business of supermarket operations, its present authorized capital stock is Two Hundred Fifty Million Pesos (P250,000,000.00) divided into Two Hundred Fifty Million (250,000,000) shares with par value of One Peso (P1.00) per share; of which amount, Two Hundred Fifty Million (250,000,000) shares worth Two Hundred Fifty Million Pesos (P250,000,000.00) were subscribed and fully paid-up.

NOW, THEREFORE, for and in consideration of the premises and of the mutual agreements, provisions, covenants and grants herein contained, Puregold and the Absorbed Corporations hereby adopt this Plan of Merger and submit the same to the Securities and Exchange Commission (SEC) for its approval in accordance with the Corporation Code of the Philippines, (the "Corporation Code") upon terms and conditions set forth in this Plan as follows:

ARTICLE I - The Merger

1.1 **Merger of the Absorbed Corporations with and unto Puregold.** In accordance with the provisions of this Plan of Merger and the Corporation Code of the Philippines, at the Effective Time, as defined in Article 1.5 hereof, the Absorbed Corporations shall be merged with and unto Puregold, which shall be the surviving corporation. After the Effective Time, Puregold shall continue to conduct its business under its existing name.

1.2 **Approvals.** Within fifteen (15) days from date of this Plan, or such longer period as the President of the Absorbed Corporations and the accordance with the Corporation Code, to the stockholders of Puregold and the Absorbed Corporations at a duly held stockholders' meeting. This plan shall be approved and adopted upon receiving the affirmative vote of the holders of at least two-thirds (2/3) of the outstanding capital stock of the Absorbed Corporations and the affirmative vote of at least two-thirds (2/3) of the outstanding capital stock of Puregold.

1.3 **Effects of Merger.** At the Effective Time:

(a) The existence of the Absorbed Corporations shall cease.

(b) Puregold shall continue to exist as a corporation organized and existing under the laws of the Philippines and shall be the surviving corporation.

(c) Puregold, as the surviving corporation, shall possess all the rights, privileges, immunities and powers, and shall be subject to all the duties and the liabilities of a corporation organized under the Corporation Code.

(d) Puregold shall thereupon and thereafter possess all the rights, privileges, immunities and franchises of the Absorbed Corporations and all property, real or personal, and all receivables due on whatever account, not otherwise determined as uncollectible, including subscriptions to shares and other chooses in action, and all and every other interest of, or belonging to, or due to the Absorbed Corporations as of December 31, 2016 up to the effective date shall be taken and deemed to be transferred to and vested in the surviving corporation without further act or deed.

(e) Puregold shall be responsible and liable for all the liabilities and obligations of the Absorbed Corporations as of December 31, 2016 up to the effective date in the same manner as if Puregold had itself incurred such liabilities and obligations and any pending claim, action or proceeding brought by or against Puregold as the case may be. The Absorbed Corporations undertake to fully disclose the details of each case mentioned above. Neither the rights of creditors nor any lien upon the property of the constituent corporations shall be impaired by such merger, and

(f) All existing employees of the Absorbed Corporations shall be separated from their respective corporations. Immediately thereafter, they will be hired by Puregold as new employees without prejudice to its right to exercise Article 283 of the Labor Code of the Philippines.

1.4 **Additional Actions.** If, at any time after the Effective Time, Puregold shall consider or be advised that any further assignment or assurances in law or any other acts are necessary or desirable, (a) to vest, perfect or confirm of record or otherwise, in Puregold, title to and possession of any property or rights of the Absorbed Corporations acquired or to be acquired by reason of, or in connection with, as a result of the Merger, or (b) otherwise to carry out the purposes of this Plan of Merger, the Absorbed Corporations and their officers and directors shall be deemed to have granted Puregold an irrevocable power of attorney to execute and deliver all such property, deeds, assignments and assurances in law, and to do all acts necessary or proper to vest, perfect, or confirm title to, and possession of such right or property in Puregold and to otherwise to carry out the purposes of this Plan and the proper officers and directors of Puregold are fully authorized in the name of the Absorbed Corporations or otherwise to take any and all such action.

1.5 **Effective Time/Date**. The Merger shall take effect upon approval and issuance of the Certificate of Merger by the Securities and Exchange Commission (SEC).

ARTICLE II - Terms of Merger

2.1 Puregold will issue a total of 14,551,209 common shares with par value of P14,551,209.00 and additional paid in capital of P552,945,942.00 to the stockholder of the Absorbed Corporations. (Please refer to "Annex A" for details).

2.2 That the stockholders of the Absorbed Corporations who are mere nominee directors of the Absorbed Corporations have waived their rights to receive Puregold shares in favor of the corporate stockholder.

2.3 The present outstanding capital stock of the Absorbed Corporations shall be retired and cancelled and all their assets and liabilities shall be absorbed by Puregold.

ARTICLE III - Articles of Incorporation & By-Laws of

3.1 **Articles of Incorporation.** The Articles of Incorporation of Puregold as the surviving corporation shall be the same as the present Articles of Incorporation of Puregold.

3.2 **By-Laws.** The By-Laws of Puregold as the surviving corporation, shall be the same as the By-Laws in effect immediately prior to the merger.

3.3 **Directors and Officers of Puregold.** The directors of Puregold as the surviving corporation, upon the merger becoming effective, shall be the same directors and officers of Puregold in office, immediately prior to the merger, and their respective terms of office shall not be changed by the merger.

If, on or after the Effective Time of the Merger, a vacancy shall for any reason exist in the Board of Directors of Puregold, or in any of its offices, such vacancy shall thereafter be filed in the manner provided in the By-Laws of Puregold.

ARTICLE IV – Conversion of Securities

4.1 **Puregold Common Stock**. Each share of Puregold common stock issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding without any change or alteration in ownership, voting powers or other rights, and the qualifications, limitations or restrictions thereof, as set forth in the Articles of Incorporation of Puregold. All new shares of Puregold issued in connection with this Plan of Merger shall rank in all respects, pari passu, with all the common stock of Puregold issued prior to the signing of this Plan of Merger.

shall rank in all respects, pari passu, with all the common stock of Puregold issued prior to the signing of this Plan of Merger.

4.2 **Capital Structure of the Surviving Corporation.** The capital structure of the surviving corporation, after the merger, is shown in Annex "A".

ARTICLE V - Shareholders' Approval

5.1 This Plan of Merger was submitted, approved and adopted by the shareholders of the Absorbed Corporations at a special meeting of such shareholders held on February 28, 2017 at their principal offices.

It will also be submitted for approval and adoption of the shareholders of Puregold at the annual meeting of the shareholders to be held on May 30, 2017 at the Acacia Hotel, Alabang, Muntinlupa City.

If at such meeting of the shareholders of the constituent corporations and at the said meeting of the shareholders of PPCI, at least two-thirds (2/3) of the outstanding capital stock of each corporation voted in favor of approving and adopting this Plan Merger, thereupon, the Supplemental Articles of Merger, as required by the Corporation Code, shall be executed by each of the constituent corporations, signed by their respective President or Vice-President, and certified by their respective Corporate Secretary or Assistant Corporate Secretary, setting forth:

- the Plan of Merger
- the number of shares outstanding
- the number of shares voting for and against the Plan, respectively

Upon the issuance of the Certificate of Merger by the Securities and Exchange Commission, the Merger shall be effective.

ARTICLE VI - Amendment and Termination

6.1 **Amendment.** This Plan of Merger may be amended by the vote of the majority of the respective Board of Directors of all the constituent corporations and ratified by the affirmative vote of stockholders representing at least two-thirds (2/3) of the outstanding capital stock. Such Plan, together with any amendment, shall be considered as the agreement of merger.

6.2 **Termination.** At anytime prior to the Effective Time, this Plan of Merger may be terminated and the merger abandoned by mutual agreement of the Board of Directors of the constituent corporations. If terminated, this Plan of Merger shall forthwith become wholly void and of no further force or effect.

ARTICLE VII - Representations and Warranties

The Parties hereto represent and warrant to each other as follows:

7.1 **Organizations.** That they are duly organized, validly existing and in good standing under the laws of the Philippines, and have the

7.2 **Authority Relative to this Plan.** That they have the corporate powers to enter into this Plan of Merger and to carry out their obligations hereunder. The execution and delivery of this Plan and the consummation of the transactions contemplated hereby have been duly authorized by their respective Board of Directors, and except for the approval of their shareholders as set forth in Article V, no other corporate proceedings on their part are necessary to authorize this Plan and the transactions contemplated hereby. They are not subject to or obligated under (i) any charter, by-law, indenture or other loan document provision or (ii) any other contract, license, franchise, permit, order or decree, which would be breached or violated by executing and carrying out this Plan. Except as referred to herein or in connection or in compliance, with the provisions of the Corporation Code, no filing or registration with, or authorization, consent or approval of, any public body or authority is necessary for the consummation by them of this Plan of Merger, or the other transactions contemplated by this Plan.

7.3 The liabilities of the Absorbed Corporations and Puregold as disclosed to the constituent corporations are the only liabilities of each of the constituent corporations as of such date and that there are no other undisclosed liabilities that were incurred or accrued as of such date.

7.4 The receivables of the Absorbed Corporations and Puregold as disclosed to the constituent corporations are current and realizable of the constituent corporations.

ARTICLE VIII – Covenants

The Constituent Corporations hereto agree as follows:

8.1 **Reasonable Efforts**. Each of the parties will use its reasonable best efforts to take all action and do all things necessary, proper and advisable, in order to consummate and effective the transactions and covenants under this Plan of Merger.

8.2 **Regulatory Matters and Approval**. Each of the parties shall cooperate and use its reasonable best efforts to obtain all required authorizations and approval from the government and government agencies particularly, the Bureau of Internal Revenue (BIR) and the Securities and Exchange Commission (SEC).

8.3 **Statutory Requirements**. The parties shall comply with all of the requirements of the Corporation Code on merger particularly, Section 77 thereof on the submission of this Plan of Merger to the Board of Directors for approval by majority vote and for ratification by the stockholders representing at least 2/3 of the outstanding capital stock of the respective Parties.

Article IX - Miscellaneous

9.1 **Governing Law.** This Agreement of Merger shall be governed in all respects, including but not limited to, validity, effect and performance by the laws of the Republic of the Philippines.

9.2 All notices and communications required by this Plan shall be in writing and addressed to the parties hereof in their addresses first above given.

9.3 **Transition.** The failure or delay of the parties to insist in any or more instances upon a strict performance of any of the terms and conditions of this Agreement, or to exercise any right or remedy herein contained, shall not be deemed a relinquishment or waiver of any rights or remedies the parties may have, nor shall it be considered as a condonation of any subsequent breach or default of the terms and conditions of this Agreement. No waiver by either party shall be effective unless the same is made in writing and signed by the party concerned.

II. Total Number of Shares Outstanding

1. The total number of shares outstanding of each of the constituent corporations are:

Constituent Corporations	No. of Shares Outstanding
1. Puregold Price Club, Inc.	2,765,381,406
2. Daily Commodities, Inc.	50,000
3. First Lane Super Traders Co., Inc.	100,000
4. Goldtempo Company, Incorporated	250,000,000

2. All outstanding shares of the Absorbed Corporations voted in favor of the merger in a special stockholders' meeting duly called for the said purpose.

3. The merger will be subject to stockholders' approval of Puregold in their annual meeting to be held on May 30, 2017.

4. None of the outstanding shares of the Absorbed Corporations voted against the Plan of Merger.

IN WITNESS WHEREOF, the duly authorized representatives of its constituent corporations have executed this Plan of Merger this ____ day of APR 2 7 2017 in the City of Manila, Philippines.

Puregold Price Club, Inc.
Surviving Corporation

By:

Ferdinand Vincent P. Co
President

Daily Commodities, Inc.
First Lane Super Traders Co., Inc.
Absorbed Corporations

By:

Antonio Delos Santos II
President

Goldtempo Company Incorporated
Absorbed Corporation

By:

Joseph U. Sy
President

Attested by:

BABY GERLIE SACRO
Corporate Secretary
Puregold Price Club, Inc.
Goldtempo Company, Incorporated

EVELYN B. BINANITAN
Corporate Secretary
Daily Commodities, Inc.
First Lane Super Traders Co., Inc.

Signed in the presence of:

____________________ ____________________

ACKNOWLEDGMENT

Republic of the Philippines)
City of Manila) S.S.
x-------------------------------x

Before me, a Notary Public in and for the City of Manila, Philippines this ____ day of APR 2017 personally appeared:

Name	Competent Proof of Identity
Ferdinand Vincent P. Co	TIN No. 208-381-185
Antonio Delos Santos II	TIN No. 145-318-604
Joseph U. Sy	TIN No. 101-042-063
Baby Gerlie I. Sacro	TIN No. 201-538-302
Evelyn B. Binanitan	TIN No. 115-678-710

known to me to be the same persons who executed the foregoing Articles of Merger and they acknowledged to me that the same is their free and voluntary act and deed and of the corporations they represent.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal, on the date and at the place first written above.

Doc. No. 298
Page No. 01
Book No. VI
Series of 2017.

CAROLINE G. EXCONDE
NOTARY PUBLIC FOR THE CITY OF MANILA
APPOINTMENT NO. 2016-068
UNTIL DECEMBER 31, 2017
PTR NO. 5993434 MANILA 01-03-17
IBP NO. 1062578/2-2-17/PPLM
MCLE COMPLIANCE NO. V-0014291/02-16-2016
ROLL NO. 55392/05-02-08
NO. 900 ROMUALDEZ ST., PACO, MANILA 1007

ANNEX "A"

PUREGOLD PRICE CLUB, INC.
MERGER WITH DAILY COMMODITIES, INC., FIRST LANE SUPER TRADERS CO., INC. AND GOLDTEMPO COMPANY INCORPORATED

A. Computation of Net Asset Value of Constituent Corporations

	PPCI	DAILY COMMODITIES	FIRST LANE	GOLDTEMPO
Total Assets	54,363,652,948.00	302,411,340.00	543,004,546.00	1,724,412,770.00
Less: Total Liabilities	17,156,466,583.00	222,225,890.00	404,191,451.00	1,375,914,164.00
Net Asset (NA)	**37,207,186,365.00**	**80,185,450.00**	**138,813,095.00**	**348,498,606.00**
FV of PPCI as of December 29, 2016*	**39.00**	**39.00**	**39.00**	**39.00**
Shares to be issued to absorbed**		**2,056,037.1795**	**3,559,310.1282**	**8,935,861.6923**
Total Shares at par			**14,551,209**	
APIC		**78,129,412.8205**	**135,253,784.8718**	**339,562,744.3077**

B. Distributions of Shares to the stockholders

Stockholders	Nationality	Before Merger	Number of Shares to be Distributed	After Merger
Cosco Capital, Inc.	Filipino	1,410,867,188		1,410,867,188
PCD Nominee Corp.	Non-Filipino	629,868,068		629,868,068
PCD Nominee Corp.	Filipino	272,171,814		272,171,814
Lucio L. Co	Filipino	210,849,122		210,849,122
Susan P. Co	Filipino	178,242,585		178,242,585
Ferdinand Vincent P. Co	Filipino	26,709,460		26,709,460
Pamela Justine P. Co	Filipino	26,709,460		26,709,460
Camille Clarisse P. Co	Filipino	8,155,288		8,155,288
Katrina Marie P. Co	Filipino	1,000,026		1,000,026
Leonardo B. Dayao &/or Marcosa B. Dayao	Filipino	739,925		739,925
Edwin U. Lim	Filipino	25,000		25,000
Gurpreet Singh Grewal	Indian	11,700		11,700
Terence Rey H. Lim or Emelia S. Cudiamat	Filipino	10,000		10,000
Alvin S. Ison &/or Maria Lea S. Ison	Filipino	3,900		3,900
Mary Rose M. Ong	Filipino	3,000		3,000
Alvin S. Ison &/or Maria Lea S. Ison	Filipino	2,900		2,900
David L. Kho	Filipino	2,000		2,000
Henry C. Ong ITF Enrico Luis M. Ong	Filipino	2,000		2,000
Pacifico B. Tacub	Filipino	1,600		1,600
Antonio B. Ramos	Filipino	1,000		1,000
Others		5,370		5,370
Entenso Equities Incorporated	Filipino		14,551,209	14,551,209
Puregold Price Club, Inc. (Treasury Shares)	Filipino	19,981,471		19,981,471
Total		**2,785,362,877**		**2,799,914,086**

**** The issue value is the prevailing stock market value of PPCI as of December 29, 2016***

***** The sum up of all the fractional shares which is equivalent to 1 share will be issued to Entenso Equities Incorporated***

Certified Correct:

Candy H. Dacanay-Datuon
Assistant Corporate Secretary

SUBSCRIBED AND SWORN TO BEFORE ME, this OCT 16 2017 day of October 2017, in the City of Manila affiant exhibiting to me her SSS ID with No. 33-9160454-9 issued by the Social Security System which bears her photograph and signature.

Doc. No. 183
Page No. 97
Book No.
Series of 2017.

CAROLINE G. EXCONDE
NOTARY PUBLIC FOR THE CITY OF MANILA
APPOINTMENT NO. 2016-068
UNTIL DECEMBER 31, 2017
PTR NO. 5993454 MANILA 01-03-17
IBP NO. 1062578/2-2-17/PPLM
MCLE COMPLIANCE NO. V-0014291/02-16-2016
ROLL NO. 55392/05-02-08

PUREGOLD

CERTIFICATION

I, **TEODORO A. POLINGA**, of legal age, Filipino, with office address at No. 900 Romualdez St., Paco, Manila, after being sworn in accordance with the law, hereby depose and say:

1. That I was the duly appointed Comptroller of **PUREGOLD PRICE CLUB, INC.** (the "Company");

2. That at the regular meeting of the Board of Directors and Stocholders of the Corporation held on May 5, 2017 and May 30, 2017, respectively, majority of the Directors and Stockholders representating more than 2/3 of the outstanding capital stock of the corporation present therein constituting a quorum, a resolution was passed approving the merging of Four (4) Companies namely, **GOLDTEMPO COMPANY INCORPORATED**, **DAILY COMMODITIES, INC.**, **FIRST LANE SUPER TRADERS CO., INC.** and **PUREGOLD PRICE CLUB, INC.**, the latter being the surviving Corporation, under the laws of the Philippines; and,

3. That the Company has already informed all its creditors regarding the above-mentioned merger with December 31, 2016 cut-off date.

4. That this certification is being executed in compliance with the requisites of the Securities and Exchange Commission and for whatever legal purpose it may serve.

IN WITNESS WHEREOF, I have hereunto set my hand this OCT 17 2017 day of October 2017 at the City of Manila.

TEODORO A. POLINGA
Comptroller

SUBSCRIBED AND SWORN TO before me this OCT 17 2017 day of October 2017, at the City of Manila, affiant exhibiting to me his TIN ID with No 102-093-393 issued by Bureau of Internal Revenue.

Doc. No. 43,
Page No. 10;
Book No. VIII;
Series of 2017.

EMMA RHEA B. SADURAL-CAPISTRANO
Notary Public for the City of Manila
Commission No. 2017-081 until Dec. 31, 2018
Roll No. 55724
IBP Lifetime Member No. 07476
PTR No. 5993491/01-03-17/Manila
MCLE No. V-0013976/02-12-2016
No. 900 Romualdez St., Paco, Manila

Certification

I, Antonio Delos Santos II, Filipino, of legal age, with office at No. 900 Romualdez St., Paco, Manila, under oath, depose and state:

1. I am the President of Daily Commodities, Inc. (the "Corporation")

2. That at the regular meeting of the Board of Directors and Stockholders of the corporation held on February 1, 2017 and February 28, 2017, respectively, majority of the Directors and Stockholders representing more than 2/3 of the outstanding capital stock of the corporation present therein constituting a quorum, a resolution was passed approving the merging of the corporation with Puregold Price Club, Inc., the latter being the surviving Corporation.

3. That the Company had already informed all its creditors regarding the abovementioned merger with December 31, 2016 cut-off date.

4. That this certification is being executed in compliance with the requisites of the Securities and Exchange Commission.

In witness whereof, I have hereunto affixed my hand this ____ day of APR 2 7 2017 2017 in Manila, Philippines.

Antonio Delos Santos II
President
Daily Commodities, Inc.

SUBSCRIBED AND SWORN to before me this APR 2 7 2017 day of ____ 2017 in the Manila, Philippines, affiant exhibiting to me his SSS ID with No. 33-1646960-4.

Doc. No. 306
Page No. 03
Book No. VI
Series of 2017.

CAROLINE G. EXCONDE
NOTARY PUBLIC FOR THE CITY OF MANILA
APPOINTMENT NO. 2016-068
UNTIL DECEMBER 31, 2017
PTR NO. 5993454 MANILA 01-03-17
IBP NO. 1062578/2-2-17/PPLM
MCLE COMPLIANCE NO. V-0014291/02-16-2016
ROLL NO. 55392/05-02-08
NO. 900 ROMUALDEZ ST., PACO, MANILA 1007

Certification

I, Antonio Delos Santos II, Filipino, of legal age, with office at No. 900 Romualdez St., Paco, Manila, under oath, depose and state:

1. I am the President of First Lane Super Traders Co, Inc. (the "Corporation").

2. That at the regular meeting of the Board of Directors and Stockholders of the corporation held on February 1, 2017 and February 28, 2017, respectively, majority of the Directors and Stockholders representing more than 2/3 of the outstanding capital stock of the corporation present therein constituting a quorum, a resolution was passed approving the merging of the corporation with Puregold Price Club, Inc., the latter being the surviving Corporation.

3. That the Company had already informed all its creditors regarding the abovementioned merger with December 31, 2016 cut-off date.

4. That this certification is being executed in compliance with the requisites of the Securities and Exchange Commission.

In witness whereof, I have hereunto affixed my hand this APR 27 2017 day of 2017 in Manila, Philippines.

Antonio Delos Santos II
President
First Lane Super Traders Co, Inc.

SUBSCRIBED AND SWORN to before me this ______ day of APR 27 2017 2017 in the Manila, Philippines, affiant exhibiting to me his SSS ID with No. 34-1046960-4.

Doc. No. 303
Page No. 62
Book No. VI
Series of 2017.

CAROLINE G. EXCONDE
NOTARY PUBLIC FOR THE CITY OF MANILA
APPOINTMENT NO. 2016-068
UNTIL DECEMBER 31, 2017
PTR NO. 5993454 MANILA 01-03-17
IBP NO. 1062578/2-2-17/PPLM
MCLE COMPLIANCE NO. V-0014291/02-16-2016
ROLL NO. 55392/05-02-08
NO. 900 ROMUALDEZ ST., PACO, MANILA 1007

Certification

I, JOSEPH U. SY, Filipino, of legal age, with office at No. 900 Romualdez St., Paco, Manila, under oath, depose and state:

1. I am the President of Goldtempo Company, Inc. doing business under the name and style of Budgetlane, Budgetlane's Superpalengke, Budgetlane Supermart and Budgetlane Sulitmarket (the "Corporation").

2. That at the regular meeting of the Board of Directors and Stockholders of the corporation held on February 1, 2017 and February 28, 2017, respectively, majority of the Directors and Stockholders representing more than 2/3 of the outstanding capital stock of the corporation present therein constituting a quorum, a resolution was passed approving the merging of the corporation with Puregold Price Club, Inc., the latter being the surviving Corporation.

3. That the Company had already informed all its creditors regarding the abovementioned merger with December 31, 2016 cut-off date.

4. That this certification is being executed in compliance with the requisites of the Securities and Exchange Commission.

In witness whereof, I have hereunto affixed my hand this APR 27 2017 day of ______ 2017 in Manila, Philippines.

JOSEPH U. SY
President
Goldtempo Company, Inc.

SUBSCRIBED AND SWORN to before me this ______ day APR 27 2017 2017 in the Manila, Philippines, affiant exhibiting to me his SSS ID with No. 03-7692658-8.

Doc. No. 304
Page No. 62
Book No. VI
Series of 2017.

CAROLINE G. EXCONDE
NOTARY PUBLIC FOR THE CITY OF MANILA
APPOINTMENT NO. 2016-068
UNTIL DECEMBER 31, 2017
PTR NO. 599[illegible]54 MANILA 01-03-17
IBP NO. 1062578/2-2-17/PPLM
MCLE COMPLIANCE NO. V-0014291/02-16-2016
ROLL NO. 55392/05-02-08
NO. 900 ROMUALDEZ ST., PACO, MANILA 1007

Secretary's Certificate

I, BABY GERLIE I. SACRO, Filipino, of legal age, am the Corporate Secretary of Puregold Price Club, Inc. (the "Corporation") do hereby depose and state:

1. That the Corporation is a corporation duly organized and existing under the laws of the Republic of the Philippines with office at No. 900 Romualdez St., Paco, Manila.

2. That at the regular meeting of the Directors held on March 31, 2017 and stockholders meeting of the Corporation held on May 30, 2017, respectively, majority of the Directors and Stockholders representing more than 2/3 of the outstanding capital stock of the Corporation present therein, constituting a quorum, approved merging the Corporation with Daily Commodities, Inc., First Lane Super Traders Co., Inc., and Goldtempo Company Inc. ("Absorbed Entities"), the Corporation being the surviving Corporation.

3. That this Certification is being executed in compliance with the requisites of the Securities and Exchange Commission and for whatever legal purpose it may serve.

In witness whereof, I have hereunto set my hand JUL 14 2017 day of July 2017 in the City of Manila, Philippines.

BABY GERLIE I. SACRO
Corporate Secretary

Subscribed and sworn to before me JUL 14 2017 day of July 2017 in the City of Manila, affiant exhibiting to me her Social Security System ID No. 33-5424755-8.

Doc. No. 460
Page No. 94
Book No. VI
Series of 2017.

EMMA RHEA B. SADURAL-CAPISTRANO
Notary Public for the City of Manila
Commission No. 2017-081 until Dec. 31, 2018
Roll No. 55724
IBP Lifetime Member No. 07476
PTR No. 5993491/01-03-17/Manila
MCLE No. V-0013976/02-12-2016
No. 900 Romualdez St., Paco, Manila

Secretary's Certificate

I, Evelyn B. Binanitan, Filipino, of legal age, am the Corporate Secretary of Daily Commodities, Inc. (the "Corporation") do hereby depose and state:

1. That the Corporation is a corporation duly organized and existing under the laws of the Republic of the Philippines with office at Corner Zulueta and Melencio St., Cabanatuan City.

2. That at the regular meeting of the Directors held on February 1, 2017 and stockholders meeting of the Corporation held on February 28, 2017, respectively, majority of the Directors and Stockholders representing more than 2/3 of the outstanding capital stock of the Corporation present therein, constituting a quorum, approved merging the Corporation and Puregold Price Club, Inc., the latter being the surviving Corporation.

3. That this Certification is being executed in compliance with the requisites of the Securities and Exchange Commission and for whatever legal purpose it may serve.

In witness whereof, I have hereunto set my hand this ___ day of APR 27 2017 2017 in the City of Manila, Philippines.

Evelyn B. Binanitan
Corporate Secretary

Subscribed and sworn to before me this ___ day of APR 27 2017 2017 in the City of Manila, affiant exhibiting to me her Social Security System ID No. 02-0939045-6.

Doc. No. 302
Page No. 62
Book No. VI
Series of 2017.

CAROLINE G. EXCONDE
NOTARY PUBLIC FOR THE CITY OF MANILA
APPOINTMENT NO. 2016-068
UNTIL DECEMBER 31, 2017
PTR NO. 5993454 MANILA 01-03-17
IBP NO. 1062578/2-2-17/PPLM
MCLE COMPLIANCE NO. V-0014291/02-16-2016
ROLL NO. 55392/05-02-08
NO. 900 ROMUALDEZ ST., PACO, MANILA 1007

Secretary's Certificate

I, Evelyn B. Binanitan, Filipino, of legal age, am the Corporate Secretary of First Lane Super Traders Co., Inc. (the "Corporation") do hereby depose and state:

1. That the Corporation is a corporation duly organized and existing under the laws of the Republic of the Philippines with office at Corner Zulueta and Melencio St., Cabanatuan City.

2. That at the regular meeting of the Directors held on February 1, 2017 and stockholders meeting of the Corporation held on February 28, 2017, respectively, majority of the Directors and Stockholders representing more than 2/3 of the outstanding capital stock of the Corporation present therein, constituting a quorum, approved merging the Corporation and Puregold Price Club, Inc., the latter being the surviving Corporation.

3. That this Certification is being executed in compliance with the requisites of the Securities and Exchange Commission and for whatever legal purpose it may serve.

In witness whereof, I have hereunto set my hand this ____ day of APR 27 2017 2017 in the City of Manila, Philippines.

Evelyn B. Binanitan
Corporate Secretary

Subscribed and sworn to before me this ____ day of APR 27 2017 2017 in the City of Manila, affiant exhibiting to me her Social Security System ID No. 02-0939045-6.

Doc. No. 300
Page No. 61
Book No. VI
Series of 2017.

CAROLINE G. EXCONDE
NOTARY PUBLIC FOR THE CITY OF MANILA
APPOINTMENT NO. 2016-068
UNTIL DECEMBER 31, 2017
PTR NO. 599[illegible]4 MANILA 01-03-17
IBP NO. 10[illegible]2578/2-2-17/PPLM
MCLE COMPLIANCE NO. V-0014291/02-16-2016
ROLL NO. 55392/05-02-08
NO. 900 ROMUALDEZ ST., PACO, MANILA 1007

Secretary's Certificate

I, BABY GERLIE I. SACRO, Filipino, of legal age, am the Corporate Secretary of Goldtempo Company Incorporated (the "Corporation") doing business under the name and style of Budgetlane, Budgetlane's Superpalengke, Budgetlane Supermart and Budgetlane Sulitmarket, do hereby depose and state:

1. That the Corporation is a corporation duly organized and existing under the laws of the Republic of the Philippines with office at No. 900 Romualdez St., Paco, Manila.

2. That at the regular meeting of the Directors held on February 1, 2017 and stockholders meeting of the Corporation held on February 28, 2017, respectively, majority of the Directors and Stockholders representing more than 2/3 of the outstanding capital stock of the Corporation present therein, constituting a quorum, approved merging the Corporation and Puregold Price Club, Inc., the latter being the surviving Corporation.

3. That this Certification is being executed in compliance with the requisites of the Securities and Exchange Commission and for whatever legal purpose it may serve.

In witness whereof, I have hereunto set my hand this ____ day of APR 27 2017 2017 in the City of Manila, Philippines.

BABY GERLIE I. SACRO
Corporate Secretary

Subscribed and sworn to before me this ____ day of APR 27 2017 2017 in the City of Manila, affiant exhibiting to me her Social Security System ID No. 33-5424755-8.

Doc. No. 308
Page No. [illegible]
Book No. VI
Series of 2017.

CAROLINE G. EXCONDE
NOTARY PUBLIC FOR THE CITY OF MANILA
APPOINTMENT NO. 2016-068
UNTIL DECEMBER 31, 2017
PTR NO. 5993454 MANILA 01-03-17
IBP NO. 1062578/2-2-17/PPLM
MCLE COMPLIANCE NO. V-0014291/02-16-2016
ROLL NO. 55392/05-02-08
NO. 900 ROMUALDEZ ST., PACO, MANILA 1007

Secretary's Certificate

I, Baby Gerlie Sacro, of legal age, with office address at No. 900 Romualdez St., Paco, Manila, being duly sworn, depose and state that:

1. I am the duly elected and qualified Corporate Secretary of Puregold Price Club, Inc., a corporation duly organized and existing under and by virtue of the Republic of the Philippines, with principal office at No. 900 Romualdez St., Paco, Manila.

2. To the best of my knowledge, no action or proceeding has been filed or is pending in any Court involving an intra-corporate dispute and/or claim by any person or group against the Board of Directors, individual directors and/or major corporate officers of the Corporation as its duly elected and/or appointed directors or officers or vice versa.

Manila City, ___ day of APR 27 2017 2017

Baby Gerlie Sacro
Corporate Secretary

SUBSCRIBED AND SWORN TO before me on this ___ day of APR 27 2017 2017 in the City of Manila, Philippines, affiant exhibiting to me her SSS ID with No. 33-5424755-8.

Doc. No. 305
Page No. 62
Book No. VI
Series of 2017.

CAROLINE G. EXCONDE
NOTARY PUBLIC FOR THE CITY OF MANILA
APPOINTMENT NO. 2016-068
UNTIL DECEMBER 31, 2017
PTR NO. 5993454 MANILA 01-03-17
IBP NO. 1062578/2-2-17/PPLM
MCLE COMPLIANCE NO. V-0014291/02-16-2016
ROLL NO. 55392/05-02-08
NO. 900 ROMUALDEZ ST., PACO, MANILA 1007

Secretary's Certificate

I, Evelyn B. Binanitan, of legal age, with office address at No. 900 Romualdez St., Paco, Manila, being duly sworn, depose and state that:

1. I am the duly elected and qualified Corporate Secretary of Daily Commodities, Inc., a corporation duly organized and existing under and by virtue of the Republic of the Philippines, with principal office at No. Corner Zulueta and Melencio St., Cabanatuan City.

2. To the best of my knowledge, no action or proceeding has been filed or is pending in any Court involving an intra-corporate dispute and/or claim by any person or group against the Board of Directors, individual directors and/or major corporate officers of the Corporation as its duly elected and/or appointed directors or officers or vice versa.

Manila City, ___ day of APR 27 2017 2017.

Evelyn B. Binanitan
Corporate Secretary

SUBSCRIBED AND SWORN TO before me on this ___ day of APR 27 2017 2017 in the City of Manila, Philippines, affiant exhibiting to me her SSS ID with No. 02-0939045-6.

Doc. No. 199
Page No. 61
Book No. VI
Series of 2017.

CAROLINE G. EXCONDE
NOTARY PUBLIC FOR THE CITY OF MANILA
APPOINTMENT NO. 2016-068
UNTIL DECEMBER 31, 2017
PTR NO. 5993454 MANILA 01-03-17
IBP NO. 1062578/2-2-17/PPLM
MCLE COMPLIANCE NO. V-0014291/02-16-2016
ROLL NO. 55392/05-02-08
NO. 900 ROMUALDEZ ST., PACO, MANILA 1007

Secretary's Certificate

I, Evelyn B. Binanitan, of legal age, with office address at No. 900 Romualdez St., Paco, Manila, being duly sworn, depose and state that:

1. I am the duly elected and qualified Corporate Secretary of First Lane Super Traders Co., Inc., a corporation duly organized and existing under and by virtue of the Republic of the Philippines, with principal office at No. Corner Zulueta and Melencio St., Cabanatuan City.

2. To the best of my knowledge, no action or proceeding has been filed or is pending in any Court involving an intra-corporate dispute and/or claim by any person or group against the Board of Directors, individual directors and/or major corporate officers of the Corporation as its duly elected and/or appointed directors or officers or vice versa.

Manila City, __ day of APR 27 2017 2017.

Evelyn B. Binanitan
Corporate Secretary

SUBSCRIBED AND SWORN TO before me on this __ day of APR 27 2017 2017 in the City of Manila, Philippines, affiant exhibiting to me her SSS ID with No. 02-0939045-6.

Doc. No. 301
Page No. 62
Book No. VI
Series of 2017.

CAROLINE G. EXCONDE
NOTARY PUBLIC FOR THE CITY OF MANILA
APPOINTMENT NO. 2016-068
UNTIL DECEMBER 31, 2017
PTR NO. 5993439 MANILA 01-03-17
IBP NO. 1062578/2-2-17/PPLM
MCLE COMPLIANCE NO. V-0014291/02-16-2016
ROLL NO. 55392/05-02-08
NO. 900 ROMUALDEZ ST., PACO, MANILA 1007

Secretary's Certificate

I, Baby Gerlie Sacro, of legal age, with office address at No. 900 Romualdez St., Paco, Manila, being duly sworn, depose and state that:

1. I am the duly elected and qualified Corporate Secretary of Goldtempo Company, Inc., a corporation duly organized and existing under and by virtue of the Republic of the Philippines, with principal office at No. 900 Romualdez St., Paco, Manila.

2. To the best of my knowledge, no action or proceeding has been filed or is pending in any Court involving an intra-corporate dispute and/or claim by any person or group against the Board of Directors, individual directors and/or major corporate officers of the Corporation as its duly elected and/or appointed directors or officers or vice versa.

Manila City, day of APR 27 2017 2017.

Baby Gerlie Sacro
Corporate Secretary

SUBSCRIBED AND SWORN TO before me on this APR 27 2017 day of 2017 in the City of Manila, Philippines, affiant exhibiting to me her SSS ID with No. 33-5424755-8.

Doc. No. 309
Page No. 02
Book No. VI
Series of 2017.

CAROLINE G. EXCONDE
NOTARY PUBLIC FOR THE CITY OF MANILA
APPOINTMENT NO. 2016-068
UNTIL DECEMBER 31, 2017
PTR NO. 5993454 MANILA 01-03-17
IBP NO. 1062578/2-2-17/PPLM
MCLE COMPLIANCE NO. V-0014291/02-16-2016
ROLL NO. 55392/05-02-08
NO. 900 ROMUALDEZ ST., PACO, MANILA 1007

DAILY COMMODITIES, INC.
Corner Zulueta and Melencio St., Cabanatuan City

List of Stockholders as of February 28, 2017

No.	Stockholders	Nationality	Par Value	Subscribed		Paid-Up
				No. of Shares	Amount	
1	Entenso Equities Incorporated	Filipino	100.00	49,995	4,999,500.00	4,999,500.00
2	Ferdinand Vincent P. Co	Filipino	100.00	1	100.00	100.00
3	Antonio Delos Santos II	Filipino	100.00	1	100.00	100.00
4	Sherwin C. Hau	Filipino	100.00	1	100.00	100.00
5	Joseph U. SY	Filipino	100.00	1	100.00	100.00
6	Evelyn B. Binanitan	Filipino	100.00	1	100.00	100.00
TOTAL				50,000	5,000,000.00	5,000,000.00

Certified Correct:

CANDY H. DACANAY-DATUON
Assistant Corporate Secretary

JUL 1 4 2017

SUBSCRIBED AND SWORN TO BEFORE ME, this ____ day of July 2017, in the City of Manila affiant exhibiting to me her SSS ID with No. 33-9160454-9 issued by the Social Security System which bears her photograph and signature.

Doc. No. 461;
Page No. 95;
Book No. VI;
Series of 2017.

EMMA RHEA B. SADURAL-CAPISTRANO
Notary Public for the City of Manila
Commission No. 2017-081 until Dec. 31, 2018
Roll No. 55724
IBP Lifetime Member No. 07476
PTR No. 5993491/01-03-17/Manila
MCLE No. V-0013976/02-12-2016
No. 900 Romualdez St., Paco, Manila

FIRST LANE SUPER TRADERS CO., INC.
Corner Zulueta and Melencio St., Cabanatuan City

List of Stockholders as of February 28, 2017

No.	Stockholders	Nationality	Par Value	Subscribed		Paid-Up
				No. of Shares	Amount	
1	Entenso Equities Incorporated	Filipino	100.00	99,995	9,999,500.00	9,999,500.00
2	Ferdinand Vincent P. Co	Filipino	100.00	1	100.00	100.00
3	Antonio Delos Santos II	Filipino	100.00	1	100.00	100.00
4	Sherwin C. Hau	Filipino	100.00	1	100.00	100.00
5	Joseph U. SY	Filipino	100.00	1	100.00	100.00
6	Evelyn B. Binanitan	Filipino	100.00	1	100.00	100.00
TOTAL				100,000	10,000,000.00	10,000,000.00

Certified Correct:

CANDY [illegible] CANAY-DATUON
Assistant Corporate Secretary

SUBSCRIBED AND SWORN TO BEFORE ME, this JUL 14 2017 day of July 2017, in the City of Manila affiant exhibiting to me her SSS ID with No. 33-9160454-9 issued by the Social Security System which bears her photograph and signature.

Doc. No. 462 ;
Page No. 95 ;
Book No. VI ,
Series of 2017

EMMA RHEA B. SADURAL-CAPISTRANO
Notary Public for the City of Manila
Commission No. 2017-081 until Dec. 31, 2018
Roll No. 55724
IBP Lifetime Member No. 07476
PTR No. 5993491/01-03-17/Manila
MCLE No. V-0013976/02-12-2016
No. 900 Romualdez St., Paco, Manila

GOLDTEMPO COMPANY INCORPORATED
No. 900 Romualdez Street, Paco, Manila

List of Stockholders as of February 28, 2017

No.	Stockholders	Nationality	Par Value	Subscribed		Paid-Up
				No. of Shares	Amount	
1	Entenso Equities Incorporated	Filipino	1.00	249,999,500	249,999,500.00	249,999,500.00
2	Antonio Delos Santos II	Filipino	1.00	100	100.00	100.00
3	Joseph U. SY	Filipino	1.00	100	100.00	100.00
4	Sherwin C. Hau	Filipino	1.00	100	100.00	100.00
5	Edison Anggala	Filipino	1.00	100	100.00	100.00
6	Robert Kelvin Kuan	Filipino	1.00	100	100.00	100.00
TOTAL				250,000,000	250,000,000.00	250,000,000.00

Certified Correct:

CANDY H. BACANAY-DATUON
Assistant Corporate Secretary

SUBSCRIBED AND SWORN TO BEFORE ME, this JUL 1 4 2017 day of July 2017, in the City of Manila affiant exhibiting to me her SSS ID with No. 33-9160454-9 issued by the Social Security System which bears her photograph and signature.

Doc. No. 463;
Page No. 94;
Book No. VI;
Series of 2017.

[illegible]MA RHEA B. SADIRAL-CAPISTRANO
Notary Public for the City of Manila
Commission No. 2017-081 until Dec. 31, 2018
Roll No. 55724
IBP Lifetime Member No. 07476
PTR No. 5993491/01-03-17/Manila
MCLE No. V-0013976/02-12-2016
No. 900 Romualdez St., Paco, Manila