



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

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

Company Reg. No. CS201015592

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

KNOW ALL PERSONS BY THESE PRESENTS:

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

ASIANLIFE AND GENERAL ASSURANCE CORPORATION

[Amending Article VII by reclassification of shares.]

copy annexed, adopted on July 07, 2014 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, and certified under oath by the Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980, and copies thereof are filed with the Commission.

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

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Mandaluyong City, Metro Manila, Philippines, this 2nd day October, Twenty Fourteen.




FERDINAND B. SALES
Director

Company Registration and Monitoring Department

COMPANY REGISTRATION AND MONITORING DEPARTMENT (CRMD)

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[illegible][illegible]

Company's Facsimile Number/s
(02) 8958519

Facsimile Number/s
888-1011

Penthouse, Liberty Center, 104 H.V. Dela Costa St., Salcedo Village, Makati City

Document I.D.

Forwarded to:

Corporate and Partnership Registration Division
Green Lane Unit
Financial Analysis and Audit Division
Licensing Unit
Compliance Monitoring Division

AMENDED ARTICLES OF INCORPORATION
OF
ASIANLIFE AND GENERAL ASSURANCE CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

THAT, WE, all of whom are of legal age, citizens and residents of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Republic of the Philippines.

AND WE HEREBY CERTIFY:

I

That the name of the Corporation shall be ASIANLIFE AND GENERAL ASSURANCE CORPORATION.

II

That the purposes for which the corporation is organized are:

PRIMARY PURPOSE

Section 1 - Subject to law and the consent of the necessary stakeholders, to acquire the property, rights, privileges, franchise, liabilities, and the business of "ASIANLIFE AND GENERAL ASSURANCE CORPORATION", a stock corporation incorporated under the laws of the Republic of the Philippines under Company Registration Number 14341, which is in the process of liquidation.

Section 2 - To carry on the business of insurance upon the lives of individuals including but not limited to the following:

a. To grant contract for insurance and reinsurance providing for all risks, hazards, guarantees and contingencies to which life, accidents or health insurance is applicable;

b. To grant or effect assurance of all kinds for payment of money by way of single payment or by several payments, or by any person of immediate or referred annuities upon the death of or upon reaching a given age by any person or persons subject or not to such death or age requirement or happening in the lifetime of any person or persons or upon the birth or failure of issue or subject to or upon the happening of any contingency or event dependent upon human life or upon a fixed or given date;

c. To carry on the business of insurance against personal injuries by accident either in connection with life policies or otherwise;

d. To carry on the business of insurance against loss of health or incapacity from physical causes of any description either or in combination with life insurance; and

e. To re-insure all or any of the risks of the company and to undertake any authorized risks by way of re-insurance.

Section 3 -- To carry on the business of non-life insurance including but not limited to the following:

a. To insure houses, tenements, merchandise, and all other property and effects, real and personal, against loss or damage by fire, storm, earthquake shock, fire resulting from earthquake, accident or otherwise, and to carry on the ordinary business of fire insurance in all the aforesaid branches. To rebuild, repair, replace or reinstate houses, buildings, machinery and every other description of property which may be insured by the company and to carry on any kind of business necessary or expedient for any such purpose.

b. To insurance against every description of marine risk, which may be legally undertaken, relating to the perils of the sea, fire, war, reprisals and all other risks of a like nature incidental to the seas, ships, vessels, and water craft of all descriptions, and also the freights, goods, merchandise, cargo, and all property whatsoever in or on board, as the same may be effected or made according to law. To insure all other matters and things which lawfully may or can be from time to time insured or be the subject of insurance against perils of the sea and also generally to carry on any other branches and departments of the insurance business.

c. To grant either in the Philippines or abroad, policies or other instruments of assurance against or insuring compensation or payments in case of death or injury to health or limb by railway or airplane accident or shipwreck or other perils of the land, sea, or air, or any accident or misadventure, or violence during any other limited or specified period; and to prepare, provide, and supply medicine and surgical aid and treatment or any other assistance and all remedies and requirements in case of accident or harm to any person of the family and household of any person whom the company shall insure or to any person dwelling or staying in the house of such person insured.

d. To reinsure all or any risks of the company and to undertake all kinds of reinsurance and counter-insurance connected with the business of any other company.

e. To guarantee the fidelity of persons holding places of public or private trust and to agree to the faithful performance of any contract or undertaking made with any public authority.

f. To guarantee the performance of insurance contracts, agreements, undertakings, obligations, promises, or duties, of all kinds other than insurance policies.

g. To guarantee the performance of insurance contracts where surety bonds are accepted for such purposes.

h. To execute and guarantee bonds and undertakings of all kinds, required or permitted to be taken in any or all actions, proceedings, negotiations, importations, exportations, or other transactions or operations, either by private individuals, or bodies, whether executive legislative or judicial.

i. To guarantee and to indemnify merchants, traders and those engaged in business and giving credit, from loss or damage by reason of giving and extending such credit to their customers or persons dealing with them.

j. To indemnify against loss, by burglary, theft, forgery, embezzlement, or by any one or more such happenings.

k. To insure glass against breakage.

l. To guarantee and to indemnify the owners and users of steam boilers and pipes, of fly wheels, engines of all kinds or machinery, against explosions or other accident and against loss of use or occupancy caused thereby, and against liability unto third persons by any of inspection upon, such boilers, pipes, fly wheels, engines and machinery.

m. And generally to execute, sign and carry out fidelity bonds and surety undertakings of every nature and kinds usual in the business of fidelity and surety companies, or permitted by law unto such companies.

n. To lend money on such terms as may be allowed under Title 4, Chapter III of Presidential Decree No. 1460 or the Insurance Code of 1978, as amended, and other relevant provisions thereof, as well as under pertinent rules and regulations of the Insurance Commission.

o. And in general, to engage in the business of insurance and guaranty in any branches, for consideration to indemnify any person, firm or corporation against loss, damage or liability arising from an unknown or contingent event, and to liabilities and obligations of any person, firm or corporation and to act as agent of other insurance or surety companies, in any of its branches.

SECONDARY PURPOSE

1. To undertake, own, hold, deal in, mortgage or otherwise lien, and to lease, sell, convey, exchange, transfer, or in any manner whatever dispose of real property, within or without the Republic of the Philippines, wherever situated, to manufacture, purchase or acquire in any lawful manner, and to hold, use, own, mortgage, pledge, sell, exchange, transfer or otherwise dispose, and to deal and trade in and with goods, wares, merchandise and personal property of every class and description and in any part of the world, all as the purpose for which the corporation is formed may permit and as may be convenient or necessary for the transaction of the lawful business of the corporation.

2. To purchase, acquire, take-over and manage all or any part of the rights, assets, business and property of any person, firm, association, partnership, syndicate or corporation carrying on any business which the corporation is authorized to carry on, or possess property suitable for the purpose of this corporation, and to pay for the same in property or cash, checks, bonds, stocks, debentures or other obligations of the corporation, and to undertake and assume liabilities of any such person, firm, association, partnership, syndicate or corporation whose property or business may be taken over, or shares of whose capital stock may be acquired or owned by the corporation but only to the extent permitted by law to conduct in any lawful manner the whole or any part of any business also acquired, and to exercise all powers necessary or convenient in and about the conduct and management of such business.

3. In so far as the same may now or hereafter be permitted by law, to amalgamate or unite with, to manage, or combine or merge into this corporation, and other corporation, association or business, wherever formed, which has objects and purposes similar, analogous or subsidiary to any of the objects or purposes of this corporation, carrying on any business capable of being conducted so as to benefit this corporation directly or indirectly, and to form, establish, and bring out, and assist in the formation or establishment of any such corporation or association, and to acquire, hold, deal in with, and dispose of shares or interest therein.

4. To apply for, purchase, or in any manner to acquire, and to hold, own, use and operate, and to sell or in any manner dispose of, and to grant licenses or other rights in respect of, and in any manner deal in and with, and all rights, inventions, improvements and processes used in connection with or secured under letters patent or copyrights of the United States of America, the Republic of the Philippines or other countries, or otherwise, and to work, operate or to develop the same, and to carry on any business, manufacturing or otherwise, which may directly or indirectly effectuate those objects or any of them.

5. To guarantee, purchase, hold, sell, assign, transfer, exchange, mortgage, pledge or otherwise dispose of, the shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by this or any other corporation organized under the laws of the Republic of the Philippines, or any other country, nation, state, or government, and while owner of said stock, bonds, securities or evidences of indebtedness, to exercise all the right to vote hereon, to the same extent as natural persons might or could do; to sell the undertaking of this corporation or any other part thereof for such consideration as the corporation may deem fit, and in particular for shares, debentures or securities of any other corporation.

6. To enter into, make, perform and carry out contracts of every kind which may be necessary or convenient for the business of this corporation, municipality, body politic, country, territory, state, government or colony or dependency thereof; to borrow money, and, without limit as to amount, to draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or transferable as to instruments and evidences of indebtedness, whether secured by mortgage or otherwise, as well as to secure the same mortgage, pledge, deed of trust or otherwise, so far as may be permitted by the laws of the Republic of the Philippines.

7. To have one or more offices to conduct its business and promote its objects with and without the Republic of the Philippines, and in all countries foreign thereto, without restriction as to place or amount.

8. To appoint agents, representatives in all parts of the world for the purpose of carrying on any and all of the objects and purposes of the corporation.

9. To mortgage or pledge all or any part of its properties, rights, interests, and franchises, including any or all shares of stock, bonds, debentures, notes, scrip or other obligations or evidences of indebtedness at any time owned by it.

10. In carrying on its business and in order to attain and further its powers or purposes, to do any and all other acts of things, and to exercise any and all other powers which a natural person might or could do and exercise and which now do hereafter as may be authorized by law, as principal, agent, contractor, or otherwise, and either alone or in company with others, and, in addition, to have and to exercise all the rights, powers and privileges now or hereafter belonging to or conferred upon the corporation under the provisions of the laws authorizing the formation of this corporation.

11. To do all such other things as are incidental or conducive to the attainment of the above objects or any of them, or which may be conveniently carried on and done in connection therewith, or which may be calculated directly or indirectly to enhance the value of or render profitable any business or property of the corporation.

12. To borrow money on such terms as may deem expedient subject to the requirements of the law.

The foregoing clauses shall be construed as both purposes and powers, and it is hereby expressly provided that the foregoing enumeration of specific purposes, powers and objects shall not be held to limit or restrict in any manner the general powers of the corporation.

III

That the place where the principal office of the corporation is to be established is at 3/F Morning Star Center, 347 Sen. Gil Puyat Avenue, Makati City, Philippines.

IV

That the term for which the corporation is to exist is Fifty (50) years from and after the date of incorporation.

V

The names, citizenship and residences of the incorporators of said corporation are as follows:

<u>Name</u>	<u>Citizenship</u>	<u>Address</u>
1. Manuel N. Tordesillas	Filipino	30A Luna Gardens, Residential Road, Rockwell Center, Makati City
2. Lorenzo T. Roxas	Filipino	11 Subic Bay Drive corner Batangas Bay, South Bay Village, Parañaque City

3. Eulogio A. Mendoza	Filipino	33 Doña Ines Street, Alabang Hills, Muntinlupa City
4. Nilaida S. Enriquez	Filipino	29 Dao Street, Octagon Subdivision, Dela Paz, Pasig City
5. Sylvette T. Tankiang	Filipino	37A Washington Street, West Greenhills, San Juan, Metro Manila

VI

That the number of directors of the corporation shall be seven (7) and the names and residences of the directors of the corporation who are to serve until their successors are elected and qualified as provided by the By-Laws are as follows:

<u>Name</u>	<u>Address</u>
Ramon B. Arnaiz	57 J. Luna Street, San Lorenzo Village, Makati City
Manuel N. Tordesillas	30a Luna gardens, Residential Road, Rockwell Center, Makati City
Lorenzo T. Roxas	11 Subic Bay Drive corner Batangas Bay, South Bay Village, Parañaque City
Eulogio A. Mendoza	33 Doña Ines Street, Alabang Hills, Muntinlupa City
Modesta P. Mammoad	1 st Street, Virginia Summerville, Antipolo City
Augusto Z. Fajardo	No. 25 Dainty Street, White Plains, Quezon City
Ernest L. Cu	33 C. Luna Gardens, #21 Residential Drive, Rockwell Center, Makati City

VII

That the authorized capital stock of the Corporation is FIVE HUNDRED MILLION PESOS (₱500,000,000.00), Philippine Currency, divided into Forty Nine Million Four Hundred Ninety Nine Thousand Four Hundred Four (49,499,404) common shares with par value of TEN PESOS (₱ 10.00) per share and Fifty Million Fifty Nine Thousand Six Hundred (50,059,600) preferred shares with par value of Ten Centavos (₱0.10) per share. *(As amended on 29 December 2011) (As amended on 7 July 2014)*

The preferred stock that may be issued, subscribed and transferred shall be in such series and numbers and with such rights and preferences as approved by the Board of Directors, subject to the following conditions, limitations and restrictions, all of which shall be printed on the certificates of stock of such shares:

1. The preferred shares shall be entitled to receive cash dividends at the rate of six percent (6%) per annum;
2. The preferred shares shall be entitled to voting rights;

3. At the sole option of the Corporation, the preferred shares may be converted at anytime into common shares of stock based on the book value as of the end of the month immediately prior to the conversion date;
4. At the sole option of the Corporation, the preferred shares are redeemable at any time;
5. No cash dividends shall be declared nor paid on the common shares of stock unless current dividends, including dividends in arrears, shall have been declared and paid by the Corporation to all holders of preferred shares;
6. The preferred shares shall not be entitled to any participation or share in the retained earnings remaining after all cumulative dividends thereon shall have been paid;
7. In the event of liquidation, dissolution, bankruptcy, or winding up of the affairs of the Corporation, holders of preferred shares shall enjoy preferences in the payment, in full or on a pro-rata basis as the assets of the Corporation will permit, of the value of their shares plus all the unpaid cumulative dividends, before any asset of the Corporation shall be paid or distributed to the holders of common shares;
8. The preferred shares can only be held or owned by Filipino citizens or Philippine Nationals (as such term is defined in Republic Act No. 7042 or the Foreign Investments Act, as amended).

(As amended on 27 July 2011)

VIII

That the said capital stock which has been actually subscribed is TWO HUNDRED FIFTY MILLION AND NINETY PESOS (P250,000,090.00) and the following persons have subscribed to the number of shares and amount of capital stock set out after their respective names:

Name	Nationality	No. of Shares	Amount of Subscription
Sylvette Y. Tankiang (in trust for the stockholders of AsianLife and General Assurance Corporation)	Filipino	25,000,000	₱ 250,000,000.00
Ramon B. Arnaiz TIN: 101-887-016	Filipino	1	10.00
Manuel N. Tordesillas	Filipino	1	10.00
Lorenzo T. Roxas	Filipino	1	10.00
Eulogio A. Mendoza	Filipino	1	10.00
Modesta P. Mammoad	Filipino	1	10.00

TIN: 110-066-605

Nilaida S. Enriquez	Filipino	1	10.00
Augusto Z. Fajardo TIN: 135-818-928	Filipino	1	10.00
Ernest L. Cu TIN: 116-222-836	Filipino	1	10.00
Sylvette T. Tankiang	Filipino	1	10.00
<u>Total</u>		<u>25,000,009</u>	<u>P 250,000,090.00</u>

IX

That the following persons have paid for the shares of capital stock for which they have subscribed the amount set out opposite their respective names:

Name	No. Of Shares	Amount paid
Sylvette Y. Tankiang (in trust for the stockholders of AsianLife and General Assurance Corporation)	25,000,000	P 250,000,000.00
Ramon B. Amaiz	1	10.00
Manuel N. Tordesillas	1	10.00
Lorenzo T. Roxas	1	10.00
Eulogio A. Mendoza	1	10.00
Modesta P. Mammund	1	10.00
Nilaida S. Enriquez	1	10.00
Augusto Z. Fajardo	1	10.00
Ernest L. Cu	1	10.00
Sylvette T. Tankiang	1	10.00
<u>Total</u>	<u>25,000,009</u>	<u>P250,000,090.00</u>

That Modesta P. Mammund has been elected by the subscribers as Treasurer of the Corporation to act as such until her successor is duly elected and qualified in accordance with the By-Laws and that such Treasurer has been authorized to receive for and in the name of the corporation all subscriptions paid by the subscribers.

X

That the incorporators undertake to change the name of the Corporation immediately upon receipt of notice or directive from the Securities and Exchange Commission that another corporation, partnership or person has acquired a prior right to the use of that name or that the name has been declared as misleading, deceptive, confusingly similar to a registered name, or contrary to public morals, good customs or public policy.

IN WITNESS WHEREOF, we have hereunto set our hands (his 22nd day of September 2010 at City of Makati, Philippines.

(originally signed)
MANUEL N. TORDESILLAS
TIN: 178-610-428

(originally signed)
LORENZO T. ROXAS
TIN: 107-018-766

(originally signed)
EULOGIO A. MENDOZA
TIN: 129-544-622

(originally signed)
NILAIDA S. ENRIQUEZ
TIN: 100-143-332

(originally signed)
SYLVETTE T. TANKIANG
TIN: 105-823-201

SIGNED IN THE PRESENCE:

(originally signed)

(originally signed)

ACKNOWLEDGMENT

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

BEFORE ME, Notary Public in and for Manila, September 22, 2010, in the City of Manila, Philippines, personally appeared:

<u>Name</u>	<u>Comm. Tax Cert. No.</u>	<u>Date/Place Issued</u>	<u>Identification Card</u>	<u>Official Issuing Agency</u>
Manuel N. Tordesillas	28628658	2/15/2010 Makati	Passport No. XX4358537 Issued on 8/13/2009	DFA
Lorenzo T. Roxas	03222453	2/1/2010 Makati	Passport No. XX4403614 Issued on 8/19/2009	DFA
Eulogio A. Mendoza	12208740	1/5/2010 Makati	Passport No. XX4099450 Issued on 7/6/2009	DFA
Nilaida S. Enriquez	05893620	9/17/2010 Makati	Passport No. EB0104938 Issued on 4/15/2010	DFA
Sylvette Y. Tankiang	28608084	1/29/10 Makati	Passport No. EB0266559 Issued on 05/25/2010	DFA

known to me and to me known to be the same persons who executed the foregoing instrument and they acknowledged the same to be their own free and voluntary act and deed.

I certify that the foregoing instrument consists of Nine (9) pages including this page on which this acknowledgment is written, each and every page of which bears on the left margin the signature of the parties executing the instrument and their witnesses, except page Nine (9) which is signed at the foot at the foot of the document, sealed with my notarial seal.

WITNESS MY HAND AND SEAL, in the City of Manila, Philippines, the day and year first above written.

Doc. No. 984;
Page No. 197;
Book no. 36 ;
Series of 2010

Original Signed
ATTY. PEDRO D. GENATO
NOTARY PUBLIC
UNTIL DEC. 31, 2011
1150 GEN. LUNA ST. ERMITA, MLA.
IBP 76708, MLA. 1-4-10
PTR 8241868 MLA. 1-4-10
ROLL NO. 12088
TIN-132-436-687

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

SECRETARY'S CERTIFICATE

I, **GEMMA M. SANTOS**, of legal age, Filipino and with office address at 18/F Liberty Center, 104 H.V. dela Costa Street, Salcedo Village, Makati City, after having been duly sworn in accordance with law, hereby certify that:

1. I am the duly appointed and incumbent Corporate Secretary of **ASIANLIFE AND GENERAL ASSURANCE CORPORATION** (hereinafter the "Corporation"), a corporation duly organized and existing and by virtue of the laws of the Republic of the Philippines, with office address 3/F Morning Star Center, 347 Sen Gil Puyat Avenue, Makati City.

2. As of 7 July 2014, the stockholders of the Corporation are as follows:

Stockholder	Nationality	No. of Shares Subscribed	Amount Subscribed and Paid-up (Php)	Percent to Total Outstanding Shares
Maybank ATR Kim Eng Financial Corporation	Filipino	34,523,805 (common)	345,238,050.00	40%
E-Marc Consultants, Inc.	Filipino	1,726,190 (common)	17,261,900.00	2%
Ramon B. Arnaiz	Filipino	2 (common)	20.00	Nil
Manuel N. Tordesillas	Filipino	2 (common)	20.00	Nil
Lorenzo T. Roxas	Filipino	2 (common)	20.00	Nil
Eulogio A. Mendoza	Filipino	2 (common)	20.00	Nil
Modesta P. Mammud	Filipino	2 (common)	20.00	Nil
Kamaludin Bin Ahmad	Indonesian	1 (common)	10.00	Nil
Augusto Z. Fajardo	Filipino	2 (common)	20.00	Nil
Ma. Victoria C. Viñas	Filipino	1 (common)	10.00	Nil
Herminio M. Famatigan, Jr.	Filipino	1 (common)	10.00	Nil
ATR Holdings, Inc.	Filipino	50,059,600 (preferred)	5,000,000.00	58%
	TOTAL Common	36,250,010	P362,500,100.00	100%
	TOTAL Preferred	50,059,600	P5,005,960.00	100%
			P367,506,060.00	

3. After the Securities and Exchange Commission (SEC) approves reclassification of the authorized unissued preferred capital stock of the Corporation and corresponding amendment in the Corporation's Articles of Incorporation, the authorized capital stock of the Corporation shall be FIVE HUNDRED MILLION PESOS (P500,000,000.00), Philippine Currency, divided into Forty Nine Million Four Hundred Ninety Nine Thousand Four Hundred Four (49,499,404) common shares with par value of TEN PESOS (P 10.00) per share and Fifty Million Fifty Nine Thousand Six Hundred (50,059,600) preferred shares with par value of Ten Centavos (P0.10) per share.

4. After the Securities and Exchange Commission (SEC) approves the amendment in the Articles of Incorporation of the Corporation, the stockholders of the Corporation shall be as follows:

Stockholder	Nationality	No. of Shares Subscribed	Amount Subscribed and Paid-up (Php)	Percent to Total Outstanding Shares
Maybank ATR Kim Eng Financial Corporation	Filipino	34,523,805 (common)	345,238,050.00	40%
E-Marc Consultants, Inc.	Filipino	1,726,190 (common)	17,261,900.00	2%
Ramon B. Arnaiz	Filipino	2 (common)	20.00	Nil
Manuel N. Tordesillas	Filipino	2 (common)	20.00	Nil
Lorenzo T. Roxas	Filipino	2 (common)	20.00	Nil
Eulogio A. Mendoza	Filipino	2 (common)	20.00	Nil
Modesta P. Mammoad	Filipino	2 (common)	20.00	Nil
Kamaludin Bin Ahmad	Indonesian	1 (common)	10.00	Nil
Augusto Z. Fajardo	Filipino	2 (common)	20.00	Nil
Ma. Victoria C. Viñas	Filipino	1 (common)	10.00	Nil
Herminio M. Famatigan, Jr.	Filipino	1 (common)	10.00	Nil
ATR Holdings, Inc.	Filipino	50,059,600 (preferred)	5,000,000.00	58%
	TOTAL Common	36,250,010	P362,500,100.00	100%
	TOTAL Preferred	50,059,600	P5,005,960.00	100%
			P367,506,060.00	

5. The foregoing resolutions are in accordance with the records of the Corporation presently in my custody.

IN WITNESS WHEREOF, I have hereunto affixed my signature this 29 AUG 2014 at Makati City.


GEMMA M. SANTOS
Corporate Secretary

SUBSCRIBED AND SWORN to before me this 29 AUG 2014 at Makati City, Metro Manila, affiant exhibiting to me her Passport No. EB8683785 issued on 16 July 2013 in Manila.

Doc. No. 287 ;
Page No. 46 ;
Book No. 01 ;
Series of 2014.


FATIMA FAYE C. HADLOCON
Appointment No. M-580
Notary Public for Makati City
Until December 31, 2014
Penthouse, Liberty Center
104 H.V. dela Costa Street
Salcedo Village, Makati City
Roll of Attorneys No. 62670
PTR No. 4236200/Makati City/01-09-2014
IBP No. 946300/Makati City/01-07-2014

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

SECRETARY'S CERTIFICATE

I, **GEMMA M. SANTOS**, of legal age, Filipino and with office address at 18/F Liberty Center, 104 H.V. dela Costa Street, Salcedo Village, Makati City, after having been duly sworn in accordance with law, hereby certify that:

1. I am the duly appointed and incumbent Corporate Secretary of **ASIANLIFE AND GENERAL ASSURANCE CORPORATION** (hereinafter the "Corporation"), a corporation duly organized and existing and by virtue of the laws of the Republic of the Philippines, with office address 3/F Morning Star Center, 347 Sen Gil Puyat Avenue, Makati City.

2. To the best of my knowledge, no action or proceeding has been filed or is pending, before any Court involving an intra-corporate dispute and/or claim by any person or group against the Board of Directors, individual directors and/or major corporate officers of the Corporation as its duly elected or appointed directors or officers or vice versa.


IN WITNESS WHEREOF, I have hereunto affixed my signature this 16 SEP 2014
at Makati City.


GEMMA M. SANTOS
Corporate Secretary

16 SEP 2014

SUBSCRIBED AND SWORN to before me this _____ at Makati City, Metro Manila, affiant exhibiting to me her Passport No. EB8683785 issued on 16 July 2013 in Manila.

Doc. No. 406;
Page No. 83;
Book No. VI;
Series of 2014.


KARICHI E. SANTOS
Appointment No. M-590
Notary Public for Makati City
Until December 31, 2014
Penthouse, Liberty Center
104 H.V. dela Costa Street
Salcedo Village, Makati City
Roll of Attorneys No. 62127
PTR No. 4236199/Makati City/01-09-2014
IAP No. 946299/RSM/01-07-2014



Republic of the Philippines
Department of Finance
INSURANCE COMMISSION
1071 United Nations Avenue
Manila

1st ENDORSEMENT
3 September 2014

Respectfully endorsed to the Securities and Exchange Commission (SEC), SEC Building, EDSA Greenhills, Mandaluyong City, the intention of **ASIAN LIFE & GENERAL ASSURANCE CORPORATION** with office address at 3rd Floor & Penthouse Morning Star Center, #347 Senator Gil J. Puyat Avenue, Makati City for **Reclassification of Unissued Preferred Shares to Common Shares of FIVE HUNDRED MILLION PESOS (P500,000,000.00)**, divided into **FORTY NINE MILLION FOUR HUNDRED NINETY NINE THOUSAND FOUR HUNDRED FOUR (49,499,404) common shares with par value of TEN PESOS (P10.00) per share and FIFTY MILLION FIFTY NINE THOUSAND SIX HUNDRED (50,059,600) preferred shares with par value of TEN CENTAVOS (P0.10) per share** with the advise that the Insurance Commission (IC) has no objection to its registration with the Securities and Exchange Commission.

This Endorsement should be submitted to the Securities and Exchange Commission (SEC) by the applicant together with the same documents as presented to the Insurance Commission (IC).


EMMANUEL F. DOOC
Insurance Commissioner

lic/rej

CERTIFICATE OF AMENDMENT
OF THE
AMENDED ARTICLES OF INCORPORATION
OF
ASIANLIFE AND GENERAL ASSURANCE CORPORATION



KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, being the Chairman, Secretary and at least a majority of the members of the Board of Directors of **Asianlife and General Assurance Corporation** (the "Corporation"), do hereby certify that the accompanying copy of the Amended Articles of Incorporation of the Corporation, embodying the underscored amendments to Article VII thereof is true and correct and was approved by the affirmative vote of at least a majority of the members of the Board of Directors and by the affirmative vote of stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation at their respective meetings held on 7 July 2014 at the principal office of the Corporation in Makati City.

The amendments to Article VII read as follows:

"VII

"That the authorized capital stock of the Corporation is FIVE HUNDRED MILLION PESOS (₱500,000,000.00), Philippine Currency, divided into Forty Nine Million Four Hundred Ninety Nine Thousand Four Hundred Four (49,499,404) common shares with par value of TEN PESOS (₱ 10.00) per share and Fifty Million Fifty Nine Thousand Six Hundred (50,059,600) preferred shares with par value of Ten Centavos (₱0.10) per share."

X x x

-- Signature page follows --

IN WITNESS WHEREOF, we have hereunto signed this presents this 29 AUG 2014 in Makati City, Philippines.



RAMON B. ARNAIZ

Chairman

TIN: 108-887-016



LORENZO T. ROXAS

Director

TIN: 107-018-766



MANUEL N. TORDESILLAS

Director / Vice-Chairman

TIN: 178-610-428



EULOGIO A. MENDOZA

Director / President

TIN: 129-544-622



HERMINIO M. FAMATIGAN, JR.

Director

TIN: 106-969-263



MODESTA P. MAMMUAD

Director

TIN: 110-066-605

KAMALUDIN BIN AHMAD

Director

TIN: 438-339-500



AUGUSTO Z. FAJARDO

Director

TIN: 116-222-836



MA. VICTORIA C. VIÑAS

Director

TIN: 119-198-100



GEMMA M. SANTOS

Corporate Secretary

TIN: 114-272-159

SUBSCRIBED AND SWORN to before me this 29 AUG 2014, affiants exhibiting to me the following:

	<u>Identification Document</u>	<u>Issued on/at</u>
Ramon B. Arnaiz	EB5879123	July 9, 2012/DFA Manila
Lorenzo T. Roxas	EC0327466	Feb. 18, 2014/DFA NCR South
Eulogio A. Mendoza	EC0597069	Mar 3, 2014 / DFA NCR South
Manuel N. Tordesillas	EC0303518	Feb. 14, 2004/DFA Manila
Modesta P. Mammud	XX4247406	July 29, 2009/DFA Manila
Herminio M. Famatigan, Jr.	EB1033509	Sept. 27, 2010 / DFA Manila
Kamaludin Bin Ahmad	A30863229	Sept. 13, 2013 / Presid 1st Putrajaya
Augusto Z. Fajardo		
Ma. Victoria C. Viñas	XX5574964	Feb. 20, 2010/DFA Manila
Gemma M. Santos	EB8683785	July 16, 2013/DFA Manila

Doc. No. 232;
Book No. 46;
Page No. 27;
Series of 2014.

ffl
FATIMA FIYE C. RABLOCON
Appointment No. M-580
Notary Public for Makati City
Until December 31, 2014
Penthouse, Liberty Center
104 H.V. dela Costa Street
Salcedo Village, Makati City
Roll of Attorneys No. 62670
PTR No. 4236200/Makati City/01-09-2014
IBP No. 946300/Makati City/01-07-2014