

REPUBLIC OF THE PHILIPPINES  
SECURITIES AND EXCHANGE COMMISSION  
SEC Building, EDSA, Greenhills  
City Of Mandaluyong, 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 VI thereof.)

copy annexed, adopted on April 01, 2016 and June 24, 2016 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 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 19<sup>th</sup> day of October, Twenty Sixteen.



  
FERDINAND B. SALES  
Director

Company Registration and Monitoring Department



# 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

candy.dacanay@gmail.com

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

**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 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 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.

AND IN FURTHERANCE OF THEREUNDERFOREGOING  
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

		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 than 2/3 of the entire issued and outstanding capital stock of the Corporation at a meeting of the Board of Directors and stockholders held 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>
<b>TOTAL</b>	<b><u>5,000,000,000</u></b>		<b><u>P50,000,000</u></b>

**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
<b>TOTAL</b>	<b><u>P18,246,167.14</u></b>

**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 11<sup>th</sup> 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:

\_\_\_\_\_



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

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

<b>Name</b>	<b>Res. Cert. No.</b>	<b>Issued at</b>	<b>Issued On</b>
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

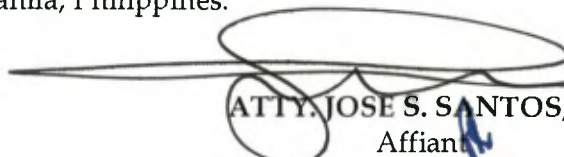
Doc. No. 6  
Page No. 3  
Book No. 1  
Series of 1987.

**AFFIDAVIT OF NO INTERNAL DISPUTE**

I, **ATTY. JOSE S. SANTOS, JR.**, of legal age, Filipino, and with office address at No. 900 Romualdez St., Paco, Manila, after having sworn in accordance with law, hereby deposes and say:

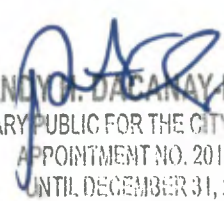
1. That I am the Corporate Secretary of **COSCO CAPITAL, INC.** (the "**Company**"), with business address at No. 900 Romualdez St., Paco, Manila.
2. That said Company was registered with the Securities and Exchange Commission since January 19, 1988 with SEC Registration No.147669;
3. To the best of 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 and/or appointed directors or officers or vice versa;
4. That I am executing this affidavit to attest to the truth of the foregoing facts and for whatever legal purposes it may serve.

IN WITNESS WHEREOF, I have hereunto set my hand this JUL 19 day of 2016 in Manila, Philippines.

  
**ATTY. JOSE S. SANTOS, JR.**  
Affiant

SUBSCRIBED AND SWORN to before me this JUL 19 day of 2016 in Manila, Philippines, affiant exhibited to me his TIN with No. 136-370-998.

Doc. No. 129 ;  
Page No. 27 ;  
Book No. II ;  
Series of 2016.

  
**CANDICE DACANAY DATUON**  
NOTARY PUBLIC FOR THE CITY OF MANILA  
APPOINTMENT NO. 2016-066  
UNTIL DECEMBER 31, 2017  
PTR NO. 4948010 MANILA 01/07/2016  
IBP NO. 09872 LIFETIME MEMBER/CAVITE CHAPTER  
MCLE NO. V-0014285 16/02/2016  
ROLL NO. 49459  
NO. 900 ROMUALDEZ ST., PACO, MANILA 1007

SEP 16 2016

DIRECTORS' AND SECRETARY'S CERTIFICATE

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 the Articles of Incorporation and By-Laws of the Corporation were amended by majority of the members of the Board of Directors and stockholders representing more than two-thirds (2/3) of the entire issued and outstanding capital stock of the Corporation at a meeting of the Board of Directors and stockholders held on April 1, 2016 at the Manila Golf Country Club, Makati City, and June 24, 2016 at the Acacia Hotel, Alabang, Muntinlupa City, now to read as follows:

*Article 6 Articles of Incorporation*

"SIXTH. That the number of directors of the said Corporation shall be NINE (9)."

*Section 10 Article IV of the By-Laws*

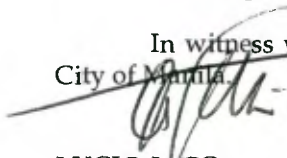
"Section 10. Quorum. - Two-thirds (2/3) of the number of directors as fixed in the Articles of Incorporation shall constitute a quorum for the transaction of corporate business, provided that at least one independent director be present. Every decision of at least majority of the directors present at a meeting at which there is a quorum shall be valid as a corporate act, except for the election of officers which shall require the vote of majority of all members of the Board."

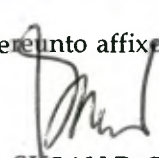
*Section 3 Article III of the By-Laws*

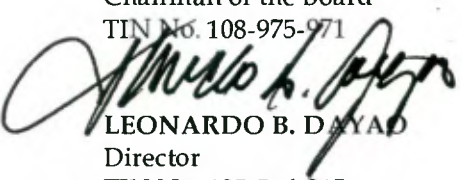
"Section 3. Notice of Meeting - Notices for regular or special meetings of stockholders may be sent by the Office of the Corporate Secretary by personal delivery or mail at least thirty (30) days prior to the date of the meeting to each stockholder of record at his last known address. The notice shall state the place, date and hour of the meeting, and the purposes for which the meeting is called. No publication of notice of meeting in public newspapers shall be required."

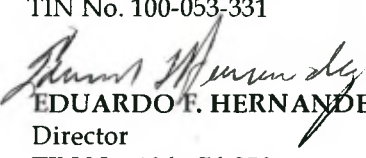
The foregoing amendments are also indicated in the underlined portions of the attached Articles of Incorporation and By-Laws of the Corporation.

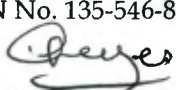
In witness whereof, we have hereunto affixed our signatures this JUL 19 2016 in the City of Manila.

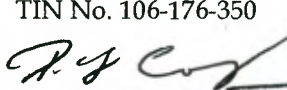
  
LUCIO L. CO  
Chairman of the Board  
TIN No. 108-975-971


  
SUSAN P. CO  
Director  
TIN No. 100-053-331

  
LEONARDO B. DAYAD  
Director  
TIN No. 135-546-815

  
EDUARDO F. HERNANDEZ  
Director  
TIN No. 106-176-350


  
OSCAR S. REYES  
Independent Director  
TIN No. 136-623-569

  
ROBERT Y. COKENG  
Independent Director  
TIN No. 100-868-503

  
JOSE S. SANTOS, JR.  
Corporate Secretary  
TIN No. 136-370-998

SUBSCRIBED AND SWORN to before me this JUL 19 2016 day of JULY 2016 in the City of Manila, the above-named persons exhibited to me competent proof of the MANILA ANAY DATUON

Doc. No. 130  
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Book No. II  
Series of 2016.

  
NOTARY PUBLIC FOR THE CITY OF MANILA  
APPOINTMENT NO. 2016-066  
UNTIL DECEMBER 31, 2017  
PTR NO. 4018110 MANILA 01/07/2016  
IBP NO. 09872 LIFETIME MEMBER/CAVITE CHAPTER  
MCLE NO. V-0014285 16/02/2016  
ROLL NO. 49459  
NO. 900 ROMUALDEZ ST. PACO, MANILA 1007



**MARKETS AND SECURITIES REGULATION DEPARTMENT**

August 3, 2016

**COSCO CAPITAL, INC.**  
2/F Tabacalera Building  
900 Romualdez Street, Paco  
1007 Manila

Attention: **ATTY. CANDY H. DACANAY-DATUON**  
Assistant Corporate Secretary

**Subject : REQUEST FOR COMMENT/RECOMMENDATION**

Gentlemen:

This is in connection with your request for comment/or recommendation relative to your company's application for approval of your Amended Articles of Incorporation and Amended By-Laws particularly, **Article 6 re: that the number of directors shall be NINE and Sections 3 Article III and 10 Article IV of the By-Laws.**

We do not interpose any objection to your application provided that once the application has been approved, **Cosco Capital, Inc.**, 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 and Amended By-laws.

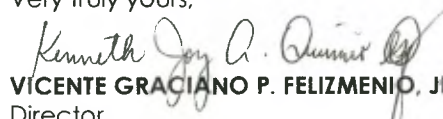
The company is also reminded to file an amended General Information Sheet (GIS) within seven (7) days after such change occurred or became effective.

Our Department, nonetheless defers 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.

We also advise the company to endorse this application to the Corporate Governance & Finance Department for the latter's comments. ✓

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,

for:   
**VICENTE GRACIANO P. FELIZMENIO, JR.**  
Director

RECEIVED BY:

\_\_\_\_\_  
SIGNATURE OVER PRINTED NAME OF  
AUTHORIZED REPRESENTATIVE

\_\_\_\_\_  
COMPANY NAME/DATE RECEIVED