

BY-LAWS

OF

MABUNAY HOLDINGS

CORPORATION

ARTICLE I

PRINCIPAL OFFICE

SECTION 1. - The principal office of the Corporation shall be located within <sup>Makati</sup> Metro Manila, Philippines.

ARTICLE II

STOCKHOLDERS' MEETINGS

SECTION 1. - The General Meeting, duly constituted, represents the entire body of stockholders and its decisions in matters proper for deliberation by it are binding even upon absenting or dissenting stockholders.

SECTION 2. - General meetings may be regular or special and shall be held at the place where the principal office of the Corporation is established or located. Regular meetings shall be held annually at 4:00 o'clock p.m., the last Friday of April of each year, or, if such a day be a legal holiday, then on the next succeeding business day. Special meetings may be held at any time by resolution of the Board of Directors or at the request of stockholders representing at least one-third ( $1/3$ ) of the subscribed <sup>and outstanding</sup> capital, setting forth the purpose of such meeting in the notice.

SECTION 3. - If for any reason the regular meeting of the stockholders shall not be held on the day designated by Section 2 of this Article or on any subsequent day to which it shall have been duly adjourned, such meeting may be called and held as a regular meeting, and the same proceedings may be had and the same business may be transacted at such meeting as at any regular meeting. Notice of the delayed regular meeting shall be given in the same manner as required under Section 5 of this Article to be given for the regular meeting.

SECTION 4. - At least fifteen (15) days prior to the date designated for the holding of any regular or special meeting of the stockholders, written notice of the time, place and purpose of such meeting shall be served by mail or by telegram, radiogram, or cablegram upon each stockholder entitled to vote at such meeting.

SECTION 5. - Notices for the regular and special meetings shall be deemed duly served when deposited in the Philippines mail with postage fully paid, or placed in the hands of an agent of a telegraph, radio or cable company with all transmittal fees fully paid, and plainly addressed to the stockholder at his latest address appearing upon the stock and transfer books of



the Corporation. Personal service of notice of meeting may also be made.

SECTION 6. - At any meeting of the stockholders, the holder of a majority of the issued and outstanding stock entitled to vote at such meeting, present in person or represented by proxy, shall constitute a quorum for all purposes, except as otherwise provided by law.

SECTION 7. - Any stockholder entitled to vote may be represented by proxy at any regular or special meeting; however, no stockholder's proxy shall be recognized or be entitled to vote at any regular or special meetings unless a duly signed appointment of proxy has been filed with the office of the Secretary of the Corporation, at least forty-eight (48) hours before the time set for the meeting at which the proxy will attend.

SECTION 8. - Each share of stock entitles the person in whose name it is registered in the books of the Corporation to one vote as provided in the Articles of Incorporation or otherwise by law.

SECTION 9. - The election of Directors shall be by ballot and each stockholder entitled to vote may cast the votes to which the number of shares he owns entitles him, for as many persons as are to be elected as Directors, or he may give to one candidate as many votes as the number of Directors to be elected multiplied by the number of his shares shall equal or he may distribute them on the same principle among as many candidates as he may see fit, provided that the whole number of votes cast by him shall not exceed the number of shares owned by him multiplied by the whole number of Directors to be elected.

The Chairman of the meeting shall appoint two inspectors to supervise the election of directors who shall hold office during the year following the date of their appointment. The proxies and ballots shall be received and taken in charge, and all questions with respect to the qualifications of votes, the validity of proxies, and the acceptance or rejection of votes, shall be declared by the two inspectors appointed by the chairman.

SECTION 10. - At the regular meeting a Board of nine (9) Directors shall be elected who shall hold office for the term of one year or until their successors shall have been elected and qualified.

#### ARTICLE III

##### THE BOARD OF DIRECTORS

SECTION 1. - The Board of Directors shall consist of nine (9) members. At the place of holding the regular general meeting of stockholders, and immediately following the same, the board of Directors, as constituted upon final adjournment of such regular general meeting shall convene without further notice for the purpose of electing officers and transacting

all other business properly brought before it.

SECTION 2. - No person shall be elected nor be competent to hold the office of Director of the Corporation unless he be a citizen of the Philippines and that twenty (20) shares of stock of the Corporation shall stand in his name in the books at the time of his election.

SECTION 3. - Each director shall hold office for one (1) year and until his successor is duly elected and qualified, provided, however that any director may be removed from office, with or without cause at any time by a two-thirds (2/3) vote of the subscribed capital stock entitled to vote.

SECTION 4. - In case any vacancy or vacancies should occur in the membership of the Board of Directors during the period between two annual meetings due to death, resignation or other cause, the remaining Directors, if still constituting a quorum, may fill said vacancies by election and the person/s so elected shall act as member/s of said Board until the new Board of Directors is elected. The Board shall also have the power to fill any vacancy in any office.

SECTION 5. - Regular meetings of the Board of Directors shall be held at such place, either within or without the Philippines, and at such times as the board may from time to time determine; and if so determined by a quorum of the Board, no advance notice of meeting need be given.

SECTION 6. - Special meetings of the Board of Directors may be held at any time and place whenever called by the Chairman upon request of three or more directors.

SECTION 7. - A majority of the Directors shall constitute a quorum for the holding of a meeting, and, except as otherwise provided in these By-Laws, any resolution by a majority of the quorum duly convened in session shall be valid as a corporate act.

SECTION 8. - Directors shall receive as compensation for every regular or special meeting of the Board actually attended such amount as may from time to time be fixed by the Board of Directors. Until such time as such amount shall have been fixed, the initial compensation shall be at Five Hundred Pesos (P500.00) per Director.

SECTION 9. - The business, property, and affairs of the Corporation shall be managed by the Board of Directors. In the management and control of the property, business, and affairs of the Corporation, the Board is hereby vested with all powers possessed by the Corporation itself in so far as this delegation of authority is not inconsistent with the laws of the Philippines, the Articles of Incorporation, or these By-Laws, or any amendments thereof. Subject to and as far as permitted by existing laws, the Board shall have discretionary power to determine what constitutes net earnings, profits and surplus, what amount shall be

declared as dividends; any determination by the board shall be final and conclusive unless otherwise provided to the contrary by existing statutes, the Articles of Incorporation, and amendments to these By-Laws.

SECTION 10. - The Compensation of officers and agents of the Corporation shall be determined by the board of Directors at such amounts it may deem proper.

SECTION 11. - The Board of Directors may delegate from time to time to an officer or committee any duties that are authorized or required to be executed during the intervals between meetings of the board; such officer or committee so delegated shall report to the Board when and as required by the Board.

#### ARTICLE IV

##### OFFICERS

SECTION 1. - The officers of the Corporation shall be a Chairman of the Board of Directors, a President, a Vice President, a Treasurer, an Assistant Treasurer, a Secretary, an Assistant Secretary, and such other officers as from time to time shall be designated and elected by the Board of Directors.

SECTION 2. - All officers of the Corporation shall be elected at the first meeting of the Board of Directors after the annual election of directors and shall hold office for one (1) year and until their respective successors shall have been duly elected and qualified; provided, however, that all officers of the Corporation shall be subject to removal at any time, with or without cause, by the affirmative vote of two-thirds (2/3) of the Board.

SECTION 3. - The President and Chairman of the Board shall be chosen from the members of the Board of Directors. The other officers may or may not be a director or a stockholder in order to qualify for office. The same person may hold concurrently one or more offices, provided their functions are not incompatible with each other.

SECTION 4. - The Chairman of the Board of Directors preside at all meetings of stockholders and directors. Except where by law the signature of the President is required, the Chairman of the board shall possess the same power as the President to sign all certificates, contracts and other instruments of the Corporation authorized by the Board of Directors. He shall have all powers and shall perform all duties commonly incident to and vested in the office of Chairman of the Board of a corporation. He shall also perform such other duties as the Board shall designate from time to time.

SECTION 5. - The President shall be the chief executive officer of the Corporation, and, in the absence of the Chairman of the Board of Directors, shall preside at all meetings of the stockholders and of the Board of Directors. He shall have general charge and supervision of the business of the Corporation and



shall have all powers and shall perform all duties commonly incident to and vested in the Office of President of a corporation. He shall also perform such other duties as the board shall designate from time to time.

SECTION 6. - The Vice President shall perform the duties and have the powers of the President during the absence or disability of the President, and shall perform such other duties and have such other powers as the board of directors, the Chairman of the board, or the President shall designate from time to time. The Vice President may also sign with the Secretary or an Assistant Secretary any and all certificates of stock of the Corporation. Unless otherwise ordered by the board of directors, the President shall have full power and authority on behalf of the Corporation to attend, to act at, and to vote at any meeting of stockholders of any corporation in which the Corporation may hold stock, and at any such meeting shall possess, and may exercise all rights and powers incident to the ownership of such stock which any owners thereof might have possessed and exercised, if present.

SECTION 7. - The Treasurer shall have the care and custody of the funds of the Corporation, and shall have and exercise, under the supervision of the board of directors, all powers and duties commonly incident to the office of Treasurer. He shall deposit all funds of the Corporation in such trust company or trust companies, or bank or banks, as the board shall designate from time to time. He shall endorse for deposit or collection all checks, notes and drafts payable to the Corporation or to its order, and make drafts on behalf of the Corporation. He shall keep accurate books of accounts of the Corporation's transactions, which books shall be the property of the Corporation, and, together with all its property in his possession, shall be subject at all times to the inspection and control of the board. He shall have all powers and shall perform all duties commonly incident to and vested in the office of Treasurer of a Corporation. He shall also have such other duties as the board may designate from time to time.

SECTION 8. The Secretary must be a citizen and resident of the Philippines. He shall attend all meetings of the stockholders, and of the Board of directors and shall keep and prepare a complete and accurate record of the minutes of the proceedings of all such meetings. He shall have the custody of all valuable papers and documents of the Corporation. He shall keep in his custody the seal of the Corporation, and shall have authority to affix the same to all instruments where its use is required. He shall give all notices required by statute, by the Articles of Incorporation, or by the By-Laws. He shall sign, jointly with the President, all stock certificates, record all transfers of stock and cancellations and keep all stock certificates transferred, likewise keep a list of all stockholders of the Corporation and of their residences and the shares owned by each. He shall perform all other duties commonly incident to and vested in the office of Secretary of a corporation. He

shall also perform such other duties as the board shall designate from time to time.

SECTION 10. - An Assistant Secretary shall perform the duties and have the powers of the Secretary during the absence or disability of the Secretary, and shall perform such other duties and have such other powers as the board of directors or secretary shall designate from time to time.

## ARTICLE V

### SHARES

SECTION 1. - Each holder of stock of the corporation shall be entitled to a stock certificate signed by the President and the Secretary. The certificates of stock shall be in such form as shall be prescribed by the board of directors. Whenever any such certificate is signed by a Transfer Agent or by a Register, the signatures of any such officers as well as the corporate seal may be by facsimile, engraved, or printed.

The cost of the necessary documentary stamps for each certificate of stock shall be borne by the corporation except in those instances where the board of directors shall otherwise provide.

SECTION 2. - A stock certificate may be transferred, sold, assigned or pledged by written indorsement on the back and the delivery thereof by the transferor to the transferee, but the corporation shall continue to consider the person in whose name the certificate is issued, as owner thereof until such certificate shall have been surrendered to the Secretary for cancellation and replaced by a new certificate in the name of the transferee.

SECTION 3. - All certificates so surrendered to the Secretary shall be marked by him with the word "CANCELLED" and the date of cancellation, and shall forthwith be attached to the corresponding stub of the stock certificate book.

SECTION 4. - In the case of loss, mutilation, or destruction of an issued and outstanding certificate of stock, a duplicate certificate may be issued upon such terms as the board of directors may prescribe, pursuant to the provisions of existing laws, particularly Sec. 9 of the Corporation Code.

SECTION 5. - Each stockholder shall designate to the Secretary of the corporation an address at which notices of meetings and all other corporate notices may be served upon or mailed to him, and if any stockholder shall fail to designate such address, corporate notices may be served upon him by mail directed to him at his last known post office address.

## ARTICLE VI

### CONTRACTS

SECTION 1. - When the execution of any contract,

conveyance or other instrument has been authorized by the Board of Directors without specification as to the executing officer, the Chairman of the Board of Directors or the President may execute the same in the name and on behalf of the Corporation, and the Secretary may affix the corporate seal thereto.

SECTION 2. - The Board of Directors may, at any time and from time to time, contract for management services with such corporation or firm as the Board of Directors may deem desirable, in a manner not to contravene the applicable laws and regulations.

SECTION 3. - Any management contract whereby, subject to the control of the Board of Directors of the Corporation, the investment portfolio of the Corporation shall be managed or supervised by a separate entity, hereinafter referred to as the management company shall:

(1) precisely describe all compensation to be paid thereunder;

(2) continue in effect for a period more than two years from the date of its execution, only so long as such continuance is specifically approved at least annually by a vote of a majority of the outstanding voting securities of the Corporation;

(3) provide, in substance, that it may be terminated at any time, without the payment of any penalty, by the Board of Directors of the Corporation or by vote of two-thirds of the outstanding voting securities of the Corporation or not more than sixty days written notice to the management company;

(4) provide, in substance, for its automatic termination in the event of its assignment by the management company.

Nothing herein contained, however, shall be construed to prevent the management company, with the knowledge and consent of the Board of Directors of the Corporation from contracting with third parties for investment advisory or other related services with respect to any or all of the investment portfolio of the corporation.

SECTION 4. - The Board of Directors may contract with any or more than one corporation or firm, appointing it as the underwriter for the securities issued by the Corporation in a manner not to contravene the applicable laws and regulations, if deemed beneficial to the corporation by the Board of Directors and subject to applicable laws and regulations, such underwriting contract and the management contract referred to in Section 3 of this Article VI may be entered into with only one corporation or firm.

SECTION 5. - The Board of Directors may contract with a duly organized commercial bank of good repute for the custody of the securities and other investments of the Corporation. The contract with the bank must



provide that the securities and other investments of the Corporation deposited with the bank must be physically segregated at all times from those of any other person. Except as otherwise provided by law, no person shall be authorized or permitted to have access to the securities and other investments while in the custody of the bank except pursuant to a resolution of the Board of Directors of the Corporation.

SECTION 6. - The Board of Directors may, in its discretion submit any contract or act for approval or ratification at any special meeting of the stockholders the notice of which shall state that it is called for the purpose, or partly for the purpose, of considering any such contract or act, or at any regular general meeting of stockholders; and any contract or act that shall be approved or be ratified by the vote of the stockholders owning a majority of the outstanding voting shares present in person or by proxy at such meeting shall be as valid and binding on the corporation and upon all the stockholders as though it had been approved and ratified by every stockholder of the corporation, unless the applicable laws or regulations shall provide otherwise or shall require the vote of a greater majority of the stockholders.

c

## ARTICLE VII

### AUDITOR

SECTION 1. - At each regular General Meeting, the stockholders shall elect the person or persons who are to audit the accounts of the Corporation until the next regular General Meeting.

SECTION 2. - No person shall be deemed ineligible to the office of Auditor because he is a stockholder of the Corporation, but said office is incompatible with the office of Directors of the Corporation.

SECTION 3. - It shall be the duty of the Auditor to audit the books of account of the Corporation whenever he shall see fit, and at least semi-annually, and to report on the annual balance sheet which shall be published jointly with his report, and for this purpose all books of account, vouchers, and other documents of the Corporation relating to its financial administration shall be placed at his disposal when he requests it.

SECTION 4. - It shall also be the duty of the Auditor upon receipt of instructions from the Board of Directors, to determine the net asset value of the Corporation's stocks prior to any sale thereof, as provided for in Section 1 of Article VII.

SECTION 5. - A copy of the balance sheet and the Auditor's Report shall be mailed to each stockholder and filed in the offices of the Corporation ten (10) days in advance of the date of which the General Meeting of Stockholders is held.

SECTION 6. - The Auditor shall receive such



remuneration as the Board of Directors shall determine.

## ARTICLE VIII

### DIVIDENDS

SECTION 1. - The Board of Directors shall, whenever in its opinion the condition of the Corporation's affairs will render it expedient, declare dividends to the stockholders of the Corporation out of prior year's net profits in such amounts and on such dates as the Board of Directors shall determine. In the declaration of dividends the Board shall consider the possibility of adopting a policy of declaring dividends in such amount as will equal 50% of the prior year's net profits.

## ARTICLE IX

### MISCELLANEOUS PROVISIONS

SECTION 1. - The seal of the Corporation shall consist of two concentric circles on which shall be placed the following words and figures:

MAEUHAY HOLDINGS CORPORATION

INCORPORATED 1908

METRO MANILA, PHILIPPINES

SECTION 2. - The Fiscal Year of the Corporation shall begin on January 1st and end on December 31st of the same year.

SECTION 3. - These By-laws may be amended, altered, changed, modified or repealed at any regular stockholders' meeting or at any special meeting convened for this purpose <sup>by majority vote of the outstanding capital stock and by majority vote of the Board of Directors, or by the Board of Directors, in accordance with law,</sup> at any regular or special meeting of the Board if notice of the proposed amendment, alteration, change, modification or repeal be contained in the notice of such meeting of the board.

ADOPTED this 27th day of January, 1908, at Manila, Philippines, by the affirmative vote of the undersigned stockholders representing majority of the subscribed capital stock of the corporation.

ALFREDO C. RAMOS

PATRICK PAGE KILBOYLE  
PATRICK PAGE KILBOYLE

AUGUSTO H. BARCELON

AUGUSTO B. Sunico

TEODORO BENARES

JACK CONLEY  
JACK CONLEY

CHRISTOPHER B. GONZALES

REPUBLIC OF THE PHILIPPINES)  
MANILA, METRO MANILA ) S.S.

TREASURER'S AFFIDAVIT

I, ALFREDO C. RAMOS, being duly sworn, depose and say:

That I have been elected by the subscribers of the corporation as Treasurer of MABUHAY HOLDINGS CORPORATION to act as such until my successor has been duly elected and qualified in accordance with the by-laws of the corporation, and that as such Treasurer, I hereby certify under oath that at least 25% of the authorized capital stock of the corporation has been subscribed and at least 25% of the total subscription has been paid, and received by me, in cash in the amount of not less than ₱5,000.00 in accordance with the Corporation Code.

ALFREDO C. RAMOS  
Treasurer

SUBSCRIBED AND SWORN to before me this 11 day of April, 1988 at Manila, Philippines, affiant exhibited to me his Res. Cert. No. 11111111 issued at Manila on April 11, 1988.

ROBERTO B. RIVERA, JR.  
SOLICITOR GENERAL  
OFFICE OF THE SOLICITOR GENERAL

NOTARY PUBLIC  
1987  
CAN - 11111111 - 1111

Doc. No. 11111111  
Page No. 1  
Book No. 11111111  
Series of 1988.