



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

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

Company Reg. No. A199813754

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

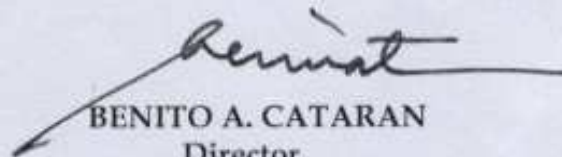
KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the Amended By-Laws of

PUREGOLD PRICE CLUB, INC.

copy annexed, adopted on January 14, 2011 by a majority vote of the Board of Directors and by the vote of the stockholders owning or representing the entire of the outstanding capital stock, and certified under oath by the Corporate Secretary and majority of the said Board was approved by the Commission on this date pursuant to the provisions of Section 48 of the Corporation Code of the Philippines Batas Pambansa Blg. 68, approved on May 1, 1980, and copies thereof are filed with the Commission.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Mandaluyong City, Metro Manila, Philippines, this 24th day of January, Twenty Eleven.


BENITO A. CATARAN
Director

Company Registration and Monitoring Department



COVER SHEET

A 1 9 9 8 1 3 7 5 4
SEC Registration Number

PUREGOLD PRICE CLUB, INC.

(Company's Full Name)

900 ROMUALDEZ ST.,
PACO, MANILA

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

(Contact Person)

(Company Telephone Number)

AMENDED BY - LAWS

1 2 3 1
Month Day
(Fiscal Year)

(Form Type)

2 N D T U E S D A Y
O F M A Y
(Annual Meeting)

N.A.
(Secondary License Type, If Applicable)

Dept. Requiring this Doc.

Amended Articles Number/Section

Total Amount of Borrowing
Domestic Foreign

To be accomplished by SEC Personnel concerned

File Number

Document ID

LCU 1-19-11
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Remarks: Please use BLACK ink for scanning purposes

AMENDED BY-LAWS
OF
PUREGOLD PRICE CLUB, INC.

ARTICLE I

SUBSCRIPTION, ISSUANCE AND TRANSFER OF SHARES

Section 1. Subscriptions – Subscribers to the capital stock of the corporation shall pay the value of the stock in accordance with the terms and conditions prescribed by the Board of Directors. Unpaid subscriptions shall not earn interest unless determined by the Board of Directors.

However, no shareholder shall be entitled to any pre-emptive right to subscribe for, purchase or receive any part of the shares of the Corporation, whether issued from its unissued capital or its treasury stock.

(As amended and approved on October 20, 2010 in a meeting held at the corporation's principal office by at least majority of the members of the Board of Directors, and Stockholders representing at least two-thirds (2/3) of the entire issued and outstanding capital of the corporation.)

Section 2. Certificate – the stockholder shall be entitled to one or more certificates for fully paid stock subscription in his name in the books of the corporation. The certificates shall contain the matters required by law and the Articles of Incorporation. They shall be in such form and design as may be determined by the Board of Directors and numbered consecutively. The certificate shall be signed by the President, countersigned by the Secretary or Assistant Secretary, and sealed with the corporate seal.

Section 3. Transfer of Shares – Subject to the restrictions, terms and conditions contained in the Articles of incorporation, shares may be transferred, sold, assigned or pledged by delivery of the certificates duly indorsed by the stockholder, his attorney-in-fact, or other legally authorized person. The transfer shall be valid and binding on the corporation only upon record thereof in the books of the corporation. The Secretary shall cancel the stock certificates and issue new certificates to the transferee.

No share of stock against which the corporation holds unpaid claim shall be transferable in the books of the corporation.

All certificates surrendered for transfer shall be stamped "Cancelled" on the face thereof, together with the date of cancellation, and attached to the corresponding stub with the certificate book.

Section 4. Lost Certificates – In case any stock certificate is lost, stolen, or destroyed, a new certificate may be issued in lieu thereof in accordance with the procedure prescribed under Section 73 of the Corporation Code.

ARTICLE II

MEETINGS OF STOCKHOLDERS

Section 1. Annual / Regular Meetings – The annual / regular meetings of stockholders shall be held at the principal office every 2nd Tuesday of May of each year, if a legal holiday, then on the day following.

Section 2. Special Meeting – The special meetings of stockholders, for any purpose or purposes, may at any time be called by any of the following: (a) Board of Directors, at its own instance, or at the written request of stockholders representing a majority of the outstanding capital stock, (b) President.

Section 3. Place of meeting – Stockholder meetings, whether regular or special, shall be held in the principal office of the corporation or at any place designated by the Board of Directors in the city or municipality where the principal office of the corporation is located.

Section 4. Notice of Meeting – Notices for regular or special meetings of stockholders may be sent by the Secretary by personal delivery or by mail at least two (2) weeks prior to the date of the meeting to each stockholder of record at his last known address. The notice shall state the place, date and hour of the meeting, and the purposes for which the meeting is called.

When the meeting of stockholders is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At the reconvened meeting, any business may be transacted that might have been transacted on the original date of the meeting.

Section 5. Quorum – Unless otherwise provided by law, in all regular or special meeting of stockholders, a majority of the outstanding capital stock must be present or represented in

order to constitute a quorum. If no quorum is constituted, the meeting shall be adjourned until the requisite amount of stock shall be present.

Section 6. Conduct of meeting – Meeting of the stockholders shall be presided over by the President, or in his absence, by the Chairman. The Corporate Secretary, shall act as Secretary of every meetings, but if not present, the Chairman of the meeting shall appoint a secretary of the meeting.

(As amended and approved on October 20, 2010 in a meeting held at the corporation's principal office by at least majority of the members of the Board of Directors, and Stockholders representing at least two-thirds (2/3) of the entire issued and outstanding capital of the corporation.)

Section 7. Manner of Voting – At all meetings of stockholders, a stockholder may vote in person or by proxy. Unless otherwise provided in the proxy, it shall be valid only for the meeting at which it has been presented to the Secretary. All proxies must be in the hands of the Secretary before the time set for the meeting. Proxies filed with the Secretary may be revoked by the stockholders either in an instrument in writing duly presented and recorded with the Secretary, prior to a scheduled meeting or by their personal presence at the meeting.

Section 8. Closing of Transfer Books or Fixing of Record Date – For the purpose of determining the stockholders entitled to notice of, or to vote at, any meeting of stockholders or any adjournment thereof or to receive payment of any dividend, the Board of Directors may provide that the stock and transfer books be closed for ten (10) working days immediately preceding such meeting.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Powers of the Board – Unless otherwise provided by law, the corporate powers of the corporation shall be exercised, all business conducted and all property of the corporation controlled and held by the Board of Directors to be elected by and from among the stockholders. The Board of Directors is primarily responsible for the governance of the corporation. Corollary to setting the policies for the accomplishment of the corporate objectives, it shall provide an independent check on Management. Without prejudice to such powers as may be granted by law, the Board of Directors shall also have the following powers:

(As amended and approved on January 14, 2011 in a meeting held at the corporation's principal office by at least majority of the members of the Board of Directors, and Stockholders representing at least two-thirds (2/3) of the entire issued and outstanding capital of the corporation.)

- a.) From time to time, to make and change rules and regulations not inconsistent with these by-laws for the management of the corporation's business and affairs;
- b.) To purchase, receive, take or otherwise acquire for and in the name of the corporation, any and all properties, rights, or privileges, including securities and bonds of other corporations, for such consideration and upon such terms and conditions as the Board may deem proper or convenient;
- c.) To invest the funds of the corporation in other corporations or for purposes other than those for which the corporation was organized, subject to such stockholders' approval as may be required by law;
- d.) To incur such indebtedness as the Board may deem necessary, to issue evidence of indebtedness including without limitation, notes, deeds of trust, bonds, debentures, or securities, subject to such stockholders approval as may be required by law, and/or pledge, mortgage, or otherwise encumber all or part of the properties of the corporation;
- e.) To establish pension, retirement, bonus, or other types of incentives or compensation plans for the employees, including officers and directors of the corporation;
- f.) To prosecute, maintain, defend, compromise or abandon any lawsuit in which the corporation or its officer are either plaintiffs or defendants in connection with the business of the corporation;
- g.) To delegate, from time to time, any of the powers of the Board which may lawfully be delegated in the course of the current business of the corporation to any standing or special committee or to any officer or agent and to appoint any person to be agent of the corporation with such powers and upon such terms as may be deemed fit;
- h.) To implement these by-laws and to act on any matter not covered by these by-laws, provided such matter does not require the approval or consent of the stockholders under the Corporation Code.

Section 1.1. Composition of the Board - The Board shall be composed of at least five (5), but not more than fifteen (15) members elected from the stockholders. The Corporation shall elect at least two (2) independent directors or such number of independent directors that constitutes twenty percent (20%) of the members of the Board, but in no case less than two (2).

The composition of the Board may be a combination of executive and non-executive directors (which include independent directors) in order that no director or small group of directors can dominate the decision making process.

The non-executive directors should possess such qualifications and statute that would enable them to effectively participate in the deliberations of the Board.

Section 1.2. Responsibility, Duties and Functions of the Board – It is the Board’s responsibility to foster the long-term success of the Corporation, and to sustain its competitiveness and profitability in a manner consistent with its corporate objectives and the best interests of its stockholders.

The Board should formulate the Corporation’s vision, mission, strategic objectives, policies and procedures that shall guide its activities, including the means to effectively monitor management’s performance.

To ensure a high standard of best practice for the Corporation and its stockholders, the Board should conduct itself with honesty and integrity in the performance of, among others, the following duties and functions:

- a) Implement a process for the selection of directors who can add value and contribute independent judgment to the formulation of sound corporate strategies and policies. Appoint competent, professional, honest and highly-motivated management officers. Adopt an effective succession planning program for management;
- b) Provide sound strategic policies and guidelines to the Corporation on major capital expenditures. Establish programs that can sustain its long-term viability and strength. Periodically evaluate and monitor the implementation of such policies and strategies, including the business plans, operating budgets and management’s overall performance;
- c) Ensure the Corporation’s faithful compliance with all applicable laws, regulations and best business practices;

- d) Establish and maintain an investor relations program that will keep the stockholders informed of important developments in the Corporation. If feasible, the Corporation's CEO or chief financial officer shall exercise oversight responsibility over this program;
- e) Identify the sectors in the community in which the Corporation operates or are directly affected by its operations, and formulate a clear policy of accurate, timely and effective communication with them;
- f) Adopt a system of check and balance within the Board. A regular review of the effectiveness of such system should be conducted to ensure the integrity of the decision-making and reporting processes at all times. There should be a continuing review of the Corporation's internal control system in order to maintain its adequacy and effectiveness;
- g) Identify key risk areas and performance indicators and monitor these factors with due diligence to enable the Corporation to anticipate and prepare for possible threats to its operational and financial viability;
- h) Formulate and implement policies and procedures that would ensure the integrity and transparency of related party transactions between and among the Corporation and its parent company, joint ventures, subsidiaries, associates, affiliates, major stockholders, officers and directors, including their spouses, children and dependent siblings and parents, and of interlocking director relationships by members of the Board;
- i) Constitute an Audit Committee and such other committees it deems necessary to assist the Board in the performance of its duties and responsibilities;
- j) Establish and maintain an alternative dispute resolution system in the Corporation that can amicably settle conflicts or differences between the Corporation and its stockholders, and the Corporation and third parties, including the regulatory authorities;
- k) Meet at such times or frequency as may be needed. The minutes of such meetings should be duly recorded. Independent views during Board meetings should be encouraged and given due consideration;

- l) Keep the activities and decisions of the Board within its authority under the Articles of Incorporation and By-Laws, and in accordance with existing laws, rules and regulations; and

- m) Appoint a Compliance Officer who shall have the rank of at least vice president. In the absence of such appointment, the Corporate Secretary shall act as Compliance Officer.

Section 1.3. Specific Duties and Responsibilities of a Director – A director's office is one of trust and confidence. A director should act in the best interest of the Corporation in a manner characterized by transparency, accountability and fairness. He should also exercise leadership, prudence and integrity in directing the Corporation towards sustained progress.

A director should observe the following norms of conduct:

- a.) Conduct fair business transactions with the Corporation, and ensure that his personal interest does not conflict with the interests of the Corporation;
- b.) Devote the time and attention necessary to properly and effectively perform his duties and responsibilities;
- c.) Act judiciously;
- d.) Exercise independent judgment;
- e.) Have a working knowledge of the statutory and regulatory requirements that affect the Corporation, including its Articles of Incorporation and By-Laws, the rules and regulations of the Commission and, where applicable, the requirements of relevant regulatory agencies; and
- f.) Observe confidentiality.

(As amended and approved on January 14, 2011 in a meeting held at the corporation's principal office by at least majority of the members of the Board of Directors, and Stockholders representing at least two-thirds (2/3) of the entire issued and outstanding capital of the corporation.)

Section 2. Election and Term - The Board of Directors shall be elected during each regular meeting of stockholders and shall hold office for one (1) year and until their successors are elected and qualified. A Director shall possess the following qualifications and none of the disqualifications:

Qualifications:

- a.) He shall own at least one (1) share of the capital stock of the corporation of which share shall stand in his name in the books of the corporation;
- b.) At least a college graduate;
- c.) With sufficient experience in managing retail business;
- d.) Adequate competency and understanding of retail business;
- e.) Membership in good standing in relevant industry business or professional organizations.
- f.) Has proven integrity/probity;
- g.) Assiduous.

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Disqualifications:

- a.) Any person who is currently a director, officer, consultant, lawyer adviser, or employee of any competitor or any of its affiliates or subsidiaries including the employee, staff, confidant, lawyer, adviser or consultant of its major stockholders or key officers and/or anyone who held similar position within the period of five (5) years before the election and assumption of office.
- b.) Any person finally convicted judicially of an offense involving moral turpitude or fraudulent act or transgressions;
- c.) Any person finally found by the Commission or a court or other administrative body to have willfully violated, or willfully aided, abetted, counseled, induced or procured the violation of, any provision of the Securities Regulation Code, the Corporation Code, or any other law administered by the Commission or Bangko Sentral ng

Pilipinas, or any rule, regulation or order of the Commission or Bangko Sentral ng Pilipinas;

- d.) Any person judicially declared to be insolvent;
- e.) Any person finally found guilty by a foreign court or equivalent financial regulatory authority of acts, violations or misconduct similar to any of the acts, violations or misconduct listed in the foregoing paragraphs; and
- f.) Conviction by final judgment of an offense punishable by imprisonment for a period exceeding six (6) years, or a violation of the Corporation Code, committed within five (5) years prior to the date of his election or appointment.

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g.) Any person earlier elected as independent director who becomes an officer, employee or consultant of the Corporation;"

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Section 3. Vacancies – Any vacancy occurring in the Board of Directors other than by removal by the stockholders or by expiration of term, may be filled by the vote of at least a majority of the remaining directors, if still constituting a quorum; otherwise, the vacancy must be filled by the stockholders at a regular or at any special meeting of stockholders called for the purpose. A director so elected to fill a vacancy shall be elected only for the unexpired term of his predecessor in office.

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

Section 4. Meetings - Regular meetings of the Board of Directors shall be held once a month on such dates and at places as the Chairman of the Board, or upon the request of a majority of the Directors.

Section 5. Notice – Notice of the regular or special meeting of the Board, specifying the date, time and place of the meeting, shall be communicated by the Secretary to each director personally, or by telephone, telegram, or by written message. A director may waive this requirement, either expressly or impliedly.

Section 6. Quorum – A majority of the number of directors as fixed in the Articles of Incorporation shall constitute a quorum for the transaction of corporate business, provided that at least one (1) independent director be present. Every decision of at least a majority of the directors present at a meeting at which there is a quorum shall be valid as a corporate act, except for the election of officers which shall require the vote of a majority of all members of the Board.

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Section 7. Conduct of the Meetings – Meetings of the Board of Directors shall be presided over by the Chairman of the Board, or in his absence, by any other director chosen by the Board. The Secretary, shall act as secretary of every meeting, if not present, the Chairman of the meeting, shall appoint a secretary of the meeting.

Section 8. Compensation – By- resolution of the Board, each director, shall receive a reasonable per diem allowance for his attendance at each meeting of the Board. As compensation, the Board shall receive and allocate an amount of not more than ten percent (10%) of the net income before income tax of the corporation during the preceding year. Such compensation shall be determined and apportioned among the directors in such manner as the Board may deem proper, subject to the approval of stockholders representing at least a majority of the outstanding capital stock at a regular or special meeting of the stockholders.

Section 9. Board Committees – In compliance with the principles of good corporate governance and the provisions of the Securities Regulation Code, the Board shall constitute the following committees:

- a. *Nomination Committee* - The Board shall create a Nomination Committee which shall have at least three (3) members, one (1) of whom shall be an independent director. In addition to such other functions as may be prescribed by the Board, the main duty of the committee is to pre-screen and prepare shortlist of all candidates nominated to become a member of the Board of Directors consistent with the with the qualifications and none of the disqualifications set forth above.

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- b. *Audit Committee* – The Board shall constitute an audit committee which shall be composed of at least three (3) members of the Board, one (1) of whom shall be an independent director. Each member shall have adequate understanding at least or competence at most of the company's financial management systems and environment. It shall perform its duty in accordance with applicable laws and Manual of Corporate Governance of the company.
- c. *Compensation or Remuneration Committee* – There shall be a compensation or remuneration committee composed of at least three (3) members, one of whom shall be an independent director. The duty of which is consistent with the applicable laws and requirements of the Manual of Corporate Governance adopted by the company.

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Section 10. Multiple Board Seats - The Board may consider the adoption of guidelines on the number of directorships that its members can hold in stock and non-stock corporations. The optimum number should take into consideration the capacity of the director to diligently and efficiently perform his duties and responsibilities.

Section 11. Internal Control Responsibilities of the Board – The minimum internal control mechanisms for the performance of the Board's oversight responsibility shall include:

- a) Definition of the duties and responsibilities of the CEO who is ultimately accountable for the Corporation's organizational and operational controls;
- b) Selection of the person who possesses the ability, integrity and expertise essential for the position of the CEO;
- c) Evaluation of proposed senior management appointments;

- d) Selection and appointment of qualified and competent management officers; and
- e) Review of the Corporation's human resource policies, conflict of interest situations, compensation program for employees, and management succession plan.

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ARTICLE IV

OFFICER

Section 1. Election / Appointment – immediately after the election, the Board of Directors shall formally organize by electing a President, the Vice-President, the Treasurer, and the Secretary at said meeting.

The Board may, from time to time, appoint such other officers as it may determine to be necessary or proper. Any two (2) or more compatible positions may be held concurrently by the same person, except that no one shall act as President and Treasurer or Secretary at the same time.

Section 2. President – The President shall be the Chief Executive Officer of the Corporation and shall exercise the following functions:

- a.) To preside at the meetings of the stockholders;
- b.) To initiate and develop corporate objectives and policies and formulate long range projects, plans and programs for the approval of the Board of Directors, including those for executive training, development and compensation;
- c.) To supervise and manage the business affairs of the corporation upon the direction of the Board of Directors;
- d.) To implement the administrative and operational policies of the corporation under his supervision and control;

- e.) To appoint, remove, suspend or discipline employees of the corporation, prescribe their duties, and determine their salaries;
- f.) To oversee the preparation of the budgets and the statements of accounts of the corporation;
- g.) To represent the corporation at all functions and proceedings;
- h.) To execute on behalf of the corporation all contracts, agreements and other instruments affecting the interests of the corporation which require the approval of the Board of Directors.
- i.) To make reports to the Board of Directors and stockholders;
- j.) To sign certificate of stock;
- k.) To perform such other duties as are incident to his office or are entrusted to him by the Board of Directors.

Section 3. The Vice-President – He shall, if qualified, act as president in the absence of the latter. He shall have such other powers and duties as may from time to time be assigned to him by the Board of Directors or by the President.

Section 4. The Corporate Secretary – The Corporate Secretary must be a resident and a citizen of the Philippines. He shall have the following specific powers and duties:

- a.) To record the minutes and transactions of all meetings of the directors and the stockholders and to maintain minute books of such meetings in the form and manner required by law;
- b.) To keep record books showing the details required by law with respect to the stock certificates of the corporation, including ledgers and transfer books showing all shares of the corporation subscribed, issued and transferred;
- c.) To keep the corporate seal and affix it to all papers and documents requiring a seal, and to attest by his signature all corporate documents requiring the same;
- d.) To attend to the giving and serving of all notices of the corporation required by law or these by-laws to be given;

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Section 5. The Treasurer – The Treasurer of the corporation shall have the following duties:

- a.) To keep full and accurate accounts of receipts and disbursements in the books of the corporation;
- b.) To have custody of, and be responsible for, all the funds, securities and bonds of the corporation;
- c.) To deposit in the name and to credit of the corporation, in such bank as may be designated from time to time by the Board of Directors, all the moneys, funds, securities, bonds, and similar valuable effects belonging to the corporation which may come under his control;
- d.) To render an annual statements showing the financial condition of the corporation and such other financial reports as the Board of Directors, or the President may, from time to time require;
- e.) To prepare such financial reports, statements, certifications and other documents which may, from time to time, be required by government rules and regulations and to submit the same to the proper government agencies;
- f.) To exercise such powers and perform such duties and functions as may be assigned to him by the President.

Section 6. The Compliance Officer - To insure adherence to corporate principles and best practices, the Chairman of the Board shall designate a Compliance Officer who shall hold the position of a Vice President or its equivalent. He shall have direct reporting responsibilities to the Chairman of the Board. He shall perform the following duties:

- a.) Monitor compliance with the provisions and requirements of the Manual of Corporate Governance;
- b.) Appear before the Securities and Exchange Commission upon summon on similar matters that need to be clarified by the same;

- e.) To certify to such corporate acts, countersign corporate documents or certificates, and make reports or statements as may be required of him by law or by government rules and regulations.
- f.) To act as inspector at the election of Directors and, as such, to determine the number of shares of stock outstanding and entitled to vote, the shares of stock represented at the meeting, the existence of a quorum, the validity and effect of proxies, and to receive votes, ballots or consents, hear and determine questions in connection with the right to vote, count and tabulate all votes, determine the result, and do such acts as are proper to conduct the election.
- g.) To assist the Board in making business judgment in good faith and in the performance of their responsibilities and obligations.
- h.) Submit to the Commission, at the end of every fiscal year, an annual certification as to the attendance of the directors during Board meetings.
- i.) To be aware of the laws, rules and regulations necessary in the performance of his duties and responsibilities;
- j.) To have a working knowledge of the operations of the Corporation;
- k.) To inform the members of the Board, in accordance with the By-Laws, of the agenda of their meetings and ensure that the members have before them accurate information that will enable them to arrive at intelligent decisions on matters that require their approval;
- l.) To attend all board meetings, except when justifiable causes, such as illness, death in the immediate family and serious accidents, prevent him from doing so;
- m.) To ensure that all Board procedures, rules and regulations are strictly followed by the members; and

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- n.) To perform such other duties as are incident to his office or as may be assigned to him by the Board of Directors or the President.

- c.) Determine violation/s of the Manual and recommend penalty for violation thereof for further review and approval of the Board;
- d.) Issue a certification every January 30th of the year on the extent of the Corporation's compliance with this Manual for the completed year, explaining the reason/s of the latter's deviation from the same; and
- e.) Identify, monitor and control compliance risks.

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Section 7. Term of Office – The term of office of all officers shall be one (1) year and until their successors are duly elected and qualified.

Section 8. Vacancies – If any position of the officers becomes vacant by reason of death, resignation, disqualification or for any other cause, the Board of Directors, by majority vote may elect a successor who shall hold office for the unexpired term.

Section 9. Compensation – The officers shall receive such remuneration as the Board of Directors may determine. A director shall not be precluded from serving the corporation in any other capacity as an officer, agent or otherwise, and receiving compensation therefor.

Section 10. The Chairman of the Board – The duties and responsibilities of the Chairman in relation to the Board shall include, among others, the following:

- a.) Ensure that the meetings of the Board are held in accordance with the By-Laws or as the Chair may deem necessary;
- b.) Supervise the preparation of the agenda of the meeting in coordination with the Corporate Secretary, taking into consideration the suggestions of the CEO, management and the directors; and
- c.) Maintain qualitative and timely lines of communication and information between the Board and management.

Section 11. Adequate and Timely Information – The officers and the rest of the management should provide the Board with complete, adequate and timely information

about the matters to be taken up in their meetings. The information may include the background or explanation on matters brought before the Board, disclosures, budgets, forecasts and internal financial documents.

Section 12. Accountability and Audit – The officers and the rest of the management team, under the supervision of the Audit Committee, should formulate the rules and procedures on financial reporting and internal control in accordance with the following guidelines:

- a.) The extent of its responsibility in the preparation of the financial statements of the corporation, with the corresponding delineation of the responsibilities that pertain to the external auditor, should be clearly explained;
- b.) An effective system of internal control that will ensure the integrity of the financial reports and protection of the assets of the Corporation should be maintained;
- c.) On the basis of the approved audit plans, internal audit examinations should cover, at the minimum, the evaluation of the adequacy and effectiveness of controls that cover the Corporation's governance, operations and information systems, including the reliability and integrity of financial and operational information, effectiveness and efficiency of operations, protection of assets, and compliance with contracts, laws, rules and regulations;
- d.) The Corporation should consistently comply with the financial reporting requirements of the Commission;
- e.) The external auditor should be rotated or changed every five (5) years or earlier, or the signing partner of the external auditing firm assigned to the Corporation, should be changed with the same frequency. The Internal Auditor should submit to the Audit Committee and Management an annual report on the interim audit department's activities, responsibilities and performance relative to the audit plans and strategies as approved by the Audit Committee. The annual report should include significant risk exposures, control issues and such other matters as may be needed or requested by the Board and Management. The Internal Auditor should certify that he conducts his activities in accordance with the International Standards on the Professional Practice of Internal Auditing. If he does not, he shall disclose to the Board and Management the reasons why he has not fully complied with the said standards.

Section 13. Disclosure and Transparency – All material information about the Corporation which could adversely affect its viability or the interests of the stockholders should be publicly and timely disclosed. Such information should include, among others, earnings

results, acquisition or disposition of assets, off balance sheet transactions, related party transactions, and direct or indirect remuneration of members of the Board and management. All such information should be disclosed through the appropriate mechanisms and submissions to the appropriate government agencies.

(As amended and approved on January 14, 2011 in a meeting held at the corporation's principal office by at least majority of the members of the Board of Directors, and Stockholders representing at least two-thirds (2/3) of the entire issued and outstanding capital of the corporation.)

ARTICLE V

OFFICES

Section 1. The principal office of the corporation shall be located at the place stated in Article III of the Articles of Incorporation. The corporation may have such other branch offices, either within or outside the Philippines as the Board of Directors may designate.

ARTICLE VI

AUDIT OF BOOKS, FISCAL YEAR AND DIVIDENDS

Section 1. External Auditor – At the regular stockholders' meeting, the external auditor of the corporation for the ensuing year shall be appointed. The external auditor shall examine, verify and report on the earnings and expenses of the corporation.

Section 2. Fiscal Year – The fiscal year of the corporation shall begin on the first day of January and end on the last day of December of each year.

Section 3. Dividends – Dividends shall be declared and paid out of the unrestricted retained earnings which shall be payable in cash, property, or stock to all stockholders on the basis of outstanding stock held by them, as often and at such times as the Board of Directors may determine and in accordance with law.

ARTICLE VII

AMENDMENTS

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

for that purpose. However, the power to amend, modify, repeal or adopt new by-laws may be delegated to the Board of Directors by the affirmative vote of stockholders representing not less than two-thirds of the outstanding capital stock; provided, however, that any such delegation of powers to the Board of Directors to amend, repeal or adopt new by-laws may be revoked only by the vote of stockholders representing a majority of the outstanding capital stock at a regular or special meeting.

ARTICLE VIII

SEAL

Section 1. Form and Inscriptions - The corporate seal shall be determined by the Board of Directors.

ARTICLE IX

ADOPTION CLAUSE

The foregoing by-laws were adopted by all the stockholders of the corporation on September 3, 1998 at the principal office of the corporation.

IN WITNESS WHEREOF, we, the undersigned stockholders present at said meeting and voting thereat in favor of the adoption of said by-laws, have hereunto subscribed our names this 3rd day of September, 1998 at Manila.

(Signed)
LUCIO L. CO

(Signed)
SUSAN P. CO

(Signed)
LEONARDO B. DAYAO

(Signed)
GRACE E. SY

(Signed)
LILIA GONZALES

The non-executive directors should possess such qualifications and statute that would enable them to effectively participate in the deliberations of the Board."

"RESOLVED FINALLY, that the foregoing changes be made effective upon approval of the Securities and Exchange Commission."

3) Article III, Section 1.2

"RESOLVED, that Article III of the By-Laws of the Corporation is hereby amended to include the following Subsection 1.2:

"Section 1.2. Responsibility, Duties and Functions of the Board - It is the Board's responsibility to foster the long-term success of the Corporation, and to sustain its competitiveness and profitability in a manner consistent with its corporate objectives and the best interests of its stockholders.

The Board should formulate the Corporation's vision, mission, strategic objectives, policies and procedures that shall guide its activities, including the means to effectively monitor management's performance.

To ensure a high standard of best practice for the Corporation and its stockholders, the Board should conduct itself with honesty and integrity in the performance of, among others, the following duties and functions:

- a) Implement a process for the selection of directors who can add value and contribute independent judgment to the formulation of sound corporate strategies and policies. Appoint competent, professional, honest and highly-motivated management officers. Adopt an effective succession planning program for management;
- b) Provide sound strategic policies and guidelines to the Corporation on major capital expenditures. Establish programs that can sustain its long-term viability and strength. Periodically evaluate and monitor the implementation of such policies and strategies, including the business plans, operating budgets and management's overall performance;
- c) Ensure the Corporation's faithful compliance with all applicable laws, regulations and best business practices;
- d) Establish and maintain an investor relations program that will keep the stockholders informed of important developments in the Corporation. If feasible, the Corporation's CEO or chief financial officer shall exercise oversight responsibility over this program;
- e) Identify the sectors in the community in which the Corporation operates or are directly affected by its operations, and formulate a clear policy of accurate, timely and effective communication with them;

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- f) Adopt a system of check and balance within the Board. A regular review of the effectiveness of such system should be conducted to ensure the integrity of the decision-making and reporting processes at all times. There should be a continuing review of the Corporation's internal control system in order to maintain its adequacy and effectiveness;
- g) Identify key risk areas and performance indicators and monitor these factors with due diligence to enable the Corporation to anticipate and prepare for possible threats to its operational and financial viability;
- h) Formulate and implement policies and procedures that would ensure the integrity and transparency of related party transactions between and among the Corporation and its parent company, joint ventures, subsidiaries, associates, affiliates, major stockholders, officers and directors, including their spouses, children and dependent siblings and parents, and of interlocking director relationships by members of the Board;
- i) Constitute an Audit Committee and such other committees it deems necessary to assist the Board in the performance of its duties and responsibilities;
- j) Establish and maintain an alternative dispute resolution system in the Corporation that can amicably settle conflicts or differences between the Corporation and its stockholders, and the Corporation and third parties, including the regulatory authorities;
- k) Meet at such times or frequency as may be needed. The minutes of such meetings should be duly recorded. Independent views during Board meetings should be encouraged and given due consideration;
- l) Keep the activities and decisions of the Board within its authority under the Articles of Incorporation and By-Laws, and in accordance with existing laws, rules and regulations; and
- m) Appoint a Compliance Officer who shall have the rank of at least vice president. In the absence of such appointment, the Corporate Secretary shall act as Compliance Officer."

"RESOLVED FINALLY, that the foregoing changes be made effective upon approval of the Securities and Exchange Commission."

4) Article III, Section 1.3

"RESOLVED, that Article III of the By-Laws of the Corporation is hereby amended to include the following Subsection 1.3:

"Section 1.3. Specific Duties and Responsibilities of a Director – A director's office is one of trust and confidence. A director should act in the best interest of the Corporation in a manner characterized by transparency, accountability

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and fairness. He should also exercise leadership, prudence and integrity in directing the Corporation towards sustained progress.

A director should observe the following norms of conduct:

- (i) Conduct fair business transactions with the Corporation, and ensure that his personal interest does not conflict with the interests of the Corporation;
- (ii) Devote the time and attention necessary to properly and effectively perform his duties and responsibilities;
- (iii) Act judiciously;
- (iv) Exercise independent judgment;
- (v) Have a working knowledge of the statutory and regulatory requirements that affect the Corporation, including its Articles of Incorporation and By-Laws, the rules and regulations of the Commission and, where applicable, the requirements of relevant regulatory agencies; and
- (vi) Observe confidentiality."

"RESOLVED FINALLY, that the foregoing changes be made effective upon approval of the Securities and Exchange Commission."

5) Article III, Section 2

"RESOLVED, that Article III, Section 2 of the By-Laws of the Corporation is hereby amended to read as follows:

"Section 2. Election and Term – The Board of Directors shall be elected during each regular meeting of stockholders and shall hold office for one (1) year and until their successors are elected and qualified. A Director shall possess the following qualifications and none of the disqualifications:

Qualifications:

- a.) He shall own at least one (1) share of the capital stock of the corporation of which shares shall stand in his name in the books of the corporation;
- b.) At least a college graduate;
- c.) With sufficient experience in managing retail business;
- d.) Adequate competency and understanding of retail business;
- e.) Membership in good standing in relevant industry, business or professional organizations;
- f.) Has proven integrity/probity;
- g.) Assiduous.

Disqualifications:

XXX XXX XXX

- g.) Any person earlier elected as independent director who becomes an officer, employee or consultant of the Corporation."

"RESOLVED FINALLY, that the foregoing changes be made effective upon approval of the Securities and Exchange Commission."

9) Article III, Section 11

"RESOLVED, that Article III of the By-Laws of the Corporation is hereby amended to include the following Section 11:

"Section 11. Internal Control Responsibilities of the Board – The minimum internal control mechanisms for the performance of the Board's oversight responsibility shall include:

- a) **Definition of the duties and responsibilities of the CEO who is ultimately accountable for the Corporation's organizational and operational controls;**
- b) **Selection of the person who possesses the ability, integrity and expertise essential for the position of the CEO;**
- c) **Evaluation of proposed senior management appointments;**
- d) **Selection and appointment of qualified and competent management officers; and**
- e) **Review of the Corporation's human resource policies, conflict of interest situations, compensation program for employees, and management succession plan."**

"RESOLVED FINALLY, that the foregoing changes be made effective upon approval of the Securities and Exchange Commission."

10) Article IV, Section 4

"RESOLVED, that Article IV, Section 4 of the By-Laws of the Corporation is hereby amended to read as follows:

"Section 4. The Corporate Secretary – The Corporate Secretary must be a resident and a citizen of the Philippines. He shall have the following specific powers and duties:

xxx xxx xxx

- i.) **To be aware of the laws, rules and regulations necessary in the performance of his duties and responsibilities;**
- j.) **To have a working knowledge of the operations of the Corporation;**
- k.) **To inform the members of the Board, in accordance with the By-Laws, of the agenda of their meetings and ensure that the members have before them accurate information that will enable them to arrive at intelligent decisions on matters that require their approval;**
- l.) **To attend all Board meetings, except when justifiable causes, such as illness, death in the immediate family and serious accidents, prevent him from doing so;**
- m.) **To ensure that all Board procedures, rules and regulations are strictly followed by the members; and**

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n.) To perform such other duties as are incident to his office or as may be assigned to him by the Board of Directors or the President."

"RESOLVED FINALLY, that the foregoing changes be made effective upon approval of the Securities and Exchange Commission."

11) Article IV, Section 10

"RESOLVED, that Article IV of the By-Laws of the Corporation is hereby amended to include the following Section 10:

"Section 10. The Chairman of the Board – The duties and responsibilities of the Chairman in relation to the Board shall include, among others, the following:

- (i) Ensure that the meetings of the Board are held in accordance with the By-Laws or as the Chair may deem necessary;
- (ii) Supervise the preparation of the agenda of the meeting in coordination with the Corporate Secretary, taking into consideration the suggestions of the CEO, management and the directors; and
- (iii) Maintain qualitative and timely lines of communication and information between the Board and management."

"RESOLVED FINALLY, that the foregoing changes be made effective upon approval of the Securities and Exchange Commission."

12) Article IV, Section 11

"RESOLVED, that Article IV of the By-Laws of the Corporation is hereby amended to include the following Section 11:

"Section 11. Adequate and Timely Information – The officers and the rest of the management should provide the Board with complete, adequate and timely information about the matters to be taken up in their meetings. The information may include the background or explanation on matters brought before the Board, disclosures, budgets, forecasts and internal financial documents."

"RESOLVED, FINALLY, that the foregoing changes be made effective upon approval of the Securities and Exchange Commission."

13) Article IV, Section 12

"RESOLVED, that Article IV of the By-Laws of the Corporation is hereby amended to include the following Section 12:

"Section 12. Accountability and Audit – The officers and the rest of the management team, under the supervision of the Audit Committee, should formulate the rules and procedures on financial reporting and internal control in accordance with the following guidelines:

- (i) The extent of its responsibility in the preparation of the financial statements of the corporation, with the corresponding delineation of the responsibilities that

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pertain to the external auditor, should be clearly explained;

- (ii) An effective system of internal control that will ensure the integrity of the financial reports and protection of the assets of the Corporation should be maintained;
- (iii) On the basis of the approved audit plans, internal audit examinations should cover, at the minimum, the evaluation of the adequacy and effectiveness of controls that cover the Corporation's governance, operations and information systems, including the reliability and integrity of financial and operational information, effectiveness and efficiency of operations, protection of assets, and compliance with contracts, laws, rules and regulations;
- (iv) The Corporation should consistently comply with the financial reporting requirements of the Commission;
- (v) The external auditor should be rotated or changed every five (5) years or earlier, or the signing partner of the external auditing firm assigned to the Corporation, should be changed with the same frequency. The Internal Auditor should submit to the Audit Committee and Management an annual report on the interim audit department's activities, responsibilities and performance relative to the audit plans and strategies as approved by the Audit Committee. The annual report should include significant risk exposures, control issues and such other matters as may be needed or requested by the Board and Management. The Internal Auditor should certify that he conducts his activities in accordance with the International Standards on the Professional Practice of Internal Auditing. If he does not, he shall disclose to the Board and Management the reasons why he has not fully complied with the said standards."

"RESOLVED FINALLY, that the foregoing changes be made effective upon approval of the Securities and Exchange Commission."

14) Article IV, Section 13

"RESOLVED, that Article IV of the By-Laws of the Corporation is hereby amended to include the following Section 13:

"Section 13. Disclosure and Transparency - All material information about the Corporation which could adversely affect its viability or the interests of the stockholders should be publicly and timely disclosed. Such information should include, among others, earnings results, acquisition or disposition of assets, off balance sheet transactions, related party transactions, and direct or indirect remuneration of members of the Board and management. All such information should be disclosed through the appropriate

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mechanisms and submissions to the appropriate government agencies."

"RESOLVED FINALLY, that the foregoing changes be made effective upon approval of the Securities and Exchange Commission."

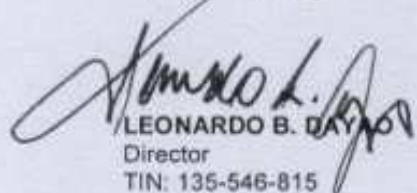
IN WITNESS WHEREOF, We have signed this Certificate of Amendment of Articles of Incorporation and By-Laws of the Corporation on this 17th day of January 2011 at the City of Manila, Philippines.



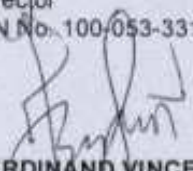
LUCIO L. CO
Chairman
TIN No. 108-975-971



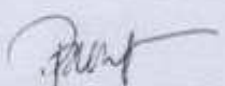
SUSAN P. CO
Director
TIN No. 100-053-331



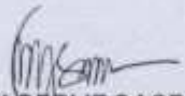
LEONARDO B. DAYAO
Director
TIN: 135-546-815



FERDINAND VINCENT P. CO
Director
TIN: 208-381-185



PAMELA JUSTINE P. CO
Director
TIN: 212-169-431



BABY GERLIE SACRO
Secretary of the Meeting
TIN: 914-383-469

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
CITY OF MANILA) S.S.
X-----X

QUEZON JAN 19 2011

BEFORE ME A Notary Public for and in Manila, this _____ day of January, 2011 personally appeared the following who have satisfactorily proven to me their identities through the identification cards stated below:

Name	TIN Identification Card
LUCIO L. CO	TIN No. 108-975-971
SUSAN P. CO	TIN No. 100-053-331
LEONARDO B. DAYAO	TIN No. 135-546-815
FERDINAND VINCENT P. CO	TIN No. 208-381-185
PAMELA JUSTINE P. CO	TIN No. 212-169-431
BABY GERLIE SACRO	TIN No. 914-383-469



that they are the same persons who executed and voluntarily signed the foregoing Certificate of Amendment of Articles of Incorporation and By-Laws which they acknowledged before me as their free and voluntary act and deed.

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

Doc. No.
Page No.
Book No.
Series of 2011.

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07

ATTY. JOEL G. GORDON
NOTARY PUBLIC
NOTARIAL COMMISSION NO. NP-052
COMMISSION EXPIRES DEC 31, 2011
PTR NO. 4559910; 1/03/2011; Q.C.
HP NO. 774185; 1/12/2010; Q.C.
ROLL OF ATTORNEY NO. 25103

Paul Johnson

J

John

Wesley

Paul

John