



Republic of the Philippines

# Securities and Exchange Commission

EDSA, Greenhills, Mandaluyong  
Metro-Manila

S.E.C. Reg. No. \_\_\_\_\_

CERTIFICATE OF FILING

OF

AMENDED ARTICLES OF INCORPORATION

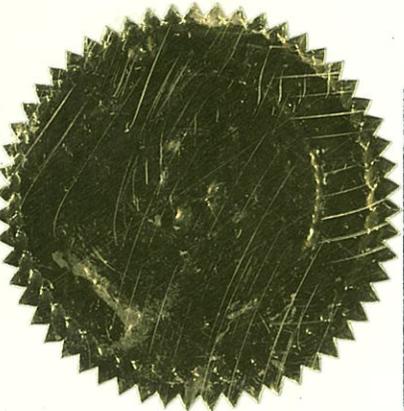
TO ALL TO WHOM THESE PRESENTS MAY COME, GREETINGS:

THIS IS TO CERTIFY that the amended articles of incorporation of the

**MONDE DENMARK NISSIN BISCUIT CORPORATION**  
(Amending Article VI thereof)

copy annexed, adopted on June 15 19 92 by a majority vote of the Board of Directors and the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Secretary and a majority of the Board of Directors of the corporation was approved by this Office on the 25<sup>th</sup> day of June nineteen hundred and ninety-two pursuant to the provisions of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980, and attached to the other papers pertaining to said corporation

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed at Mandaluyong, Metro-Manila, Philippines, this 25<sup>th</sup> day of June in the year of our Lord nineteen hundred and ninety-two.



*Erlic M.*  
FE ELIOTSA C. GIORIA  
Associate Commissioner



MONDE DENMARK NISSIN BISCUIT CORPORATION  
 Sta. Rosa, Laguna  
 Reg. No. 86335

DIRECTOR'S CERTIFICATE

KNOW ALL MEN BY THESE PRESENTS:

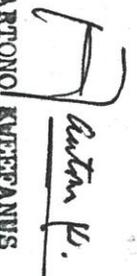
That we, the undersigned, being majority of the members of the Board of Directors, the President and the Corporate Secretary of MONDE DENMARK NISSIN BISCUIT CORPORATION, do hereby certify that the attached amended Articles of Incorporation, as amended further, is a true and correct copy of said documents which was unanimously adopted by all the stockholders representing all the capital stock and majority vote of the Board of Directors held at its principal office on 5.15.92° and likewise, unanimously adopted by all the members of the Board of Directors of said corporation. That the amendments pertain to the change in Articles VI of said Amended Articles of Incorporation, as amended on 5.15.92°.

IN WITNESS WHEREOF, we, being all the stockholders/directors of said corporation have hereunto set our hands on this \_\_\_\_ day of \_\_\_\_\_, 199\_\_2\_\_, in the City of Manila, Philippines.

15 JUN 1992

  
 BETTY ANG  
 Director/Pres. Director

  
 RAMON RAGANAS  
 Director

  
 HARTONO KWEEFANUS  
 Director

  
 HIDAYAT DARMONO  
 Director

  
 HENRY SOESANTO  
 Director

REGISTERED:  
  
 RAMON RAGANAS  
 Corporate Secretary

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

SUBSCRIBED AND SIGNED to before me on the date hereinabove first written. All the above mentioned directors and the corporate secretary hereby exhibited to me their Residence Certificate No. A/B-, to wit :

Name	T.A.N.	Res. Cert. No. A/B-	Issued at/so
Betty Ang	100-573-637	8621826	Sta. Rosa, 2-6-92
David Ang	103-988-210	8012699	Manila, 2-3-92
Ramon Raganas	100-574-411	1181183	Manila, 1-31-92
Hidayat Darmono	Passport#	157435	Indonesia, 5-24-89
Henry Soesanto	100-574-508	8621828	Sta. Rosa, 2-6-92
Hartono Kweefanus	Passport	813033	Indonesia 2-19-92

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 Page No. 88  
 Book No. GM  
 Series of 1992

  
 MANILVA  
 NOTARY PUBLIC  
 Until December 31, 199\_\_2\_\_  
 PTR No. 077A3374 1/3/92 MANILA  
 TAN U5549-A-1946A-7

AMENDED  
ARTICLES OF INCORPORATION

OF

PONDE DENMARK NISSIN BISCUIT CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

THAT WE, THE UNDERSIGNED, ALL OF LEGAL AGE, MAJORITY OF WHOM ARE CITIZENS AND RESIDERS 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 **PONDE DENMARK NISSIN BISCUIT CORPORATION**

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, PACKING, SERVING, 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 INSURANCES; TO ENGAGE IN, OR OTHERWISE DEALING IN, THE PURCHASE, LEASE, SUB-LEASE, APPLY FOR, ACQUIRE, OBTAIN, OR REGISTER LETTERS, PATENTS, CONCESSIONS, LICENSES, COPYRIGHTS, TRADEMARKS, 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 LAWS 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 LAW OF THE PHILIPPINES NOW OR WHICH MAY HERINAFTER 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 FACTORY 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:

NAME	CITIZENSHIP	ADDRESS
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-YEX, HARIKINA, METRO-MANILA
RAMON RAGANAS	FILIPINO	1353-B F. MA. GUERRERO STREET, TONDO, MANILA
LETICIA C. RAGANAS	FILIPINO	1353-B F. MA. GUERRERO STREET, BANDO, MANILA
EUSEBIO BRIGADO	FILIPINO	2 ESPERANZA STREET, NOVALICHES, QUEZON CITY

SIXTH. - That the capital stock of said corporation is **SEVENTY MILLION PESOS (P70,000,000.00)**, Philippine Currency divided into **SEVEN HUNDRED THOUSAND SHARES (700,000) w/mkt value of (P100.00)** each. That no transfer of interest which will reduce the ownership of Filipino citizens to less than the required percentage of the capital allowed or permitted to be recorded in the proper books of the corporation and that this restriction shall be indicated in all the stock certificates of the corporation.

(As Amended on 4.4.89 and further amended on 6.15.92)

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 FORTH AFTER THEIR RESPECTIVE NAMES, TO WIT:

NAME	CITIZENSHIP	NO. OF SHARES	AMOUNT SUBSCRIBED	AMOUNT PAID
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
EUSEBIO BRIGADO	FILIPINO	1,200	120,000.00	30,000.00
AGUSTIN YIAN	FILIPINO	1,200	120,000.00	30,000.00

Total . . . . . P 28,000,000.00 P 700,000.00

Article - that the said 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.

SGD. ANG CHAN ENG INCORPORATOR	SGD. GUADALUPE T. ANG INCORPORATOR	SGD. RAMON RAGANAS INCORPORATOR	SGD. LETICIA C. RAGANAS INCORPORATOR	SGD. EUSEBIO BRIGADO INCORPORATOR
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SGD. JAMES ANG INCORPORATOR	SGD. DAVID ANG INCORPORATOR	SGD. AGUSTIN YUAN INCORPORATOR	AND SGD. JAMES ANTONIO TECK JAMES ANG YIOK TECK
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REPUBLIC OF THE PHILIPPINES )  
CITY OF MANILA ) S.S.

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

NAME	T.A.N.	NUMBER-A/O	ISSUED AT AND ON
ANG CHAN ENG	103-R86-1	2653303-N	HARIKINA, METRO-MANILA/2.2.79
GUADALUPE T. ANG	1033-R86-1	2653301-N	HARIKINA, METRO-MANILA/2.2.79
BETTY ANG	7533-323-C	2653325-D	HARIKINA, METRO-MANILA/2.2.79
RAMON RAGANAS	R2621-C1533-A-3	6112322	MANILA / 1.25.79
LETICIA C. RAGANAS	R2521-K2538-A-0	5207821	MANILA / 1.30.79
EUSEBIO BRIGADO	4458-741-B	6321147-N	MANILA / 3.21.79
AGUSTIN YUAN	Y5220-H0252-A-0	5207918	MANILA / 1.30.79
DAVID ANG	1034-044-G	2660078	HARIKINA, METRO-MANILA/2.12.79
JAMES ANG YIOK TECK	1034-044-G	2660078	HARIKINA, 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 BE 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 HEREINAFORE FIRST WRITTEN.

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BOOK NO. XXX ; SERIES OF 1979.  
UNTIL DECEMBER 31, 1980

REPUBLIC OF THE PHILIPPINES )  
CITY OF MANILA ) S.S.  
MANILA  
TAN: 002271030-7

TREASURER'S AFFIDAVIT

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

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, TEN 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.

SGD. ANG CHAN ENG  
ANG CHAN ENG  
AFFIANT/TREASURER-IN-TRUST

SUBSCRIBED AND SWORN TO BEFORE ME ON THIS 14th 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-STATEAD.

MANILA  
NOTARY PUBLIC  
UNTIL DECEMBER 31, 1980  
JANUARY 1980  
TAN: 002271030-7