



Republic of the Philippines  
OFFICE OF THE PRESIDENT  
SECURITIES AND EXCHANGE COMMISSION  
SEC, Building, EDSA, Greenhills, Mandaluyong City  
COMPANY REGISTRATION & MONITORING DEPARTMENT

June 27, 2006

**MONDE NISSIN CORPORATION**  
Barrio Balibago, Sta. Rosa, Laguna

Gentlemen:

This is to acknowledge receipt of the Board & Stockholders' Resolution notarized on May 18, 2006 informing this Commission of a stock dividend declaration of that corporation worth P1,825,000,000 payable to stockholders of record as of May 18, 2006.

In this connection, please be informed that the same has been duly noted and attached to the records of that corporation on file with this Commission, it appearing that there is sufficient retained earnings to warrant the dividend declaration.

Very truly yours,

For the Assistant Director:

  
**ELOISA D. CASING**

Securities Financial Specialist IV  
Financial Analysis & Audit Division

**Remarks:** This supersede the acknowledgement letter dated June 2, 2006

  
W/S

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

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 Asst. 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 Ballbago, Sta. Rosa, Laguna, hereinafter referred to as the "Corporation";
2. As such Asst. 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 May 18, 2006 and the stock dividend allocation are as follows:

Name of Shareholder	Nationality	SUBSCRIBED NUMBER OF SHARES	SUBSCRIBED PESOS AMOUNT	DIVIDEND NUMBER OF SHARES	DIVIDEND PESOS AMOUNT
Betty Ang	Filipino	4,536,000	453,600,000.00	4,536,000	453,600,000.00
James Ang Yok Teck	Filipino	529,250	52,925,000.00	529,250	52,925,000.00
Ramon Raganas	Filipino	113,150	11,315,000.00	113,150	11,315,000.00
Cynthia Ang	Filipino	38,325	3,832,500.00	38,325	3,832,500.00
Daniel Ang	Filipino	151,475	15,147,500.00	151,475	15,147,500.00
Hidalat Darmono	Indonesian	3,443,775	344,377,500.00	3,443,775	344,377,500.00
Hartono Kweefanus	Indonesian	4,562,500	456,250,000.00	4,562,500	456,250,000.00
Hoediono Kweefanus	Indonesian	26,500	2,650,000.00	26,500	2,650,000.00
Ira Susanti	Indonesian	686,200	68,620,000.00	686,200	68,620,000.00
Eveline Darmono	Indonesian	547,500	54,750,000.00	547,500	54,750,000.00
Monica Darmono	Indonesian	547,500	54,750,000.00	547,500	54,750,000.00
Anna Roosdiana Darmono	Indonesian	547,500	54,750,000.00	547,500	54,750,000.00
Henry Soesanto	Indonesian	2,520,325	252,032,500.00	2,520,325	252,032,500.00
Total:		18,250,000	1,825,000,000.00	18,250,000	1,825,000,000.00

May 18<sup>th</sup>, 2006

Certified by:

  
Suzanne S. King  
Asst. Corporate Secretary

SUBSCRIBED AND SWORN TO before me this MAY 18 2006 affiant exhibiting to me her Community Tax Certificate No. 24349660 issued on 3-20-2006, at Makati City

Doc. No.: 203  
Page No.: 42  
Book No.: 02X1  
Series of 2006

  
ATTY. MANUEL T. UY  
Notary Public  
Until December 31, 2006  
ATTY. # 24400; IBP 04989  
PTR # 4547390; 1/2/2006, Manila

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

SEC REGISTRATION  
NO. 86335 / 05/23/79

**BOARD RESOLUTION**

WE, the undersigned majority of the Board of Directors and Asst. Corporate Secretary 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 Santa Rosa City, Laguna (“the Corporation”), do hereby certify under oath that during our Special Meeting held at the principal office on May 18, 2006, the following resolutions we adopted to wit:

“RESOLVED, that the Corporation hereby declare a ONE HUNDRED PERCENT (100%) STOCK DIVIDEND in the amount of ONE BILLION EIGHT HUNDRED TWENTY FIVE MILLION PESOS (Php1,825,000,000.00) to the stockholders of record as of May 18, 2006, and the same was duly called and approved by stockholders owning at least 2/3 of the outstanding stock of the Corporation during their meeting on May 18, 2006.

“RESOLVED FURTHER, that of this dividend, Php 1,488,000,000.00 shall be paid out from Retained Earning of year 2004, and Php 337,000,000.00 shall be paid out from Retained Earning of year 2003, and the same was duly called and approved by stockholders owning at least 2/3 of the outstanding stock of the Corporation during their meeting on May 18, 2006.

“RESOLVED, FINALLY, that the Board of Directors hereby un-appropriate for the purpose of these Stock Dividend Php 337,000,000.00 Earning of Year 2003, and Php 1,450,000,000.00 Earning of 2004 earlier appropriated for capital expenditure.”

That the above-mentioned stock dividend shall be issued/payable to the stockholders, as follows:

Name of Shareholder	Nationality	SUBSCRIBED NUMBER OF SHARES	SUBSCRIBED PESOS AMOUNT	DIVIDEND NUMBER OF SHARES	DIVIDEND PESOS AMOUNT
Betty Ang	Filipino	4,536,000	453,600,000.00	4,536,000	453,600,000.00
James Ang Yok Teck	Filipino	529,250	52,925,000.00	529,250	52,925,000.00
Ramon Raganas	Filipino	113,150	11,315,000.00	113,150	11,315,000.00
Cynthia Ang	Filipino	38,325	3,832,500.00	38,325	3,832,500.00
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Hoediono Kweefanus	Indonesian	26,500	2,650,000.00	26,500	2,650,000.00
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Monica Darmono	Indonesian	547,500	54,750,000.00	547,500	54,750,000.00
Anna Roosdiana Darmono	Indonesian	547,500	54,750,000.00	547,500	54,750,000.00
Henry Soesanto	Indonesian	2,520,325	252,032,500.00	2,520,325	252,032,500.00
Total:		18,250,000	1,825,000,000.00	18,250,000	1,825,000,000.00

IN WITNESS WHEREOF, we have hereunto set our hands on May 18, 2006.

  
**HIDARAJ DARMONO**  
DIRECTOR


  
**HARTONO KWEEFANUS**  
DIRECTOR

  
**BETTY ANG**  
DIRECTOR

Counter Signed:

  
**HENRY SOESANTO**  
DIRECTOR

  
**DANIEL ANG**  
DIRECTOR


  
**HIDARAJ DARMONO**  
Chairman of the Stockholders' Meeting

  
**SUZANNE S. KING**  
Asst. Corporate Secretary

**CITY OF MANILA**, **SUBSCRIBED AND SWORN** to before me this **MAY 18 2006** day at  
affiants exhibiting to me their Passports or Community Tax Certificates, as follows:

Name	CTC/Passport Number	Date/Place Issued
Hidajat Darmono	M278457	04-22-2002 / Indonesia
Hartono Kweefanus	M891293	06-24-2003 / Indonesia
Henry Soesanto	24807072	1-24-2006 / Makati City
Daniel Ang	21798535	1-14-2006 / Pasig City
Suzanne S. King	24349660	3-20-2006 / Makati City
Betty Ang	24807073	1-16-2006 / Makati City

Doc. No. 202 ;  
Page No. 42 ;  
Book No. 16X/11 ;  
Series of 2006.

  
**ATTY. MANUEL T. UY**  
Notary Public  
Until December 31, 2006  
ATTY. # 24400; IBP 04989  
PTR # 4547390; 1/2/2006, Manila

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

SEC REGISTRATION  
NO. 86335 / 05/23/79

**STOCKHOLDERS' RESOLUTION**

**WE**, the undersigned, the Stockholders representing at least two third (2/3) of the outstanding capital stock 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 Santa Rosa City, Laguna ("the Corporation"), do hereby certify under oath that during our Special Meeting held at the principal office on May 18, 2006, the following resolutions were adopted to wit:

"RESOLVED that The Stockholders of Monde Nissin Corporation representing at least two third (2/3) of the outstanding capital stock of the Corporation, hereby **RATIFY** the DECLARATION OF STOCK DIVIDEND as passed and approved by the majority members of the Board of Directors in their Resolutions adopted during their meeting on May 18, 2006, to wit:

"RESOLVED, that the Corporation hereby declare a ONE HUNDRED PERCENT (100%) STOCK DIVIDEND in the amount of ONE BILLION EIGHT HUNDRED TWENTY FIVE MILLION PESOS (Php1,825,000,000.00) to the stockholders of record as of May 18,2006;

"RESOLVED FURTHER, that of this dividend, Php 1,488,000,000.00 shall be paid out from Retained Earning of year 2004, and Php 337,000,000.00 shall be paid out from Retained Earning of year 2003;

"RESOLVED, FINALLY, that the Board of Directors hereby un-appropriate for the purpose of these Stock Dividend Php 337,000,000.00 earning of Year 2003, and Php 1,450,000,000.00 earning of 2004 earlier appropriated for capital expenditure.."

That the above-mentioned stock dividend shall be issued/payable to the stockholders, as follows:

Name of Shareholder	Nationality	SUBSCRIBED NUMBER OF SHARES	SUBSCRIBED PESOS AMOUNT	DIVIDEND NUMBER OF SHARES	DIVIDEND PESOS AMOUNT
Betty Ang	Filipino	4,536,000	453,600,000.00	4,536,000	453,600,000.00
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Total:		18,250,000	1,825,000,000.00	18,250,000	1,825,000,000.00

**IN WITNESS WHEREOF**, we have hereunto set our hands on May 18, 2006.


  
HIDAAJAT DARMONO  
Stockholder / Chairman of the meeting

  
HARTONO KWEEFANUS  
Stockholder

  
BETTY ANG  
Stockholder

  
HENRY SOESANTO  
Stockholder

  
DANIEL ANG  
Stockholder

  
SUZANNE S. KING  
Asst. Corporate Secretary  
Secretary of the meeting

SUBSCRIBED AND SWORN to before me this MAY 18 2006 day at  
CITY OF MANILA, affiants exhibiting to me their Passports or Community Tax Certificates, as follows:

Name	CTC/Passport Number	Date/Place Issued
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Series of 2006.

  
**ATTY. MANUEL T. UY**

Notary Public

Until December 31, 2006

ATTY. # 24400; IBP 04989

PTR # 4547390; 1/2/2006, Manila

ANALYSIS OF CAPITAL STRUCTURE


I.	NAME OF COMPANY	: MONDE NISSIN CORPORATION
II.	APPLICATION	: STOCK DIVIDEND DECLARATION
III.	Verification	:
A.	Retained Earnings per AFS as of 12.31.2004	P 4,218,325,154.98
	Less : Stock Dividend	P <u>(1,825,000,000.00)</u>
	Balance:	P <u>2,393,325,154.98</u>
B.	Authorized Capital Stock ( SEC approval Feb. 8, 2006)	P 4,800,000,000.00
C.	Subscribed Capital Stock, as per Feb. 08, 2006	P 1,825,000,000.00
	Less: SEC Records:	
	Pre-incorporation subscription 5.23.1979	P 2,800,000.00
	SEC Res. No. 381-1979; 6.21.1979	P 1,200,000.00
	SEC Res. No. 1135-1980; 4.30.1980	P 1,000,000.00
	SEC Res. No. 1484-1980; 9.23.1980	P 2,000,000.00
	SEC Res. No. 269 - 1988; 5.9.1988	P 7,000,000.00
	SEC. 4.24.1989; Increase of Capital Stock	P 7,000,000.00
	SEC Res. No. 782-1991; 10.07.1991	P 7,000,000.00
	SEC 6.25.1992; Inrase of Capital Stock	P 14,000,000.00
	450% Stock Dividend; by way of increase of Capital stock from 70M to 800M	P 189,000,000.00
	200% Stock Dividend; SEC 12.20.2001	P 462,000,000.00
	SEC Form 10-1 ; 8.28.2002	P 103,950,000.00
	SEC 2.8.2006 Increase of Capital Stock	P <u>1,028,050,000.00</u>
	Un-accounted issuance ( if any)	(none)
	Unissued capital stock	<u>2,975,000,000.00</u>

The data presented above are true and correct and that all the requirements for stock dividend declaration under Corporation Code of the Philippines have been complied with.

  
 Daniel Ang  
 Treasurer

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

**SUBSCRIBED** AND **SWORN** to before me this  
MAY 18 2006 day at CITY OF MANILA affiant exhibiting to me his  
Community Tax Certificates no. 21798535 issued on 1-14-2006 at Pasig City.


  
**ATTY. MANUEL T. UY**  
Notary Public  
Unit December 31, 2006  
ATTY. # 24400; IBP 04989  
PTR # 4547390; 1/2/2006, Manila

Doc. No. 204 ;  
Page No. 42 ;  
Book No. 11X11 ;  
Series of 2006.

ANALYSIS OF CAPITAL STRUCTURE

I.	NAME OF COMPANY	: MONDE NISSIN CORPORATION
II.	APPLICATION	: STOCK DIVIDEND DECLARATION
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	A. Retained Earnings per AFS as of <u>12.31.2004</u>	P <u>4,218,325,154.98</u>
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	Less:	
	SEC Records:	
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The data presented above are true and correct and that all the requirements for stock dividend declaration under Corporation Code of the Philippines have been complied with.


  
 Daniel Ang  
 Treasurer

REPUBLIC OF THE PHILIPPINES  
CITY OF MANILA

)  
) S.S.

**SUBSCRIBED** **AND SWORN** to before me this  
MAY 18 2006 day at CITY OF MANILA, affiant exhibiting to me his  
Community Tax Certificates no. 21798535 issued on 1-14-2006 at Pasig City.

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Series of 2006.

  
**ATTY. MANUEL T. UY**  
Notary Public  
Until December 31, 2006  
ATTY. # 24400; IBP 04989  
PTR # 4547390; 1/2/2006, Manila

June 29, 2006

**MONDE NISSIN CORPORATION**  
22<sup>nd</sup> Floor 6750 Ayala Avenue  
Makati City

Attention: **Mr. Henry Soesanto**

Gentlemen:

We are pleased to transmit herewith the revised letter from the Securities and Exchange Commission dated June 27, 2006, acknowledging and duly noting the stock dividend declaration worth P 1,825,000,000.00, made payable to stockholders on record as of May 18, 2006, as declared by your Board and stockholders through its resolutions executed on the same date.

Said letter corrected the error in the SEC acknowledgement letter dated June 2, 2006, wherein the stock dividend declaration was recorded as being worth P 1,825,000.00.

We trust that you find the foregoing document in order.

We thank you for allowing us to be of continued service to you.

Very truly yours,

**SGV & Co.**

BY   
**R.C. VINZON**  
Tax Services

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