



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

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

COMPANY REG. NO. PW00000343

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 Article VI thereof)

copy annexed, adopted February 13, 2018 by majority vote of the Board of Directors and on May 08, 2018 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 Pasay City, Metro Manila, Philippines, this 16th day of July, Twenty Eighteen.


FERDINAND B. SALES

Director

Company Registration and Monitoring Department



MARKETS & SECURITIES REGULATION DEPARTMENT

28 June 2018

LT GROUP, INC.

11th Floor, Unit 3, Bench Tower
30th Street corner Rizal Drive
Crescent Park, West 5
Bonifacio Global City
Taguig City

ATTENTION: **MA. CECILIA L. PESAYCO**
Corporate Secretary

Subject : REQUEST FOR COMMENT/RECOMMENDATION

Gentlemen:

This is in connection with your request for comment/or recommendation relative to company's proposed application to amend **Article Sixth of LT Group, Inc. Article of Incorporation** embodying the following:

"Sixth: That the number of directors of said Corporation shall be **eleven (11)** 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 x x x"


We do not interpose any objection provided that once the application has been approved, LT Group, Inc. shall file a duly accomplished **Current Report (SEC Form 17-C)** disclosing therein the Commission's approval of said amendments with the Commission's Central Receiving and Records Division, within five (5) days from the approval of the Amended Articles of Incorporation and By-Laws.

Our Department nonetheless defers to the discretion of the Commission's Company Registration and Monitoring Department (CRMD) considering that it has primary jurisdiction over registration of corporations and partnerships in general, as well as amendments to Articles of Incorporation and By-laws. Furthermore, our comments or recommendations are limited merely to this Department's regulatory requirements and does not cover the substance of the application with respect to compliance with the Corporation Code of the Philippines.

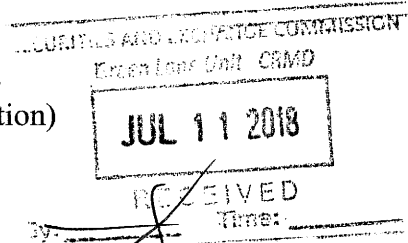
In addition, considering that the amendment on the By-Laws relate to matters that is of significance to good corporate governance practice, please refer the same to Corporate Governance and Finance Department for its comments.

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

Very truly yours,


VICENTE GRACIANO P. FELIZMENIO, JR.
Director

DIRECTORS' CERTIFICATE
(Amendment of Articles of Incorporation)



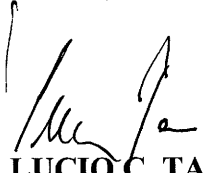
KNOW ALL MEN BY THESE PRESENTS:

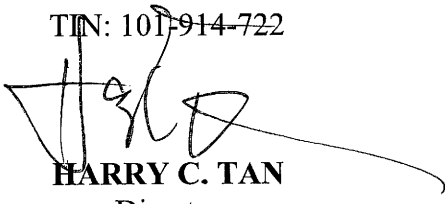
We, the undersigned majority of the Directors and the Corporate Secretary of **LT GROUP, INC.** ("Corporation"), do hereby certify that the Articles of Incorporation of said Corporation was amended by a majority vote of the Directors at its regular meeting held on 13 February 2018 and the affirmative vote of stockholders representing at least two-thirds (2/3) of the outstanding capital stock at the annual shareholders meeting held on 8 May 2018 at the Kachina Room, Century Park Hotel, Manila.


The amended provision of the attached Amended Articles of Incorporation refer to the amendment of Article Sixth to reduce the number of directors from thirteen (13) to eleven (11).

We further certify that the attached Amended Articles of Incorporation is a true and correct copy thereof.

IN WITNESS WHEREOF, we have hereunto signed this certificate this 8th day of May 2018 at the City of Makati.

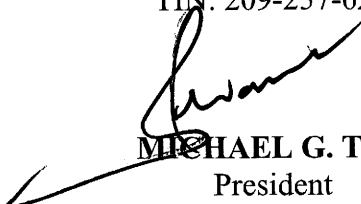

LUCIO C. TAN
Chairman
TIN: 101-914-722


HARRY C. TAN
Director
TIN: 120-533-610

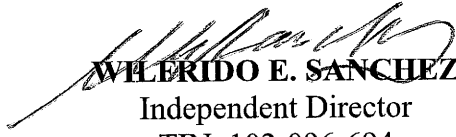

LUCIO K. TAN, JR.
Director
TIN: 120-533-708



PETER Y. ONG
Director
TIN: 120-533-040


CARMEN K. TAN
Director
TIN: 209-257-622


MICHAEL G. TAN
President
TIN: 120-533-724



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


WILFREDO E. SANCHEZ
Independent Director
TIN: 102-096-694


ROBIN C. SY
Independent Director
TIN: 100-827-650

2


FLORENCIA G. TARRIELA
Independent Director
TIN: 106-906-487



MA. CECILIA L. PESAYCO
Corporate Secretary
TIN: 101-913-918

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY, METRO MANILA) SS.

SUBSCRIBED AND SWORN to before me this 8th day of May 2018, at the City of Makati by the above-named persons who exhibited to me their valid government identification cards as indicated below:

Name	Passport ID	Date and Place Issued
Lucio C. Tan	EC0015255	17 January 2014/ DFA Manila
Carmen K. Tan	EC1768999	31 July 2014/ DFA Manila
Harry C. Tan	EB9927405	07 January 2014/ DFA Manila
Michael G. Tan	EC0229876	06 February 2014/ DFA Manila
Lucio K. Tan, Jr.	EC1401914	14 June 2014/ DFA Manila
Juanita Tan Lee	EC2075206	12 September 2014/ DFA Manila
Peter Y. Ong	SSS#: 03-223688-1	
Wilfrido E. Sanchez	EC6743810	16 February 2016/DFA NCR Central
Florencia G. Tarriela	P3341932A	09 June 2017/ DFA Manila
Robin C. Sy	EC1251003	29 May 2014/ DFA NCR West
Ma. Cecilia L. Pesayco	EC8362602	20 July 2016/ DFA Manila

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Page No. 84:
Book No. I:
Series of 2018.


STEPHANIE MARIE N. DYSANISCO
Notary Public until 31 December 2018
19th BDO Plaza, 8737 Paseo de Roxas, Makati City
PTR No. 6614441, Makati City, 03 January 2018
Lifetime IBP No. 016870, Q.C., 13 May 2017
Roll No. 69713, Commission No. M-569

AMENDED ARTICLES OF INCORPORATION

OF

LT GROUP, INC.

KNOWN TO ALL MEN BY THESE PRESENTS:

That we, a majority of whom are residents of the Philippine, 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 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, trademarks 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 herein before 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, bond 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 British Colony of Hong Kong 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 eleven (11) 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 8 May 2018 and majority vote of the Board of Directors in its meeting held on 13 February 2018.)*

<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 the 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	5,000	5,000.00
Total		100,000	P 100,000.00

NINTH: That the following persons have paid on the shares of the capital stock for which they have subscribed in 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	1,250.00
Total		<u>P 25,000.00</u>

TENTH: That E. S. Hooper has been elected by the subscribers as the 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
ELELSER BY T.M. JORDAN
ATTY. IN FACT

SIGNED IN THE PRESENCE OF:

(SGD) _____
JOSE ROSAL

(SGD) _____
N.R.E. HAWKINS

Republic of the Philippines)
City of Makati) S. S.

SECRETARY'S CERTIFICATE

I, **MA. CECILIA L. PESAYCO**, of legal age, with office address at Makati City, being duly sworn, 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 Republic of the Philippines, with principal office at 2/F Allied Bank Center, 6754 Ayala Avenue, Makati 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 corporate officers of the Corporation as its duly elected and/or appointed directors or officers or vice versa.
3. The foregoing is in accordance with the records of the Corporation in my possession.
4. I am executing this Secretary's Certificate in compliance with the requirements of the Securities and Exchange Commission in connection with the Corporation's application for amendment of its Articles of Incorporation.

Makati City, JUN 21 2018 day of _____ 2018.


MA. CECILIA L. PESAYCO
Corporate Secretary

SUBSCRIBED AND SWORN to before me this ____ day of JUN 21 2018 2018 at Makati City, Philippines; affiant exhibited to me her Passport No. EC8362602 issued on 20 July 2016, at DFA Manila, Philippines.

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Book No. J
Series of 2018.


STEPHANIE MAREE N. DYSANGCO
Notary Public until 31 December 2018
19th/F BDO Plaza, 8737 Paseo de Roxas, Makati City
PTR No. 6614441, Makati City, 03 January 2018
Lifetime IBP No. 016870, Q.C., 13 May 2017
Roll No. 69713, Commission No. M-569