



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills
City of Mandaluyong, Metro Manila

COMPANY REG. NO. PW-343

**CERTIFICATE OF FILING
OF
AMENDED ARTICLES OF INCORPORATION**

KNOW ALL PERSONS BY THESE PRESENTS:

This is to certify that the amended articles of incorporation of the

LT GROUP, INC.
(Amending Articles III & VI thereof.)

copy annexed, adopted on March 18, 2014 by majority vote of the Board of Directors and on June 09, 2014 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980, and copies thereof are filed with the Commission.

Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing company and time shares/club shares/membership certificates issuers or selling agents thereof. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Mandaluyong City, Metro Manila, Philippines, this 18th day of August, Twenty Fourteen.


FERDINAND B. SALES

Director

Company Registration and Monitoring Department



**AMENDED ARTICLES OF INCORPORATION
OF
LT GROUP, INC.**

KNOW ALL MEN BY THESE PRESENTS:

That we, a majority of whom are residents of the Philippines, have on this date voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Commonwealth of the Philippines.

AND WE HEREBY CERTIFY THAT:

FIRST: That the name of said Corporation shall be-

LT GROUP, INC.

SECOND: That the purpose for which such Corporation is formed are:

PRIMARY PURPOSE

To acquire by purchase, exchange, assignment, gift or otherwise, to hold, own and use for investment or otherwise, and to sell, assign, transfer, exchange, lease, let, develop, mortgage, pledge, traffic, deal in, and with, and otherwise operate, manage, enjoy and dispose of, any and all properties of every kind and description and whenever situated, as and to the extent permitted by law, including, but not limited to, buildings, tenements, warehouses, factories, edifices and structures and other improvements, and bonds, debentures, promissory notes, shares of capital stock, or other securities or obligations, created, negotiated or issued by any corporation, association, or other entity, foreign or domestic, and while the owner, holder or possessor thereof, to exercise all the rights, powers and privileges of ownership or any other interest therein, including the right to receive, collect and dispose of, any and all rentals, dividends, interests and income, derived therefrom, and the right to vote on any proprietary or other interest, on any shares of the capital stock, and upon any bonds, debentures or other securities having voting power, so owned or held; and provided that it shall not engage in the business of an open-end or close-end investment company as defined in the Investment Company Act (Republic Act No. 2629).

SECONDARY PURPOSES

1. To carry on and conduct the business of wine, beer, and spirit merchants, brewers, maltsters, distillers, importers and manufacturers of aerated mineral and artificial waters and other drinks, tobacco and cigar merchants, and any other business which can conveniently be carried on in connection therewith;
2. To engage in manufacturing, brewing, bottling, buying and selling, at wholesale or retail, and generally to deal in, all kinds of ale, beer, porter and other beverages; to deal in malt, hops and the products thereof, and in all other materials used in connection with the manufacturing of said beverages;
3. To carry on the business of buying and selling, at wholesale and retail, distilling, redistilling and rectifying wines, alcohol, spirits, gin, whiskies and liquors of all kinds and descriptions, and to deal in the same and the by-products thereof;
4. To purchase or otherwise acquire on such terms as the Corporation may think fit, stocks of wine, spirits, liquors, beer, stout and other liquors and aerated waters or such portions thereof or such other similar stocks as the Corporation may think fit;
- 4-a To purchase, lease or otherwise acquire such grounds or buildings as this Corporation may need for storage, warehousing, office, factory officer or for any other purpose in carrying on its different business activities;
5. To apply for, acquire, hold, sell, assign or otherwise dispose of patents, licenses, privileges, concessions, inventions, devices and secret processes, trade marks and trade names relating to, or useful in connection with any business of the Corporation;
6. To enter into partnership or into any arrangement for sharing profits, union of interests, cooperation, joint venture, reciprocal concessions, or otherwise, with any person, firm or corporation carrying or engaged in, or about to carry on or engage in, any business or transaction capable of being conducted so as directly or indirectly to benefit this Corporation, and to lend money to, guarantee the contracts of, or otherwise assist, any such person or Company;
7. To buy, sell, lease and deal in machineries, equipment and supplies necessary for brewing and manufacturing beverages and for distilling wines and liquors;
8. To erect, construct, alter, manage or operate and lease in whole or in part buildings, manufactories, warehouses, stores, plants or works suitable, necessary or useful in connection with any or all of the objects hereinbefore set forth;

9. To purchase, hold, convey, sell, lease, let, mortgage, encumber and otherwise deal with such real and personal property as the transaction of the lawful business of the Corporation may require;

10. To promote any company or companies for the purpose of acquiring all or any of the property and liabilities of this Corporation, for any other purposes which may deem directly or indirectly calculated to benefit this Corporation;

11. To borrow money for any of the purposes of the Corporation, to issue bonds, debentures, notes or other obligations; and to secure the same pledge or mortgage of the whole or any part of the property of the Corporation, by deeds of trust, or by any other lawful means;

12. To do business outside of the Philippines and establish such agencies in foreign countries as the business of the Corporation may require;

13. To acquire, purchase, hold, sell, pledge, encumber, transfer and assign shares of stock, bonds or other evidences of participation or indebtedness of any corporation, partnership or association organized within or outside of the Philippines;

14. To purchase or otherwise acquire all the property, assets and liabilities, goodwill and rights of the MANILA WINE MERCHANTS, INC., a corporation organized under the laws of the British Colony of Hongkong, as a going concern.

And generally, to do and perform any and all acts and things necessary or incident to the foregoing purposes and not prohibited by the Corporation Laws of the Philippines.

In the event of any increase of the capital stock of the Corporation, the shares of the increased stock need not be offered in the first instance to the stockholders of the Corporation at the time when such increase becomes effective in proportion to the number of shares of the capital stock of the Corporation then held by them or at all, and such stockholders shall have no prior or pre-emptive right to subscribe for such increase stock of the Corporation and increased stock may be disposed of by the Board of Directors of the Corporation to such person or persons, for such price or prices not below par value, in such manner, and on such terms and conditions as in their absolute judgment and discretion they may see fit.

THIRD: That the place where the principal office of the Corporation is to be established or located is in 11th Floor Unit 3 Bench Tower, 30th Street corner Rizal Drive, Crescent Park West 5, Bonifacio Global City, Taguig City, Metro Manila, Philippines *As amended by the affirmative vote of the stockholders representing two-thirds (2/3) vote of the issued and outstanding capital stock of the Corporation in its meeting held on 9 June 2014 and majority vote of the Board of Directors in its meeting held on 18 March 2014.)*

FOURTH: That the term for which said Corporation is to exist is fifty (50) years from and after the date of incorporation and said term is hereby amended to extend for another fifty (50) years from and after May 27, 1987, the expiry date of its original term.

FIFTH: That the names and residences and nationalities of the incorporators of said Corporation are as follows:

<u>Name</u>	<u>Nationality</u>	<u>Whose Residence is at</u>
T. Aplin	British	Manila
E. Heybrock	Dutch	Manila
E. E. Elser	American	Manila
J. F. Macgregor	British	Hongkong
E. S. Hooper	British	Manila

SIXTH: That the number of directors of said Corporation shall be thirteen (13) and the names and residences of the directors of the Corporation who are to serve until their successors are elected and qualified are as follows: *(As amended by the affirmative vote of the stockholders representing two-thirds (2/3) vote of the issued and outstanding capital stock of the Corporation in its meeting held on 9 June 2014 and majority vote of the Board of Directors in its meeting held on 18 March 2014.)*

<u>Name</u>	<u>Nationality</u>	<u>Whose Residence is at</u>
T. Aplin	British	Manila
E. Heybrock	Dutch	Manila
E. E. Elser	American	Manila
J. F. Macgregor	British	Hongkong
E. S. Hooper	British	Manila

SEVENTH: That the capital stock of the Corporation is Five Billion Pesos (P5,000,000,000.00) and said capital stock is divided into Five Billion (5,000,000,000) shares of the par value of One Peso (P1.00) per share.

No stockholder, shall, because of his/its ownership of stock, have a pre-emptive right or other right to purchase, subscribe for or take any part of any stock or any other securities convertible into or carrying options or warrants to purchase stock of the Corporation. Any parts of such stock or other securities may at any time be issued, optioned for sale, and sold or disposed of by the Corporation pursuant to the resolution of its Board of Directors, to such persons and upon such terms as such Board may deem proper, without first offering such stock or securities or any part thereof to existing stockholders.

No issuance or transfer of shares of stock of the Corporation which would reduce the stock ownership of Filipino citizens to less than the minimum percentage of the outstanding capital stock required by law to be owned by Filipino citizens, shall be allowed or permitted to be recorded in the books of the corporation. This restriction shall be printed or indicated in all the certificates of stock to be issued by the corporation.

EIGHT: That the amount of said capital stock is One Hundred Thousand Pesos (P100,000.00), and the following persons have subscribed for the number of shares and amount of capital set out after their respective names:

<u>NAMES</u>	<u>RES. AT</u>	<u>NO. OF SHARES</u>	<u>AMOUNT OF CAPITAL STOCK SUBSCRIBED</u>
T. Aplin	Manila	25,000	P 25,000.00
E. Heybrock	Manila	25,000	25,000.00
E. E. Elser	Manila	5,000	5,000.00
J. F. Macgregor	Hongkong	40,000	40,000.00
E. S. Hooper	Manila	<u>5,000</u>	<u>5,000.00</u>
Total		100,000	P100,000.00
		=====	=====

NINTH: That the following persons have paid on the shares of the capital stock for which they have subscribed the amounts set out after their respective names:

<u>NAMES</u>	<u>RES. AT</u>	<u>AMOUNT PAID ON SUBSCRIPTION</u>
T. Aplin	Manila	P 6,250.00
E. Heybrock	Manila	6,250.00
E. E. Elser	Manila	1,250.00
J. F. Macgregor	Hongkong	10,000.00
E. S. Hooper	Manila	<u>1,250.00</u>
Total		P25,000.00
		=====

TENTH: That E. S. Hooper has been elected by the subscribers as Treasurer of the Corporation to act as such until his successor is duly elected and qualified, in accordance with the by-laws and that as such treasurer, he has been authorized to receive for the Corporation and to receipt in its name for all subscriptions paid in by said subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands and seals at the City of
Makati, Philippines this ____ day of _____.

(SGD) _____ SEAL
T. APLIN

(SGD) _____ SEAL
E. HEYBROCK

(SGD) _____ SEAL
ELESER BY T. M. JORDAN
ATTY IN FACT

SIGNED IN THE PRESENCE OF:

SGD _____
JOSE ROSAL

SGD _____
N.R.E. HAWKINS

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY) S.S.

SECRETARY'S CERTIFICATE

I, **MA. CECILIA L. PESAYCO**, of legal age, with office address at 2/F, Allied Bank Centre, 6754 Ayala Avenue, Makati City, after being sworn to in accordance with law, depose and state:


That-

1. I am the duly elected and incumbent Corporate Secretary of **LT GROUP, INC.** (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with principal office at 11th Floor Unit 3 Bench Tower, 30th Street corner Rizal Drive, Crescent Park West 5, Bonifacio Global City, Taguig City;

2. To the best of my knowledge, no action or proceeding has been filed or is pending before 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.

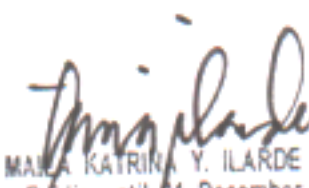
3. The foregoing is in accordance with the records of the Corporation in my possession.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my signature this 11 day of AUG 2014.


MA. CECILIA L. PESAYCO
Corporate Secretary

SUBSCRIBED AND SWORN to before me this 11 day of AUG 2014 at Makati City, Philippines; affiant exhibited to me her Passport No. EB47220800 issued on February 16, 2012, at Manila, Philippines.

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Page No. 31 ;
Book No. III ;
Series of 2014.


MARIA KATRINA Y. ILARDE
Notary Public until 31 December 2014
19/F BDO Plaza, 8737 Paseo de Roxas, Makati City
PTR No. 239407, Makati City, Jan. 16, 2014
IBP No. 947343, Bulacan, Jan. 3, 2014
Roll No. 55275, Commission No. 430

8-14-14

**DIRECTORS' CERTIFICATE ON THE FILING
OF THE AMENDED ARTICLES OF INCORPORATION OF
LT GROUP, INC.**

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, majority of the Directors and the Corporate Secretary of **LT GROUP, INC.**, (the "Corporation"), do hereby certify that the Articles of Incorporation of the Corporation was amended by a majority vote of the Directors, at a meeting held on 18 March 2014, and the vote of stockholders representing at least two-thirds (2/3) of the outstanding capital stock at a meeting held on 9 June 2014 at the principal place of business of the Corporation.

The amended provisions of the attached Amended Articles of Incorporation refers to the following:


<p>Article III <i>(amended by a majority vote of the Directors at a meeting held on 18 March 2014, and the vote of stockholders representing at least two-thirds (2/3) of the outstanding capital stock at a meeting held on 9 June 2014)</i></p>	<p>To change the principal office of the Corporation from Metro Manila, Philippines to 11th Floor Unit 3 Bench Tower, 30th Street corner Rizal Drive, Crescent Park West 5, Bonifacio Global City, Taguig City, Metro Manila, Philippines</p>
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<p>Article VI <i>(amended by a majority vote of the Directors at a meeting held on 18 March 2014, and the vote of stockholders representing at least two-thirds (2/3) of the outstanding capital stock at a meeting held on 9 June 2014)</i></p>	<p>To increase the number of directors from eleven (11) to thirteen (13)</p>
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IN WITNESS WHEREOF, we have executed this Directors' Certificate
this day of 2014 at Makati City.
AUG 11 2014



LUCIO C. TAN
Chairman of the Meeting/Director
TIN 101-914-722



MA. CECILIA L. PESAYCO
Corporate Secretary/
Secretary of the Meeting
TIN 101-913-918



CARMEN K. TAN
Director
TIN 209-257-622



HARRY C. TAN
Director
TIN 120-533-610



LUCIO K. TAN, JR.
Director
TIN 120-533-708



MICHAEL G. TAN
Director/President
TIN 120-533-724




JUANITA TAN LEE
Director/Treasurer
TIN 120-533-694



JOSEPH T. CHUA
Director
TIN 168-487-6765

WASHINGTON Z. SYCIP
Director
TIN 108-215-942



ANTONINO L. ALINDOGAN, JR.
Director
TIN 108-165-345



FLORENCIA G. TARRIELA
Director
TIN 106-906-487



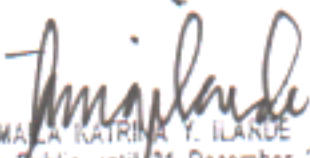
WILFRIDO E. SANCHEZ
Director
TIN 102-096-694

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY) SS.

SUBSCRIBED AND SWORN to before me this ^{AUG 11 2014} day of ^{Aug.} 2014 in
Makati City, affiants exhibiting to me the following:

<u>Name</u>	<u>Passport</u>	<u>Date/Place Issued</u>
Lucio C. Tan	EB1465663	26 November 2010/ Manila
Carmen K. Tan	EA0024686	11 January 2010/ Manila
Harry C. Tan	EB1637218	3 January 2011/ Manila
Lucio K. Tan, Jr.	EB0383181	14 June 2010/ Manila
Michael G. Tan	EA0000186	25 September 2009/ Manila
Juanita Tan Lee	EB4803029	25 February 2012/ Manila
Joseph T. Chua	EA0021803	8 January 2010/ Manila
Florencia G. Tarrieta	EB6620757	23 October 2012/ Manila
Antonino L. Alindogan, Jr.	EB7378497	13 February 2013/ Manila
Wilfrido E. Sanchez	EB2495410	19 May 2011/ Manila
Ma. Cecilia L. Pesayco	EB4720800	16 February 2012/ Manila

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Book No. III ;
Series of 2014.


MARIA KATRINA Y. ILARDE
Notary Public until 31 December 2014
19/F BDO Plaza, 8737 Paseo de Roxas, Makati City
PTR No. 239407, Makati City, Jan. 16, 2014
IBP No. 947343, Bulacan, Jan. 3, 2014
Roll No. 55275, Commission No. 430



REPUBLIC OF THE PHILIPPINES
Department of Finance
SECURITIES AND EXCHANGE COMMISSION
SEC Building, EDSA, Greenhills, Mandaluyong City 1554

MARKETS & SECURITIES REGULATION DEPARTMENT

Company	LT GROUP, INC.	
SEC Registration No.	PW 343	
Purpose	SEC Clearance Certificate	
Department	Markets & Securities Regulation Department	
Requesting Company	Roxas Delos Reyes Laurel & Rosario Law Offices	
Representative	Joel de Quiros	
Date Received	Date Released	Processed by:
11 August 2014	12 August 2014	M.T. Posadas

Remarks:

Relative to the subject corporation's request for monitoring filed with the Company Registration and Monitoring Department (CRMD), this Department does not object to any action that may be taken by the later.

LT Group, Inc., is an issuer of registered securities, subjecting it to the regulation and supervision of this Department

However, please take note that any infraction/violation of the subject corporation as far as monitoring and reportorial requirements as a holder of a secondary license supervised by our Department concerned shall be dealt with separately and independently from the request applied for in CRMD. Accordingly, our Department shall not be estopped to act on any matter, such as but not limited to imposing the necessary fine(s) and penalty(s) in view of the company's failure to file necessary reportorial requirements on time, and to ensure full compliance with the provision of the **Securities Regulation Code (SRC)**, its implementing rules and regulations, and other pertinent laws, rules and regulations, as may be necessary and applicable under the circumstances.

This clearance is without prejudice of the prerogative of this Department to act later against the subject entity, if warranted, to ensure full compliance with the provisions of the SRC, its implementing rules and regulations, and other pertinent laws, rules and regulations, as may be necessary and applicable under the circumstances.


VICENTE GRACIANO P. FELIZMENIO, JR.
Director