



REPUBLIC OF THE PHILIPPINES  
**SECURITIES AND EXCHANGE COMMISSION**

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

**COMPANY REG. NO. 16962**

**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

**CHINA BANK SAVINGS, INC.**  
**(Amending Articles III and VII thereof)**

copy annexed, adopted on May 19, 2016 by a majority vote of the Board of Directors and on July 21, 2016 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 Section 14 of R.A. 8791 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, pre-need plan issuer, general agent in pre-need plans 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 hereunto set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 7<sup>th</sup> day of December, Twenty Seventeen.



  
**FERDINAND B. SALES**  
Director

**Company Registration and Monitoring Department**

**AMENDED ARTICLES OF INCORPORATION  
OF  
CHINA BANK SAVINGS, INC.**

(Formerly The Manila Banking Corporation)

(Amended by Stockholders' Resolution of November 26, 2007)

**KNOW ALL MEN BY THESE PRESENTS:**

We, all of whom are of legal age, citizens and residents of the Philippines, have on this date voluntarily associated ourselves together for the purpose of forming a savings banking corporation under the laws of the Philippines.

**AND WE HEREBY CERTIFY THAT:**

**FIRST** – The name of said corporation shall be:

**CHINA BANK SAVINGS, INC.**

(Amended by Stockholders' Resolution of November 26, 2007)

**SECOND** – That the purpose or purposes for which the Bank is formed is to carry on and engage in the business of savings and mortgage banking; to have and exercise, subject to the laws of the Philippines, all rights, privileges, powers and attributes of a savings bank; with the approval of the Monetary Board of the Bangko Sentral ng Pilipinas, to engage in and carry on the business of a trust company; to act as government securities dealer; and to exercise the general powers of savings banks as provided by law. (Amended by Stockholders' Resolution of May 31, 2000)

**THIRD** – The Head Office of the corporation shall be in CBS Building, 314 Sen. Gil Puyat, Makati City, Philippines.

(Amended by Stockholders' Resolution No. 2 of March 1, 1973 and Stockholders' Resolution No. 3 of March 16, 1978, Stockholders' Resolution of August 14, 2014 and Stockholders' Resolution of July 21, 2016)

**FOURTH** – "That the term for which said corporation is to exist is hereby extended for another fifty (50) years from and after May 23, 2010, the expiry

date of the original term of its existence." (Amended by Stockholders' Resolution of October 29, 2009)

**FIFTH** – The names, citizenship and residence of the incorporators of said corporation are as follows:

<u>NAMES</u>	<u>CITIZENSHIP</u>	<u>RESIDENCE</u>
Gonzalo Puyat	Filipino	190 R. Arias San Miguel, Manila
Anselmo Trinidad	Filipino	1156 Don Pedro St. Singalong, Manila
Jose Fernandez	Filipino	940 Gral Luna St. San Miguel, Manila
Eduardo Ortigas	Filipino	37, 7th Street New Manila, Quezon City
Jesus Cabarrus	Filipino	18 Bauhinia Road Forbes Park, Makati, Rizal
Perfecto Mendoza	Filipino	Polo, Bulacan
Antonio Tambunting	Filipino	335 Guevarra Avenue San Juan, Rizal
Nicanor Tomas	Filipino	1580 Princeton Mandaluyong, Rizal

**SIXTH** – The number of directors of the Bank shall be eleven (11). The names, citizenship and residence of the directors of the corporation who are to serve as such until their successors are elected and qualified as provided by the By-Laws, are as follows:

<u>NAMES</u>	<u>CITIZENSHIP</u>	<u>RESIDENCE</u>
Gonzalo Puyat	Filipino	190 R. Arias San Miguel, Manila

Anselmo Trinidad	Filipino	1156 Don Pedro St. Singalong, Manila
Jose Fernandez	Filipino	940 Gral Luna St. San Miguel, Manila
Eduardo Ortigas	Filipino	37, 7th Street New Manila, Quezon City
Jesus Cabarrus	Filipino	18 Bauhinia Road Forbes Park, Makati, Rizal
Perfecto Mendoza	Filipino	Polo, Bulacan
Antonio Tambunting	Filipino	335 Guevarra Avenue San Juan, Rizal
Nicanor Tomas	Filipino	1580 Princeton Mandaluyong, Rizal
Eugenio J. Puyat	Filipino	190 R. Arias St. San Miguel, Manila

**SEVENTH** – That the capital stock of the corporation is **FOURTEEN BILLION (₱14,000,000,000.00)** PESOS, and said capital stock is divided as follows:

**ONE HUNDRED THIRTY FOUR MILLION (134,000,000)** – Common shares of the par value of ₱100.00 each or a total par value of **₱13,400,000,000** and

(Amended by Stockholders' Resolutions of August 14, 2014 and July 21, 2016)

**SIX MILLION (6,000,000)** - Preferred shares of the par value of ₱100.00 each or a total par value of ₱600,000,000.

The aforesaid preferred shares shall have the following features:

- 1) Non-voting and non-participating;

- 2) Preference at liquidation including declared dividends which have not been distributed;
- 3) Non-cumulative dividend rate as determined by the Board of Directors provided not to exceed twice current ninety-day T-bill rate at date of approval of the Board of Directors;
- 4) Convertible to common shares if no dividends are declared for three (3) consecutive years at book value of common shares at the time of conversion; and
- 5) Re-issuable.

(Amended by Stockholders' Resolution of August 14, 2014 and Resolution of July 21, 2016)

**EIGHTH** –The amount of said capital stock which has been actually subscribed is FIVE MILLION SEVENTY FIVE THOUSAND TWO HUNDRED (₱5,075,200.00) PESOS and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names:

<u>NAME</u>	<u>CITIZENSHIP</u>	<u>NO. OF SHARES</u>	
		<u>SUBSCRIBED</u>	<u>AMOUNT</u>
Gonzalo Puyat	Filipino	30,000	₱3,000,000.00
Anselmo Trinidad	Filipino	1,000	100,000.00
Jose Fernandez	Filipino	1,000	100,000.00
Eduardo Ortigas	Filipino	1,000	100,000.00
Jesus Cabarrus	Filipino	3,250	325,000.00
Perfecto Mendoza	Filipino	10,000	1,000,000.00
Antonio Tambunting	Filipino	2,000	200,000.00
Eugenio J. Puyat	Filipino	1	100.00

Jose Tambunting	Filipino	1	100.00
Nicanor Tomas	Filipino	<u>2,500</u>	<u>250,000.00</u>
		<u>50,752</u>	<u>₱5,075,200.00</u>

NINTH – (Repealed *in toto* by Stockholders' Resolution No. 2 of March 7, 1968)

TENTH – The following persons have paid on the shares of capital stock for which they subscribed the amount set out after their respective names:

<u>NAMES</u>	<u>AMOUNT PAID</u>
Gonzalo Puyat	₱1,000,000.00
Anselmo Trinidad	25,000.00
Jose Fernandez	25,000.00
Eduardo Ortigas	6,250.00
Jesus Cabarrus	100,000.00
Perfecto Mendoza	250,000.00
Antonio Tambunting	50,000.00
Nicanor Tomas	62,500.00
Jose Tambunting	100.00
Eugenio J. Puyat	<u>100.00</u>
 TOTAL	 <u>₱1,518,950.00</u>

ELEVENTH – Mr. Vicente G. Puyat has been elected by the subscribers as Acting Treasurer of the corporation to act as such until his successors duly elected and qualified in accordance with the By-Laws, and as such Treasurer, he has been authorized to receive for the corporation and to receipt in its name, payment for all subscriptions Paid by the said subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands at the City of Manila, Philippines, on this 5th day of May, 1960.

GONZALO PUYAT

By:

(Sgd.) GIL PUYAT  
Attorney-in-Fact

(Sgd.) ANSELMO TRINIDAD

(Sgd.) JOSE FERNANDEZA

(Sgd.) EDUARDO ORTIGAS

(Sgd.) JESUS CABARRUS

(Sgd.) PERFECTO MENDOZA

ANTONIO TAMBUNTING  
By:

(Sgd.) NICANOR TOMAS

(Sgd.) JOSE TAMBUNTING  
Attorney-in-Fact

Signed in the presence of:

(Sgd.) VICENTE PUYAT

(Sgd.) FERNANDO QUILALA

#### A C K N O W L E D G M E N T

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

Before me, the undersigned Notary Public for and in the City of Manila, came the following named persons who are personally known to me and to me known to be the same persons who executed the foregoing instrument, and each of the said persons for himself acknowledged to me that he executed the same as his free and voluntary act and deed.

<u>Name</u>	<u>Res. Cert. No.</u>	<u>Date Issued</u>	<u>Place Issued</u>
Gonzalo Puyat	A-184	Jan. 4, 1960	Manila
Anselmo Trinidad	A-213742	Jan.21, 1960	Manila
Jose Fernandez	A-6038	Jan. 4, 1960	Manila
Eduardo Ortigas	A-135003	Jan. 13, 1960	Manila

Jesus Cabarrus	A-142888	Jan. 5, 1960	Manila
Perfecto Mendoza	A-52768	Jan. 11, 1960	Manila
Antonio Tambunting	A-505106	Feb. 15, 1960	San Juan, Rizal
Nicanor Tomas	A-137827	Jan. 5, 1960	Manila

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal this 5th day of May, 1960.

(Sgd.) CARLOS J. PARAS  
Notary Public  
Until December 31, 1960

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