



111272017005807

**SECURITIES AND EXCHANGE COMMISSION**

SEC Building, EDSA, Greenhills, Mandaluyong City, Metro Manila, Philippines  
Tel: (632) 726-0931 to 39 Fax: (632) 725-5293 Email: mis@sec.gov.ph

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Company Information

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

**Document Information**

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Remarks



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  
3<sup>rd</sup> 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.**

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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. BACANAY-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

Month

Day

SEC FORM 17-C

(Form Type)

0 5 3 0

Month

Day

(Secondary License Type, If Applicable)

Dept. Requiring this Doc

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowing

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<br>Number of Treasury shares – 19,981,471<br>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 F. 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 )

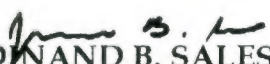
*and*

**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 22<sup>nd</sup> day of November, Twenty Seventeen.



  
**FERDINAND B. SALES**  
Director

Company Registration and Monitoring Department

# COVER SHEET

## for Applications at

### COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

**MERGER**

SEC Registration Number

**A 1 9 9 8 1 3 7 5 4**

Former Company Name

**PUREGOLD PRICE CLUB, INC.**

AMENDED TO:

New Company Name

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

**900 ROMUALDEZ ST., PACO, MANILA**

#### 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 ID

Received by Corporate Filing and Records Division (CFRD)

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Corporate and Partnership Registration Division

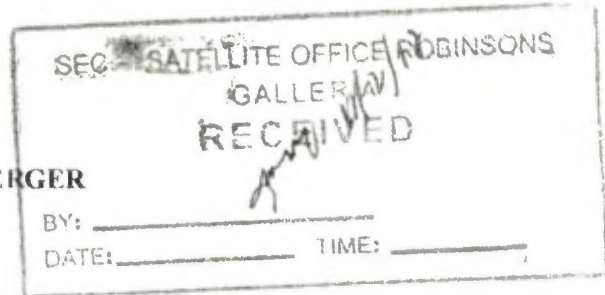
Green Lane Unit

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 filled 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 with 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**

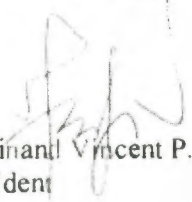
**9.1 Governing Law.** This Agreement of Merger shall be governed in all respects, including but not limited to, validity, effect and performance by the laws of the Republic of the Philippines.

**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.

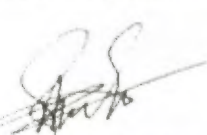
IN WITNESS WHEREOF, the duly authorized representatives of the constituent corporations have executed this Plan of Merger on this 27<sup>th</sup> day of April, 2017 in the City of Manila, Philippines.

**Puregold Price Club, Inc.**  
Surviving Corporation

By: 

Ferdinand Vincent P. Co  
President

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

By: 

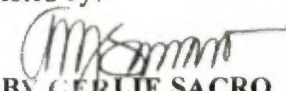
Antonio Delos Santos II  
President

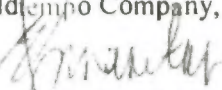
**Goldtempo Company Incorporated**  
Absorbed Corporation

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<br>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        |
| <b>Net Asset (NA)</b>                      | <b>37,207,186,365.00</b> | <b>80,185,450.00</b>   | <b>138,813,095.00</b>   | <b>348,498,606.00</b>   |
| <b>FV of PPCI as of December 29, 2016*</b> | <b>39.00</b>             | <b>39.00</b>           | <b>39.00</b>            | <b>39.00</b>            |
| <b>Shares to be issued to absorbed**</b>   |                          | <b>2,056,037.1795</b>  | <b>3,559,310.1282</b>   | <b>8,935,861.6923</b>   |
| <b>Total Shares at par</b>                 |                          |                        | <b>14,551,209</b>       |                         |
| <b>APIC</b>                                |                          | <b>78,129,412.8205</b> | <b>135,253,784.8718</b> | <b>339,562,744.3077</b> |

**B. Distributions of Shares to the stockholders**

| Stockholders                                | Nationality  | Before Merger        | Number of Shares<br>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           |
| <b>Total</b>                                |              | <b>2,785,362,877</b> |                                       | <b>2,799,914,086</b> |

\* 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 L. Exconde  
Assistant Secretary

SUBSCRIBED AND SWORN TO BEFORE ME, this 16 day of October 2017, in the City of Manila and 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. 97  
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 INTO  
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:

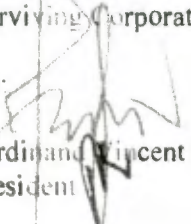
|                                    |   |                      |
|------------------------------------|---|----------------------|
| Puregold Price Club, Inc.          | - | 2,765,381,406 shares |
| Daily Commodities, Inc.            | - | 50,000 shares        |
| First Lane Super Traders Co., Inc. | - | 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   |

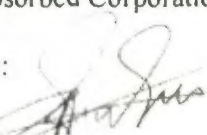
IN WITNESS WHEREOF, the duly authorized representatives of its constituent corporations have executed this Supplemental Articles of Merger this 14th day of Sept 2017 in the City of Manila, Philippines.

**Puregold Price Club, Inc.**  
Surviving Corporation

By: 

Ferdinand Vincent P. Co  
President

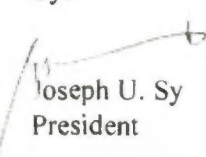
**Daily Commodities, Inc.**  
**First Lane Super Traders Co., Inc.**  
Absorbed Corporations

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

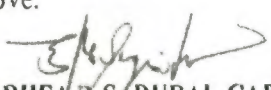
Before me, a Notary Public in and for the City of Manila, Philippines, **SEP 06 2017**  
of 2017 personally appeared:

| 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.

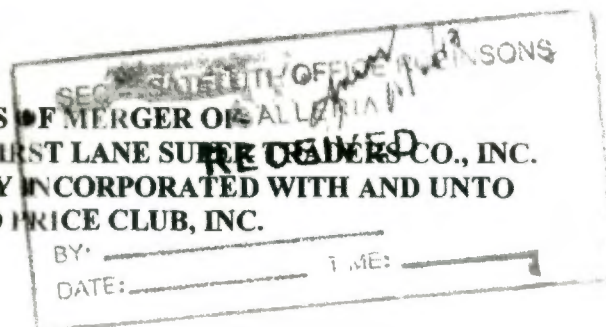
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Page No. 69  
Book No. 111  
Series of 2017.

  
**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 ALLIANCE  
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 filled 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               |

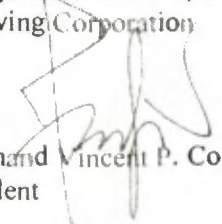
2. All outstanding shares of the Absorbed Corporations voted in favor of the merger in a special stockholders' meeting duly called for the said purpose.

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 27 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: 

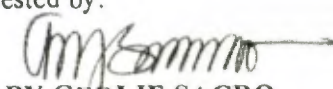
Antonio Delos Santos II  
President

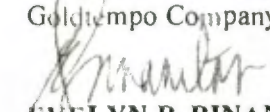
**Goldtempo Company Incorporated**  
Absorbed Corporation

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 27 2017 personally appeared:

Name  
Ferdinand Vincent P. Co  
Antonio Delos Santos II  
Joseph U. Sy  
Baby Gerlie I. Sacro  
Evelyn B. Binanitan

Competent Proof of Identity  
TIN No. 208-381-185  
TIN No. 145-318-604  
TIN No. 101-042-063  
TIN No. 201-538-302  
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. 108  
Page No. 01  
Book No. 01  
Series of 2017.

CAROLINE G. EXCONDE  
NOTARY PUBLIC FOR THE CITY OF MANILA  
APPOINTMENT NO. 2016-068  
UNTIL DECEMBER 31, 2017  
PTR NO. 5993-04 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

**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<br>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        |
| <b>Net Asset (NA)</b>                      | <b>37,207,186,365.00</b> | <b>80,185,450.00</b>   | <b>138,813,095.00</b>   | <b>348,498,606.00</b>   |
| <b>FV of PPCI as of December 29, 2016*</b> | <b>39.00</b>             | <b>39.00</b>           | <b>39.00</b>            | <b>39.00</b>            |
| <b>Shares to be issued to absorbed**</b>   |                          | <b>2,056,037.1795</b>  | <b>3,559,310.1282</b>   | <b>8,935,861.6923</b>   |
| <b>Total Shares at par</b>                 |                          |                        | <b>14,551,209</b>       |                         |
| <b>APIC</b>                                |                          | <b>78,129,412.8205</b> | <b>135,253,784.8718</b> | <b>339,562,744.3077</b> |

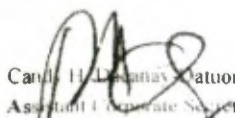
**B. Distributions of Shares to the stockholders**

| 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           |
| <b>Total</b>                                |              | <b>2,785,362,877</b> |                                    | <b>2,799,914,086</b> |

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

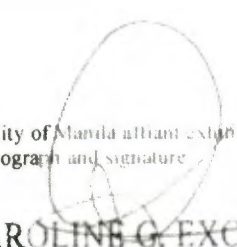
\*\* The sum up of all the fractional shares which is equivalent to 1 share will be issued to Entenso Equities Incorporated

Certified Correct:

  
Caroline G. Exconde  
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. 183  
Page No. 47  
Book No. 22  
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

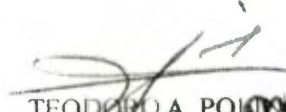


### CERTIFICATION

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:

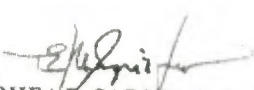
1. That I was the duly appointed Comptroller of **PUREGOLD PRICE CLUB, INC.** (the "Company");
2. That at the regular meeting of the Board of Directors and Stocholders of the Corporation held on May 5, 2017 and May 30, 2017, respectively, majority of the Directors and Stockholders representating more 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 Oct 17 2017 day of October 2017 at the City of Manila.

  
TEODORO A. POLINGA  
Comptroller

**SUBSCRIBED AND SWORN TO** before me 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.

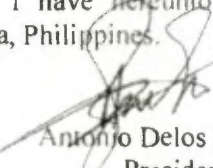
  
**EMMA RHEA B. SADRIAL-CAPISTRANO**  
Notary Public for the City of Manila  
Commission No. 2017-081 until Dec. 31, 2018  
Roll No. 55724  
IBP Lifetime Member No. 07476  
PTR No. 5993491/01-03-17/Manila  
MCLE No. V-0013976/02-12-2016  
No. 900 Romualdez St., Paco, Manila

### Certification

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

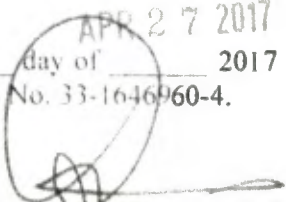
1. I am the President of Daily Commodities, Inc. (the "Corporation")
2. That at the regular meeting of the Board of Directors and Stockholders of the corporation held on February 1, 2017 and February 28, 2017, respectively, majority of the Directors and Stockholders representing more than 2/3 of the 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 APR 3 2017 day of 2017 in Manila, Philippines.

  
Antonio Delos Santos II  
President  
Daily Commodities, Inc.

SUBSCRIBED AND SWORN to before me this APR 27 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. 01  
Series of 2017.

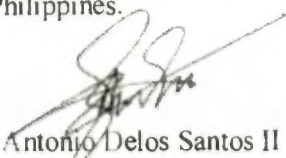
  
CAROLINE G. EXCONDE  
NOTARY PUBLIC FOR THE CITY OF MANILA  
APPOINTMENT NO. 2016-068  
UNTIL DECEMBER 31, 2017  
PTR NO. 5993454 MANILA 01-03-17  
IBP NO. 1062578/2-2-17/PPLM  
MCLE COMPLIANCE NO. V-0014291/02-16-2016  
ROLL NO. 55392/05-02-08  
NO. 900 ROMUALDEZ ST., PACO, MANILA 1007

### 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.

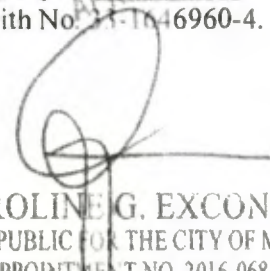
In witness whereof, I have hereunto affixed my hand this 27 day of APR 2017 in Manila, Philippines.

  
Antonio Delos Santos II  
President

First Lane Super Traders Co, Inc.

SUBSCRIBED AND SWORN to before me this 27 day of APR 2017 in the Manila, Philippines, affiant exhibiting to me his SSS ID with No. 11-1646960-4.

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

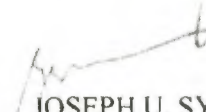
  
**CAROLINE G. EXCONDE**  
NOTARY PUBLIC FOR THE CITY OF MANILA  
APPOINTMENT NO. 2016-068  
UNTIL DECEMBER 31, 2017  
PTR NO. 5993454 MANILA 01-03-17  
IBP NO. 1062578/2-2-17/PPLM  
MCLE COMPLIANCE NO. V-0014291/02-16-2016  
ROLL NO. 55392/05-02-08  
NO. 900 ROMUALDEZ ST., PACO, MANILA 1007

### Certification

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

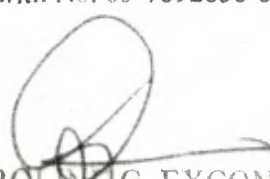
1. I am the President of Goldtempo Company, Inc. doing business under the name and style of Budgetlane, Budgetlane's Superpalengke, Budgetlane Supermart and Budgetlane Sulitmarket (the "Corporation").
2. That at the regular meeting of the Board of Directors and Stockholders of the corporation held on 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 27 day of APR 2017 in Manila, Philippines.

  
JOSEPH U. SY  
President  
Goldtempo Company, Inc.

SUBSCRIBED AND SWORN to before me this 27 day of APR 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. 599-54 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

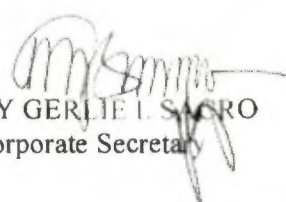
I, BABY GERLIE I. SACRO, Filipino, of legal age, am the Corporate Secretary of Puregold Price Club, Inc. (the "Corporation") do hereby depose and state:

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.

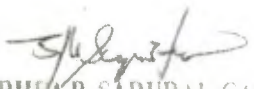
3. That this Certification is being executed in compliance with the requisites of the Securities and Exchange Commission and for whatever legal purpose it may serve.

In witness whereof, I have hereunto set my hand this 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 this 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

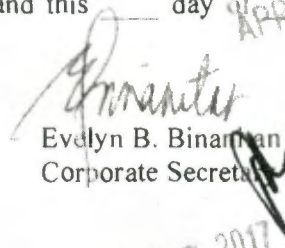
I, Evelyn B. Binanitan, Filipino, of legal age, am the Corporate Secretary of Daily Commodities, Inc. (the "Corporation") do hereby depose and state:

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.

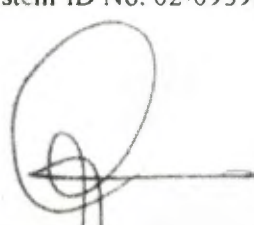
3. That this Certification is being executed in compliance with the requisites of the Securities and Exchange Commission and for whatever legal purpose it may serve.

In witness whereof, I have hereunto set my hand this APR 27 day 7 2017 in the City of Manila, Philippines.

  
Evelyn B. Binanitan  
Corporate Secretary

Subscribed and sworn to before me this APR 27 day of 27 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

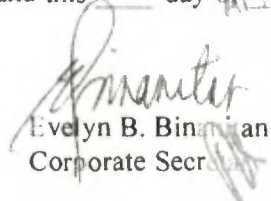
I, Evelyn B. Binanitan, Filipino, of legal age, am the Corporate Secretary of First Lane Super Traders Co., Inc. (the "Corporation") do hereby depose and state:

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.

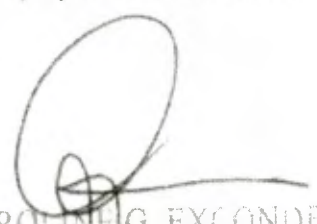
3. That this Certification is being executed in compliance with the requisites of the Securities and Exchange Commission and for whatever legal purpose it may serve.

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

  
Evelyn B. Binanitan  
Corporate Secretary

Subscribed and sworn to before me this APR 27 2017 day of 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. 599454 MANILA 01-03-17  
IBP NO. 10-2578/2-2-17/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.

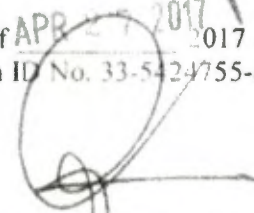
3. That this Certification is being executed in compliance with the requisites of the Securities and Exchange Commission and for whatever legal purpose it may serve.

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

  
BABY GERLIE I. SACRO  
Corporate Secretary

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

Doc. No. 308  
Page No. 65  
Book No. VI  
Series of 2017.

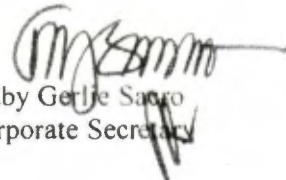
  
CAROLINE G. EXCONDE  
NOTARY PUBLIC FOR THE CITY OF MANILA  
APPOINTMENT NO. 2016-068  
UNTIL DECEMBER 31, 2017  
PTR NO. 5993454 MANILA 01-03-17  
IBP NO. 1062578/2-2-17/PPLM  
MCLE COMPLIANCE NO. V-0014291/02-16-2016  
ROLL NO. 55392/05-02-08  
NO. 900 ROMUALDEZ ST., PACO, MANILA 1007

### 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:

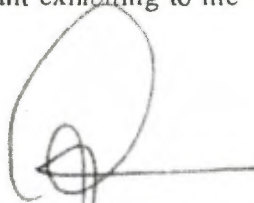
1. I am the duly elected and qualified Corporate Secretary of Puregold Price Club, Inc., a corporation duly organized and existing under and by virtue of the Republic of the Philippines, with principal office at No. 900 Romualdez St., Paco, Manila.
2. To the best of my knowledge, no action or proceeding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

  
Baby Gerlie Sacro  
Corporate Secretary

APR 27 2017 **SUBSCRIBED AND SWORN TO** before me on this \_\_\_ day of  
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. V1  
Series of 2017.

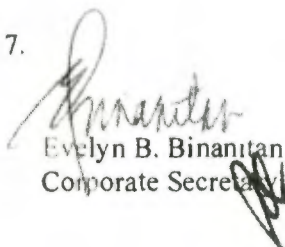
  
**CAROLINE G. EXCONDE**  
NOTARY PUBLIC FOR THE CITY OF MANILA  
APPOINTMENT NO. 2016-068  
UNTIL DECEMBER 31, 2017  
PTR NO. 5993434 MANILA 01-03-17  
IBP NO. 1062578/2-2-17/PPLM  
MCLE COMPLIANCE NO. V-0014291/02-16-2016  
ROLL NO. 55392/05-02-08  
NO. 900 ROMUALDEZ ST., PACO, MANILA 1007

### 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:

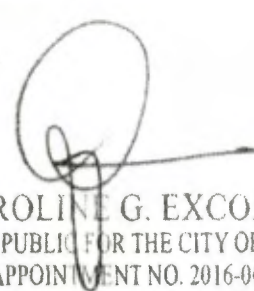
1. I am the duly elected and qualified Corporate Secretary of Daily Commodities, Inc., a corporation duly organized and existing under and by virtue of the Republic of the Philippines, with principal office at No. Corner Zulueta and Melencio St., Cabanatuan City.
2. To the best of my knowledge, no action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

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

Doc. No. 299  
Page No. 61  
Book No. VI  
Series of 2017.

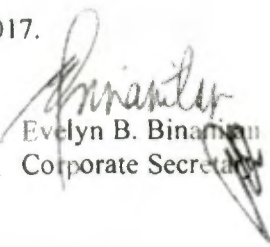
  
**CAROLINE G. EXCONDE**  
NOTARY PUBLIC FOR THE CITY OF MANILA  
APPOINTMENT NO. 2016-068  
UNTIL DECEMBER 31, 2017  
PTR NO. 5993454 MANILA 01-03-17  
IBP NO. 1062578/2-2-17/PPLM  
MCLE COMPLIANCE NO. V-0014291/02-16-2016  
ROLL NO. 55392/05-02-08  
NO. 900 ROMUALDEZ ST., PACO, MANILA 1007

### 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:

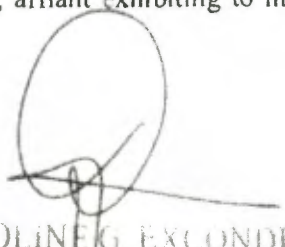
1. I am the duly elected and qualified Corporate Secretary of First Lane Super Traders Co., Inc., a corporation duly organized and existing under and by virtue of the Republic of the Philippines, with principal office at No. Corner Zulueta and Melencio St., Cabanatuan City.
2. To the best of my knowledge,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

APR 27 2017 **SUBSCRIBED AND SWORN TO** before me on this day of 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. 11  
Series of 2017.

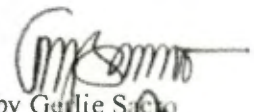
  
**CAROLINE G. EXCONDE**  
NOTARY PUBLIC FOR THE CITY OF MANILA  
APPOINTMENT NO. 2016-068  
UNTIL DECEMBER 31, 2017  
PTR NO. 5993490 MANILA 01-03-17  
IBP NO. 1062578/2-2-17/PPLM  
MCLE COMPLIANCE NO. V-0014291/02-16-2016  
ROLL NO. 55392/05-02-08  
NO. 900 ROMUALDEZ ST., PACO, MANILA 1007

## 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:

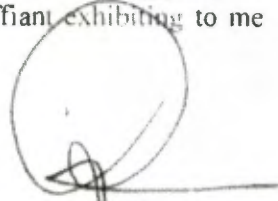
1. I am the duly elected and qualified Corporate Secretary of Goldtempo Company, Inc., a corporation duly organized and existing under and by virtue of the Republic of the Philippines, with principal office at No. 900 Romualdez St., Paco, Manila.
2. To the best of my knowledge, no action or proceeding 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, APR 27 2017 day of \_\_\_\_\_ 2017.

  
Baby Gerlie Sacro  
Corporate Secretary

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

Doc. No. 304  
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. 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

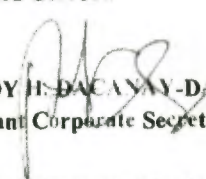
**DAILY COMMODITIES, INC.**

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              |
| <b>TOTAL</b> |                               |             |           | <b>50,000</b> | <b>5,000,000.00</b> | <b>5,000,000.00</b> |

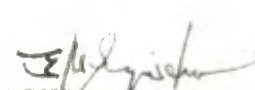
Certified Correct:

  
**CANDY H. DACANAY-DATUON**  
Assistant Corporate Secretary

JUL 14 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

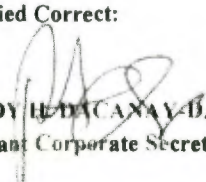
No. 900 Romualdez St., Pasig, Manila

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

**List of Stockholders as of February 28, 2017**

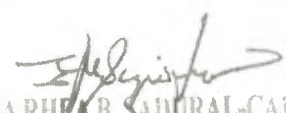
| No.   | Stockholders                  | Nationality | Par Value | Subscribed    |               | Paid-Up       |
|-------|-------------------------------|-------------|-----------|---------------|---------------|---------------|
|       |                               |             |           | No. 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 H. DACANAY-DATUON**  
Assistant Corporate Secretary

SUBSCRIBED AND SWORN TO BEFORE ME, **EMMA RHEA B. SADURAL-CAPISTRANG** on **14** 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. Vj  
Series of 2017

  
**EMMA RHEA B. SADURAL-CAPISTRANG**  
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-0013976/02-12-2018  
No. 900 Romualdez St., Paco, Manila

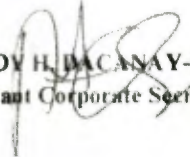
**GOLDTEMPO COMPANY INCORPORATED**

No. 900 Romualdez Street, Paco, Manila

**List of Stockholders as of February 28, 2017**

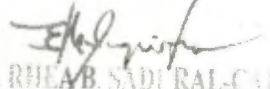
| No.   | Stockholders                  | Nationality | Par Value | Subscribed    |                | Paid-Up        |
|-------|-------------------------------|-------------|-----------|---------------|----------------|----------------|
|       |                               |             |           | 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 Angala                 | 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. MACANAY-DATUON**  
Assistant Corporate Secretary

SUBSCRIBED AND SWORN TO BEFORE ME, this 14 day April, 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. 96  
Book No. VI  
Series of 2017.

  
**MARIA RHEA B. SADRIRAL-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. 5994191/01-03-17 Manila  
MCLE No. V 0013976/02-12-2016  
No. 900 Romualdez St., Paco, Manila