

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES REGULATION CODE AND SRC RULE 17.2(c) THEREUNDER

1. Date of Report (Date of earliest event reported)
Jun 11, 2019
2. SEC Identification Number
147669
3. BIR Tax Identification No.
000-432-378
4. Exact name of issuer as specified in its charter
Cosco Capital, Inc.
5. Province, country or other jurisdiction of incorporation
Manila, Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office
No. 900 Romualdez St., Paco, Manila
Postal Code
1007
8. Issuer's telephone number, including area code
(632) 522-8801 to 04
9. Former name or former address, if changed since last report
None
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common	7,256,251,264

11. Indicate the item numbers reported herein
Other Matters

The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.



Cosco Capital, Inc. COSCO

PSE Disclosure Form 4-3 - Amendments to Articles of Incorporation *References: SRC Rule 17 (SEC Form 17-C) and Section 4.4 of the Revised Disclosure Rules*

Subject of the Disclosure

SEC Approval of the Amendment on the Articles of Incorporation of Cosco Capital, Inc.

Background/Description of the Disclosure

On May 31, 2019, the Securities and Exchange Commission has approved the amendment on the second article of the Articles of Incorporation of Cosco Capital, Inc. to include the following in the secondary purposes:

h. "to act as joint or solidary obligor, mortgagor, guarantor, or surety for principal and accessory security obligations incurred or to be incurred by subsidiaries, affiliates, sister companies and other corporations".

Date of Approval by Board of Directors	Feb 14, 2019
Date of Approval by Stockholders	Apr 15, 2019
Other Relevant Regulatory Agency, if applicable	None
Date of Approval by Relevant Regulatory Agency, if applicable	May 31, 2019
Date of Approval by Securities and Exchange Commission	May 31, 2019
Date of Receipt of SEC approval	May 31, 2019

Amendment(s)

Article No.	From	To
Second Article of Articles of Incorporation	Please see attached	Please see attached

Rationale for the amendment(s)

To empower the Company to enter into joint or solidary surety or guaranty for the principal and accessory obligation incurred or to be incurred by subsidiaries, affiliates, sister companies, and other corporations.

The timetable for the effectivity of the amendment(s)

Expected date of filing the amendments to the Articles of Incorporation with the SEC	May 21, 2019
Expected date of SEC approval of the Amended Articles of Incorporation	May 31, 2019

Effect(s) of the amendment(s) to the business, operations and/or capital structure of the Issuer, if any

None

Other Relevant Information

Please see attached Certificate of Filing of Amended Articles of Incorporation of Cosco Capital, Inc. issued by the Securities and Exchange Commission on May 31, 2019.

However, we clarify that the board approval of the amendment was on February 14, 2019 and the stockholders approval by written assent was completed on April 15, 2019.

Filed on behalf by:

Name	Candy Dacanay-Datuon
Designation	Assistant Corporate Secretary / Compliance Officer



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
Ground Floor, Secretariat Building, PICC
City Of Pasay, Metro Manila

COMPANY REG. NO. 147669

**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

COSCO CAPITAL, INC.


(Amending Article II Secondary Purpose thereof)

copy annexed, adopted on February 14, 2019 by 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 Corporate 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 15 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019, 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/lending company and time shares/club shares/membership certificates issuers or selling agents thereof; nor to operate a fiat money to virtual currency exchange. 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 Pasay City, Metro Manila, Philippines, this 31st day of May, Twenty Nineteen.

MVL/qba


DANIEL P. GABUYO
Assistant Director
SO Order 1188 Series of 2018

COVER SHEET

COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

AAI

SEC Registration Number

0 0 0 0 1 4 7 6 6 9

Former Company Name

C O S C O C A P I T A L , I N C .

AMENDED TO:

New Company Name

Principal Office (No./Street/Barangay/City/Town)Province

N O . 9 0 0 R O M U A L D E Z S T . P A C O ,

M A N I L A 1 0 0 7

COMPANY INFORMATION

Company's Email Address

Company's Telephone Number/s

(02) 522-8801 to 04

Company's Facsimile Number/s

CONTACT PERSON INFORMATION

Name of Contact Person

Atty. Candy H. Dacanay-Datuon

Email Address

chd@puregold.com.ph

Telephone Number/s

(02) 523-3055

Facsimile Number/s

Contact Person's Address

No. 900 Romualdez St., Paco, Manila

To be accomplished by CRMD Personnel

Assigned Processor:

Date

Signature

Document I.D.

Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

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

PRESENTED ON: 5-21-19

COUNTER OFFICER: ARUIE

PROCESSOR: Ms. Herby Limud



MARKETS AND SECURITIES REGULATION DEPARTMENT

May 9, 2019

COSCO CAPITAL, INC.
No. 900 Romualdez Street
Paco, Manila
Tel. No. 523 3055

Attention: **ATTY. CANDY A. DACANAY-DATUON**
Asst. Corporate Secretary

Subject : REQUEST FOR COMMENT/RECOMMENDATION

Gentlemen:

This is in connection with your request for comment and/or recommendation relative to the company's application for approval of the Amended Articles of Incorporation to include under the Secondary Purposes the statement below:

(h) To act as joint or solidary obligor, mortgagor, guarantor, or surety for principal and accessory security obligations incurred or to be incurred by subsidiaries, affiliates, sister companies and other corporations.

We do not interpose any objection to your application provided that once the application has been approved, **COSCO**, shall file a duly accomplished **Current Report (SEC Form 17-C)** disclosing therein the Commission's approval of said amendment with the Commission's Central Receiving and Records Division, within five (5) days from the approval of the Amended Articles of Incorporation.


Our Department, noted that Cosco Capital, Inc. intends to act as a guarantor or surety for obligations incurred or to be incurred by other corporations; however, we defer to the discretion of the Commission's Company Registration and Monitoring Department (CRMD) considering that it has primary jurisdiction over registration of corporations and partnerships in general, as well as amendments to Articles of Incorporation and By-laws. Furthermore, our comments or recommendations are limited merely to this Department's regulatory requirements and does not cover the substance of the application with respect to compliance with the Corporation Code of the Philippines.

This comment is without prejudice to the prerogative of this Department to act later against the subject entity, if warranted, to ensure full compliance with the provisions of the Securities Regulation Code, its implementing rules and regulations, and other pertinent laws, rules and regulations, as may be necessary and applicable under the circumstances.

Very truly yours,


VICENTE GRACIANO P. FELIZMENIO, JR.
Director

RECEIVED BY:


CARLO L. RAMOR

SIGNATURE OVER PRINTED NAME OF
AUTHORIZED REPRESENTATIVE

Corio Capital, Inc. 5/20/19
COMPANY NAME/DATE RECEIVED

AMENDED ARTICLES OF INCORPORATION
OF COSCO CAPITAL, INC.
(formerly Alcorn Gold Resources Corporation)

KNOW ALL MEN BY THESE PRESENTS:

The undersigned incorporators, all of legal age, and the majority of whom are citizens and residents of the Philippines, have this day voluntarily agreed to form a stock corporation under the laws of the Republic of the Philippines:

AND WE HEREBY CERTIFY:

FIRST: That the name of said corporation shall be -

COSCO CAPITAL, INC.

(As amended by all the members of the Board of Directors in its meeting held on December 10, 2012 and by stockholders representing more than 2/3 of the outstanding capital stock of the corporation in the Special Stockholders' Meeting held on December 11, 2012.)

SECOND: That the purpose or purposes for which such corporation is incorporated are:

PRIMARY PURPOSE

To invest in, purchase, or otherwise acquire and own, hold, use, sell, assign, transfer, mortgage, pledge, exchange, or otherwise dispose of real and personal property of every kind and description, including shares of stock, bonds, debentures, notes, evidences of indebtedness, and other securities or obligations of any corporation or corporations, association or associations, domestic or foreign, for whatever lawful purpose or purposes the same may have been organized and to pay therefor in money or by exchanging shares of stock of this corporation or any other corporation, while the owner or holder of any such real or personal property, stocks, bonds, debentures, contracts, or obligations, to receive, collect and dispose of the interest, dividends, and income arising from such property; and to possess and exercise in respect thereof all the rights, powers and privileges of ownership, including all voting powers of any stock so owned; to carry on and manage the general business of any company.

SECONDARY PURPOSES

(a) To engage in the management, supervision or control of business enterprises of all kinds, the operations and transactions of any company or undertaking and to manage and administer lands, buildings, whether real or personal, and in general, to act as agent, attorney-in-fact, or in any representative capacity as may be permitted by law, except the management of funds, securities, portfolio and other similar assets of any firm or entity.

(b) To engage in the assay of all kinds of ores, minerals, oil, for umpiring the development and for export or import; to prepare flowsheets for the beneficiation of ores.

(c) To engage in the business of general builders and constructors of roads, bridges, terminals, landing fields, docks, piers, government and private buildings.

(d) To undertake dredging and drilling operations and to dredge or otherwise obtain out of the waters, navigable or non-navigable as may be permitted by law, sand, gravel and deposits found in or beneath said waters and to acquire and make the same available for commercial purposes.

(e) To own, acquire, construct, maintain and operate plants, factories and buildings which are necessary in the production and manufacturing of all kinds of goods, wares and merchandise of all kinds and descriptions which within the commerce of men.

(f) Subject to existing laws, to hold, purchase or otherwise acquire or be interested in, and to sell or otherwise dispose of, shares or capital stocks, bonds, or other evidences of debts issued or created by any other corporation, partnership or company, domestic or foreign, governmental or otherwise, and while the owner and holder of any such shares of stock, to exercise all the rights and privileges of ownership, including the right to vote thereon and exercise all the rights to pertaining thereto.

(g) To carry on in the Philippines or elsewhere the business of exploration, discovery, development and exploitation of mineral oils, petroleum and in its natural state, rock or carbon oils, natural gas and all kinds of ores, metals, minerals and natural resources and the products and by-products thereof; to process, manufacture, refine, prepare for market, buy, sell and transport the same in crude, or raw or refined condition; to buy, sell, exchange, lease, acquire thru Service Contracts, Participating Agreements and all other forms of contracts of concessions dealing in lands, mines and minerals rights and claims, to conduct all business appertaining thereto; to purchase, lease, acquire, or otherwise, to own, hold and maintain, and to mortgage, pledge, lease, royalties and permits, lands and real estate of all kinds, and the oil, gas and mineral rights and interests by and to enter into acquire, carry out and execute contracts for drilling wells and installation of rigs, platforms, machinery and equipment; to construct, erect, and build, to purchase, lease or otherwise acquire, to own, manage, or in any manner dispose of or encumber, pipelines, plants, refineries, stations, systems, tank cars, vessels, appliances, machinery, structures, equipment and facilities of all kinds for manufacturing, treating, processing, concentrating, distilling, and in any manner dealing in gas, petroleum and other oils, minerals and volatile substances, asphalt, bitumen and bituminous substances and other similar products of every kinds and character for any and all purposes whatsoever; to carry on and conduct the general business of mining, to acquire and perform all powers conferred by law on said mining business, within and outside of the Philippines, and including that of domestic and foreign concessions or contracts of every kind and nature; and generally to do and perform all or any of the matters aforesaid, and all other acts and things which in the judgment of this Company may be requisite for its purpose or incidental thereto; to achieve without security, register its shares for public offering, issue warrants, bonds, debentures and other negotiable and transferable instruments, secured or unsecured for such amounts of in exchange of properties or rights as may be found advisable as well as to farm-out or firm-in rights and interests as generally practiced in the mining industry.

(h) To act as joint or solidary obligor, mortgagor, guarantor, or surety for principal and accessory security obligations incurred or to be incurred by subsidiaries, affiliates, sister companies and other corporations.

(As amended by the unanimous vote of the Board of Directors, and by written assent of stockholders representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation at a special meeting held on February 14, 2019.)

AND IN FURTHERANCE OF THE
FOREGOING CORPORATE PURPOSES:

(1) To enter into, make and perform contracts of every kind for any lawful purpose with any person, firm, corporation, body politic, Municipality, national government or any of its instrumentalities.

(2) To purchase, hold, convey, sell, lease, rent, mortgage, encumber and otherwise deal with real property, improved or unimproved, as the purposes for which the corporation is formed may permit.

(3) To borrow money or create indebtedness, bonded or otherwise; to secure the payment of any such obligations by mortgage, pledge or agreement as to all or any part of properties, real and personal, of the corporation; to provide that any such obligations shall be convertible into or exchangeable for stocks of the corporation upon such terms permitted by law as the board of directors shall determine.

(4) To apply for, register, produce, purchase, exchange, lease, acquire, own, operate, or negotiate for, licenses or other rights in respect of, sale, transfer, grant or licenses and rights in respect of, manufacture under, introduce, sell, assign, collect the royalties on, mortgage, pledge, create lien upon, or otherwise dispose of, deal in, and turn to account, letters patent, patent rights, inventions, discoveries, machines, licenses, processes, data and formulate of any and all kinds pursuant to the laws of the Philippines, or any country whatsoever, and with a view to the working and development of the same.

(5) To finance and enter into and perform contracts and agreements of any kind in connection or in furtherance of any or all of the foregoing to the extent as the same may be permitted by law.

(6) To promote any company or companies for the purpose of acquiring all or any part of the stockholdings, properties and liabilities of said company, as may be permitted by law, or for any other purpose which may seem directly or indirectly calculated to benefit the company all in accordance with law.

(7) Without in any way limiting the powers of the company, it is hereby expressly provided that the company shall have the power to make and perform contracts of any kind and description with any person, firm or corporation; to have one or more offices within the Philippines and abroad; and to conduct its business and exercise its powers, authorities and privileges granted by the laws of the Philippines to corporations organized under said laws and, in particular, unto corporations of like nature and kind.

(8) Generally, to do all such acts, things and to transact all business as may be directly or indirectly incidental to or conducive to the attainment of the above objects or any of them respectively.

"THIRD: That the place where the principal office of the Corporation is to be established or located at No. 900 Romualdez St., Paco, Manila."

(As amended by all the members of the Board of Directors in its meeting held on May 30, 2014 and by stockholders representing more than 2/3 of the outstanding capital stock of the corporation in the Annual Stockholders' Meeting held on June 27, 2014.)

FOURTH: That the term for which said Corporation is to exist is FIFTY (50) years from and after the date of incorporation.

FIFTH: That the names, nationalities and residences of the incorporators or said corporation are as follows:

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
1. Charles W. Alcorn	American	4600 Post Oak Place Suite 212, Houston Texas 77027
2. Virgil A. Walston	American	4600 Post Oak Place Suite 212, Houston Texas 77027
3. Jerrel D. Branson	American	4600 Post Oak Place Suite 212, Houston Texas 77027
4. Eduardo F. Hernandez	Filipino	1177 Tamarind Road Dasmariñas Village Makati, M.M
5. Antonio O. Caguiat	Filipino	23 North Lawin Quezon City
6. Roberto Coyuito, Jr.	Filipino	AIC Center, 204 Escolta Manila
7. Robert Y. Cokeng	Filipino	#30 Victoria Avenue New Manila, Quezon City

SIXTH: That the number of directors of said Corporation shall be Nine (9) and that the names, nationalities and residences of the first directors, who are to serve until their successors are elected and qualified as provided by the By-Laws are as follows:

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
1. Charles W. Alcorn	American	4600 Post Oak Place Suite 212, Houston Texas 77027
2. Virgil A. Walston	American	4600 Post Oak Place Suite 212, Houston Texas 77027
3. Jerrel D. Branson	American	4600 Post Oak Place Suite 212, Houston Texas 77027
4. Eduardo F. Hernandez	Filipino	1177 Tamarind Road Dasmariñas Village Makati, M.M
5. Antonio O. Caguiat	Filipino	23 North Lawin Quezon City
6. Roberto Coyuito, Jr.	Filipino	AIC Center, 204 Escolta Manila
7. Robert Y. Cokeng	Filipino	#30 Victoria Avenue New Manila, Quezon City

(As amended by majority of the members of the Board of Directors and stockholders representing more the 2/3 of the entire and outstanding capital stock of the Corporation at a meeting of the Board of Directors and stockholders on June 24, 2016.)

SEVENTH: That the capital stock of the said Corporation is Ten Billion Pesos (Php10,000,000,000.00), Philippine currency, divided into Ten Billion (10,000,000,000) common shares at a par value of One Peso (Php1.00), Philippine currency, per share.

(As amended by all the members of the Board of Directors in its meeting held on December 10, 2012 and by stockholders representing more than 2/3 of the outstanding capital stock of the corporation in the Special Stockholders' Meeting held on December 11, 2012.)

No stockholders of the Corporation shall have any pre-emptive or preferential right to subscribe for the remaining portion of the capital stock as authorized herein, nor a pre-emptive or preferential right to subscribe for any increase thereof that may be lawfully authorized herein, nor pre-emptive or preferential right to subscribe for any increase thereof that may be lawfully authorized, in proportion to his respective holdings at the time such increase was authorized.

EIGHT: That the amount of said capital stock which has actually been subscribed is Fifty Million Pesos (P50,000,000.00), Philippine Currency, consisting of Five Billion (5,000,000,000) shares 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>No. of Shares</u>	<u>Class</u>	<u>Amount of Subscription</u>	
1. Charles W. Alcorn	300,000,000	B	P3,000,000	
2. Virgil A. Walston	300,000,000	B	3,000,000	
3. Jerrel D. Branston	200,000,000	B	2,000,000	
4. Eduardo F. Hernandez	1,200,000,000	B	12,000,000	400,000,000 "A" P4,000,000 800,000,000 "B" P8,000,000
5. Antonio O. Caguiat	1,000,000,000	A/B	10,000,000	200,000,000 "A" P2,000,000 800,000,000 "B" P8,000,000
6. Robert Coyuito, Jr.	1,000,000,000	A	10,000,000	
7. Robert Cokeng	<u>1,000,000,000</u>	A	<u>10,000,000</u>	
TOTAL	<u>5,000,000,000</u>		<u>P50,000,000</u>	

NINTH: That the following persons have paid on the shares of capital stock for which they subscribed, the amount set after their respective names:

<u>Name</u>	<u>Amount Paid in Subscription</u>
1. Charles W. Alcorn	P3,000,000
2. Virgil A. Walston	3,000,000
3. Jerrel D. Branston	2,000,000
4. Eduardo F. Hernandez	3,000,000
5. Antonio O. Caguiat	2,246,167.14
6. Robert Coyuito, Jr.	2,500,000
7. Robert Y. Cokeng	2,500,000
TOTAL	<u>P18,246,167.14</u>

TENTH: That no transfer of stock of interest, which will reduce the ownership of Filipino stockholders to less than the percentage of the capital stock required by law, shall be allowed or permitted to be recorded in the proper books, and this restriction shall also be indicated in all stock certificates of the corporation.

ELEVENTH: That Jerrel D. Branson has been elected by the subscribers as Treasurer of the Corporation, to act as such until his successor is duly elected and qualified in accordance with By-Laws, and that as such Treasurer, he has been authorized to receive for the Corporation and to receipt in its name for all subscription paid in by said subscribers:

IN WITNESS WHEREOF, we have hereunto set our hands this 11th day of September 1987, in Makati, Metro Manila, Philippines.

(SGD.) ROBERT COKENG

(SGD.) ROBERT COYUITO

(SGD.) VIRGIL WALSTON

(SGD.) JERREL D. BRANSON

(SGD.) EDUARDO F. HERNANDEZ

(SGD.) CHARLES W. ALCORN

(SGD.) ANTONIO O. CAGUIAT

Signed in the presence of:

(Illegible) Illegible

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

BEFORE ME, a Notary of Public for and in the City of Manila, this 11th day of September, 1987, personally appeared:

Name	Res. Cert. No.	Issued at	Issued On
C.W. Alcorn	11004748	Houston, Texas	12 January 1987
V.A Walston	D040347	New Orleans LA	13 January 1983
J.D Branson	G039544	Houston	13 January 1986
E.F. Hernandez	6200176F	Makati, M.M	09 February 1987
A.O. Caguiat	6866087F	Quezon City	28 January 1987
R. Coyuito, Jr.	147911	Manila	02 March 1987
R. Cokeng	126715B	Manila	19 February 1987

all known to me and to known to be the same persons who executed the foregoing Articles of Incorporation and who acknowledges to me that the same is their free and voluntarily act and deed.

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

(SGD.) TOMAS F. TUASON, IV
Until December 31, 1987
PTR No. 027756
Issued on January 14, 1987
Issued at Makati, Metro Manila

Doc. No. 6
Page No. 3
Book No. 1
Series of 1987.

SECURITIES AND EXCHANGE COMMISSION
RECEIVED
MAY 21 2019
By: _____

DIRECTORS AND SECRETARY'S CERTIFICATE

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned Directors and Corporate Secretary of **COSCO CAPITAL, INC.** (the "Corporation"), a corporation duly organized and existing under the laws of the Republic of the Philippines with office at No. 900 Romualdez St., Paco, Manila, do hereby certify that its Articles of Incorporation was amended by the unanimous vote of the Board of Directors, and by written assent of stockholders representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation, at a special meeting held on February 14, 2019 at the Manila Golf and Country Club, Makati City.

The amended provision of the attached Amended Articles of Incorporation refers to the Second Article of its Articles of Incorporation as follows:

"Second Article: That the purpose or purposes for which such Corporation is incorporated are:

PRIMARY PURPOSE

To invest in, purchase, or otherwise acquire and own, hold, use, sell, assign, transfer, mortgage, pledge, exchange, or otherwise dispose of real and personal property of every kind and description, including shares of stock, bonds, debentures, notes, evidences of indebtedness, and other securities or obligations of any corporation or corporations, association or associations, domestic or foreign, for whatever lawful purpose or purposes the same may have been organized and to pay therefore in money or by exchanging shares of stock of this corporation or any other corporation, while the owner or holder of any such real or personal property, stocks, bonds, debentures, contracts, or obligations, to receive, collect and dispose of the interest, dividends, and income arising from such property; and to possess and exercise in respect thereof all the rights, powers and privileges of ownership, including all voting powers of any stock so owned; to carry on and manage the general business of any company.

SECONDARY PURPOSES

- (a) To engage in the management, supervision or control of business enterprises of all kinds, the operations and transactions of any company or undertaking and to manage and administer lands, buildings, whether real or personal, and in general, to act as agent, attorney-in-fact, or in any representative capacity as may be permitted by law, except the management of funds, securities, portfolio and other similar assets of any firm or entity.
- (b) To engage in the assay of all kinds of ores, minerals, oil, for umpiring the development and for export or import; to prepare flowsheets for the beneficiation or ores.

- (c) To engage in the business of general builders and constructors of roads, bridges, terminals, landing fields, docks, piers, government and private buildings.
- (d) To undertake dredging and drilling operations and to dredge or otherwise obtain out of the waters, navigable or non-navigable as may be permitted by law, sand, gravel and deposits found in or beneath said waters and to acquire and make the same available for commercial purposes.
- (e) To own, acquire, construct, maintain and operate plants, factories and buildings which are necessary in the production and manufacturing of all kinds of goods, wares and merchandise of all kinds and descriptions which within the commerce of men.
- (f) Subject to existing laws, to hold, purchase or otherwise acquire or be interested in, and to sell or otherwise dispose of, shares or capital stocks, bonds, or other evidences of debts issued or created by any other corporation, partnership or company, domestic or foreign, governmental or otherwise, and while the owner and holder of any such shares of stock, to exercise all the rights and privileges of ownership, including the right to vote thereon and exercise all the rights to pertaining thereto.
- (g) To carry on in the Philippines or elsewhere the business of exploration, discovery, development and exploitation of mineral oils, petroleum and in its natural state, rock or carbon oils, natural gas and all kinds of ores, metals, minerals and natural resources and the products and by-products thereof; to process, manufacture, refine, prepare for market, buy, sell and transport the same in crude, or raw or refined condition; to buy, sell, exchange, lease, acquire thru Service Contracts, Participating Agreements and all other forms of contracts of concessions dealing in lands, mines and minerals rights and claims, to conduct all business appertaining thereto; to purchase, lease, acquire, or otherwise, to own, hold and maintain, and to mortgage, pledge, lease, royalties and permits, lands and real estate of all kinds, and the oil, gas and mineral rights and interests by and to enter into acquire, carry out and execute contracts for drilling wells and installation of rigs, platforms, machinery and equipment; to construct, erect, and build, to purchase, lease or otherwise acquire, to own, manage, or in any manner dispose of or encumber, pipelines, plants, refineries, stations, systems, tank cars, vessels, appliances, machinery, structures, equipment and facilities of all kinds for manufacturing, treating, processing, concentrating, distilling, and in any manner dealing in gas, petroleum and other oils, minerals and volatile substances, asphalt, bitumen and bituminous substances and other similar products of every kinds and character for any and all purposes whatsoever; to carry on and conduct the general business of mining, to acquire and perform all powers conferred by law on said mining business, within and outside of the Philippines, and including that of domestic and foreign concessions or contracts of every kind and nature; and generally to do and perform all or any of the matters aforesaid, and all other acts and things which in the judgment of this Company may be requisite for its purpose or incidental thereto; to achieve without security, register its shares

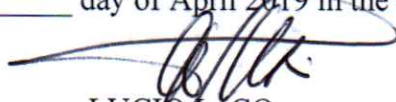


for public offering, issue warrants, bonds, debentures and other negotiable and transferable instruments, secured or unsecured for such amounts of in exchange of properties or rights as may be found advisable as well as to farm-out or firm-in rights and interests as generally practiced in the mining industry.

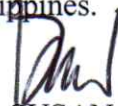
h. to act as joint or solidary obligor, mortgagor, guarantor, or surety for principal and accessory security obligations incurred or to be incurred by subsidiaries, affiliates, sister companies and other corporations.”

We further certify that the attached Amended Articles of Incorporation is a true and correct copy thereof.

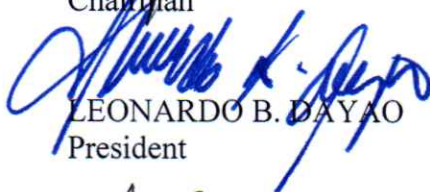
IN WITNESS WHEREOF, we have hereunto affixed our signatures this ___ day of April 2019 in the City of Manila, Philippines.



LUCIO L. CO
Chairman



SUSAN P. CO
Vice – Chairman



LEONARDO B. DAYAO
President



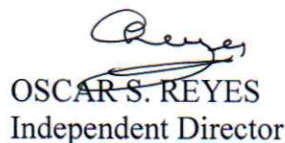
LEVI B. LABRA
Director



ROBERTO JUANCHITO T. DISPO
Director



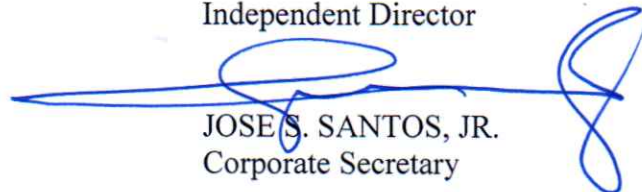
ROBERT Y. COKENG
Independent Director



OSCAR S. REYES
Independent Director



BIENVENIDO E. LAGUESMA
Independent Director



JOSE S. SANTOS, JR.
Corporate Secretary

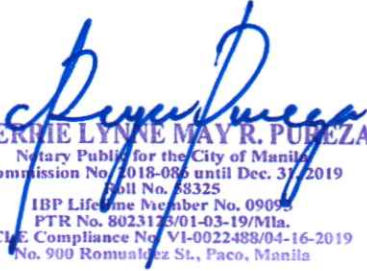
MAY 02 2019

SUBSCRIBED AND SWORN to before me this ___ day of April 2019 in City of Manila by the above-named persons who exhibited to me competent evidence of their identities as mentioned below:

Lucio L. Co	TIN No. 108-975-971
Susan P. Co	TIN No. 100-053-331
Leonardo B. Dayao	TIN No. 135-564-815
Levi B. Labra	TIN No. 912-223-056
Roberto Juanchito T. Dispo	TIN No. 129-882-308
Robert Y. Cokeng	TIN No. 100-868-503
Oscar S. Reyes	TIN No. 136-623-569
Bienvenido E. Laguesma	TIN No. 135-071-243
Jose S. Santos, Jr.	TIN No. 136-370-998



Doc. No. 351
Page No. 72
Book No. 20
Series of 2019.


CHERIE LYNNE MAY R. PULEZA
Notary Public for the City of Manila
Commission No. 2018-086 until Dec. 31, 2019
Roll No. 48325
IBP Lifetime Member No. 09098
PTR No. 8023125/01-03-19/Mla.
MCI/E Compliance No. VI-0022488/04-16-2019
No. 900 Romualdez St., Paco, Manila



SECRETARY'S CERTIFICATE

I, Candy H. Dacanay-Datuon, of legal age, married, with office address at No. 900 Romualdez St., Paco, Manila, being duly sworn, depose and state that:

1. I am the duly elected and qualified Assistant Corporate Secretary of COSCO CAPITAL, INC., a corporation duly organized and existing under and by virtue of the Republic of the Philippines, with principal office at No.900 Romualdez St., Paco, Manila.
2. To the best of my knowledge, no action or proceeding has been filed or is pending in 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 and/or appointed directors or officers or vice-versa.

MAY 20 2019
Manila City, ___ day of May 2019.

Candy H. Dacanay-Datuon
Assisant Corporate Secretary

MAY 20 2019

SUBSCRIBED AND SWORN TO before me in the City of Manila this ___ day of May 2019. Affiant exhibited to me her SSS ID with No. 33-9160454-9 issued by Social Security System which bears her photograph and signature.

Doc. No. 465 ;
Page No. 154 ;
Book No. XII ;
Series of 2019.

CAROLINE G. EXCONDE
Notary Public for the City of Manila
Commission No. 2018-035 until Dec. 31,2019
Roll No. 56392 / 05-02-2008
IBP No. 097712 / 01-04-2019
PTR No. 8023126 / Manila 01-03-2019
MCLE Compliance No. V-0014291 / 02-16-2016
No. 900 Romualdez St., Paco, Manila 1007

FROM:	TO:
<p data-bbox="380 284 597 318">Secondary Purposes</p> <p data-bbox="380 348 889 682">(a) To engage in the management, supervision or control of business enterprises of all kinds, the operations and transactions of any company or undertaking and to manage and administer lands, buildings, whether real or personal, and in general, to act as agent, attorney-in-fact, or in any representative capacity as may be permitted by law, except the management of funds, securities, portfolio and other similar assets of any firm or entity.</p> <p data-bbox="380 712 889 832">(b) To engage in the assay of all kinds of ores, minerals, oil, for umpiring the development and for export or import; to prepare flowsheets for the beneficiation or ores.</p> <p data-bbox="380 862 889 981">(c) To engage in the business of general builders and constructors of roads, bridges, terminals, landing fields, docks, piers, government and private buildings.</p> <p data-bbox="380 1011 889 1231">(d) To undertake dredging and drilling operations and to dredge or otherwise obtain out of the waters, navigable or non-navigable as may be permitted by law, sand, gravel and deposits found in or beneath said waters and to acquire and make the same available for commercial purposes.</p> <p data-bbox="380 1260 889 1480">(e) To own, acquire, construct, maintain and operate plants, factories and buildings which are necessary in the production and manufacturing of all kinds of goods, wares and merchandise of all kinds and descriptions which within the commerce of men.</p> <p data-bbox="380 1510 889 1878">(f) Subject to existing laws, to hold, purchase or otherwise acquire or be interested in, and to sell or otherwise dispose of, shares or capital stocks, bonds, or other evidences of debts issued or created by any other corporation, partnership or company, domestic or foreign, governmental or otherwise, and while the owner and holder of any such shares of stock, to exercise all the rights and privileges of ownership, including the right to vote thereon and exercise all the rights to pertaining thereto.</p> <p data-bbox="380 1908 889 2272">(g) To carry on in the Philippines or elsewhere the business of exploration, discovery, development and exploitation of mineral oils, petroleum and in its natural state, rock or carbon oils, natural gas and all kinds of ores, metals, minerals and natural resources and the products and by-products thereof; to process, manufacture, refine, prepare for market, buy, sell and transport the same in crude, or raw or refined condition; to buy, sell, exchange, lease, acquire thru Service Contracts, Participating Agreements and all</p>	<p data-bbox="909 284 1127 318">Secondary Purposes</p> <p data-bbox="909 348 1419 682">(a) To engage in the management, supervision or control of business enterprises of all kinds, the operations and transactions of any company or undertaking and to manage and administer lands, buildings, whether real or personal, and in general, to act as agent, attorney-in-fact, or in any representative capacity as may be permitted by law, except the management of funds, securities, portfolio and other similar assets of any firm or entity.</p> <p data-bbox="909 712 1419 832">(b) To engage in the assay of all kinds of ores, minerals, oil, for umpiring the development and for export or import; to prepare flowsheets for the beneficiation or ores.</p> <p data-bbox="909 862 1419 981">(c) To engage in the business of general builders and constructors of roads, bridges, terminals, landing fields, docks, piers, government and private buildings.</p> <p data-bbox="909 1011 1419 1231">(d) To undertake dredging and drilling operations and to dredge or otherwise obtain out of the waters, navigable or non-navigable as may be permitted by law, sand, gravel and deposits found in or beneath said waters and to acquire and make the same available for commercial purposes.</p> <p data-bbox="909 1260 1419 1480">(e) To own, acquire, construct, maintain and operate plants, factories and buildings which are necessary in the production and manufacturing of all kinds of goods, wares and merchandise of all kinds and descriptions which within the commerce of men.</p> <p data-bbox="909 1510 1419 1878">(f) Subject to existing laws, to hold, purchase or otherwise acquire or be interested in, and to sell or otherwise dispose of, shares or capital stocks, bonds, or other evidences of debts issued or created by any other corporation, partnership or company, domestic or foreign, governmental or otherwise, and while the owner and holder of any such shares of stock, to exercise all the rights and privileges of ownership, including the right to vote thereon and exercise all the rights to pertaining thereto.</p> <p data-bbox="909 1908 1419 2272">(g) To carry on in the Philippines or elsewhere the business of exploration, discovery, development and exploitation of mineral oils, petroleum and in its natural state, rock or carbon oils, natural gas and all kinds of ores, metals, minerals and natural resources and the products and by-products thereof; 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other forms of contracts of concessions dealing in lands, mines and minerals rights and claims, to conduct all business appertaining thereto; to purchase, lease, acquire, or otherwise, to own, hold and maintain, and to mortgage, pledge, lease, royalties and permits, lands and real estate of all kinds, and the oil, gas and mineral rights and interests by and to enter into acquire, carry out and execute contracts for drilling wells and installation of rigs, platforms, machinery and equipment; to construct, erect, and build, to purchase, lease or otherwise acquire, to own, manage, or in any manner dispose of or encumber, pipelines, plants, refineries, stations, systems, tank cars, vessels, appliances, machinery, structures, equipment and facilities of all kinds for manufacturing, treating, processing, concentrating, distilling, and in any manner dealing in gas, petroleum and other oils, minerals and volatile substances, asphalt, bitumen and bituminous substances and other similar products of every kinds and character for any and all purposes whatsoever; to carry on and conduct the general business of mining, to acquire and perform all powers conferred by law on said mining business, within and outside of the Philippines, and including that of domestic and foreign concessions or contracts of every kind and nature; and generally to do and perform all or any of the matters aforesaid, and all other acts and things which in the judgment of this Company may be requisite for its purpose or incidental thereto; to achieve without security, register its shares for public offering, issue warrants, bonds, debentures and other negotiable and transferable instruments, secured or unsecured for such amounts of in exchange of properties or rights as may be found advisable as well as to farm-out or firm-in rights and interests as generally practiced in the mining industry.

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h. "to act as joint or solidary obligor, mortgagor, guarantor, or surety for principal and accessory security obligations incurred or to be incurred by subsidiaries, affiliates, sister companies and other corporations".