



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

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

COMPANY REG. No. 86335

CERTIFICATE OF APPROVAL OF INCREASE OF CAPITAL STOCK

KNOW ALL PERSONS BY THESE PRESENTS:

This is to certify that the increase of capital stock of the

MONDE NISSIN CORPORATION

from P4,800,000.00 divided into 48,000,000 shares of the par value of P100.00 each to P12,000,000.00 divided into 120,000,000 shares of the par value of P100.00 each, approved by a majority of the Board of Directors and by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock at a meeting held on October 1, 2012 certified to by the Chairman and the Secretary of the stockholders meeting and a majority of the Board of Directors of the corporation, was approved by the Commission on the date indicated hereunder in accordance with the provision of Section 38 of the Corporation Code of the Philippines (Batas Pambansa Blg. 68), approved on May 1, 1980. A copy of the Certificate of Increase of Capital Stock filed with the Commission is attached hereto.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of

this Commission to be affixed at Mandaluyong City, Metro Manila, Philippines, this 14th day of December, Twenty Twelve.

FERDINAND B. SALES

Officer-in-Charge
Company Registration and Monitoring Department



COVER SHEET

S.E.C. Registration Number 86335

MONDE NISSIN CORPORATION
CORPORATION
CORPORATION
CORPORATION
CORPORATION

(Company's Full Name)

B. BALIBAGO STA. ROSA LAGUNA
LAGUNA
LAGUNA
LAGUNA
LAGUNA

(Business Address: No. Street City / Town / Province)

Contact Person Suzanne King

Company Telephone Number 7548100

Month 12 Day 31

Fiscal Year

FORM TYPE

Month Day
Annual Meeting

Secondary License Type, if Applicable

Dept. Requiring this Doc. SEC

Amended Articles Number/Section

Total No. of Stockholders 12

Total Amount of Borrowings Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number
Document I.D.

LCU N-21-12 (15 of 11 PKGS) : 12
105 - 9,12,400,000
AA1 - 10 500

Cashier LRP 144,010

STAMPS

9,12,400,510

Remarks = pls. use black ink for scanning purposes

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

TREASURER'S AFFIDAVIT

I, Daniel Ang of legal age, and with office address at 22F, 6750 Ayala Avenue, Makati City, after having been duly sworn in accordance with law, do hereby depose and state that:

1. I am the duly elected and qualified Treasurer of MONDE NISSIN CORPORATION (hereinafter, the "Corporation"), a corporation duly organized and existing under the laws of the Republic of the Philippines, with principal office at Balibago, Sta. Rosa City, Laguna.
2. As such Treasurer, I am authorized to receive for and on behalf of the Corporation all payments on the subscription to the proposed increase of the authorized capital stock;
3. At the special meeting of the stockholders of the Corporation on October 1, 2012 the stockholders representing at least two-thirds (2/3) of the outstanding capital stock approved and ratified the action of the Board of Directors amending Article SIXTH of the Articles of Incorporation, increasing the authorized capital stock of the Corporation from Four Billion Eight Hundred Million Pesos (P 4,800,000,000.00) to Twelve Billion Pesos (P 12,000,000,000.00), Philippine Currency;
4. Of the increase of Seven Billion Two Hundred Million Pesos (P 7,200,000,000.00), the shareholders of the Corporation, subscribed to Twenty One Million Nine Hundred Thousand (21,900,000) shares at par value One Hundred Pesos (P 100.00) each or Two Billion One Hundred Ninety Million Pesos (P 2,190,000,000.00). Of this subscription, the amount of Two Billion One Hundred Ninety Million Pesos (P 2,190,000,000.00) has been fully paid for by the respective shareholders, by way of stock dividend in accordance to the following schedule:



Name of Shareholder	Numbers of shares Subscribed	Peso amount	
		Subscribed & Paid UP	
Betty Ang	5,443,200	544,320,000.00	
James Ang Yok Teck	635,100	63,510,000.00	
Ramund Raganas	135,780	13,578,000.00	
Cynthia Ang	45,990	4,599,000.00	
Daniel Ang	181,770	18,177,000.00	
Hartono Kweefannus	6,120,708	612,070,800.00	
Hoediono Kweefannus	677,508	67,750,800.00	
Ira Susanti	2,889,705	288,970,500.00	
Eveline Darmono	915,283	91,528,300.00	
Monica Darmono	915,283	91,528,300.00	
Anna Roosdiana Darmono	915,283	91,528,300.00	
Henry Soesanto	3,024,390	302,439,000.00	
Total:	21,900,000	2,190,000,000.00	

IN WITNESS WHEREOF, I have hereunto set my hand on this October 1, 2012 at
Manila City Philippines.


Daniel Ang /Treasurer

SUBSCRIBED AND SWORN to before me this **OCT - 3 2012** at Manila City,
affiant exhibiting to me his passport number XXX2902665; issued on 02 Feb. 2009 at DEA Manila
City.

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Page No. 31
Book No. 201
Series of 2012

ATTY. MANUEL T. UY
NOTARY PUBLIC
Until December 31, 2012
ATTY.# 24400 ; IBP # 04989
PTR # 0326173 ; 1/2/2012 ; Manila

CERTIFICATE OF INCREASE OF CAPITAL STOCK
OF
MONDE NISSIN CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, the Chairman and the Secretary of the stockholders' meeting and the majority members of the Board of Directors of **MONDE NISSIN CORPORATION** (the "Corporation"), a corporation organized and existing under and by virtue of the laws of the Philippines with principal office at Balibago, Sta. Rosa City, Laguna do hereby certify:

1. That at the special meeting of the stockholders of the Corporation, held in accordance with Section 38 of the Corporation Code, B.P. Blg. 68, at the principal office of the Corporation on October 1, 2012, at which meeting stockholders representing at least two thirds (2/3) of the outstanding capital stock were present in person or by proxy, the stockholders present, by unanimous vote, approved the increase of the Corporation's authorized capital stock from Four Billion Eight Hundred Million Pesos (P 4,800,000,000.00) divided into Forty Eight Million (48,000,000) common shares with par value of One Hundred pesos (P 100.00) per share to Twelve Billion Pesos (P 12,000,000,000.00) divided into One Hundred Twenty Million (120,000,000) common shares with par value of One Hundred Pesos (P100.00) per share.

2. That the increase was likewise approved by at least majority of the directors at a meeting held on October 1, 2012.

3. That of the increase in capitalization in the amount of Seven Billion Two Hundred Million Pesos (P 7,200,000,000.00), the shareholders of the corporation subscribed to Two Billion One Hundred Ninety Million Pesos (P 2,190,000,000.00) divided into Twenty One Million Nine Hundred Thousand (21,900,000) shares with par value of One Hundred Pesos (P 100.00) per share. Of this subscription, the amount of Two Billion One Hundred Ninety Million Pesos (P 2,190,000,000.00) has been paid up by way of Stock Dividends in accordance with following schedule :

Name of Shareholder	Numbers of shares Subscribed	Peso amount Subscribed & Paid UP
Betty Ang	5,443,200	544,320,000.00
James Ang Yok Teck	635,100	63,510,000.00
Ramund Raganas	135,780	13,578,000.00
Cynthia Ang	45,990	4,599,000.00
Daniel Ang	181,770	18,177,000.00
Hartono Kweefanus	6,120,708	612,070,800.00
Hoediono Kweefanus	677,508	67,750,800.00
Ira Susanti	2,889,705	288,970,500.00
Eveline Darmono	915,283	91,528,300.00
Monica Darmono	915,283	91,528,300.00
Anna Roosdiana Darmono	915,283	91,528,300.00
Henry Soesanto	3,024,390	302,439,000.00
Total:	21,900,000	2,190,000,000.00

4. That the actual indebtedness of the Corporation as of the date of the stockholders' meeting amount to P 6,154,228,015.86

5. That no bonded indebtedness has been incurred, created or increased as of date of the stockholders' meeting.

6. That the increase is necessary in order that the Corporation can issue shares in exchange for the assets being contributed by the shareholders.

Handwritten signatures:
Mrs. *[Signature]*
[Signature]



Handwritten signatures and initials:
[Signature]
[Signature]
[Signature]
[Signature]
[Signature]

IN WITNESS WHEREOF, we have hereunto set our hands this October 1, 2012.



Hartono Kweefannus / Director



Hoediono Kweefannus / Director



Betty Ang / Director



Ira Susanti / Director



Henry Soesanto / Director

Countersigned:



Suzanne S. King
Secretary of the Stockholders' Meeting



Hartono Kweefannus
Chairman of the Stockholders' Meeting

SUBSCRIBED AND SWORN TO before me this **OCT - 3 2012** at City of Manila, affiants exhibiting to me their Community Tax Certificate / passports numbers; date issued; place issued as follows:

Hartono Kweefanus	T 919592	01 Sep 2009	Indonesia
Hoediono Kweefanus	U 178256	07 Dec 2009	Indonesia
Betty Ang	XX5495194	10 Feb 2010	DFA Manila City
Ira Susanti	T 902332	31 Aug 2009	Indonesia
Henry Soesanto	W875552	06 Oct 2011	KBRI Makati City
Suzanne S. King	XX1233386	21 May 2008	DFA Manila City

Known to me to be the same persons who executed the foregoing Certificate of Increase of Capital Stock and they acknowledged to me that the same is their own free and voluntary act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and caused my notarial seal to be affixed on this **OCT - 3 2012**, at Manila City, Philippines.



ATTY. MANUEL T. UY

NOTARY PUBLIC

Until December 31, 2012

ATTY.# 24400 ; IBP # 04989

PTR # 0326173 ; 1/2/2012 ; Manila

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Book No. 206
Series of 2012

AMENDED ARTICLES OF INCORPORATION

Of

MONDE NISSIN CORPORATION

(Formerly: Monde Denmark Nissin Biscuit Corporation)

KNOW ALL MEN BY THESE PRESENTS:

THAT WE, THE UNDERSIGNED, ALL OF LEGAL AGE, MAJORITY OF WHOM ARE 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 PHILIPPINES, AND WE HEREBY CERTIFY:

FIRST.- THAT THE NAME OF SAID CORPORATION SHALL BE:
" **MONDE NISSIN CORPORATION** " (As amended on 3/8/99).

SECOND.- THAT THE PURPOSE FOR WHICH THE SAID CORPORATION IS FORMED ARE AS FOLLOWS:

PRIMARY PURPOSE

TO ENGAGE IN, OPERATE AND MAINTAIN IN THE BUSINESS OF MANUFACTURING, PROCESSING, BAKING, PACKAGING, SERVICING, REPACKING, ASSEMBLING OR OTHERWISE DEALING IN, ON WHOLESALE BASIS, ALL KIND OF GOODS, WARES AND MERCHANDISES WHICH ARE OR MAY BECOME ARTICLES OF COMMERCE SUCH AS BUT NOT LIMITED TO CANDIES, CONFECTIONARIES, BISCUITS, CAKES AND OTHER FOODS, DRUGS AND COSMETICS;

SECONDARY PURPOSES

TO ENGAGE IN, OPERATE AND MAINTAIN IN THE BUSINESS OF IMPORTING, EXPORTING, BUYING, SELLING, TRADING, OR OTHERWISE DEALING IN, ON WHOLESALE BASIS, ALL KIND OF GOODS, WARES AND MERCHANDISES WHICH ARE OR MAY BECOME ARTICLES OF COMMERCE;

TO ACT AS INDENTOR, FACTOR, MANUFACTURER'S REPRESENTATIVE, COMMERCIAL BROKER, COMMISSION AGENT, DISTRIBUTOR AND IN ANY OTHER REPRESENTATIVE CAPACITY FOR DOMESTIC AND FOREIGN COMPANIES EXCEPT INSURANCE;

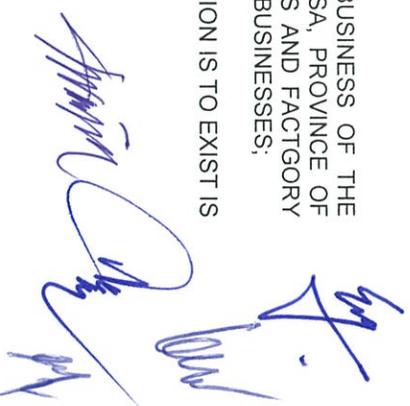
TO ENGAGE IN, OR OTHERWISE DEALING IN, THE PURCHASE, LEASE, SUB-LEASE, APPLY FOR, ACQUIRE, OBTAIN OR REGISTGER LETTERS, PATENTS, CONCESSIONS, LICENSES, COPYRIGHTS, TRADENAMES, TRADEMARKS, INVENTIONS, WHETHER EXCLUSIVE OR NON-EXCLUSIVE, IN ANY PART OF THE WORLD IN RELATION TO ITS BUSINESS;

TO INVEST AND DEAL WITH THE MONEY AND PROPERTY OF THE CORPORATION IN SUCH MANNER AS MAY FROM TIME TO TIME BE CONSIDERED WISE OR EXPEDIENT FOR THE ADVANCEMENT OF THE BUSINESS, PROPERTY AND GOODWILL OF THE CORPORATION OR ANY PART THEREOF, FOR SUCH CONSIDERATION AND UNDER SUCH TERMS AND CONDITIONS AS IT SHALL BE FIT TO ACCEPT TO THE EXTENT ALLOWED BY LAW; AND IN GENERAL,

TO DO ALL SUCH OTHER THINGS WHICH ARE INCIDENTAL OR CONDUCTIVE TO THE ATTAINMENT OF THE ABOVE MENTIONED OBJECT WHICH MAY BE CONVENIENTLY CARRIED ON IN CONNECTION THEREIN, OR WHICH MAY BE CALCULATED DIRECTLY OR INDIRECTLY, TO ENHANCE THE VALUE OR RENDER PROFITABLE ANY BUSINESS OR PROPERTY OF THE CORPORATION. PROVIDED, HOWEVER, THAT NOTHING SHALL BE DONE IN CONNECTION WITH ANY OF THE ABOVE MENTIONED OBJECT WHICH IS PROHIBITED BY ANY LAWS OF THE PHILIPPINES NOW OR WHICH MAY HEREINAFTER BE IN FORCE.

THIRD.- THAT THE PRINCIPAL OFFICE AND PLACE OF BUSINESS OF THE CORPORATION SHALL BE LOCATED IN THE MUNICIPALITY OF STA. ROSA, PROVINCE OF LAGUNA, PHILIPPINES; AND MAY ESTABLISH BRANCHES, SALES OFFICES AND FACTGORY SITES IN ANY PLACE WHENEVER WARRANTED BY THE EXIGENCIES OF ITS BUSINESSES;

FOURTH.- THAT THE TERM FOR WHICH THE SAID CORPORATION IS TO EXIST IS FIFTY (50) YEARS, FROM AND AFTER THE DATE OF ITS INCORPORATION;



FIFTH - THAT THE NUMBER OF DIRECTORS OF SAID CORPORATION SHALL BE SEVEN (7) WHO ARE TO SERVE UNTIL THEIR SUCCESSORS ARE DULY ELECTED AND QUALIFIED FOR IN ACCORDANCE WITH THE BY-LAWS OF THE CORPORATION.

THAT THE NAMES, CITIZENSHIP AND ADDRESSES OF THE INCORPORATORS WHO ARE AT THE SAME TIME THE INCORPORATING DIRECTORS OF SAID CORPORATION ARE AS FOLLOWS:

<u>NAME</u>	<u>CITIZENSHIP</u>	<u>ADDRESS</u>
BETTY ANG	FILIPINO	578 VITO CRUZ STREET, MALATE, MANILA
ANG CHAN ENG	FILIPINO	578 VITO CRUZ STREET, MALATE, MANILA
GUADALUPE T. ANG	FILIPINO	578 VITO CRUZ STREET, MALATE, MANILA
DAVID ANG	FILIPINO	C/O U-TEX, MARIKINA, METRO MANILA
RAMON RAGANAS	FILIPINO	1353-B F.MA. GUERRERO STREET, TONDO, MANILA
LETICIA C. RAGANAS	FILIPINO	1353-B F.MA GUERRORO STREET, TONDO, MANILA
EUSEBIO BRIGADO	FILIPINO	2 ESPERANZASTREET,NOVALICHES,QUEZON CITY

SIXTH - THAT THE AMOUNT OF CAPITAL STOCK OF SAID CORPORATION IS TWELVE BILLION PHILIPPINE PESOS (Php 12,000,000,000.00), AND SAID CAPITAL STOCK IS DIVIDED INTO ONE HUNDRED MILLION (120,000,000) SHARES WITH THE PAR VALUE OF ONE HUNDRED PESOS (Php 100.00) EACH.

(As amended on April 4,1989; further amended on June 15,1992; further amended on September 1,1998; further amended on November 14,2005 and further amended on October 1,2012).

SEVENTH.- THAT THE AMOUNT OF CAPITAL STOCK WHICH HAVE BEEN ACTUALLY SUBSCRIBED AND PAID FOR ARE TWO MILLION EIGHT HUNDRED THOUSAND PESOS AND SEVEN HUNDRED THOUSAND PESOS, PHILIPPINE CURRENCY, RESPECTIVELY; AND THAT THE FOLLOWING PERSONS HAVE ACTUALLY SUBSCRIBED AND PAID FOR THE NUMBER OF SHARES SET OUT AFTER THEIR RESPECTIVE NAMES, TO WIT:

<u>NAME</u>	<u>CITIZENSHIP</u>	<u>NO. OF SHARES</u>	<u>AMOUNT SUBSCRIBED</u>	<u>AMOUNT PAID</u>
BETTY ANG	FILIPINO	11,200	P 1,120,000.00	P 280,000.00
ANG CHAN ENG	FILIPINO	4,000	400,000.00	100,000.00
GUADALUPE T. ANG	FILIPINO	4,000	400,000.00	100,000.00
JAMES ANG YIOK TECK	FILIPINO	2,000	200,000.00	50,000.00
DAVID ANG	FILIPINO	2,000	200,000.00	50,000.00
RAMON RAGANAS	FILIPINO	1,200	120,000.00	30,000.00
LETICIA C. RAGANAS	FILIPINO	1,200	120,000.00	30,000.00
EUSEBO BRIGADO	FILIPINO	1,200	120,000.00	30,000.00
AGUSTIN YIAN	FILIPINO	1,200	120,000.00	30,000.00
TOTALS		28,000	P2,800,000.00	P 700,000.00
		Vvvvvv	vvvvvvvvvvvv	vvvvvvvvvv

EIGHT.- THAT ANG CHAN ENG HAS BEEN ELECTED BY THE SUBSCRIBERS NAMED IN THE SAID ARTICLES OF INCORPORATION AS TREASURER OF SAID CORPORATION AND TO ACT AS SUCH UNTIL HIS SUCCESSOR IS DULY ELECTED AND QUALIFIED FOR IN ACCORDANCE WITH THE BY-LAWS OF THE CORPORATION. THAT AS SUCH TREASURER, HE HAS BEEN AUTHORIZED TO RECEIVE FOR THE CORPORATION AND TO RECEIPT IN ITS NAME FOR ALL SUBSCRIPTIONS PAID IN BY THE SUBSCRIBERS.

IN WITNESS WHEREOF, WE HAVE HEREUNTO SET OUR HANDS ON THIS 14TH DAY OF MAY, 1979, IN THE CITY OF MANILA, PHILIPPINES.

SIGNED	SIGNED	SIGNED	SIGNED
ANG CHAN ENG	GUADALUPE T. ANG	RAMON RAGANAS	LETICIA C. RAGANAS
INCORPORATOR	INCORPORATOR	INCORPORATOR	INCORPORATOR
			EUSEBIO BRIGADO
			INCORPORATOR

SIGNED IN THE PRESENCE OF:

SIGNED	SIGNED	SIGNED	SIGNED
BETTY ANG	DAVID ANG	AGUSTIN YIAN	JAMES ANG YIOK TECK
INCORPORATOR	INCORPORATOR	INCORPORATOR	INCORPORATOR

CITY OF MANILA

BEFORE ME, THE UNDERSIGNED NOTARY PUBLIC, PERSONALLY APPEARED THE FOLLOWING INCORPORATORS / SUBSCRIBERS WITH THEIR RESPECTIVE RESIDENCE CERTIFICATES, TO WIT:

NAME	Tax ID No.	NUMBER-A/B	ISSUED AT AND ON
ANG CHAN ENG	1033-886-1	2655303-N	MARIKINA, METRO-MANILA/2.2.79
GUADALUPE T. ANG	1033-886-1	2655301-N	MARIKINA, METRO-MANILA/2.2.79
BETTY ANG	75-33-823-C	2655250	MARIKINA, METRO-MANILA/2.2.79
RANOH RAGANAS	R2621-Q1533-A-3	6712322	MANILA / 1.25.79
LETICIA G. RAGANAS	R2621-K2538-A-0	5207821	MANILA / 1.30.79
EUSEBIO BRIGADO	4458-741-8	0321147-N	MANILA / 3.29.79
AUGUSTIN YUAN	Y5220-H0252-A-0	5207818	MANILA / 1.30.79
DAVID ANG	1034-044-6	2660658	MARIKINA, METRO-MANILA/2.12.79
JAMES ANG YIOK TECK	A5252-F3734-A-2	2660653	MARIKINA, METRO-MANILA/2.12.79

ALL KNOWN TO ME AND TO BE KNOWN AS THE SAME PERSONS WHO EXECUTED THE FOREGOING TWO (2) PAGES OF ARTICLES OF INCORPORATION INCLUDING THIS PAGE WITH ACKNOWLEDGEMENT AND THEY ACKNOWLEDGED TO ME THAT THE SAME IS THEIR OWN FREE AND VOLUNTARY ACT AND DEED.

WITNESS MY HAND AND NOTARIAL SEAL ON THE DATE AND AT THE PLACE HEREINBOVE FIRST WRITTEN.

MANUEL P. DELA CRUZ
NOTARY PUBLIC

UNTIL DECEMBER 31, 1980

PTR NO. CT015 2730L

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

TREASURER'S AFFIDAVIT

ANG CHAN ENG, HAVING BEEN DULY SWORN TO IN ACCORDANCE WITH LAW, DEPOSE AND SAY:

THAT ON THIS ABOVE-MENTIONED DATE, HE WAS DULY ELECTED BY THE SUBSCRIBERS NAMED IN THE FOREGOING ARTICLES OF INCORPORATION AS TREASURER OF SAID CORPORATION, AND TO ACT AS SUCH UNTIL HIS SUCCESSOR IS DULY ELECTED AND QUALIFIED FOR IN ACCORDANCE WITH THE BY-LAWS OF THE CORPORATION. THAT AS SUCH TREASURER, HE HAS BEEN AUTHORIZED TO RECEIVE FOR THE CORPORATION AND TO RECEIPT IN ITS NAME FOR ALL SUBSCRIPTIONS PAID IN BY THE SUBSCRIBERS.

THAT OF THE TOTAL AUTHORIZED CAPITAL STOCK OF FOURTEEN MILLION PESOS (P14,000,000.00), PHILIPPINE CURRENCY, DIVIDED INTO ONE HUNDRED FORTY THOUSAND SHARES (140,000) OF THE PAR VALUE OF ONE HUNDRED (P100.00) EACH, TWENTY MILLION EIGHT HUNDRED THOUSAND PESOS WORTH OF SHARES HAD BEEN ACTUALLY SUBSCRIBED AND OF SAID SUBSCRIPTION, SEVEN HUNDRED THOUSAND PESOS, (P700,000.00), PHILIPPINE CURRENCY, IN CASH, HAD BEEN ACTUALLY PAID IN TO ME IN TRUST FOR THE BENEFIT AND TO THE CREDIT OF THE CORPORATION.

THAT AT LEAST TWENTY PERCENT OF THE TOTAL AUTHORIZED CAPITAL STOCK HAD BEEN ACTUALLY SUBSCRIBED AND AT LEAST TWENTY-FIVE PERCENT OF SAID SUBSCRIPTION, HAD BEEN ACTUALLY PAID FOR TO ME IN TRUST FOR THE BENEFIT AND TO THE CREDIT OF THE CORPORATION.

AFFIANT-FURTHER SAYETH NAUGHT.

ANG CHAN ENG
AFFIANT/TREASURER-IN-TRUST

SUBSCRIBED AND SWORN TO BEFORE ME ON THIS 11th DAY OF MAY, 1979, IN AND FOR THE CITY OF MANILA, PHILIPPINES, ANG CHAN ENG, IN HIS CAPACITY AS THE TREASURER-IN-TRUST OF ABOVE-MENTIONED CORPORATION HEREBY EXHIBITED TO ME HIS RESIDENCE CERTIFICATE AS ABOVE-STATE.

MANUEL P. DELA CRUZ
NOTARY PUBLIC

UNTIL DECEMBER 31, 1980

PTR NO. CT015 2730L

JANUARY 2, 1979, MANILA

TANI U5549-A1046-A-7

DOC. NO. 353

PAGE NO. 22

BOOK NO. XXX

SERIES OF 1979.

[Handwritten signatures and initials in blue ink]

MONDE NISSIN CORPORATION
DIRECTORS' CERTIFICATE
On
AMENDMENT OF ARTICLES OF INCORPORATION



KNOW ALL MEN BY THESE PRESENTS:

WE, the undersigned majority of the Board of Directors, the Chairman and the Secretary of the stockholders' meeting of **MONDE NISSIN CORPORATION**, a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with principal office at Balibago, Sta. Rosa, Laguna, do hereby certify that the "*Amended Articles of Incorporation of MONDE NISSIN CORPORATION*" attached hereto, is a true and correct copy of the Articles of Incorporation of said Corporation, as amended in accordance with the provisions of Section 16 of the Corporation Code and as approved by the stockholders owning at least two-thirds (2/3) of the outstanding capital stock and majority of the Board of Directors at a special meeting held at the principal office of the Corporation on October 1, 2012.

The amendment pertains to Article Sixth as follows:

" SIXTH.- THAT THE AMOUNT OF CAPITAL STOCK OF SAID CORPORATION IS TWELVE BILLION PHILIPPINE PESOS (Php 12,000,000,000.00), AND SAID CAPITAL STOCK IS DIVIDED INTO ONE HUNDRED TWENTY MILLION (120,000,000) SHARES OF THE PAR VALUE OF ONE HUNDRED PESOS (Php 100.00) EACH."

IN WITNESS WHEREOF, we have hereunto set our hands this October 1, 2012


Hartono Kweefanus
Director / Chairman of the
Stockholders' meeting

Passport # T919592701Sep '09/Indonesia


Betty Ang
Director / TIN 100-573-637


Hoediono Kweefanus
Director

Passport# U178256907Dec'09/Indonesia


Ira Susanti
Director

Passport #902332 /31 Aug'09/Indonesia


Henry Soesanto
Director / TIN 100-574-508

Certified correct by:


Suzanne S. King
Secretary of the Stockholders' meeting

SUBSCRIBED AND SWORN TO before me this **OCT - 3 2012** at City of Manila, affiants exhibiting to me their Community Tax Certificate / passports numbers ; date issued ; place issued as follows:

Betty Ang	XX5495194	10 Feb 2010	DFA Manila City
Hartono Kweefanus	T919592	01 Sep 2009	Indonesia
Hoediono Kweefanus	U178256	07 Dec 2009	Indonesia
Ira Susanti	T 902332	31 Aug 2009	Indonesia
Henry Soesanto	W875552	06 Oct 2011	KBRI Makati City
Suzanne S. King	XX1233386	21 May 2008	DFA Manila City

Known to me to be the same persons who executed the foregoing Directors' Certificate, and they acknowledged to me that the same is their own free and voluntary act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and caused my notarial seal to be affixed on this **OCT - 3 2012** at Manila City, Philippines.

Doc. No. 269 ;
Page No. 15 ;
Book No. 206 ;

Series of 2012


ATTY. MANUEL T. UY
NOTARY PUBLIC
Until December 31, 2012
ATTY.# 24400 ; IBP # 04989
PTR # 0326173 ; 1/2/2012 ; Manila

SECRETARY'S CERTIFICATE

I, Suzanne S. King, Filipino of legal age, and with office address at 22F, 6750 Ayala Avenue, Makati City, after having been duly sworn in accordance with the law, hereby depose and state that:

1. I am the duly appointed Corporate Secretary of Monde Nissin Corporation, a corporation duly organized and existing under the laws of the Republic of the Philippines, with principal office at Balibago, Sta. Rosa, Laguna, hereinafter referred to as the "Corporation";
2. As such Corporate Secretary, I have in my custody the books and records and other papers of the Corporation;
3. The stockholders of record of the Corporation as of the date of the meeting on October 1, 2012, and the stock dividend allocation are as follows:

Name	Nationality	SUBSCRIBED NUMBER OF SHARES Before Stock Dividend	SUBSCRIBED & PAID UP PESOS AMT Before Stock Dividend	Allocation of STOCK DIVIDEND NUMBER OF SHARES	Allocation of STOCK DIVIDEND AMOUNT OF PESOS
Betty Ang	Filipino	10,886,400	1,088,640,000.00	5,443,200.00	544,320,000.00
James Ang Yok Teck	Filipino	1,270,200	127,020,000.00	636,100.00	63,510,000.00
Raymund Raganas	Filipino	271,560	27,156,000.00	135,780.00	13,578,000.00
Cynthia Ang	Filipino	91,980	9,198,000.00	45,990.00	4,599,000.00
Daniel Ang	Filipino	363,540	36,354,000.00	181,770.00	18,177,000.00
Hartono Kweefanus	Indonesian	12,241,416	1,224,141,600.00	6,120,708.00	612,070,800.00
Hoediono Kweefanus	Indonesian	1,356,016	135,501,600.00	677,508.00	67,750,800.00
Ira Susanti	Indonesian	5,779,410	577,941,000.00	2,889,705.00	288,970,500.00
Eveline Darmono	Indonesian	1,830,566	183,056,600.00	915,283.00	91,528,300.00
Monica Darmono	Indonesian	1,830,566	183,056,600.00	915,283.00	91,528,300.00
Anna Roosdiana Darmono	Indonesian	1,830,566	183,056,600.00	915,283.00	91,528,300.00
Henry Soesanto	Indonesian	6,048,780	604,878,000.00	3,024,390.00	302,439,000.00
Total:		43,800,000	4,380,000,000.00	21,900,000.00	2,190,000,000.00

October 1st, 2012

Certified by:


 Suzanne S. King
 Corporate Secretary

OCT - 3 2012

SUBSCRIBED AND SWORN TO before me this _____ affiant exhibiting to me her Passport No. XX11233386 issued on 5-21-2008, at Manila City

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 Page No.: 58
 Book No.: 216
 Series of 2012


ATTY. MANUEL F. UY
 Notary Public

Until December 31, 2012
 ATTY.# 24400 ; IBP # 04989
 PTR # 0326173 ; 1/22/2012 ; Manila