



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 P4,800,000,000.00 divided into 48,000,000 shares of the par value of P100.00 each to P12,000,000,000.00 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 14<sup>th</sup> day of December, Twenty Twelve.



  
**FERDINAND B. SALES**

Officer-in-Charge  
Company Registration and Monitoring Department



# COVER SHEET

8 6 3 3 5

S.E.C. Registration Number

MONDE NISSIN CORPORATION

(Company's Full Name)

BO. BALIBAGO STA. ROSA LAGUNA

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

Suzanne King

Contact Person

7548100

Company Telephone Number

1 2 3 1

Month Day  
Fiscal Year

FORM TYPE

FORM TYPE

Month Day

Annual Meeting

Secondary License Type, if Applicable

Secondary License Type, if Applicable

SEC

Dept. Requiring this Doc.

Amended Articles Number/Section

Amended Articles Number/Section

12

Total No. of Stockholders

Total Amount of Borrowings

Domestic

Domestic

Foreign

Foreign

To be accomplished by SEC Personnel concerned

File Number

File Number

Document I.D.

Document I.D.

Cashier

STAMPS

Remarks = pls. use black ink for scanning purposes

RECORDS  
LCU 11-21-12

105 - (15 of 1% IACS) 1.4  
9,14,400,000  
AA1 - 10 500  
LRF 144,010  
914,524,510

REPUBLIC OF THE PHILIPPINES ) S.S.  
MANILA 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 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

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 

Doc. No. 147 ;  
Page No. 31 ;  
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



CERTIFICATE OF INCREASE OF CAPITAL STOCK  
OF  
**MONDE NISSIN CORPORATION**

11-21-12  
RECEIVED JUL 11 2012

Mr. Henry  
y  
11/15

**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 and initials in blue ink, including "baw", "Ang", "h", "y", and "A".

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

  
Hartono Kweefanus / Director

  
Hoediono Kweefanus / Director

  
Betty Ang / Director

  
Ira Susanti / Director

  
Henry Soesanto / Director

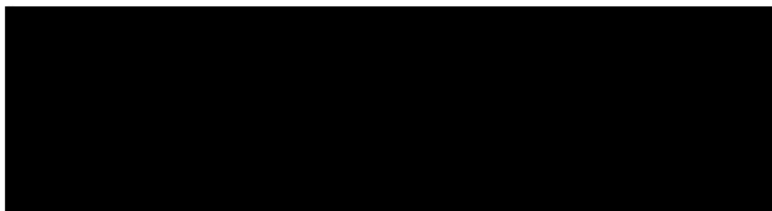
**Countersigned:**

  
Suzanne S. King  
Secretary of the Stockholders' Meeting

  
Hartono Kweefanus  
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  
Hoediono Kweefanus  
Betty Ang  
Ira Susanti  
Henry Soesanto  
Suzanne S. King



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.

Doc. No. 270;

Page No. 15;

Book No. 206;

Series of 2012

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



# 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;

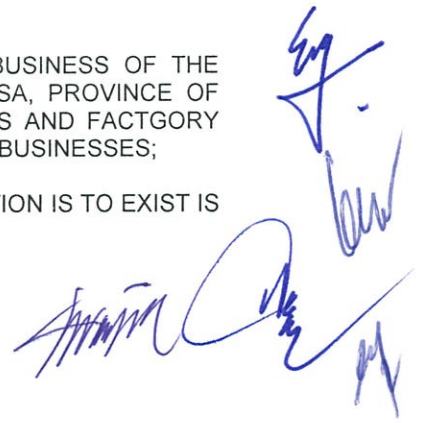
TO ENGAGE IN, OR OTHERWISE DEALING IN, THE PURCHASE, LEASE, SUB-LEASE, APPLY FOR, ACQUIRE, OBTAIN OR REGISTER LETTERS, PATENTS, CONCESSIONS, LICENSES, COPYRIGHTS, TRADENAMES, TRADEMARKS, INVENTIONS, WHETHER EXCLUSIVE OR NON-EXCLUSIVE, IN ANY PART OF THE WORLD IN RELATION TO ITS BUSINESS;

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 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:

<u>NAME</u>	<u>CITIZENSHIP</u>	<u>ADDRESS</u>
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BETTY ANG		
ANG CHAN ENG		
GUADALUPE T. ANG		
DAVID ANG		
RAMON RAGANAS		
LETICIA C. RAGANAS		
EUSEBIO BRIGADO		

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		11,200	P 1,120,000.00	P 280,000.00
ANG CHAN ENG		4,000	400,000.00	100,000.00
GUADALUPE T. ANG		4,000	400,000.00	100,000.00
JAMES ANG YIOK TECK		2,000	200,000.00	50,000.00
DAVID ANG		2,000	200,000.00	50,000.00
RAMON RAGANAS		1,200	120,000.00	30,000.00
LETICIA C. RAGANAS		1,200	120,000.00	30,000.00
EUSEBO BRIGADO		1,200	120,000.00	30,000.00
AGUSTIN YIAN		1,200	120,000.00	30,000.00
TOTALS		28,000	P2,800,000.00	P 700,000.00
		Vvvvvv	vvvvvvvvvvvvvvvv	vvvvvvvvvvvvvv

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 TRESURER, 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 14<sup>TH</sup> DAY OF MAY, 1979, IN THE CITY OF MANILA, PHILIPPINES.

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

SIGNED IN THE PRESENCE OF:

SIGNED	SIGNED	SIGNED	AND	SIGNED
BETTY ANG	DAVID ANG	AGUSTIN YIAN		JAMES ANG YOK TECK
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

ANG CHAN ENG  
GUADALUPE T. ANG  
BETTY ANG  
RAMON RAGANAS  
LETICIA C. RAGANAS  
EUSEBIO BRIGADO  
AGUSTIN YIAN  
DAVID ANG  
JAMES ANG YIOK TECK

ALL KNOWN TO ME AND TO ME 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 HEREINABOVE FIRST WRITTEN.

DOC. NO. 352 ; PAGE NO. 72 ;

BOOK NO. XXX ; SERIES OF 1979.

MANUEL T. UY  
NOTARY PUBLIC

UNTIL DECEMBER 31, 1980

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

PTR NO. CT015 2740L  
JANUARY 2, 1979, MANILA  
TAN: U5549-A1046-A-7

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, TWO 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  
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

MANUEL T. UY  
NOTARY PUBLIC

UNTIL DECEMBER 31, 1980  
PTR NO. CT015 2740L  
JANUARY 2, 1979, MANILA  
TAN: U5549-A1046-A-7

DOC. NO. 353

PAGE NO. 72

BOOK NO. XXX

SERIES OF 1979.

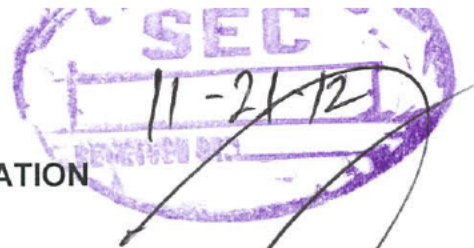


MONDE NISSIN CORPORATION

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

[Redacted]

Hoediono Kweefanus  
Director

[Redacted]

Betty Ang  
Director

[Redacted]

Ira Susanti  
Director

[Redacted]

Henry Soesanto  
Director

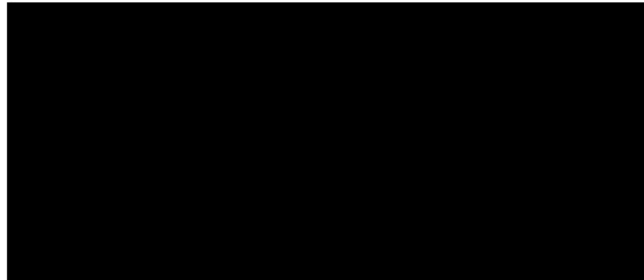
[Redacted]

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  
Hartono Kweefanus  
Hoediono Kweefanus  
Ira Susanti  
Henry Soesanto  
Suzanne S. King



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		10,886,400	1,088,640,000.00	5,443,200.00	544,320,000.00
James Ang Yok Teck		1,270,200	127,020,000.00	635,100.00	63,510,000.00
Raymund Raganas		271,560	27,156,000.00	135,780.00	13,578,000.00
Cynthia Ang		91,980	9,198,000.00	45,990.00	4,599,000.00
Daniel Ang		363,540	36,354,000.00	181,770.00	18,177,000.00
Hartono Kweefanus		12,241,416	1,224,141,600.00	6,120,708.00	612,070,800.00
Hoediono Kweefanus		1,355,016	135,501,600.00	677,508.00	67,750,800.00
Ira Susanti		5,779,410	577,941,000.00	2,889,705.00	288,970,500.00
Eveline Darmono		1,830,566	183,056,600.00	915,283.00	91,528,300.00
Monica Darmono		1,830,566	183,056,600.00	915,283.00	91,528,300.00
Anna Roosdiana Darmono		1,830,566	183,056,600.00	915,283.00	91,528,300.00
Henry Soesanto		6,048,780	604,878,000.00	3,024,390.00	302,439,000.00
<b>Total:</b>		<b>43,800,000</b>	<b>4,380,000,000.00</b>	<b>21,900,000.00</b>	<b>2,190,000,000.00</b>

October 1<sup>st</sup>, 2012


Certified by:

  
Suzanne S. King  
Corporate Secretary

**OCT - 3 2012**

SUBSCRIBED AND SWORN TO before me this \_\_\_\_\_ affiant exhibiting to me  
her \_\_\_\_\_

Doc. No.: 268;  
Page No.: 35;  
Book No.: 226;  
Series of 2012

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