



103012013001922



## SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills, Mandaluyong City, Metro Manila, Philippines  
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Company Information

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

### Document Information

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SEC Registration Number

PUREGOLD PRICE CLUB, INC.

(Company's Full Name)

NO. 900 ROMUALDEZ ST., PACO, MANILA

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

CANDY DACANAY-DATUON

(Contact Person)

(02) 523-3055

(Company Telephone Number)

1 2

Month

3 1

Day

SEC FORM 17 - C

(Form Type)

0 5

Month

1 4

Day

(Secondary License Type, If Applicable)

Dept. Requiring this Doc

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowing

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document ID

Cashier

**Item No. 9 Other events:**

Please be informed of the approval issued by the Securities and Exchange Commission to the Application for Merger of Puregold Price Club, Inc., Puregold Junior Supermarket, Inc., S-CV Corporation and Gant Group of Companies, Inc. dated February 26, 2013.


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

**SIGNATURE**

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

PUREGOLD PRICE CLUB, INC.

1 March 2013

  
**ATTY. CANDY H. DACANAY-DATUON**  
Assistant Corporate Secretary  
And Compliance Officer



REPUBLIC OF THE PHILIPPINES  
**SECURITIES AND EXCHANGE COMMISSION**  
 SEC Building, EDSA, Greenhills,  
 City of Mandaluyong, Metro Manila

**CERTIFICATE OF FILING OF THE  
 PLAN AND ARTICLES OF MERGER**

**KNOW ALL PERSONS BY THESE PRESENTS:**

**THIS IS TO CERTIFY** that the Articles and Plan of Merger executed on November 26, 2012, by and among:

**PUREGOLD PRICE CLUB, INC.**  
*and*  
**PUREGOLD JUNIOR SUPERMARKET, INC.**  
**GANT GROUP OF COMPANIES INCORPORATED**  
**S-CV CORPORATION**  
 doing business under the names and style of  
**GO MARKET and PARCOGO**  
**SUPERAGORA X CORPORATION**  
**SUPER RETAIL VIII CORPORATION**  
**GANT DIAMOND III CORPORATION**  
**GANT DIAMOND CORPORATION**  
 doing business under the names and styles of  
**PARCO DEPARTMENT STORE & SUPERMARKET; PARCO**  
**SUPERMARKET; PARCO SELECTIONS SUPERMARKET; PARCO**  
**PHARMACY AND PARCO DRUGSTORE;**  
**LYNXSERV CORP.**  
**SUPER RETAIL XV CORPORATION**  
 ( Absorbed Corporations)

copy annexed, approved by a majority vote of the Board of Directors and by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock of constituent corporations on November 22, 2012 signed by their President certified by their respective Corporate Secretary, whereby the entire assets and liabilities of the absorbed corporations will be transferred to and absorbed by PUREGOLD PRICE CLUB, INC. was approved by this Office on this date pursuant to the provisions of Sections 76 to 80 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980, and attached to the other papers pertaining to said corporations.

**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 26<sup>th</sup> day of February, Twenty Thirteen.

  
**FERDINAND B. SALES**  
 Acting Director

Company Registration and Monitoring Department





## PLAN OF MERGER

### KNOW ALL MEN BY THESE PRESENTS:

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

**PUREGOLD PRICE CLUB, INC.**, a corporation organized and existing by virtue of the laws of the Philippines with principal place of business at No. 900 Romualdez St., Paco, Manila, represented herein by its President, **LEONARDO B. DAYAO**, and hereinafter referred to as "PPCI";

- and -

**PUREGOLD JUNIOR SUPERMARKET, INC.**, a corporation organized and existing by virtue of the laws of the Philippines with principal place of business at No. 900 Romualdez St., Paco, Manila, represented herein by its President, **LUCIO L. CO**, and hereinafter referred to as "PJSI";

**GANT GROUP OF COMPANIES INCORPORATED**, a corporation organized and existing by virtue of the laws of the Philippines with principal place of business at 704 Rizal Avenue Extension, Caloocan City, represented herein by its President, **IRAIDA B. DE GUZMAN**, and hereinafter referred to as "GGCI";

**S-CV CORPORATION DOING BUSINESS UNDER THE NAMES AND STYLES OF GOMARKET AND PARCOGO**, a corporation organized and existing by virtue of the laws of the Philippines with principal place of business at Lot 3 Block 3, Quezon Avenue, San Isidro, Angono, Rizal, represented herein by its President, **IRAIDA B. DE GUZMAN**, and hereinafter referred to as "SCVC";

**SUPERAGORA X CORPORATION**, a corporation organized and existing by virtue of the laws of the Philippines with principal place of business at 3903 Cagayan Valley Road, Tabang, Plaridel, Bulacan, represented herein by its President, **IRAIDA B. DE GUZMAN**, and hereinafter referred to as "SXC";

**SUPER RETAIL VIII CORPORATION**, a corporation organized and existing by virtue of the laws of the Philippines with principal place of business at Unishoppe Building, M.L. Quezon Ave., Brgy. San Isidro, Angono Rizal, represented herein by its President, **IRAIDA B. DE GUZMAN**, and hereinafter referred to as "SRVIIC";

**GANT DIAMOND III CORPORATION**, a corporation organized and existing by virtue of the laws of the Philippines with principal place of business at No. 226 Bayan-bayanan Avenue, Concepcion I, Marikina, Metro Manila, represented herein by its President, **IRAIDA B. DE GUZMAN**, and hereinafter referred to as "GDIIC";

**GANT DIAMOND CORPORATION DOING BUSINESS UNDER THE NAMES AND STYLES OF PARCO DEPARTMENT STORE & SUPERMARKET; PARCO SUPERMARKET; PARCO SELECTIONS SUPERMARKET; PARCO PHARMACY AND PARCO DRUGSTORE**, a corporation organized and existing by virtue of the laws of the Philippines with principal place of business at 704 Rizal Avenue Extension, Caloocan City, Metro Manila, represented herein by its President, **IRAIDA B. DE GUZMAN**, and hereinafter referred to as "GDC";

**LYNXSERV CORP.**, a corporation organized and existing by virtue of the laws of the Philippines with principal place of business at General Luna Street, Barangay Ususan, Taguig City, represented herein by its President, **IRAIDA B. DE GUZMAN**, and hereinafter referred to as "LSC";

**SUPER RETAIL XV CORP.**, a corporation organized and existing by virtue of the laws of the Philippines with principal place of business at Lot 20 Block 10, Batasan Road, Batasan Hills, Quezon City, represented herein by its President, **IRAIDA B. DE GUZMAN**, and hereinafter referred to as "SRXVC";

Collectively referred to as "ABSORBED CORPORATIONS"

**WITNESSETH: That --**

Whereas, PPCI was incorporated on September 8, 1998, primarily to engage in the business of wholesale/retail of general merchandise, with an authorized capital stock of **THREE BILLION (PhP3,000,000,000.00)**, Philippine currency, divided into **THREE BILLION (3,000,000,000)** shares with a par value of **ONE PESO (PhP1.00)** per share; of which amount, **TWO BILLION SEVEN HUNDRED SIXTY SIX MILLION FOUR HUNDRED SIX THOUSAND TWO HUNDRED FIFTY (2,766,406,250)** shares with total par value of **TWO BILLION SEVEN HUNDRED SIXTY SIX MILLION FOUR HUNDRED SIX THOUSAND TWO HUNDRED FIFTY PESOS (PhP2,766,406,250.00)** were subscribed and fully paid up.

Whereas, PSJI was incorporated on July 24, 2008, primarily to engage in the business of trading of goods such as consumer goods on a wholesale/retail basis, with an authorized capital stock of **FIFTY MILLION PESOS (PhP50,000,000)**, Philippine currency, divided into **FIVE HUNDRED THOUSAND (500,000)** shares with a par value of **ONE HUNDRED PESOS (PhP100.00)** per share; fully subscribed and paid up.

Whereas, GGCI, a holding company, was incorporated on October 6, 2010, primarily to engage in acquiring, holding and transferring of real and personal properties, with an authorized capital stock of **ONE HUNDRED FIFTY MILLION PESOS (PhP150,000,000.00)**, Philippine currency, divided into **ONE MILLION FIVE HUNDRED THOUSAND (1,500,000)** shares with a par value of **ONE HUNDRED PESOS (PhP100.00)** per share; of which amount, **FIVE HUNDRED NINETEEN THOUSAND ONE HUNDRED ELEVEN (519,111)** shares with total

par value of **FIFTY ONE MILLION NINE HUNDRED ELEVEN THOUSAND ONE HUNDRED PESOS (PhP51,911,100.00)** were subscribed and fully paid up.

Whereas, SCV, a trading company, was incorporated on October 21, 2010, primarily to engage in the business of trading of goods such as consumer goods and to operate convenience stores, with an authorized capital stock of **TWELVE MILLION PESOS (PhP12,000,000)**, Philippine currency, divided into **ONE HUNDRED TWENTY THOUSAND (120,000)** shares with a par value of **ONE HUNDRED PESOS (PhP100.00)** per share; of which amount, **ONE HUNDRED THOUSAND (100,000)** shares with total par value of **TEN MILLION PESOS (PhP10,000,000)** were subscribed and **NINE MILLION SEVEN HUNDRED FIFTY FOUR THOUSAND PESOS (PhP9,754,000.00)** were paid up.

Whereas, SXC, a trading company, was incorporated on August 25, 2009, primarily to engage in the business of trading of goods such as consumer goods and to operate convenience stores, with an authorized capital stock of **TWENTY MILLION PESOS (PhP20,000,000)**, Philippine currency, divided into **TWO HUNDRED THOUSAND PESOS (200,000)** shares with a par value of **ONE PESOS (PhP100.00)** per share; of which amount, **FIFTY THOUSAND (50,000)** shares with total par value of **FIVE MILLION PESOS (PhP5,000,000)** were subscribed and fully paid up.

Whereas, SRVIIC, a trading company, was incorporated on October 5, 2007, primarily to engage in the business of trading of goods such as consumer goods and to operate a supermarket in connection with the business, with an authorized capital stock of **TWENTY MILLION PESOS (PhP20,000,000)**, Philippine currency, divided into **TWO HUNDRED THOUSAND PESOS (200,000)** shares with a par value of **ONE PESOS (PhP100.00)** per share; of which amount, **FIFTY THOUSAND (50,000)** shares with total par value of **FIVE MILLION PESOS (PhP5,000,000)** were subscribed and fully paid up.

Whereas, GDIIC, a trading company, was incorporated on May 10, 1995, primarily to engage in the business of trading of goods such as consumer goods and to operate a supermarket in connection with the business, with an authorized capital stock of **THIRTY MILLION PESOS (PhP30,000,000)**, Philippine currency, divided into **THREE HUNDRED THOUSAND (300,000)** shares with a par value of **ONE HUNDRED PESOS (PhP100.00)** per share; of which amount, **ONE HUNDRED FIFTEEN THOUSAND (115,000)** shares with total par value of **ELEVEN MILLION FIVE HUNDRED THOUSAND PESOS (PhP11,500,000)** were subscribed and fully paid up.

Whereas, GDC was incorporated on October 25, 1983, primarily to engage in the business of wholesale/retail of general merchandise, with an authorized capital stock of **FIVE MILLION PESOS (PhP5,000,000)**, Philippine currency, divided into **FIFTY THOUSAND (50,000)** shares with a par value of **ONE HUNDRED PESOS (PhP100.00)** per share; were fully subscribed and paid up.

Whereas, LSC, a trading company, was incorporated on November 26, 2010, primarily to engage in the business of storage and transport of goods, with an authorized capital stock of **SIX MILLION PESOS (PhP6,000,000)**, Philippine currency, divided into **SIXTY THOUSAND (60,000)** shares with a par value of **ONE**



**HUNDRED PESOS (PhP100.00)** per share; of which amount, **FIFTEEN THOUSAND (15,000)** shares with total par value of **ONE MILLION FIVE HUNDRED THOUSAND PESOS (PhP1,500,000.00)** were subscribed and **EIGHT HUNDRED SEVEN THOUSAND PESOS (PhP807,000)** were paid up.

Whereas, SRXVC, a trading company, was incorporated on October 15, 2010, primarily to engage in the business of trading of goods such as consumer goods and to operate a supermarket in connection with the business, with an authorized capital stock of **TWENTY MILLION PESOS (PhP20,000,000)**, Philippine currency, divided into **TWO HUNDRED THOUSAND PESOS (200,000)** shares with a par value of **ONE PESOS (PhP100.00)** per share; of which amount, **FIFTY THOUSAND (50,000)** shares with total par value of **FIVE MILLION PESOS (PhP5,000,000)** were subscribed and fully paid up.

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

## **ARTICLE I**

### **The Merger**

- 1.1. **Merger of the ABSORBED CORPORATIONS with and unto PPCI.**

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

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

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

- (a) The existence of the **ABSORBED CORPORATIONS** shall cease.

- (b) PPCI shall continue to exist as a corporation organized and existing under the laws of the Philippines and shall be the surviving corporation.
- (c) PPCI, as the surviving corporation, shall possess all the rights, privileges, immunities and powers, and shall be subject to all the duties and the liabilities of a corporation organized under the Corporation Code.
- (d) PPCI shall thereupon and thereafter possess all the rights, privileges, immunities and franchises of the ABSORBED CORPORATIONS, and all property, real or personal, and all receivables due on whatever account, not otherwise determined as uncollectible, including subscriptions to shares and other choses in action, and all and every other interest of, or belonging to, or due to the ABSORBED CORPORATIONS as of July 31, 2012 shall be taken and deemed to be transferred to and vested in the surviving corporation without further act or deed;
- (e) PPCI shall be responsible and liable for all the liabilities and obligations of the ABSORBED CORPORATIONS as of July 31, 2012 up to the effective date, in the same manner as if PPCI had itself incurred such liabilities and obligations and any pending claim, action or proceeding brought by or against PPCI as the case may be. The ABSORBED CORPORATIONS undertake to fully disclose the details of each case mentioned above. Neither the rights of creditors nor any lien upon the property of the constituent corporations shall be impaired by such merger; and,
- (f) All existing employees of the ABSORBED CORPORATIONS shall be separated from their respective corporations. Immediately thereafter, they will be hired by PPCI as new employees without prejudice to its right to exercise Article 283 of the Labor Code of the Philippines.

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

1.5. **Effective Time.** The Effective Time of Merger (the "Effective Time") shall be after the approval of the Securities and Exchange Commission (SEC).

## ARTICLE II

### Terms of Merger

2.1. There shall be no issuance of shares of PPCI to the shareholders of SRVIIC, SXC, SRXV and SCVC in view of their capital deficiency as of July 31, 2012.

2.2. There will be issuance of shares of PPCI to the shareholders of PJSI, GGCI, GDIIC, GDC and LSC. *(Please refer to Annex A for details)*

2.3. The present outstanding capital stock of the ABSORBED CORPORATIONS shall be retired and cancelled.

## ARTICLE III

### Articles of Incorporation & By-Laws of PPCI

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

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

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

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

## ARTICLE IV

### Conversion of Securities

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

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

## ARTICLE V

### Shareholders' Approval

5.1. This Plan of Merger was submitted, approved and adopted by the shareholders of the ABSORBED CORPORATIONS at a special meeting of such shareholders held on November 22, 2012 at their principal offices. It was also submitted, approved and adopted by the shareholders of PPCI at a special meeting of the shareholders held on November 22, 2012 at its principal office.

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

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

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

## ARTICLE VI

### Amendment and Termination

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

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

## ARTICLE VII

### Representations and Warranties

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

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

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

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

7.4. The receivables of the ABSORBED CORPORATIONS and PPCI as disclosed to the constituent corporations are current and realizable of the constituent corporations.

## ARTICLE VIII

### Covenants

The Constituent Corporations hereto agree as follows:


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

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

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

## ARTICLE IX

**SUPERAGORA X CORPORATION**  
Represented by:

  
**IRAIDA B. DE GUZMAN**  
*President*

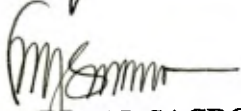
**GANT DIAMOND III CORPORATION**  
Represented by:

  
**IRAIDA B. DE GUZMAN**  
*President*

**LYNXSERV CORP.**  
Represented by:

  
**IRAIDA B. DE GUZMAN**  
*President*

Attested by:

  
**BABY GERLIE I. SACRO**  
*Corporate Secretary*  
**PUREGOLD PRICE CLUB, INC.**  
**PUREGOLD JUNIOR SUPERMARKET, INC.**  
**GANT GROUP OF COMPANIES INCORPORATED**  
**S-CV CORPORATION**  
**SUPERAGORA X CORPORATION**  
**SUPER RETAIL VIII CORPORATION**  
**GANT DIAMOND III CORPORATION**  
**GANT DIAMOND CORPORATION**  
**LYNXSERV CORP.**  
**SUPER RETAIL XV CORP.**

**SUPER RETAIL VIII CORPORATION**  
Represented by:

  
**IRAIDA B. DE GUZMAN**  
*President*

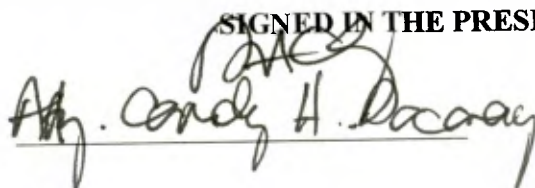
**GANT DIAMOND CORPORATION**  
Represented by:

  
**IRAIDA B. DE GUZMAN**  
*President*

**SUPER RETAIL XV CORP.**  
Represented by:

  
**IRAIDA B. DE GUZMAN**  
*President*

SIGNED IN THE PRESENCE OF:

  
\_\_\_\_\_  
Atty. Candy H. Lacaray

PUREGOLD PRICE CLUB, INC.

Annex "A"

A. Computation of Net Asset Value of Constituent Corporations

	Pricl (July 2012)	Puregold Jr. (July 2012)	Gant Group of Companies (July 2012)	Super Retail VIII Corporation (July 2012)	Gant Diamond Corporation (July 2012)	Super Retail XV Corp. (July 2012)	Gant Diamond III Corporation (July 2012)	Superior X Corporation (July 2012)	Empire Corp. (July 2012)	S-CV Corp. (July 2011)	Total
Total Assets	31,990,416,449.00	1,982,116,637.00	80,098,664.00	138,120,715.00	135,766,119.00	96,627,601.00	157,532,265.00	113,126,822.00	1,417,643.00	24,472,476.00	34,319,695,386.00
Less: Total Liabilities	5,533,615,199.00	1,631,475,789.00	5,207,014.00	139,040,631.00	125,616,226.00	99,203,655.00	148,057,863.00	124,324,305.00	583,926.00	26,119,439.00	7,830,242,629.00
Net Asset (NA)	26,056,801,250.00	350,640,848.00	74,891,650.00	9,080,084.00	10,150,893.00	2,576,954.00	12,474,399.00	11,792,487.00	833,717.00	(1,646,963.00)	26,489,452,757.00
By: Pricl	26.55	26.55	26.55	26.55	26.55	26.55	26.55	26.55	26.55	26.55	26.55
SHARES TO BE ISSUED TO ABSORBED		13,206,811.00	2,826,777.00		323,728.00		469,845.00		31,000.00		16,074,167.00

B. Distribution of Shares to the Stockholders

STOCKHOLDERS	NUMBER OF SHARES TO BE DISTRIBUTED											AFTER MERGER (A+B)
	BEFORE MERGER TOTAL	Puregold Jr.	Gant Group of Companies	Super Retail VIII Corporation	Gant Diamond Corporation	Super Retail XV Corp. (July 2012)	Gant Diamond III Corporation (July 2012)	Superior X Corporation (July 2012)	Empire Corp. (July 2012)	S-CV Corp. (July 2011)	Total	
Duelo L. Co	870,938,301	26	-	-	-	-	-	-	-	-	870,938,327.00	
Susan P. Co	726,251,810	26	-	-	-	-	-	-	-	-	726,251,836.00	
Ferdinand Vincent P. Co	110,326,784	26	-	-	-	-	-	-	-	-	110,326,786.00	
HSHC	239,453,225	-	-	-	-	-	-	-	-	-	239,453,225.00	
Deutsche Bank Manila	180,846,733	-	-	-	-	-	-	-	-	-	180,846,733.00	
Pamela Justine Co	110,326,784	26	-	-	-	-	-	-	-	-	110,326,780.00	
Citibank N.A.	77,642,000	-	-	-	-	-	-	-	-	-	77,642,000.00	
Standard Chartered Bank	45,536,182	-	-	-	-	-	-	-	-	-	45,536,182.00	
BDO Securities Corporation	35,701,095	-	-	-	-	-	-	-	-	-	35,701,095.00	
HSHC	19,376,600	-	-	-	-	-	-	-	-	-	19,376,600.00	
Ansaldo Godines & Co. Inc.	9,957,796	-	-	-	-	-	-	-	-	-	9,957,796.00	
Col Financial Group Inc.	7,887,555	-	-	-	-	-	-	-	-	-	7,887,555.00	
MBTC - TRIG AS INC FOR GSIS	7,822,100	-	-	-	-	-	-	-	-	-	7,822,100.00	
HSHC	6,113,500	-	-	-	-	-	-	-	-	-	6,113,500.00	
Banco De Oro - Trust Bankin Group	3,484,400	-	-	-	-	-	-	-	-	-	3,484,400.00	
UCCP - Trust Bankin	3,198,400	-	-	-	-	-	-	-	-	-	3,198,400.00	
MBTC - TRIG	2,846,100	-	-	-	-	-	-	-	-	-	2,846,100.00	
First Pacific Securities Brokerage Corporation	2,644,100	-	-	-	-	-	-	-	-	-	2,644,100.00	
General PFI Trust Life Assurance Company	2,307,700	-	-	-	-	-	-	-	-	-	2,307,700.00	
Overseas	274,368,365	-	-	-	-	-	-	-	-	-	274,368,365.00	
Puregold Price Club Inc	-	13,206,811	-	-	-	-	-	-	-	-	13,206,811.00	
Carnie Cheese P. Co	-	26	-	-	-	-	-	-	-	-	26.00	
Katrina Marie P. Co	-	26	-	-	-	-	-	-	-	-	26.00	
Leonardo B. Davran	-	-	-	-	-	-	-	-	-	-	-	
Linda De Guzman	-	-	-	-	-	-	-	-	-	-	-	
Denise M. Ana D. Carillo	-	-	-	-	-	-	-	-	-	-	-	
Joseph L. Sy	-	-	-	-	-	-	-	-	-	-	-	
Shevann C. Hsu	-	-	-	-	-	-	-	-	-	-	-	
TOTAL	2,766,406,550	13,206,811	2,826,777	303,238	303,238	469,845	31,000	31,000	-	-	2,780,137,412.00	

**ARTICLES OF MERGER**

**OF**

**PUREGOLD JUNIOR SUPERMARKET, INC.  
GANT GROUP OF COMPANIES INCORPORATED  
S-CV CORPORATION  
SUPERAGORA X CORPORATION  
SUPER RETAIL VIII CORPORATION  
GANT DIAMOND III CORPORATION  
GANT DIAMOND CORPORATION  
LYNXSERV CORP.  
SUPER RETAIL XV CORP.**

**WITH AND UNTO**

**PUREGOLD PRICE CLUB, INC.**

**KNOW ALL MEN BY THESE PRESENTS:**

Pursuant to the provisions of Article 78 of the Corporation Code of the Philippines (hereinafter referred to as the "Corporation Code"), the undersigned corporations have each adopted and hereby execute the following Articles of Merger for the purpose of merging Puregold Junior Supermarket, Inc., Gant Group of Companies Incorporated, S-CV Corporation, Superagora X Corporation, Super Retail VIII Corporation, Gant Diamond III Corporation, Gant Diamond Corporation, Lynxserv Corp., Super Retail XV Corp. with and unto Puregold Price Club, Inc. (the "Constituent corporations").

1. **Plan and Agreement of Merger.** The Plan of Merger (the "Plan") which is reproduced hereunder, was approved by at least a majority vote of each of the Board of Directors and by the affirmative vote of the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of all of the Constituent corporations at separate meetings duly called for the purpose in accordance with and in the manner prescribed under Section 76 of the Corporation Code:

**PLAN OF MERGER**

**KNOW ALL MEN BY THESE PRESENTS:**

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

*PUREGOLD PRICE CLUB, INC., a corporation organized and existing by virtue of the laws of the Philippines with principal place of business at No. 900 Romualdez St., Paco, Manila, represented herein by its President, LEONARDO B. DAYAO, and hereinafter referred to as "PPCI";*



represented herein by its President, **IRAIDA B. DE GUZMAN**, and hereinafter referred to as "GDC";

**LYNXSERV CORP.**, a corporation organized and existing by virtue of the laws of the Philippines with principal place of business at General Luna Street, Barangay Ususan, Taguig City, represented herein by its President, **IRAIDA B. DE GUZMAN**, and hereinafter referred to as "LSC";

**SUPER RETAIL XV CORP.**, a corporation organized and existing by virtue of the laws of the Philippines with principal place of business at Lot 20 Block 10, Batasan Road, Batasan Hills, Quezon City, represented herein by its President, **IRAIDA B. DE GUZMAN**, and hereinafter referred to as "SRXVC";

Collectively referred to as "**ABSORBED CORPORATIONS**"

**WITNESSETH: That --**

Whereas, **PPCI** was incorporated on September 8, 1998, primarily to engage in the business of wholesale/retail of general merchandise, with an authorized capital stock of **THREE BILLION (PhP3,000,000,000.00)**, Philippine currency, divided into **THREE BILLION (3,000,000,000)** shares with a par value of **ONE PESO (PhP1.00)** per share; of which amount, **TWO BILLION SEVEN HUNDRED SIXTY SIX MILLION FOUR HUNDRED SIX THOUSAND TWO HUNDRED FIFTY (2,766,406,250)** shares with total par value of **TWO BILLION SEVEN HUNDRED SIXTY SIX MILLION FOUR HUNDRED SIX THOUSAND TWO HUNDRED FIFTY PESOS (PhP2,766,406,250.00)** were subscribed and fully paid up.

Whereas, **PSJI** was incorporated on July 24, 2008, primarily to engage in the business of trading of goods such as consumer goods on a wholesale/retail basis, with an authorized capital stock of **FIFTY MILLION PESOS (PhP50,000,000)**, Philippine currency, divided into **FIVE HUNDRED THOUSAND (500,000)** shares with a par value of **ONE HUNDRED PESOS (PhP100.00)** per share; fully subscribed and paid up.

Whereas, **GGCI**, a holding company, was incorporated on October 6, 2010, primarily to engage in acquiring, holding and transferring of real and personal properties, with an authorized capital stock of **ONE HUNDRED FIFTY MILLION PESOS (PhP150,000,000.00)**, Philippine currency, divided into **ONE MILLION FIVE HUNDRED THOUSAND (1,500,000)** shares with a par value of **ONE HUNDRED PESOS (PhP100.00)** per share; of which amount, **FIVE HUNDRED NINETEEN THOUSAND ONE HUNDRED ELEVEN (519,111)** shares with total par value of **FIFTY ONE MILLION NINE HUNDRED ELEVEN THOUSAND ONE HUNDRED PESOS (PhP51,911,100.00)** were subscribed and fully paid up.

Whereas, SCV, a trading company, was incorporated on October 21, 2010, primarily to engage in the business of trading of goods such as consumer goods and to operate convenience stores, with an authorized capital stock of **TWELVE MILLION PESOS (PhP12,000,000)**, Philippine currency, divided into **ONE HUNDRED TWENTY THOUSAND (120,000)** shares with a par value of **ONE HUNDRED PESOS (PhP100.00)** per share; of which amount, **ONE HUNDRED THOUSAND (100,000)** shares with total par value of **TEN MILLION PESOS (PhP10,000,000)** were subscribed and **NINE MILLION SEVEN HUNDRED FIFTY FOUR THOUSAND PESOS (PhP9,754,000.00)** were paid up.

Whereas, SXC, a trading company, was incorporated on August 25, 2009, primarily to engage in the business of trading of goods such as consumer goods and to operate convenience stores, with an authorized capital stock of **TWENTY MILLION PESOS (PhP20,000,000)**, Philippine currency, divided into **TWO HUNDRED THOUSAND PESOS (200,000)** shares with a par value of **ONE PESOS (PhP100.00)** per share; of which amount, **FIFTY THOUSAND (50,000)** shares with total par value of **FIVE MILLION PESOS (PhP5,000,000)** were subscribed and fully paid up.

Whereas, SRVIIC, a trading company, was incorporated on October 5, 2007, primarily to engage in the business of trading of goods such as consumer goods and to operate a supermarket in connection with the business, with an authorized capital stock of **TWENTY MILLION PESOS (PhP20,000,000)**, Philippine currency, divided into **TWO HUNDRED THOUSAND PESOS (200,000)** shares with a par value of **ONE PESOS (PhP100.00)** per share; of which amount, **FIFTY THOUSAND (50,000)** shares with total par value of **FIVE MILLION PESOS (PhP5,000,000)** were subscribed and fully paid up.

Whereas, GDIIC, a trading company, was incorporated on May 10, 1995, primarily to engage in the business of trading of goods such as consumer goods and to operate a supermarket in connection with the business, with an authorized capital stock of **THIRTY MILLION PESOS (PhP30,000,000)**, Philippine currency, divided into **THREE HUNDRED THOUSAND (300,000)** shares with a par value of **ONE HUNDRED PESOS (PhP100.00)** per share; of which amount, **ONE HUNDRED FIFTEEN THOUSAND (115,000)** shares with total par value of **ELEVEN MILLION FIVE HUNDRED THOUSAND PESOS (PhP11,500,000)** were subscribed and fully paid up.

Whereas, GDC was incorporated on October 25, 1983, primarily to engage in the business of wholesale/retail of general merchandise, with an authorized capital stock of **FIVE MILLION PESOS (PhP5,000,000)**, Philippine currency, divided into **FIFTY THOUSAND (50,000)** shares with a par value of **ONE HUNDRED PESOS (PhP100.00)** per share; were fully subscribed and paid up.

Whereas, LSC, a trading company, was incorporated on November 26, 2010, primarily to engage in the business of storage and transport of goods, with an authorized capital stock of **SIX MILLION PESOS (PhP6,000,000)**, Philippine currency, divided into **SIXTY THOUSAND (60,000)** shares with a par value of **ONE**

**HUNDRED PESOS (PhP100.00) per share; of which amount, FIFTEEN THOUSAND (15,000) shares with total par value of ONE MILLION FIVE HUNDRED THOUSAND PESOS (PhP1,500,000.00) were subscribed and EIGHT HUNDRED SEVEN THOUSAND PESOS (PhP807,000) were paid up.**

*Whereas, SRXVC, a trading company, was incorporated on October 15, 2010, primarily to engage in the business of trading of goods such as consumer goods and to operate a supermarket in connection with the business, with an authorized capital stock of TWENTY MILLION PESOS (PhP20,000,000), Philippine currency, divided into TWO HUNDRED THOUSAND PESOS (200,000) shares with a par value of ONE PESOS (PhP100.00) per share; of which amount, FIFTY THOUSAND (50,000) shares with total par value of FIVE MILLION PESOS (PhP5,000,000) were subscribed and fully paid up.*

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

## **ARTICLE I**

### **The Merger**

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

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

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

**(a)** *The existence of the ABSORBED CORPORATIONS shall cease.*

- (b) *PPCI shall continue to exist as a corporation organized and existing under the laws of the Philippines and shall be the surviving corporation.*
- (c) *PPCI, as the surviving corporation, shall possess all the rights, privileges, immunities and powers, and shall be subject to all the duties and the liabilities of a corporation organized under the Corporation Code.*
- (d) *PPCI shall thereupon and thereafter possess all the rights, privileges, immunities and franchises of the ABSORBED CORPORATIONS, and all property, real or personal, and all receivables due on whatever account, not otherwise determined as uncollectible, including subscriptions to shares and other chooses in action, and all and every other interest of, or belonging to, or due to the ABSORBED CORPORATIONS as of July 31, 2012 shall be taken and deemed to be transferred to and vested in the surviving corporation without further act or deed;*
- (e) *PPCI shall be responsible and liable for all the liabilities and obligations of the ABSORBED CORPORATIONS as of July 31, 2012 up to the effective date, in the same manner as if PPCI had itself incurred such liabilities and obligations and any pending claim, action or proceeding brought by or against PPCI as the case may be. The ABSORBED CORPORATIONS undertake to fully disclose the details of each case mentioned above. Neither the rights of creditors nor any lien upon the property of the constituent corporations shall be impaired by such merger; and,*
- (f) *All existing employees of the ABSORBED CORPORATIONS shall be separated from their respective corporations. Immediately thereafter, they will be hired by PPCI as new employees without prejudice to its right to exercise Article 283 of the Labor Code of the Philippines.*

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

1.5. **Effective Time.** *The Effective Time of Merger (the "Effective Time") shall be after the approval of the Securities and Exchange Commission (SEC).*

## **ARTICLE II**

### **Terms of Merger**

2.1. *There shall be no issuance of shares of PPCI to the shareholders of SRVIIIIC, SXC, SRXV and SCVC in view of their capital deficiency as of July 31, 2012.*

2.2. *There will be issuance of shares of PPCI to the shareholders of PJSI, GGCI, GDIIC, GDC and LSC. (Please refer to Annex A)*

2.3. *The present outstanding capital stock of the ABSORBED CORPORATIONS shall be retired and cancelled.*

## **ARTICLE III**

### **Articles of Incorporation & By-Laws of PPCI**

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

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

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

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

## **ARTICLE IV**

### **Conversion of Securities**

4.1. **PPCI Common Stock.** *Each share of PPCI common stock issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding without any change or alteration in ownership, voting powers or*

*other rights, and the qualifications, limitations or restrictions thereof, as set forth in the Articles of Incorporation of PPCI. All new shares of PPCI issued in connection with this Plan of Merger shall rank in all respects, pari passu, with all the common stock of PPCI issued prior to the signing of this Plan of Merger.*

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

## **ARTICLE V**

### **Shareholders' Approval**

**5.1.** *This Plan of Merger was submitted, approved and adopted by the shareholders of the ABSORBED CORPORATIONS at a special meeting of such shareholders held on November 22, 2012 at their principal offices. It was also submitted, approved and adopted by the shareholders of PPCI at a special meeting of the shareholders held on November 22, 2012 at its principal office.*

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

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

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

## **ARTICLE VI**

### **Amendment and Termination**

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

**6.2. Termination.** *At any time prior to the Effective Time, this Plan of Merger may be terminated and the merger abandoned by mutual agreement of the*

*Board of Directors of the constituent corporations. If terminated, this Plan of Merger shall forthwith become wholly void and of no further force or effect.*

## ARTICLE VII

### Representations and Warranties

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

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

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

7.3. *The liabilities of the ABSORBED CORPORATIONS and PPCI as disclosed to the constituent corporations are the only liabilities of each of the constituent corporations as of such date and that there are no other undisclosed liabilities that were incurred or accrued as of such date.*

7.4. *The receivables of the ABSORBED CORPORATIONS and PPCI as disclosed to the constituent corporations are current and realizable of the constituent corporations.*

## ARTICLE VIII

### Covenants

*The Constituent Corporations hereto agree as follows:*

8.1 **Reasonable Efforts.** *Each of the parties will use its reasonable best efforts to take all action and do all things necessary, proper and advisable, in order to*

*consummate and make effective the transactions and covenants under this Plan of Merger.*

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

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

## **ARTICLE IX**

### **Miscellaneous**

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

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

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

**9.4 Confidentiality.** *Each of the Constituent Corporation will use its best efforts to keep confidential any information obtained from the other party in connection herewith, and, in the event that the merger is abandoned or not consummated. The Constituent Corporations shall, upon the request of the other, return all statements, documents and other written information and material obtained in connection herewith and all copies thereof.*

**9.5 Surrender of Shares.** *As soon as reasonably practicable, after the Merger Effective Date, the Corporate Secretary of the Surviving Corporation shall mail to each stockholder of the Absorbed Corporations, as of Merger Effective Date, a letter containing instructions for use in effecting the surrender of the shares in the Absorbed Corporations for cancellation.*



II. Total Number of Shares Outstanding

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

<u>Constituent corporations</u>	<u>No. of Shares Outstanding</u>
1. PPCI	2,766,406,250
2. PJSI	500,000
3. GGCI	519,111
4. SCVC	100,000
5. SXC	50,000
6. SRVIIC	50,000
7. GDIIC	115,000
8. GDC	50,000
9. LSC	15,000
10. SRXVC	50,000

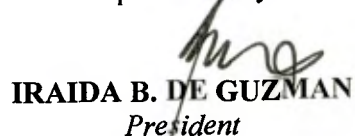
2. All outstanding shares of the Constituent corporations voted in favor of the merger in a special stockholders' meeting duly called for said purpose.
3. None of the outstanding shares of the Constituent corporations voted against the PLAN OF MERGER.

IN WITNESS WHEREOF, the duly authorized representatives of the constituent corporations have executed this Plan of Merger this 26 th day of November 2012 at Manila, Metro Manila.

PUREGOLD PRICE CLUB, INC.  
Represented by:

  
LEONARDO B. DAYAO  
President

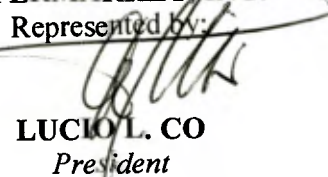
GANT GROUP OF COMPANIES  
INCORPORATED  
Represented by:

  
IRAIDA B. DE GUZMAN  
President


S-CV CORPORATION  
Represented by:

  
IRAIDA B. DE GUZMAN  
President

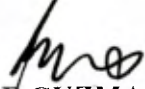
PUREGOLD JUNIOR  
SUPERMARKET INC.  
Represented by:

  
LUCIO L. CO  
President

**SUPERAGORA X CORPORATION**  
Represented by:

  
**IRAIDA B. DE GUZMAN**  
*President*

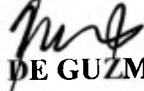
**GANT DIAMOND III CORPORATION**  
Represented by:

  
**IRAIDA B. DE GUZMAN**  
*President*


**LYNXSERV CORP.**  
Represented by:

  
**IRAIDA B. DE GUZMAN**  
*President*

**SUPER RETAIL VIII CORPORATION**  
Represented by:

  
**IRAIDA B. DE GUZMAN**  
*President*


**GANT DIAMOND CORPORATION**  
Represented by:

  
**IRAIDA B. DE GUZMAN**  
*President*

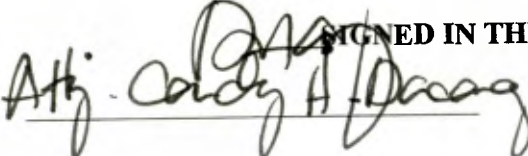
**SUPER RETAIL XV CORP.**  
Represented by:

  
**IRAIDA B. DE GUZMAN**  
*President*

Attested by:

  
**BABY GERLIE I. SACRO**  
*Corporate Secretary*  
**PUREGOLD PRICE CLUB, INC.**  
**PUREGOLD JUNIOR SUPERMARKET, INC.**  
**GANT GROUP OF COMPANIES INCORPORATED**  
**S-CV CORPORATION**  
**SUPERAGORA X CORPORATION**  
**SUPER RETAIL VIII CORPORATION**  
**GANT DIAMOND III CORPORATION**  
**GANT DIAMOND CORPORATION**  
**LYNXSERV CORP.**  
**SUPER RETAIL XV CORP.**

SIGNED IN THE PRESENCE OF:

  
\_\_\_\_\_

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES     )  
MANILA                                     )S.S.

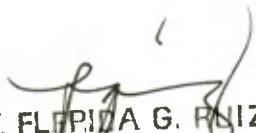
Before me, a Notary Public in and for Makati City, Metro Manila, this \_\_\_\_\_  
26 th day of November 2012 personally appeared:

<u>Name</u>	<u>Gov't Issued ID</u>
Leonardo Dayao	
Iraida B. De Guzman	
Lucio L. Co	
Baby Gerlie I. Sacro	

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

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

Doc. No.     82 ;  
Page No.    18 ;  
Book No.    1 ;  
Series of 2012.

  
ATTY. FLORIDAZA G. RUIZ  
NOTARY PUBLIC  
COMMISSION NO. 2012-271  
UNTIL DECEMBER 31, 2013  
PTR NO. 3889977/CAGAYAN/4-2-10/2  
ROLL OF ATTY. NO. 60372  
IBP NO. 892353/QUEZON CITY/3-5-2012  
818-A CAROLA ST. SAMPALOC, MANILA

PUREGOLD PRICE CLUB, INC.

Annex "A"

A. Computation of Net Asset Value of *Constituent Corporations*

	PPCI (July 2012)	Puregold Jr. (July 2012)	Gent Group of Companies (July 2012)	Super Retail VIII Corporation (July 2012)	Gent Diamond Corporation (July 2012)	Super Retail XV Corp. (July 2012)	Gent Diamond III Corporation (July 2012)	Supergora X Corporation (July 2012)	Hydrex Corp. (July 2012)	S-CV Corp. (July 2012)	Total
Total Assets	31,590,416,449.00	1,982,116,637.00	80,098,664.00	138,120,715.00	135,766,119.00	96,627,601.00	137,532,962.00	113,126,822.00	1,417,643.00	24,472,476.00	34,319,695,388.00
Less: Total Liabilities	3,333,614,199.00	1,631,473,288.00	3,207,014.00	139,040,163.00	123,613,276.00	99,203,655.00	145,672,865.00	124,324,304.00	588,926.00	26,118,439.00	7,830,243,629.00
Net Asset (NA)	28,256,802,250.00	350,643,349.00	77,891,650.00	(1,919,448.00)	10,152,843.00	(2,576,054.00)	12,174,392.00	(11,197,482.00)	828,717.00	(1,645,963.00)	26,489,451,759.00
BY: OF PPCI	26.55	26.55	26.55	26.55	26.55	26.55	26.55	26.55	26.55	26.55	16,911,663.98
SHARES TO BE ISSUED TO ARSOPBPP		13,706,831.90	2,930,777.80		382,329.90		469,945.00		31,401.00		

B. Distribution of Shares to the Stockholders

STOCKHOLDERS	NUMBER OF SHARES TO BE DISTRIBUTED											AFTER MERGER (A+B)
	BEFORE MERGER TOTAL	Puregold Jr.	Gent Group of Companies	Super Retail VIII Corporation	Gent Diamond Corporation	Super Retail XV Corp. (July 2012)	Gent Diamond III Corporation (July 2012)	Supergora X Corporation (July 2012)	Hydrex Corp. (July 2012)	S-CV Corp. (July 2012)	Total	
Lucio L. Co	870,939,301	26	-	-	-	-	-	-	-	-	-	870,939,327.00
Susan B. Co	736,233,810	26	-	-	-	-	-	-	-	-	-	736,233,836.00
Ferdinand Vincent P. Co	110,326,734	26	-	-	-	-	-	-	-	-	-	110,326,760.00
HSBC	259,453,225	-	-	-	-	-	-	-	-	-	-	259,453,225.00
Deutsche Bank Manila	180,845,723	-	-	-	-	-	-	-	-	-	-	180,845,723.00
Parade Justice Co	110,326,734	26	-	-	-	-	-	-	-	-	-	110,326,760.00
Citibank N.A.	71,642,000	-	-	-	-	-	-	-	-	-	-	71,642,000.00
Standard Chartered Bank	45,556,182	-	-	-	-	-	-	-	-	-	-	45,556,182.00
BDO Securities Corporation	35,701,985	-	-	-	-	-	-	-	-	-	-	35,701,985.00
HSBC	19,376,600	-	-	-	-	-	-	-	-	-	-	19,376,600.00
Ausside, Galvez & Co. Inc	9,957,796	-	-	-	-	-	-	-	-	-	-	9,957,796.00
Col Financial Group Inc	7,887,545	-	-	-	-	-	-	-	-	-	-	7,887,545.00
MBTC - TBG AS MAFOR GSIS	7,521,100	-	-	-	-	-	-	-	-	-	-	7,521,100.00
HSBC	6,133,700	-	-	-	-	-	-	-	-	-	-	6,133,700.00
Bank of Oro - Trust Banking Group	3,634,600	-	-	-	-	-	-	-	-	-	-	3,634,600.00
Bank of Oro - Trust Banking Group	3,184,500	-	-	-	-	-	-	-	-	-	-	3,184,500.00
LCCT - Trust Building	3,108,400	-	-	-	-	-	-	-	-	-	-	3,108,400.00
MBTC - TBG	2,846,100	-	-	-	-	-	-	-	-	-	-	2,846,100.00
First Metro Securities Brokerage Corporation	2,644,100	-	-	-	-	-	-	-	-	-	-	2,644,100.00
General Billings Life Assurance Corporation	2,307,700	-	-	-	-	-	-	-	-	-	-	2,307,700.00
Others	274,368,965	-	-	-	-	-	-	-	-	-	-	274,368,965.00
Pure old Price Club Inc	-	13,706,831.90	2,930,777.80	-	382,329.90	-	469,945.00	-	31,401.00	-	-	17,421,343.60
Gentile Clarisse P. Co	-	26	-	-	-	-	-	-	-	-	-	26.00
Karolina Marie P. Co	-	26	-	-	-	-	-	-	-	-	-	26.00
Leonardo B. Davao	-	-	-	-	-	-	-	-	-	-	-	-
Imelda De Guzman	-	-	-	-	-	-	-	-	-	-	-	-
Denise M. Ayala D. Carolina	-	-	-	-	-	-	-	-	-	-	-	-
Joseph Uy Sr	-	-	-	-	-	-	-	-	-	-	-	-
Sherwin C. Han	-	-	-	-	-	-	-	-	-	-	-	-
TOTAL	2,766,406,250	13,706,811	2,930,777	-	382,329	-	469,945	-	31,401	-	-	2,793,317,412.00

PUREGOLD PRICE CLUB, INC.  
List of Stockholders

STOCKHOLDERS BEFORE MERGER

Stockholder	Nationality	Par Value	Subscribed		Paid-up
			No. of shares	Amount	
1 Lucio L. Co	Filipino	1.00	870,939,301	870,939,301.00	870,939,301.00
2 Susan P. Co	Filipino	1.00	736,253,810	736,253,810.00	736,253,810.00
3 Ferdinand Vincent P. Co	Filipino	1.00	110,326,754	110,326,754.00	110,326,754.00
4 HSBC	Filipino	1.00	259,453,225	259,453,225.00	259,453,225.00
5 Deutsche Bank Manila	Filipino	1.00	180,845,723	180,845,723.00	180,845,723.00
6 Pamela Justine Co	Filipino	1.00	110,326,754	110,326,754.00	110,326,754.00
7 Citibank N.A.	Filipino	1.00	73,642,000	73,642,000.00	73,642,000.00
8 Standard Chartered Bank	Filipino	1.00	45,556,182	45,556,182.00	45,556,182.00
9 BDO Securities Corporation	Filipino	1.00	35,701,985	35,701,985.00	35,701,985.00
10 HSBC	Filipino	1.00	19,376,600	19,376,600.00	19,376,600.00
11 Ansaldo, Godinez & Co. Inc	Filipino	1.00	9,957,796	9,957,796.00	9,957,796.00
12 Col Financial Group Inc	Filipino	1.00	7,887,555	7,887,555.00	7,887,555.00
13 MBTC - TBG AS IM FOR GSIS	Filipino	1.00	7,522,100	7,522,100.00	7,522,100.00
14 HSBC	Filipino	1.00	6,135,700	6,135,700.00	6,135,700.00
15 Banco De Oro - Trust Banking Group	Filipino	1.00	3,634,600	3,634,600.00	3,634,600.00
16 Banco De Oro - Trust Banking Group	Filipino	1.00	3,484,500	3,484,500.00	3,484,500.00
17 UCPB - Trust Banking	Filipino	1.00	3,195,400	3,195,400.00	3,195,400.00
18 MBTC - TBG	Filipino	1.00	2,846,100	2,846,100.00	2,846,100.00
19 First Metro Securities Brokerage Corporation	Filipino	1.00	2,644,100	2,644,100.00	2,644,100.00
20 Generali Pilipinas Life Assurance Company	Filipino	1.00	2,307,700	2,307,700.00	2,307,700.00
21 Others	Filipino	1.00	274,368,365	274,368,365.00	274,368,365.00
<b>Total</b>			<b>2,766,406,250</b>	<b>2,766,406,250</b>	<b>2,766,406,250</b>

STOCKHOLDERS AFTER MERGER

Stockholder	Nationality	Par Value	Subscribed		Paid-up
			No. of shares	Amount	
1 Lucio L. Co	Filipino	1.00	870,939,327.00	870,939,327.00	870,939,327.00
2 Susan P. Co	Filipino	1.00	736,253,836.00	736,253,836.00	736,253,836.00
3 Ferdinand Vincent P. Co	Filipino	1.00	110,326,780.00	110,326,780.00	110,326,780.00
4 HSBC	Filipino	1.00	259,453,225.00	259,453,225.00	259,453,225.00
5 Deutsche Bank Manila	Filipino	1.00	180,845,723.00	180,845,723.00	180,845,723.00
6 Pamela Justine Co	Filipino	1.00	110,326,780.00	110,326,780.00	110,326,780.00
7 Citibank N.A.	Filipino	1.00	73,642,000.00	73,642,000.00	73,642,000.00
8 Standard Chartered Bank	Filipino	1.00	45,556,182.00	45,556,182.00	45,556,182.00
9 BDO Securities Corporation	Filipino	1.00	35,701,985.00	35,701,985.00	35,701,985.00
10 HSBC	Filipino	1.00	19,376,600.00	19,376,600.00	19,376,600.00
11 Ansaldo, Godinez & Co. Inc	Filipino	1.00	9,957,796.00	9,957,796.00	9,957,796.00
12 Col Financial Group Inc	Filipino	1.00	7,887,555.00	7,887,555.00	7,887,555.00
13 MBTC - TBG AS IM FOR GSIS	Filipino	1.00	7,522,100.00	7,522,100.00	7,522,100.00
14 HSBC	Filipino	1.00	6,135,700.00	6,135,700.00	6,135,700.00
15 Banco De Oro - Trust Banking Group	Filipino	1.00	3,634,600.00	3,634,600.00	3,634,600.00
16 Banco De Oro - Trust Banking Group	Filipino	1.00	3,484,500.00	3,484,500.00	3,484,500.00
17 UCPB - Trust Banking	Filipino	1.00	3,195,400.00	3,195,400.00	3,195,400.00
18 MBTC - TBG	Filipino	1.00	2,846,100.00	2,846,100.00	2,846,100.00
19 First Metro Securities Brokerage Corporation	Filipino	1.00	2,644,100.00	2,644,100.00	2,644,100.00
20 Generali Pilipinas Life Assurance Company	Filipino	1.00	2,307,700.00	2,307,700.00	2,307,700.00
21 Others	Filipino	1.00	274,368,365.00	274,368,365.00	274,368,365.00
22 Puregold Price Club Inc.	Filipino	1.00	16,911,006.00	16,911,006.00	16,911,006.00
23 Camille Clarisse P. Co	Filipino	1.00	26.00	26.00	26.00
24 Katrina Marie P. Co	Filipino	1.00	26.00	26.00	26.00
<b>Total</b>			<b>2,783,317,412</b>	<b>2,783,317,412.00</b>	<b>2,783,317,412.00</b>

Certified true & correct:

  
CANDY DACANA  
Assistant Corporate Secretary

SUBSCRIBED AND SWORN to before me this 16th day of January 2013 at MANILA CITY, affiant exhibiting to me her  
SS # 33-9160454-9 **ATTY. JOEL G. CORDOLA**

NOTARY PUBLIC

NOTARIAL COMMISSION NO. 066  
COMMISSION EXPIRES DEC. 31, 2013  
PTR NO. 7561083, 1/02/2013, Q.C.  
IBP NO. 834480, 1/02/2013, Q.C.  
ROLL OF ATTORNEYS NO. 25103

Doc. No. 349  
Page No. 61  
Book No. 04  
Series of 2013.

**GAÑT GROUP OF COMPANIES INCORPORATED**

List of Stockholders

**STOCKHOLDERS BEFORE MERGER**

Stockholder	Nationality	Par Value	Subscribed		Paid-up
			No. of shares	Amount	
1 Puregold Price Club Inc.	Filipino	100.00	519,106	51,910,600.00	51,910,600.00
2 Leonardo B. Dayao	Filipino	100.00	1	100.00	100.00
3 Iraida B. De Guzman	Filipino	100.00	1	100.00	100.00
4 Denise Maria D. Carolino	Filipino	100.00	1	100.00	100.00
5 Joseph Uy Sy	Filipino	100.00	1	100.00	100.00
6 Sherwin C. Hau	Filipino	100.00	1	100.00	100.00
<b>Total</b>			<b>519,111</b>	<b>51,911,100</b>	<b>51,911,100</b>

**STOCKHOLDERS AFTER MERGER**

Stockholder	Nationality	Par Value	Subscribed		Paid-up
			No. of shares	Amount	
1			-	-	-
2			-	-	-
3			-	-	-
4			-	-	-
5			-	-	-
6			-	-	-
<b>Total</b>					

Certified true & correct:



**BABY GERLIE T. SACRO**  
Corporate Secretary

**JAN 16 2013**

SUBSCRIBED AND SWORN to before me this \_\_\_ day of \_\_\_\_\_ 2012, in **QUEZON CITY**, affiant exhibited to me her SSS ID with no. 33-5424755-8 issued by Social Security System.

Doc. No. 37;  
Page No. 6;  
Book No. 81;  
Series of 2012.

**ATTY. JOEL G. GORDOLA**  
**NOTARY PUBLIC**  
**NOTARIAL COMMISSION NO. 066**  
**COMMISSION EXPIRES DEC. 31, 2013**  
**PTR NO. 7561083, 1/02/2013, Q.C.**  
**IBP NO. 834480, 1/02/2013, Q.C.**  
**ROLL OF ATTORNEY NO. 25103**

PUREGOLD JUNIOR SUPERMARKET, INC.  
List of Stockholders

**STOCKHOLDERS BEFORE MERGER**

Stockholder	Nationality	Par Value	Subscribed		Paid-up
			No. of shares	Amount	
1 Puregold Price Club Inc.	Filipino	100.00	499,994	49,999,400.00	49,999,400.00
2 Lucio L. Co	Filipino	100.00	1	100.00	100.00
3 Susan P. Co	Filipino	100.00	1	100.00	100.00
4 Ferdinand Vincent Co	Filipino	100.00	1	100.00	100.00
5 Pamela Justine Co	Filipino	100.00	1	100.00	100.00
6 Camille Clarisse P. Co	Filipino	100.00	1	100.00	100.00
7 Katrina Marie P. Co	Filipino	100.00	1	100.00	100.00
<b>Total</b>			<b>500,000</b>	<b>50,000,000</b>	<b>50,000,000</b>

**STOCKHOLDERS AFTER MERGER**

Stockholder	Nationality	Par Value	Subscribed		Paid-up
			No. of shares	Amount	
1			-	-	-
2			-	-	-
3			-	-	-
4			-	-	-
5			-	-	-
6			-	-	-
7			-	-	-
<b>Total</b>					

Certified true & correct:

  
**BABY GERLIE M. SAGRO**  
Corporate Secretary

SUBSCRIBED AND SWORN to before me this **JAN 16 2013** at **QUEZON CITY**, 2012, in \_\_\_\_\_, affiant exhibited to me her SSS ID with no. 33-5424755-8 issued by Social Security System.

Doc. No. 367 :  
Page No. 4 :  
Book No. 14 :  
Series of 2012

**ATTY. JOEL G. GORDOLA**  
**NOTARY PUBLIC**  
**NOTARIAL COMMISSION NO. 066**  
**COMMISSION EXPIRES DEC. 31, 2013**  
**PTR NO. 7561083, 1/02/2013, Q.C.**  
**IBP NO. 834480, 1/02/2013, Q.C.**  
**ROLL OF ATTORNEY NO. 23103**

**SUPERAGORA X CORPORATION**

List of Stockholders

**STOCKHOLDERS BEFORE MERGER**

Stockholder	Nationality	Par Value	Subscribed		Paid-up
			No. of shares	Amount	
1 Gant Group of Companies	Filipino	100.00	49,995	4,999,500.00	4,999,500.00
2 Leonardo B. Dayao	Filipino	100.00	1	100.00	100.00
3 Iraida B. De Guzman	Filipino	100.00	1	100.00	100.00
4 Denise Maria D. Carolino	Filipino	100.00	1	100.00	100.00
5 Joseph Uy Sy	Filipino	100.00	1	100.00	100.00
6 Sherwin C. Hau	Filipino	100.00	1	100.00	100.00
<b>Total</b>			<b>50,000</b>	<b>5,000,000</b>	<b>5,000,000</b>

**STOCKHOLDERS AFTER MERGER**

Stockholder	Nationality	Par Value	Subscribed		Paid-up
			No. of shares	Amount	
1			-	-	-
2			-	-	-
3			-	-	-
4			-	-	-
5			-	-	-
6			-	-	-
<b>Total</b>					

Certified true & correct:



**BABY GERLIE I. SACRO**  
Corporate Secretary

**JAN 16 2013**

**QUEZON CITY**

SUBSCRIBED AND SWORN to before me this \_\_\_\_ day of \_\_\_\_\_, 2012, in \_\_\_\_\_, affiant exhibited to me her SSS ID with no. 33-5424755-8 issued by Social Security System.

Doc. No. h08 ;  
Page No. 61 ;  
Book No. 61 ;  
Series of 2013

**ATTY. JOEL G. GORDOLA**  
**NOTARY PUBLIC**  
**NOTARIAL COMMISSION NO. 066**  
**COMMISSION EXPIRES DEC. 31, 2013**  
**PTR NO. 7561083, 1/02/2013, Q.C.**  
**IBP NO. 834480, 1/02/2013, Q.C.**  
**ROLL OF ATTORNEY NO. 2103**



S-CV CORPORATION

List of Stockholders

**STOCKHOLDERS BEFORE MERGER**

Stockholder	Nationality	Par Value	Subscribed		Paid-up
			No. of shares	Amount	
1 Gant Group of Companies	Filipino	100.00	99,995	9,999,500.00	9,753,500.00
2 Leonardo B. Dayao	Filipino	100.00	1	100.00	100.00
3 Iraida B. De Guzman	Filipino	100.00	1	100.00	100.00
4 Denise Maria D. Carolino	Filipino	100.00	1	100.00	100.00
5 Joseph Uy Sy	Filipino	100.00	1	100.00	100.00
6 Sherwin C. Hau	Filipino	100.00	1	100.00	100.00
<b>Total</b>			<b>100,000</b>	<b>10,000,000</b>	<b>9,754,000</b>

**STOCKHOLDERS AFTER MERGER**

Stockholder	Nationality	Par Value	Subscribed		Paid-up
			No. of shares	Amount	
1			-	-	-
2			-	-	-
3			-	-	-
4			-	-	-
5			-	-	-
6			-	-	-
<b>Total</b>					

Certified true & correct:



**BABY GERLIE I. SACRO**  
Corporate Secretary

**JAN 16 2013**

**QUEZON CITY**

SUBSCRIBED AND SWORN to before me this \_\_\_ day of \_\_\_\_\_, 2012, in \_\_\_\_\_, affiant exhibited to me her SSS ID with no. 33-5424755-8 issued by Social Security System.

**ATTY. JOEL G. GORDOLA**  
**NOTARY PUBLIC**

**NOTARIAL COMMISSION NO. 066**  
**COMMISSION EXPIRES DEC. 31, 2013**

**PTR NO. 7561083, 1/01/2013, Q.C.**  
**IBP NO. 834480, 1/01/2013, Q.C.**  
**ROLL OF ATTORNEY NO. 25103**

Doc. No. 306 ;  
Page No. 62 ;  
Book No. 66 ;  
Series of 2012.

**SUPER RETAIL VIII CORPORATION**

List of Stockholders


**STOCKHOLDERS BEFORE MERGER**

Stockholder	Nationality	Par Value	Subscribed		Paid-up
			No. of shares	Amount	
1 Gant Group of Companies	Filipino	100.00	49,995	4,999,500.00	4,999,500.00
2 Leonardo B. Dayao	Filipino	100.00	1	100.00	100.00
3 Iraida B. De Guzman	Filipino	100.00	1	100.00	100.00
4 Denise Maria D. Carolino	Filipino	100.00	1	100.00	100.00
5 Joseph Uy Sy	Filipino	100.00	1	100.00	100.00
6 Sherwin C. Hau	Filipino	100.00	1	100.00	100.00
<b>Total</b>			<b>50,000</b>	<b>5,000,000</b>	<b>5,000,000</b>

**STOCKHOLDERS AFTER MERGER**

Stockholder	Nationality	Par Value	Subscribed		Paid-up
			No. of shares	Amount	
1			-	-	-
2			-	-	-
3			-	-	-
4			-	-	-
5			-	-	-
6			-	-	-
<b>Total</b>					

Certified true & correct:

  
**BABY GERLIE L. SACRO**  
 Corporate Secretary

**JAN 16 2013**

**QUEZON CITY**

SUBSCRIBED AND SWORN to before me this \_\_\_\_ day of \_\_\_\_\_ 2012, in \_\_\_\_\_, affiant exhibited to me her SSS ID with no. 33-5424755-8 issued by Social Security System.

**JOEL G. GORDOLA**  
 NOTARY PUBLIC

**NOTARIAL COMMISSION NO. 066**  
**COMMISSION EXPIRES DEC. 31, 2013**  
**PTR NO. 7561083, 1/02/2013, Q.C.**  
**IBP NO. 834480, 1/02/2013, Q.C.**  
**ROLL OF ATTORNEY NO. 25103**

Doc. No. 307 ;  
 Page No. 62 ;  
 Book No. 66 ;  
 Series of 2012

**GANT DIAMOND III CORPORATION**

List of Stockholders

**STOCKHOLDERS BEFORE MERGER**

Stockholder	Nationality	Par Value	Subscribed		Paid-up
			No. of shares	Amount	
1 Gant Group of Companies	Filipino	100.00	114,995	11,499,500.00	11,499,500.00
2 Leonardo B. Dayao	Filipino	100.00	1	100.00	100.00
3 Iraida B. De Guzman	Filipino	100.00	1	100.00	100.00
4 Denise Maria D. Carolino	Filipino	100.00	1	100.00	100.00
5 Joseph Uy Sy	Filipino	100.00	1	100.00	100.00
6 Sherwin C. Hau	Filipino	100.00	1	100.00	100.00
<b>Total</b>			<b>115,000</b>	<b>11,500,000</b>	<b>11,500,000</b>

**STOCKHOLDERS AFTER MERGER**

Stockholder	Nationality	Par Value	Subscribed		Paid-up
			No. of shares	Amount	
1			-	-	-
2			-	-	-
3			-	-	-
4			-	-	-
5			-	-	-
6			-	-	-
<b>Total</b>					

Certified true & correct:

  
**BABY GERLIE I. SACRO**  
 Corporate Secretary

**JAN 16 2013**

SUBSCRIBED AND SWORN to before me this \_\_\_ day of \_\_\_\_\_, 2013, in QUEZON CITY, affiant exhibited to me her SSS ID with no. 33-5424755-8 issued by Social Security System.

Doc. No. 308 ;  
 Page No. 62 ;  
 Book No. 4 ;  
 Series of 2012

**ATTY. JOEL G. GORDOLA**  
 NOTARY PUBLIC  
 NOTARIAL COMMISSION NO. 066  
 COMMISSION EXPIRES DEC. 31, 2013  
 PTR NO. 7561033, 1/01/2013, Q.C.  
 IBP NO. 834480, 1/02/2013, Q.C.  
 ROLL OF ATTORNEY NO. 25103

**SUPER RETAIL XV CORP.**  
List of Stockholders

**STOCKHOLDERS BEFORE MERGER**

Stockholder	Nationality	Par Value	Subscribed		Paid-up
			No. of shares	Amount	
1 Gant Group of Companies	Filipino	100.00	49,995	4,999,500.00	4,999,500.00
2 Leonardo B. Dayao	Filipino	100.00	1	100.00	100.00
3 Iraida B. De Guzman	Filipino	100.00	1	100.00	100.00
4 Denise Maria D. Carolino	Filipino	100.00	1	100.00	100.00
5 Joseph Uy Sy	Filipino	100.00	1	100.00	100.00
6 Sherwin C. Hau	Filipino	100.00	1	100.00	100.00
<b>Total</b>			<b>50,000</b>	<b>5,000,000</b>	<b>5,000,000</b>

**STOCKHOLDERS AFTER MERGER**

Stockholder	Nationality	Par Value	Subscribed		Paid-up
			No. of shares	Amount	
1			-	-	-
2			-	-	-
3			-	-	-
4			-	-	-
5			-	-	-
6			-	-	-
<b>Total</b>					

Certified true & correct:

  
**BABY GERLIE I. SACRO**  
 Corporate Secretary

**JAN 16 2013**

**QUEZON CITY**

SUBSCRIBED AND SWORN to before me this \_\_\_ day of \_\_\_\_\_, 2012, in \_\_\_\_\_, affiant exhibited to me her SSS ID with no. 33-5424755-8 issued by Social Security System.

Doc. No.   37   :  
 Page No.   1   :  
 Book No.   4   :  
 Series of 2012.

**ATTY. JOEL G. GORDOLA**  
**NOTARY PUBLIC**  
**NOTARIAL COMMISSION NO. 066**  
**COMMISSION EXPIRES DEC. 31, 2013**  
**PTR NO. 7561083, 1/02/2013, Q.C.**  
**IBP NO. 834480, 1/02/2013, Q.C.**  
**ROLL OF ATTORNEY NO. 25103**

**GANT DIAMOND CORPORATION**  
 List of Stockholders


**STOCKHOLDERS BEFORE MERGER**

Stockholder	Nationality	Par Value	Subscribed		Paid-up
			No. of shares	Amount	
1 Gant Group of Companies	Filipino	100.00	49,995	4,999,500.00	4,999,500.00
2 Leonardo B. Dayao	Filipino	100.00	1	100.00	100.00
3 Iraida B. De Guzman	Filipino	100.00	1	100.00	100.00
4 Denise Maria D. Carolino	Filipino	100.00	1	100.00	100.00
5 Joseph Uy Sy	Filipino	100.00	1	100.00	100.00
6 Sherwin C. Hau	Filipino	100.00	1	100.00	100.00
<b>Total</b>			<b>50,000</b>	<b>5,000,000</b>	<b>5,000,000</b>

**STOCKHOLDERS AFTER MERGER**

Stockholder	Nationality	Par Value	Subscribed		Paid-up
			No. of shares	Amount	
1			-	-	-
2			-	-	-
3			-	-	-
4			-	-	-
5			-	-	-
6			-	-	-
<b>Total</b>					

Certified true & correct:

  
**BABY GERLIE T. SACRO**  
 Corporate Secretary

SUBSCRIBED AND SWORN to before me this JAN 16 2013 day of QUEZON CITY, 2012, in QUEZON CITY, affiant exhibited to me her SSS ID with no. 33-5424755-8 issued by Social Security System.

Doc. No. 910 ;  
 Page No. 62 ;  
 Book No. 86 ;  
 Series of 2012

**ATTY. JOEL G. GORDOLA**  
 NOTARY PUBLIC  
 NOTARIAL COMMISSION NO. 066  
 COMMISSION EXPIRES DEC. 31, 2013  
 PTR NO. 750122, 2013, Q.C.  
 IBP NO. 834480, 1/02/2013, Q.C.  
 ROLL OF ATTORNEY NO. 35103

**LYNXSERV CORP.**

List of Stockholders

**STOCKHOLDERS BEFORE MERGER**

Stockholder	Nationality	Par Value	Subscribed		Paid-up
			No. of shares	Amount	
1 Gant Group of Companies	Filipino	100.00	14,995	1,499,500.00	806,500.00
2 Leonardo B. Dayao	Filipino	100.00	1	100.00	100.00
3 Iraida B. De Guzman	Filipino	100.00	1	100.00	100.00
4 Denise Maria D. Carolino	Filipino	100.00	1	100.00	100.00
5 Joseph Uy Sy	Filipino	100.00	1	100.00	100.00
6 Sherwin C. Hau	Filipino	100.00	1	100.00	100.00
<b>Total</b>			<b>15,000</b>	<b>1,500,000</b>	<b>807,000</b>

**STOCKHOLDERS AFTER MERGER**

Stockholder	Nationality	Par Value	Subscribed		Paid-up
			No. of shares	Amount	
1			-	-	-
2			-	-	-
3			-	-	-
4			-	-	-
5			-	-	-
6			-	-	-
<b>Total</b>					

Certified true & correct:



**BABY GERLIE I. SACRO**  
Corporate Secretary

**JAN 16 2013**

**QUEZON CITY**

SUBSCRIBED AND SWORN to before me this \_\_\_ day of \_\_\_\_\_, 2012, in \_\_\_\_\_, affiant exhibited to me her SSS ID with no. 33-5424755-8 issued by Social Security System.

**ATTY. JOEL G. GORDOLA**  
NOTARY PUBLIC

**NOTARIAL COMMISSION NO. 066**  
**COMMISSION EXPIRES DEC. 31, 2013**  
**PTR NO. 7561083, 1/11/2013, Q.C.**  
**IBP NO. 834480, 1/01/2013, Q.C.**  
**ROLL OF ATTORNEY NO. 25103**

Doc. No. 34;  
Page No. 63;  
Book No. 60;  
Series of 2012.

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

**SECRETARY'S CERTIFICATE**

I, **BABY GERLIE I. SACRO**, of legal age, Filipino, with office address at 704 Rizal Avenue Extension, Caloocan City, Metro Manila, being the Corporate Secretary of **GANT DIAMOND CORPORATION** (the "**Company**"), do hereby depose and state that:

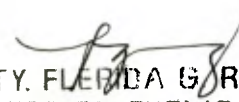
1. That the Company is a corporation duly organized and existing under the laws of the Philippines with office address 704 Rizal Avenue Extension, Caloocan City, Metro Manila;
2. That at the special meetings of the Directors and Stockholders of the Company held on November 22, 2012, respectively, majority of the Directors and Stockholders representing 2/3 of the outstanding capital stock of the corporation present therein constituting a quorum, approved the merging of **TEN (10)** Companies namely, **PUREGOLD JUNIOR SUPERMARKET, INC., GANT GROUP OF COMPANIES INCORPORATED, S-CV CORPORATION, SUPERAGORA X CORPORATION, SUPER RETAIL VIII CORPORATION, GANT DIAMOND III CORPORATION, GANT DIAMOND CORPORATION, LYNXSERV CORP., SUPER RETAIL XV CORP.** and **PUREGOLD PRICE CLUB, INC.**, the latter being the surviving Corporation, under the laws of the Philippines; and under the laws of the Philippines; and,
3. That this certification is being executed in compliance with the requisites of the Securities and Exchange Commission and for whatever legal purpose it may serve.

**IN WITNESS WHEREOF**, I have hereunto set my hand this 26<sup>th</sup> day of November 2012, at Manila.

  
**BABY GERLIE I. SACRO**  
Corporate Secretary

**SUBSCRIBED AND SWORN TO** before me this 26<sup>th</sup> day of November 2012 at the City of Manila. Affiant exhibiting to me her SSS ID with no. 33-5424755-8 issued by Social Security System.

Doc. No. 81 ;  
Page No. 18 ;  
Book No. 1 ;  
Series of 2012.

  
ATTY. FLORIDA G. RUIZ  
NOTARY PUBLIC  
COMMISSION NO. 2012-271  
UNTIL DECEMBER 31, 2013  
PTR NO. 3289177 / CALOOCAN 14-2-2012  
ROLL OF ATTY. NO. 60872  
IB# 892355 / QUEZON CITY 3-5-2012  
818 - 5000 S. SAUREL D. J. J. J.

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

**SECRETARY'S CERTIFICATE**

I, **BABY GERLIE I. SACRO**, of legal age, Filipino, with office address at No. 226 Bayan-bayanan Avenue, Concepcion I, Marikina, Metro Manila, being the Corporate Secretary of **GANT DIAMOND III CORPORATION** (the "Company"), do hereby depose and state that:


1. That the Company is a corporation duly organized and existing under the laws of the Philippines with office address No. 226 Bayan-bayanan Avenue, Concepcion I, Marikina, Metro Manila;
2. That at the special meetings of the Directors and Stockholders of the Company held on November 22, 2012, respectively, majority of the Directors and Stockholders representing 2/3 of the outstanding capital stock of the corporation present therein constituting a quorum, approved the merging of **TEN (10)** Companies namely, **PUREGOLD JUNIOR SUPERMARKET, INC., GANT GROUP OF COMPANIES INCORPORATED, S-CV CORPORATION, SUPERAGORA X CORPORATION, SUPER RETAIL VIII CORPORATION, GANT DIAMOND III CORPORATION, GANT DIAMOND CORPORATION, LYNXSERV CORP., SUPER RETAIL XV CORP.** and **PUREGOLD PRICE CLUB, INC.**, the latter being the surviving Corporation, under the laws of the Philippines; and under the laws of the Philippines; and,
3. That this certification is being executed in compliance with the requisites of the Securities and Exchange Commission and for whatever legal purpose it may serve.

**IN WITNESS WHEREOF**, I have hereunto set my hand this 26th day of November 2012, at Manila.

  
**BABY GERLIE I. SACRO**  
Corporate Secretary

**SUBSCRIBED AND SWORN TO** before me this 26th day of November at the City of Manila. Affiant exhibiting to me her SSS ID with no. 33-5424755-8 issued by Social Security System.

Doc. No. 80 ;  
Page No. 17 ;  
Book No. 1 ;  
Series of 2012.

  
ATTY. **FLORENDA G. RUIZ**  
NOTARY PUBLIC  
COMMISSION NO. 2012-271  
UNTIL DECEMBER 31, 2013  
PTR NO. 3889977/CAGAYAN/4-2-2012  
ROLL OF ATTY. NO. 60872  
IE-NO. 892355/QUEZON CITY/3-5-2012  
818: 10-10-2012



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

**SECRETARY'S CERTIFICATE**


I, **BABY GERLIE I. SACRO**, of legal age, Filipino, with office address at Lot 3 Block 3, Quezon Avenue, San Isidro, Angono, Rizal, being the Corporate Secretary of **S-CV CORPORATION** (the "Company"), do hereby depose and state that:

1. That the Company is a corporation duly organized and existing under the laws of the Philippines with office address Lot 3 Block 3, Quezon Avenue, San Isidro, Angono, Rizal;
2. That at the special meetings of the Directors and Stockholders of the Company held on November 22, 2012, respectively, majority of the Directors and Stockholders representing 2/3 of the outstanding capital stock of the corporation present therein constituting a quorum, approved the merging of **TEN (10)** Companies namely, **PUREGOLD JUNIOR SUPERMARKET, INC., GANT GROUP OF COMPANIES INCORPORATED, S-CV CORPORATION, SUPERAGORA X CORPORATION, SUPER RETAIL VIII CORPORATION, GANT DIAMOND III CORPORATION, GANT DIAMOND CORPORATION, LYNXSERV CORP., SUPER RETAIL XV CORP.** and **PUREGOLD PRICE CLUB, INC.**, the latter being the surviving Corporation, under the laws of the Philippines; and under the laws of the Philippines; and,
3. That this certification is being executed in compliance with the requisites of the Securities and Exchange Commission and for whatever legal purpose it may serve.

**IN WITNESS WHEREOF**, I have hereunto set my hand this 26th day of November 2012, at Manila.

  
**BABY GERLIE I. SACRO**  
Corporate Secretary

**SUBSCRIBED AND SWORN TO** before me this 26th day of November 2012 at the City of Manila. Affiant exhibiting to me her SSS ID with no. 33-5424755-8 issued by Social Security System.

  
ATTY. FLORIDA G. RUIZ  
NOTARY PUBLIC  
COMMISSION NO. 2012-271  
UNTIL DECEMBER 31, 2013  
PTR NO. 3889977 / CAGAYAN / 4-2-2012  
ROLL OF ATTY. NO. 60872  
IBP NO. 892355 / QUEZON CITY / 3-5-2012  
818-A CANCER ST. SAMPALOC, MANILA

Doc. No. 79 ;  
Page No. 17 ;  
Book No. 1 ;  
Series of 2012.

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

**SECRETARY'S CERTIFICATE**

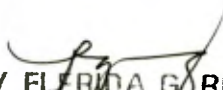
I, **BABY GERLIE I. SACRO**, of legal age, Filipino, with office address at No. 900 Romualdez St., Paco, Manila, being the Corporate Secretary of **PUREGOLD PRICE CLUB, INC.** (the "Company"), do hereby depose and state that:

1. That the Company is a corporation duly organized and existing under the laws of the Philippines with office address No. 900 Romualdez St., Paco, Manila;
2. That at the special meetings of the Directors and Stockholders of the Company held on November 22, 2012, respectively, majority of the Directors and Stockholders representing 2/3 of the outstanding capital stock of the corporation present therein constituting a quorum, approved the merging of **TEN (10)** Companies namely, **PUREGOLD JUNIOR SUPERMARKET, INC., GANT GROUP OF COMPANIES INCORPORATED, S-CV CORPORATION, SUPERAGORA X CORPORATION, SUPER RETAIL VIII CORPORATION, GANT DIAMOND III CORPORATION, GANT DIAMOND CORPORATION, LYNXSERV CORP., SUPER RETAIL XV CORP.** and **PUREGOLD PRICE CLUB, INC.**, the latter being the surviving Corporation, under the laws of the Philippines; and under the laws of the Philippines; and,
3. That this certification is being executed in compliance with the requisites of the Securities and Exchange Commission and for whatever legal purpose it may serve.

**IN WITNESS WHEREOF**, I have hereunto set my hand this 26<sup>th</sup> day of November 2012, at Manila.

  
**BABY GERLIE I. SACRO**  
Corporate Secretary

**SUBSCRIBED AND SWORN TO** before me this 26<sup>th</sup> day of November 2012 at the City of Manila. Affiant exhibiting to me her SSS ID with no. 33-5424755-8 issued by Social Security System.

  
ATTY. FLORIDA G. RUIZ  
NOTARY PUBLIC  
COMMISSION NO. 2012-271  
UNTIL DECEMBER 31, 2013  
PTR NO. 3889977 / CAVAYAN / 4-2-2012  
ROLL OF ATTY. NO. 60872  
IBP NO. 892395 / QUEZON CITY / 3-5-2012  
818-A CAROLA ST. SAMPALOC, MANILA

Doc. No. 78 ;  
Page No. 17 ;  
Book No. 1 ;  
Series of 2012.


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

SECRETARY'S CERTIFICATE

I, **BABY GERLIE I. SACRO**, of legal age, Filipino, with office address at No. 900 Romualdez St., Paco, Manila, being the Corporate Secretary of **PUREGOLD JUNIOR SUPERMARKET, INC.** (the "**Company**"), do hereby depose and state that:


1. That the Company is a corporation duly organized and existing under the laws of the Philippines with office address No. 900 Romualdez St., Paco, Manila;
2. That at the special meetings of the Directors and Stockholders of the Company held on November 22, 2012, respectively, majority of the Directors and Stockholders representing 2/3 of the outstanding capital stock of the corporation present therein constituting a quorum, approved the merging of **TEN (10)** Companies namely, **PUREGOLD JUNIOR SUPERMARKET, INC., GANT GROUP OF COMPANIES INCORPORATED, S-CV CORPORATION, SUPERAGORA X CORPORATION, SUPER RETAIL VIII CORPORATION, GANT DIAMOND III CORPORATION, GANT DIAMOND CORPORATION, LYNXSERV CORP., SUPER RETAIL XV CORP.** and **PUREGOLD PRICE CLUB, INC.**, the latter being the surviving Corporation, under the laws of the Philippines; and under the laws of the Philippines; and,
3. That this certification is being executed in compliance with the requisites of the Securities and Exchange Commission and for whatever legal purpose it may serve.

**IN WITNESS WHEREOF**, I have hereunto set my hand this 26<sup>th</sup> day of November 2012, at Manila.

  
**BABY GERLIE I. SACRO**  
Corporate Secretary

**SUBSCRIBED AND SWORN TO** before me this 26<sup>th</sup> day of November 2012 at the City of Manila. Affiant exhibiting to me her SSS ID with no. 33-5424755-8 issued by Social Security System.

Doc. No. 77;  
Page No. 17;  
Book No. 1;  
Series of 2012.

  
ATTY. FLEIDA G. RUIZ  
NOTARY PUBLIC  
COMMISSION NO. 2012-271  
UNTIL DECEMBER 31, 2013  
PTR NO. 3889977/CAGAYAN/4-2-2012  
ROLL OF ATTY. NO. 60872  
IBP NO. 292305/04/3-5-2012  
818 A CAROLA ST. SAMPALOC, MANILA

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

**SECRETARY'S CERTIFICATE**

I, **BABY GERLIE I. SACRO**, of legal age, Filipino, with office address at General Luna Street, Barangay Ususan, Taguig City, being the Corporate Secretary of **LYNXSERV CORP.** (the "Company"), do hereby depose and state that:

1. That the Company is a corporation duly organized and existing under the laws of the Philippines with office address General Luna Street, Barangay Ususan, Taguig City;
2. That at the special meetings of the Directors and Stockholders of the Company held on November 22, 2012, respectively, majority of the Directors and Stockholders representing 2/3 of the outstanding capital stock of the corporation present therein constituting a quorum, approved the merging of **TEN (10)** Companies namely, **PUREGOLD JUNIOR SUPERMARKET, INC., GANT GROUP OF COMPANIES INCORPORATED, S-CV CORPORATION, SUPERAGORA X CORPORATION, SUPER RETAIL VIII CORPORATION, GANT DIAMOND III CORPORATION, GANT DIAMOND CORPORATION, LYNXSERV CORP., SUPER RETAIL XV CORP.** and **PUREGOLD PRICE CLUB, INC.**, the latter being the surviving Corporation, under the laws of the Philippines; and under the laws of the Philippines; and,
3. That this certification is being executed in compliance with the requisites of the Securities and Exchange Commission and for whatever legal purpose it may serve.

**IN WITNESS WHEREOF**, I have hereunto set my hand this 26<sup>th</sup> day of November 2012, at Manila.

  
**BABY GERLIE I. SACRO**  
Corporate Secretary

**SUBSCRIBED AND SWORN TO** before me this 26<sup>th</sup> day of November 2012 at the City of Manila. Affiant exhibiting to me her SSS ID with no. 33-5424755-8 issued by Social Security System.

  
**ATTY. FLORIDA G. RUIZ**  
NOTARY PUBLIC

COMMISSION NO. 2012-271

UNTIL DECEMBER 31, 2013

PTR NO. 3889977/CAGAYAN/4-2-2012

ROLL OF ATTY. NO. 60372

IBF NO. 892305/ALUEZON 40/3-5-2012

878 CAROLA ST. SAMPALOC, MANILA

Doc. No. 76 ;  
Page No. 17 ;  
Book No. 1 ;  
Series of 2012.

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

**SECRETARY'S CERTIFICATE**


I, **BABY GERLIE I. SACRO**, of legal age, Filipino, with office address at 704 Rizal Avenue Extension, Caloocan City, being the Corporate Secretary of **GANT GROUP OF COMPANIES INCORPORATED** (the "Company"), do hereby depose and state that:

1. That the Company is a corporation duly organized and existing under the laws of the Philippines with office address 704 Rizal Avenue Extension, Caloocan City;
2. That at the special meetings of the Directors and Stockholders of the Company held on November 22, 2012, respectively, majority of the Directors and Stockholders representing 2/3 of the outstanding capital stock of the corporation present therein constituting a quorum, approved the merging of **TEN (10)** Companies namely, **PUREGOLD JUNIOR SUPERMARKET, INC., GANT GROUP OF COMPANIES INCORPORATED, S-CV CORPORATION, SUPERAGORA X CORPORATION, SUPER RETAIL VIII CORPORATION, GANT DIAMOND III CORPORATION, GANT DIAMOND CORPORATION, LYNXSERV CORP., SUPER RETAIL XV CORP.** and **PUREGOLD PRICE CLUB, INC.**, the latter being the surviving Corporation, under the laws of the Philippines; and under the laws of the Philippines; and,
3. That this certification is being executed in compliance with the requisites of the Securities and Exchange Commission and for whatever legal purpose it may serve.

**IN WITNESS WHEREOF**, I have hereunto set my hand this 26th day of November 2012, at Manila.

  
**BABY GERLIE I. SACRO**  
Corporate Secretary

**SUBSCRIBED AND SWORN TO** before me this 26th day of November 2012 at the City of Manila. Affiant exhibiting to me her SSS ID with no. 33-5424755-8 issued by Social Security System.

  
**ATTY. FLEWIDA R. RUIZ**  
NOTARY PUBLIC  
COMMISSION NO. 2012-271  
UNTIL DECEMBER 31, 2013  
PTR NO. 3289977/CAGAYAN/4-2-2012  
ROLL OF ATTY. NO. 60372  
IBP NO. 892355/QUEZON CITY/3-5-2012  
818-A CAROLA ST. SAMPALOC, MANILA

Doc. No. 75 ;  
Page No. 16 ;  
Book No. 1 ;  
Series of 2012.

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

**SECRETARY'S CERTIFICATE**

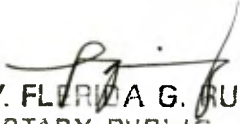
I, **BABY GERLIE I. SACRO**, of legal age, Filipino, with office address at 3903 Cagayan Valley Road, Tabang, Plaridel, Bulacan, being the Corporate Secretary of **SUPERAGORA X CORPORATION** (the "Company"), do hereby depose and state that:

1. That the Company is a corporation duly organized and existing under the laws of the Philippines with office address 3903 Cagayan Valley Road, Tabang, Plaridel, Bulacan;
2. That at the special meetings of the Directors and Stockholders of the Company held on November 22, 2012, respectively, majority of the Directors and Stockholders representing 2/3 of the outstanding capital stock of the corporation present therein constituting a quorum, approved the merging of **TEN (10)** Companies namely, **PUREGOLD JUNIOR SUPERMARKET, INC., GANT GROUP OF COMPANIES INCORPORATED, S-CV CORPORATION, SUPERAGORA X CORPORATION, SUPER RETAIL VIII CORPORATION, GANT DIAMOND III CORPORATION, GANT DIAMOND CORPORATION, LYNXSERV CORP., SUPER RETAIL XV CORP. and PUREGOLD PRICE CLUB, INC.**, the latter being the surviving Corporation, under the laws of the Philippines; and under the laws of the Philippines; and,
3. That this certification is being executed in compliance with the requisites of the Securities and Exchange Commission and for whatever legal purpose it may serve.

**IN WITNESS WHEREOF**, I have hereunto set my hand this 26th day of November 2012, at Manila.

  
**BABY GERLIE I. SACRO**  
Corporate Secretary

**SUBSCRIBED AND SWORN TO** before me this 26th day of November 2012 at the City of Manila. Affiant exhibiting to me her SSS ID with no. 33-5424755-8 issued by Social Security System.

  
**ATTY. FLORIDA G. RUIZ**  
NOTARY PUBLIC  
COMMISSION NO. 2012-271  
UNTIL DECEMBER 31, 2013  
PTR NO. 3889977/CAGAYAN/4-2-2012  
ROLL OF ATTY. NO. 60872  
IBP NO. 892355/QUEZON CITY/3-5-2012  
818-A CAROLA ST. SAMPALOC, MANILA

Doc. No. 74 ;  
Page No. 4 ;  
Book No. 1 ;  
Series of 2012.

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

**SECRETARY'S CERTIFICATE**

I, **BABY GERLIE I. SACRO**, of legal age, Filipino, with office address at Lot 20 Block 10, Batasan Road, Batasan Hills, Quezon City, being the Corporate Secretary of **SUPER RETAIL XV CORP.** (the "**Company**"), do hereby depose and state that:

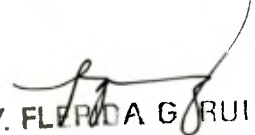
1. That the Company is a corporation duly organized and existing under the laws of the Philippines with office address Lot 20 Block 10, Batasan Road, Batasan Hills, Quezon City;
2. That at the special meetings of the Directors and Stockholders of the Company held on November 22, 2012, respectively, majority of the Directors and Stockholders representing 2/3 of the outstanding capital stock of the corporation present therein constituting a quorum, approved the merging of **TEN (10)** Companies namely, **PUREGOLD JUNIOR SUPERMARKET, INC., GANT GROUP OF COMPANIES INCORPORATED, S-CV CORPORATION, SUPERAGORA X CORPORATION, SUPER RETAIL VIII CORPORATION, GANT DIAMOND III CORPORATION, GANT DIAMOND CORPORATION, LYNXSERV CORP., SUPER RETAIL XV CORP.** and **PUREGOLD PRICE CLUB, INC.**, the latter being the surviving Corporation, under the laws of the Philippines; and under the laws of the Philippines; and,
3. That this certification is being executed in compliance with the requisites of the Securities and Exchange Commission and for whatever legal purpose it may serve.

IN WITNESS WHEREOF, I have hereunto set my hand this 26<sup>th</sup> day of November 2012, at Manila.

  
**BABY GERLIE I. SACRO**  
Corporate Secretary

**SUBSCRIBED AND SWORN TO** before me this 26<sup>th</sup> day of November 2012 at the City of Manila. Affiant exhibiting to me her SSS ID with no. 33-5424755-8 issued by Social Security System.

Doc. No. 73 ;  
Page No. 16 ;  
Book No. 1 ;  
Series of 2012.

  
ATTY. FLORIDA G. RUIZ  
NOTARY PUBLIC  
COMMISSION NO. 2012-271  
UNTIL DECEMBER 31, 2013  
PTR NO. 3829977 / CAGAYAN / 4-2-2012  
ROLL OF ATTY. NO. 60872  
TRF NO. 892655 / QUEZON CITY / 3-5-2012  
818-A CAROLA ST. SAMPALOC, MANILA

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

**SECRETARY'S CERTIFICATE**

I, **BABY GERLIE I. SACRO**, of legal age, Filipino, with office address at Unishoppe Building, M.L. Quezon Ave., Brgy. San Isidro, Angono Rizal, being the Corporate Secretary of **SUPER RETAIL VIII CORPORATION** (the "**Company**"), do hereby depose and state that:


1. That the Company is a corporation duly organized and existing under the laws of the Philippines with office address Unishoppe Building, M.L. Quezon Ave., Brgy. San Isidro, Angono Rizal;
2. That at the special meetings of the Directors and Stockholders of the Company held on November 22, 2012, respectively, majority of the Directors and Stockholders representing 2/3 of the outstanding capital stock of the corporation present therein constituting a quorum, approved the merging of **TEN (10)** Companies namely, **PUREGOLD JUNIOR SUPERMARKET, INC., GANT GROUP OF COMPANIES INCORPORATED, S-CV CORPORATION, SUPERAGORA X CORPORATION, SUPER RETAIL VIII CORPORATION, GANT DIAMOND III CORPORATION, GANT DIAMOND CORPORATION, LYNXSERV CORP., SUPER RETAIL XV CORP.** and **PUREGOLD PRICE CLUB, INC.**, the latter being the surviving Corporation, under the laws of the Philippines; and under the laws of the Philippines; and,
3. That this certification is being executed in compliance with the requisites of the Securities and Exchange Commission and for whatever legal purpose it may serve.

IN WITNESS WHEREOF, I have hereunto set my hand this 26<sup>th</sup> day of November 2012, at Manila.

  
**BABY GERLIE I. SACRO**  
Corporate Secretary

**SUBSCRIBED AND SWORN TO** before me this 26<sup>th</sup> day of November 2012 at the City of Manila. Affiant exhibiting to me her SSS ID with no. 33-5424755-8 issued by Social Security System.

Doc. No. 72 ;  
Page No. 16 ;  
Book No. 1 ;  
Series of 2012.

  
**ATTY. FLERIDA G. RUIZ**  
NOTARY PUBLIC  
COMMISSION NO. 2012-271  
UNTIL DECEMBER 31, 2013  
PTR NO. 3829997 / CAGAYAN / 4-2-2012  
ROLL OF ATTY. NO. 60872  
IBP NO. 892355 / QUEZON CITY / 3-5-2012  
818-A CAROLA ST. SAMPALOC, MANILA

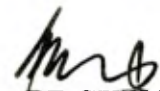


C E R T I F I C A T I O N

I, **IRAIDA B. DE GUZMAN**, of legal age, Filipino, with office address at Lot 20 Block 10, Batasan Road, Batasan Hills, Quezon City, after first being sworn in accordance with the law, hereby depose and say:


1. That I was the duly appointed President of **SUPER RETAIL XV CORP.** (the "Company");
2. That at the special separate meetings of the Directors and the Stockholders of the Company held on November 22, 2012, majority of the Directors and Stockholders representing 2/3 of the outstanding capital stock of the corporation present therein constituting a quorum, a resolution was passed approving the merging of **TEN (10) Companies** namely, **PUREGOLD JUNIOR SUPERMARKET, INC., GANT GROUP OF COMPANIES INCORPORATED, S-CV CORPORATION, SUPERAGORA X CORPORATION, SUPER RETAIL VIII CORPORATION, GANT DIAMOND III CORPORATION, GANT DIAMOND CORPORATION, LYNXSERV CORP., SUPER RETAIL XV CORP.** and **PUREGOLD PRICE CLUB, INC.**, the latter being the surviving Corporation, under the laws of the Philippines; and under the laws of the Philippines; and,
3. That the Company had already informed all its creditors regarding the above-mentioned merger with July 31, 2012 cut-off date; and,
4. That this certification is being executed in compliance with the requisites of the Securities and Exchange Commission and for whatever legal purpose it may serve.

**IN WITNESS WHEREOF**, I have hereunto set my hand this NOV 27 2012 day of November 2012 at Manila.

  
**IRAIDA B. DE GUZMAN**  
President

**SUBSCRIBED AND SWORN TO** before me this NOV 27 2012 day of November 2012, at the City of Manila affiant exhibiting to me her Social Security System ID No. 03-5860381-6.

Doc. No. 115  
Page No. 23  
Book No. 66  
Series of 2012.

  
**CITY RONALD SEGUNDINO C. CHUA**  
NOTARY PUBLIC-CITY OF MANILA  
DOMIN. NO. 2011-009-UNTIL DEC. 31, 2012  
ROLL NO. 54899  
BP NO. 864212/12-28-2011 MANILA  
EP NO. MLA. 0314224/12-19-2011 MANILA  
FILE COMPLIANCE NO. 111-001630

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

**C E R T I F I C A T I O N**

I, **IRAIDA B. DE GUZMAN**, of legal age, Filipino, with office address at Unishoppe Building, M.L. Quezon Ave., Brgy. San Isidro, Angono Rizal, after first being sworn in accordance with the law, hereby depose and say:

1. That I was the duly appointed President of **SUPER RETAIL VIII CORPORATION** (the "Company");
2. That at the special separate meetings of the Directors and the Stockholders of the Company held on November 22, 2012, majority of the Directors and Stockholders representing 2/3 of the outstanding capital stock of the corporation present therein constituting a quorum, a resolution was passed approving the merging of **TEN (10)** Companies namely, **PUREGOLD JUNIOR SUPERMARKET, INC., GANT GROUP OF COMPANIES INCORPORATED, S-CV CORPORATION, SUPERAGORA X CORPORATION, SUPER RETAIL VIII CORPORATION, GANT DIAMOND III CORPORATION, GANT DIAMOND CORPORATION, LYNXSERV CORP., SUPER RETAIL XV CORP. and PUREGOLD PRICE CLUB, INC.**, the latter being the surviving Corporation, under the laws of the Philippines; and under the laws of the Philippines; and,
3. That the Company had already informed all its creditors regarding the above-mentioned merger with July 31, 2012 cut-off date; and,
4. That this certification is being executed in compliance with the requisites of the Securities and Exchange Commission and for whatever legal purpose it may serve.

**IN WITNESS WHEREOF**, I have hereunto set my hand this **NOV 27 2012** day of November 2012 at Manila.

**IRAIDA B. DE GUZMAN**  
President  
NOV 27 2012

**SUBSCRIBED AND SWORN TO** before me this \_\_\_ day of November 2012, at the City of Manila affiant exhibiting to me her Social Security System ID No. 03-5860381-6.

Doc. No. 116  
Page No. 284  
Book No. 66  
Series of 2012.

**Ronald C. Chay**  
NOTARY PUBLIC - CITY OF MANILA  
DOMIN. NO. 2011-009-UNTIL DEC. 31, 2012  
ROLL NO. 54877  
BP NO. 864212/12-28-2011 MANILA  
NO. MLA 0314224/12-19-2011 MANILA  
FILE COMPLIANCE NO. 111-001630


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

C E R T I F I C A T I O N

I, **IRAIDA B. DE GUZMAN**, of legal age, Filipino, with office address at 3903 Cagayan Valley Road, Tabang, Plaridel, Bulacan, after first being sworn in accordance with the law, hereby depose and say:

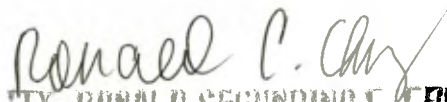
1. That I was the duly appointed President of **SUPERAGORA X CORPORATION** (the "Company");
2. That at the special separate meetings of the Directors and the Stockholders of the Company held on November 22, 2012, majority of the Directors and Stockholders representing 2/3 of the outstanding capital stock of the corporation present therein constituting a quorum, a resolution was passed approving the merging of **TEN (10) Companies** namely, **PUREGOLD JUNIOR SUPERMARKET, INC., GANT GROUP OF COMPANIES INCORPORATED, S-CV CORPORATION, SUPERAGORA X CORPORATION, SUPER RETAIL VIII CORPORATION, GANT DIAMOND III CORPORATION, GANT DIAMOND CORPORATION, LYNXSERV CORP., SUPER RETAIL XV CORP. and PUREGOLD PRICE CLUB, INC.**, the latter being the surviving Corporation, under the laws of the Philippines; and under the laws of the Philippines; and,
3. That the Company had already informed all its creditors regarding the above-mentioned merger with July 31, 2012 cut-off date; and,
4. That this certification is being executed in compliance with the requisites of the Securities and Exchange Commission and for whatever legal purpose it may serve.

IN WITNESS WHEREOF, I have hereunto set my hand this 27 day of **NOV 27 2012** November 2012 at Manila.

  
**IRAIDA B. DE GUZMAN**  
President

**SUBSCRIBED AND SWORN TO** before me this 27 day of November 2012, at the City of Manila affiant exhibiting to me her Social Security System ID No. 03-5860381-6.

Doc. No. 117  
Page No. 77  
Book No. 66  
Series of 2012.

  
**NOTARY PUBLIC - CITY OF MANILA**  
ADMIN. NO. 2011-009-UNTIL DEC. 31, 2015  
ROLL NO. 54899  
IBP NO. 864212/12-28-2011 MANILA  
R. NO. MLA 0914224/12-19-2011 MANILA  
DECL. COMPLIANCE NO. 111-001630

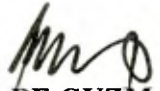
C E R T I F I C A T I O N

I, **IRAIDA B. DE GUZMAN**, of legal age, Filipino, with office address at Lot 3 Block 3, Quezon Avenue, San Isidro, Angono, Rizal, after first being sworn in accordance with the law, hereby depose and say:

1. That I was the duly appointed President of **S-CV CORPORATION** (the "Company");
2. That at the special separate meetings of the Directors and the Stockholders of the Company held on November 22, 2012, majority of the Directors and Stockholders representing 2/3 of the outstanding capital stock of the corporation present therein constituting a quorum, a resolution was passed approving the merging of **TEN (10) Companies** namely, **PUREGOLD JUNIOR SUPERMARKET, INC., GANT GROUP OF COMPANIES INCORPORATED, S-CV CORPORATION, SUPERAGORA X CORPORATION, SUPER RETAIL VIII CORPORATION, GANT DIAMOND III CORPORATION, GANT DIAMOND CORPORATION, LYNXSERV CORP., SUPER RETAIL XV CORP. and PUREGOLD PRICE CLUB, INC.**, the latter being the surviving Corporation, under the laws of the Philippines; and under the laws of the Philippines; and,
3. That the Company had already informed all its creditors regarding the above-mentioned merger with July 31, 2012 cut-off date; and,
4. That this certification is being executed in compliance with the requisites of the Securities and Exchange Commission and for whatever legal purpose it may serve.

IN WITNESS WHEREOF, I have hereunto set my hand this

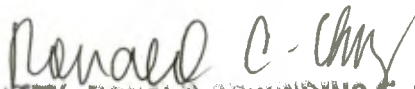
NOV 27 2012

  
**IRAIDA B. DE GUZMAN**  
President

NOV 27 2012

**SUBSCRIBED AND SWORN TO** before me this \_\_\_\_\_ day of November 2012, at the City of Manila affiant exhibiting to me her Social Security System ID No. 03-5860381-6.

Doc. No. 118  
Page No. 24  
Book No. 66  
Series of 2012.

  
**ATTY. RONALD SEGUNDINO C. CHIN**  
NOTARY PUBLIC-CITY OF MANILA  
ADMIN. NO. 2011-009-UNTIL DEC. 31, 2012  
ROLL NO. 54899  
IBP NO. 864212/12-28-2011 MANILA  
TR NO. MLA. 0314224/12-19-2011 MANILA  
FILE COMPLIANCE NO. 111-001630


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

**C E R T I F I C A T I O N**

I, **IRAIDA B. DE GUZMAN**, of legal age, Filipino, with office address at 704 Rizal Avenue Extension, Caloocan City, Metro Manila, after first being sworn in accordance with the law, hereby depose and say:


1. That I was the duly appointed President of **GANT DIAMOND CORPORATION** (the "Company");
2. That at the special separate meetings of the Directors and the Stockholders of the Company held on November 22, 2012, majority of the Directors and Stockholders representing 2/3 of the outstanding capital stock of the corporation present therein constituting a quorum, a resolution was passed approving the merging of **TEN (10)** Companies namely, **PUREGOLD JUNIOR SUPERMARKET, INC., GANT GROUP OF COMPANIES INCORPORATED, S-CV CORPORATION, SUPERAGORA X CORPORATION, SUPER RETAIL VIII CORPORATION, GANT DIAMOND III CORPORATION, GANT DIAMOND CORPORATION, LYNXSERV CORP., SUPER RETAIL XV CORP. and PUREGOLD PRICE CLUB, INC.**, the latter being the surviving Corporation, under the laws of the Philippines; and under the laws of the Philippines; and,
3. That the Company had already informed all its creditors regarding the above-mentioned merger with July 31, 2012 cut-off date; and,
4. That this certification is being executed in compliance with the requisites of the Securities and Exchange Commission and for whatever legal purpose it may serve.

**IN WITNESS WHEREOF**, I have hereunto set my hand this **NOV 27 2012** day of November 2012 at Manila.

  
**IRAIDA B. DE GUZMAN**  
President

**SUBSCRIBED AND SWORN TO** before me this **NOV 27 2012** day of November 2012, at the City of Manila affiant exhibiting to me her Social Security System ID No. 03-5860381-6.

Doc. No. **114**  
Page No. **23**  
Book No. **66**  
Series of 2012.

  
**NOTARY PUBLIC-CITY OF MANILA**  
ADMIN. NO. 2011-009-UNTIL DEC. 31, 2015  
ROLL NO. 54899  
IBP NO. 864212/12-28-2011 MANILA  
TR NO. MLA. 0314224/12-19-2011 MANILA  
MCLE COMPLIANCE NO. 111-001630


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

**C E R T I F I C A T I O N**

I, **IRAIDA B. DE GUZMAN**, of legal age, Filipino, with office address at No. 226 Bayan-bayanan Avenue, Concepcion I, Marikina, Metro Manila, after first being sworn in accordance with the law, hereby depose and say:


1. That I was the duly appointed President of **GANT DIAMOND III CORPORATION** (the "Company");
2. That at the special separate meetings of the Directors and the Stockholders of the Company held on November, 22, 2012, majority of the Directors and Stockholders representing 2/3 of the outstanding capital stock of the corporation present therein constituting a quorum, a resolution was passed approving the merging of **TEN (10) Companies** namely, **PUREGOLD JUNIOR SUPERMARKET, INC., GANT GROUP OF COMPANIES INCORPORATED, S-CV CORPORATION, SUPERAGORA X CORPORATION, SUPER RETAIL VIII CORPORATION, GANT DIAMOND III CORPORATION, GANT DIAMOND CORPORATION, LYNXSERV CORP., SUPER RETAIL XV CORP. and PUREGOLD PRICE CLUB, INC.**, the latter being the surviving Corporation, under the laws of the Philippines; and under the laws of the Philippines; and,
3. That the Company had already informed all its creditors regarding the above-mentioned merger with July 31, 2012 cut-off date; and,
4. That this certification is being executed in compliance with the requisites of the Securities and Exchange Commission and for whatever legal purpose it may serve.

**IN WITNESS WHEREOF**, I have hereunto set my hand this NOV 22 2012 day of November 2012 at Manila.

  
**IRAIDA B. DE GUZMAN**  
President

**SUBSCRIBED AND SWORN TO** before me this NOV 22 2012 day of November 2012, at the City of Manila affiant exhibiting to me her Social Security System ID No. 03-5860381-6.

Doc. No. 113  
Page No. 23  
Book No. 66  
Series of 2012.

  
**ATTY. RONALD SEGUNDINO C. [Signature]**  
NOTARY PUBLIC-CITY OF MANILA  
ADMIN. NO. 2011-009 UNTIL DEC. 31, 2015  
ROLL NO. 54899  
IBP NO. 864212 '12-20-2011 MANILA  
TR NO. NLA. 091422-07 '12-19-2011 MANILA  
MCLE COMPLIANCE NO. 111-001630

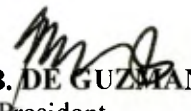
**C E R T I F I C A T I O N**

I, **IRAIDA B. DE GUZMAN**, of legal age, Filipino, with office address at 704 Rizal Avenue Extension, Caloocan City, after first being sworn in accordance with the law, hereby depose and say:

1. That I was the duly appointed President of **GANT GROUP OF COMPANIES INCORPORATED** (the "Company");
2. That at the special separate meetings of the Directors and the Stockholders of the Company held on November 22, 2012, majority of the Directors and Stockholders representing 2/3 of the outstanding capital stock of the corporation present therein constituting a quorum, a resolution was passed approving the merging of **TEN (10) Companies** namely, **PUREGOLD JUNIOR SUPERMARKET, INC., GANT GROUP OF COMPANIES INCORPORATED, S-CV CORPORATION, SUPERAGORA X CORPORATION, SUPER RETAIL VIII CORPORATION, GANT DIAMOND III CORPORATION, GANT DIAMOND CORPORATION, LYNXSERV CORP., SUPER RETAIL XV CORP. and PUREGOLD PRICE CLUB, INC.**, the latter being the surviving Corporation, under the laws of the Philippines; and under the laws of the Philippines; and,
3. That the Company had already informed all its creditors regarding the above-mentioned merger with July 31, 2012 cut-off date; and,
4. That this certification is being executed in compliance with the requisites of the Securities and Exchange Commission and for whatever legal purpose it may serve.


NOV 27 2012

**IN WITNESS WHEREOF**, I have hereunto set my hand this \_\_\_ day of November 2012 at Manila.

  
**IRAIDA B. DE GUZMAN**  
President

**SUBSCRIBED AND SWORN TO** before me this 27 day of November 2012, at the City of Manila affiant exhibiting to me her Social Security System ID No. 03-5860381-6.

Doc. No. 112  
Page No. 23  
Book No. 66  
Series of 2012.

  
**ATTY. RONALD SEBASTIANO C. TING**  
NOTARY PUBLIC - CITY OF MANILA  
ADMIN. NO. 2011-009-UNTIL DEC. 31, 2013  
ROLL NO. 54899  
IBP NO. 864212/12-28-2011 MANILA  
TR NO. MLA. 0314224/12-19-2011 MANILA  
ACLE COMPLIANCE NO. 111-001030

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

**C E R T I F I C A T I O N**

I, **IRAIDA B. DE GUZMAN**, of legal age, Filipino, with office address at General Luna Street, Barangay Ususan, Taguig City, after first being sworn in accordance with the law, hereby depose and say:

1. That I was the duly appointed President of **LYNXSERV CORP.** (the "Company");
2. That at the special separate meetings of the Directors and the Stockholders of the Company held on November 22, 2012, majority of the Directors and Stockholders representing 2/3 of the outstanding capital stock of the corporation present therein constituting a quorum, a resolution was passed approving the merging of **TEN (10)** Companies namely, **PUREGOLD JUNIOR SUPERMARKET, INC., GANT GROUP OF COMPANIES INCORPORATED, S-CV CORPORATION, SUPERAGORA X CORPORATION, SUPER RETAIL VIII CORPORATION, GANT DIAMOND III CORPORATION, GANT DIAMOND CORPORATION, LYNXSERV CORP., SUPER RETAIL XV CORP. and PUREGOLD PRICE CLUB, INC.,** the latter being the surviving Corporation, under the laws of the Philippines; and under the laws of the Philippines; and,
3. That the Company had already informed all its creditors regarding the above-mentioned merger with July 31, 2012 cut-off date; and,
4. That this certification is being executed in compliance with the requisites of the Securities and Exchange Commission and for whatever legal purpose it may serve.

IN WITNESS WHEREOF, I have hereunto set my hand this **NOV 27 2012** day of November 2012 at Manila.

**IRAIDA B. DE GUZMAN**

*IRaida B. De Guzman*  
President  
NOV 27 2012

**SUBSCRIBED AND SWORN TO** before me this \_\_\_ day of November 2012, at the City of Manila affiant exhibiting to me her Social Security System ID No. 03-5860381-6.

Doc. No. 111  
Page No. 23  
Book No. 66  
Series of 2012.

*Ronald C. Cruz*  
NOTARY PUBLIC - CITY OF MANILA  
ADMIN. NO. 2011-009 UNTIL DEC. 31, 2015  
ROLL NO. 54899  
IBP NO. 864212/12-28-2011 MANILA  
TR NO. MLA. 0314224/12-19-2011 MANILA  
ACLE COMPLIANCE NO. 111-001630

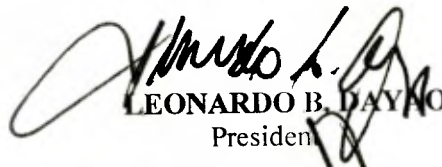


C E R T I F I C A T I O N

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


1. That I was the duly appointed President of **PUREGOLD PRICE CLUB, INC.** (the "Company");
2. That at the special separate meetings of the Directors and the Stockholders of the Company held on November, 22, 2012, majority of the Directors and Stockholders representing 2/3 of the outstanding capital stock of the corporation present therein constituting a quorum, a resolution was passed approving the merging of **TEN (10) Companies** namely, **PUREGOLD JUNIOR SUPERMARKET, INC., GANT GROUP OF COMPANIES INCORPORATED, S-CV CORPORATION, SUPERAGORA X CORPORATION, SUPER RETAIL VIII CORPORATION, GANT DIAMOND III CORPORATION, GANT DIAMOND CORPORATION, LYNXSERV CORP., SUPER RETAIL XV CORP.** and **PUREGOLD PRICE CLUB, INC.**, the latter being the surviving Corporation, under the laws of the Philippines; and under the laws of the Philippines; and,
3. That the Company had already informed all its creditors regarding the above-mentioned merger with July 31, 2012 cut-off date; and,
4. That this certification is being executed in compliance with the requisites of the Securities and Exchange Commission and for whatever legal purpose it may serve.

**IN WITNESS WHEREOF**, I have hereunto set my hand this 26<sup>th</sup> day of November 2012 at the City of Manila.

  
**LEONARDO B. DAYAO**  
President

**SUBSCRIBED AND SWORN TO** before me this 26<sup>th</sup> day of November 2012, at the City of Manila, affiant exhibiting to me his Passport with No. XX4412442 issued on August 22, 2009 with expiry date August 21, 2009.

Doc. No. 70 ;  
Page No. 15 ;  
Book No. 1 ;  
Series of 2012.

  
**ATTY. FLORENCIA G. RUIZ**  
NOTARY PUBLIC  
COMMISSION NO. 2012-271  
UNTIL DECEMBER 31, 2013  
PTR NO. 3829977 / CAGAYAN / 4-2-2012  
ROLL OF ATTY. NO. 60872  
IBP NO. 89255 / QUEZON CITY / 3-5-2012  
818-A CAROLA ST. SAMPALOC, MANILA



REPUBLIC OF THE PHILIPPINES )
MANILA )S.S.

AFFIDAVIT OF PUBLICATION

I, Teresita Z. Sorsogon legal age, Filipino and residing at c/o THE TRIBUNE PUBLISHING CO., INC. GLC Bldg. cor. A. Mabini Street Ermita, Manila, Philippines, after having been duly sworn to in accordance with the law, hereby declare and testify.

That I am the Advertising Coordinator of THE DAILY TRIBUNE, a newspaper which is published in English, edited and printed in Metro Manila, and circulated nationwide from Monday to Sunday with editorial and business address at GLC Bldg. cor A. Mabini Street Ermita, Manila

That the NOTICE

APPLICANT/PETITIONER
PUREGOLD PRICE CLUB, INC., PUREGOLD JUNIOR SUPERMARKET, INC., GANT GROUP OF COMPANIES, SCV CORPORATION, SUPERAGORA X CORPORATION, SUPER RETAIL VIII CORPORATION, GANT DIAMOND III CORPORATION, GANT DIAMOND CORPORATION, LNYXSERV CORP., AND SUPER RETAIL XV CORP.

text of which could be read/described as follows:

AS PER ATTACHED
has been published in The Daily Tribune in its issue NOVEMBER 27 & DECEMBER 04, 2012

AFFIANT FURTHER SAYETH NAUGHT
Manila, Philippines

TERESITA Z. SORSOGON
Affiant

SUBSCRIBED and SWORN to before-me this DEC 20 2012 of \_\_\_\_\_, at Manila, Philippines.

Affiant exhibited to me her Residence Certificate #28514300 issued in San Mateo, Rizal on January 13, 2012.

Doc. No. 30
Page No. 7

ATTY. RAMIL JOSELITO B. TAMAYO
NOTARY PUBLIC

Notice is hereby given that at the separate special meetings of the Directors and Stockholders of PUREGOLD PRICE CLUB, INC., PUREGOLD JUNIOR SUPERMARKET, INC., GANT GROUP OF COMPANIES, S-CV CORPORATION, SUPERAGORA X CORPORATION, SUPER RETAIL VIII CORPORATION, GANT DIAMOND III CORPORATION, GANT DIAMOND CORPORATION, LNYXSERV CORP., and SUPER RETAIL XV CORP. held on November 22, 2012, the Directors and Stockholders present therein, constituting a quorum, approved the merging of Puregold Junior Supermarket, Inc., Grant Group of Companies, S-CV Corporation, Superagora X Corporation, Super Retail VIII Corporation, Gant Diamond III Corporation, Gant Diamond Corporation, Lynxserv Corp., and Super Retail XV Corp. into a single entity with PUREGOLD PRICE CLUB, INC. as the surviving entity under the laws of the Philippines.
(SGD.)
BABY GERLIE I. SACRO
Corporate Secretary
PUREGOLD PRICE CLUB, INC.
PUREGOLD JUNIOR SUPERMARKET, INC.
GANT GROUP OF COMPANIES INCORPORATED
S-CV CORPORATION
SUPERAGORA X CORPORATION
SUPER RETAIL VIII CORPORATION
GANT DIAMOND III CORPORATION
GANT DEVELOPMENT CORPORATION
LNYXSERV CORP.
SUPER RETAIL XV CORP.



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

### ROUTING CLEARANCE

COMPANY NAME:	<b>PURE GOLD PRICE CLUB, INC.</b>
SEC REGISTRATION NO:	A-199813754
PURPOSE:	Application for Merger
DATE RECEIVED:	December 4, 2012
DEPARTMENT:	<b>CORPORATION FINANCE DEPARTMENT</b>
DATE RECEIVED	December 4, 2012
DATE RELEASED:	December 4, 2012
PROCESSED BY:	MA. THERESA S. POSADAS

**REMARKS:**

Per records of CFD, as of this date, the company has no pending assessment or findings of any violation under the Securities Regulation Code and its Implementing Rules and Regulations.

In view thereof, we interpose no objection to the company's application for merger.

17

  
**JUSTINA F. CALLANGAN**  
Acting Director



**Online Viewing**

SEC Registration No.	CS200811650
Company Name	PUREGOLD JUNIOR SUPERMARKET, INC.
Industry Classification	Miscellaneous Business Activities
Company Type	Stock Corporation
Secondary License	-
Date of Registration	07/24/2008
Term of Existence	50
Company Status	REGISTERED
Address	
Tel. No.	
Fax. No.	

Online Viewing

SEC Registration No.	CS201016336
Company Name	GANT GROUP OF COMPANIES INCORPORATED
Industry Classification	Retail, Trade Except Of Motor Vehicles & Motor Cycles
Company Type	Stock Corporation
Secondary License	
Date of Registration	10/06/2010
Term of Existence	50
Company Status	REGISTERED
Address	704 RIZAL AVE. EXTENSION, -, Kalookan City, Metro Manila Philippines
Tel. No.	8189836
Fax. No.	

**Online Viewing**

SEC Registration No. CS201017355  
Company Name S-CV CORPORATION DOING BUSINESS UNDER THE NAMES AND STYLES OF GOMARKET AND PARCOGO  
Industry Classification Retail, Trade Except Of Motor Vehicles & Motor Cycles  
Company Type Stock Corporation  
Secondary License  
Date of Registration 10/21/2010  
Term of Existence 50  
Company Status REGISTERED  
Address L3 B3 QUEZON AVE., SAN ISDRO, Angono, Rizal Philippines  
Tel. No. 8189836  
Fax. No.

**Online Viewing**

SEC Registration No.	CS200913032
Company Name	SUPERAGORA X CORPORATION
Industry Classification	Retail Selling In Supermarkets
Company Type	Stock Corporation
Secondary License	
Date of Registration	08/25/2009
Term of Existence	50
Company Status	REGISTERED
Address	MOLINO BOULEVARD CORNER, OLD MOLINO ROAD, MOLINO,, Bacoor, Cavite Philippines
Tel. No.	
Fax. No.	
SEC Registration No.	CS200913032
Company Name	SUPERAGORAX CORP.
Industry Classification	
Company Type	
Secondary License	
Date of Registration	08/25/2009
Term of Existence	0
Company Status	REGISTERED
Address	
Tel. No.	
Fax. No.	

**Online Viewing**

SEC Registration No.	CS200715778
Company Name	SUPER RETAIL VIII CORPORATION
Industry Classification	Wholesale Trade And Commission Trade, Except Of Motor Vehicles
Company Type	Stock Corporation
Secondary License	
Date of Registration	10/05/2007
Term of Existence	50
Company Status	REGISTERED
Address	Unishoppe Building, M.L. Quezon Avenue, San Isidro, Angono, Rizal Philippines
Tel. No.	8189836
Fax. No.	None

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



**Online Viewing**

SEC Registration No.	AS95004530
Company Name	GANT DIAMOND III CORP.
Industry Classification	
Company Type	Stock Corporation
Secondary License	
Date of Registration	05/10/1995
Term of Existence	50
Company Status	REGISTERED
Address	704 RIZAL AVE KALOOKAN CITY RIZAL
Tel. No.	
Fax. No.	

**Online Viewing**

SEC Registration No. 0000116965

Company Name GANT DIAMOND CORPORATION DOING BUSINESS UNDER THE NAMES & STYLES OF PARCO DEPARTMENT STORE & SUPERMARKET; PARCO SUPERMARKET; PARCO SELECTIONS SUPERMARKET; PARCO PHARMACY AND PARCO DRUGSTORE

Industry Classification

Company Type Stock Corporation

Secondary License

Date of Registration 10/25/1983

Term of Existence 50

Company Status REGISTERED

Address 704 RIZAL AVE EXT, CALOOCAN CITY, M.M. METRO MANILA

Tel. No.

Fax. No.

**Online Viewing**

SEC Registration No.	CS201019205
Company Name	LYNXSERV CORP.
Industry Classification	Storage & Warehousing
Company Type	Stock Corporation
Secondary License	
Date of Registration	11/26/2010
Term of Existence	50
Company Status	REGISTERED
Address	- GEN. LUNA ST., USUSAN, Taguig, Metro Manila Philippines
Tel. No.	9886088
Fax. No.	

## Online Viewing

SEC Registration No.	CS201017000
Company Name	SUPER RETAIL XV CORPORATION
Industry Classification	Retail, Trade Except Of Motor Vehicles & Motor Cycles
Company Type	Stock Corporation
Secondary License	
Date of Registration	10/15/2010
Term of Existence	50
Company Status	REGISTERED
Address	- . CARUHATAN,POLO. Bulacan, Bulacan Philippines
Tel. No.	8189836
Fax. No.	