



REPUBLIC OF THE PHILIPPINES  
SECURITIES AND EXCHANGE COMMISSION

The SEC Headquarters  
7907 Makati Avenue, Salcedo Village,  
Barangay Bel-Air, Makati City, 1209, Metro Manila

COMPANY REG. NO. A199610620

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

**TKC METALS CORPORATION**  
(Amending Articles III and VII thereof)

copy annexed, adopted on September 3, 2018 by a majority vote of the Board of Directors and on October 25, 2018 and readopted on December 29, 2022 by the vote of the stockholders owning or representing more than 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 the Commission on this date pursuant to the provision of Section 15 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019 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, pre-need plan issuer, general agent in pre-need plans 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 hereunto set my hand and caused the seal of this Commission to be affixed to this Certificate at The SEC Headquarters, 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, 1209, Metro Manila, Philippines, this 5<sup>th</sup> day of December, Twenty Twenty Three.

  
GERARDO F. DEL ROSARIO  
Director

Company Registration and Monitoring Department

**AMENDED<sup>1</sup>**  
**ARTICLES OF INCORPORATION**  
**OF**  
**TKC METALS CORPORATION**  
**(Formerly: TKC STEEL CORPORATION)**

KNOW ALL MEN BY THESE PRESENTS:

That we, all of legal age, citizens and residents of the Republic 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.**<sup>2</sup> That the name of the Corporation shall be:

**TKC METALS CORPORATION**

(As amended on 27 June 2014 in a meeting of the stockholders;  
formerly TKC STEEL CORPORATION as amended on 10 October 2010;  
formerly SQL\*WIZARD, INC. as amended on 9 February 2007)

**SECOND.**<sup>3</sup> That the purposes for which the Corporation is formed are:

**PRIMARY PURPOSE**

“To invest in, operate, purchase, own, hold, use, develop, lease, trade, sell, exchange, deal in, on its own behalf or as agent or commission merchant, assign, transfer, encumber, and engage in the business of, either directly or indirectly, smelting, fusing, shaping, rolling, casting, fabricating, extruding or otherwise developing or processing of metals, steel or other alloys of metallic, non-metallic or other compounds, substances and raw materials of every nature, kind or description, and to invest in stocks, bonds, or other evidences of indebtedness or securities of any other corporation, domestic or foreign, whether engaged in the steel business or otherwise; Provided, that the Corporation shall not engage in the business of an Open End Investment Company as defined in the Investment Company Act (R.A. 2629), without first complying with the provisions of the Revised Securities Act; Provided, Further, that it shall not act as a Broker or Dealer of Securities.”

**SECONDARY PURPOSE**

1. To purchase, acquire, own, lease, sell and convey real properties such as lands, buildings, factories and warehouses and machineries, equipment and other personal properties as may be necessary or incidental to the conduct of the corporate business and to pay in cash, shares of its capital stock,

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<sup>1</sup> As Amended per SEC Certificate dated 26 October 2015

<sup>2</sup> As Amended per SEC Certificate dated 28 February 2007

<sup>3</sup> As Amended per SEC Certificate dated 22 June 2007

debentures and other evidences of indebtedness, or other securities, as may be deemed expedient, for any business or property acquired by the Corporation;

2. To borrow or raise money necessary to meet the financial requirements of its business by the issuance of bonds, promissory notes and other evidences of indebtedness, and to secure the repayment thereof by mortgage, pledge, deed of trust or lien upon the properties of the Corporation or to issue pursuant to law shares of its capital stock, debentures and other evidences of indebtedness in payment for properties acquired by the Corporation or for money borrowed in the prosecution of its lawful business.

3. And invest and deal with the money and properties of the Corporation in such manner as may from time to time be considered wise or expedient for the advancement of its interests and to sell, dispose of or transfer the business, properties and goodwill of the Corporation or any part thereof for such consideration and under such terms as it shall see fit to accept;

4. To aid in any manner, any corporation, association, or trust estate, domestic or foreign, or any firm or individual, any shares of stock in which or any bonds, debentures, notes, securities, evidences of indebtedness, contracts, or obligations of which are held by or for this Corporation, directly or indirectly or through other corporations or otherwise.

5. To enter into any lawful arrangement for sharing profits, union of interest, unitization or farm out agreement, reciprocal concession, or cooperation, with any corporation, association, partnership, syndicate entity, person or governmental, municipal or public authority, domestic or foreign, in the carrying on of any business or transaction deemed necessary, convenient or incidental to carry out any of the purposes of this Corporation;

6. To acquire or obtain from any government or authority, national, provincial, municipal or otherwise, or any corporation, company or partnership or person, such charter, contracts, franchise, privileges, exemption, licenses and concessions as may be conducive to any of the objects of the Corporation;

7. To establish and operate one or more branch office of agencies and to carry on any or all of its operations and business without any restrictions as to place or amount including the right to hold, purchase, or otherwise acquire, lease, mortgage, pledge and convey or otherwise deal in and with real and personal property anywhere within the Philippines;

8. To conduct and transact any and all lawful business, and to do or cause to be done any one or more of the acts and things therein set forth as its purposes within or without the Philippines, and in any and all foreign countries, and to do everything necessary, desirable or incidental to the accomplishment of the purposes or the exercise of any one of more of the powers herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of the Corporation.

**THIRD.**<sup>4</sup> That the place where the principal office of the Corporation is to be established or located is at 2<sup>nd</sup> Floor, W Tower Condominium, 39<sup>th</sup> St., North Bonifacio Triangle, Bonifacio Global City, Taguig City.

**FOURTH.** That the term for which the Corporation is to exist is fifty (50) years from and after the date of incorporation.

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<sup>4</sup> As amended in a meeting held by the Board of Directors on 3 September 2018 and by the stockholders owning more than two-thirds (2/3) of the outstanding capital stock of the Corporation on its Annual Stockholders' Meeting of the Corporation 25 October 2018. The amendment to the principal office of the corporation was resubmitted and approved in the Stockholders' meeting held on 29 December 2022.

**FIFTH.** That the names, nationalities and residences of the incorporators of the Corporation are as follows:

<b>Name</b>	<b>Nationality</b>	<b>Residence</b>
1. Alberto F. Henson, Jr.	Filipino	#1 Mac Arthur Hi-way, Calvario, Meycauayan, Bulacan
2. Heraldina R. Salonga	Filipino	6080 Palma St., Poblacion, Makati City
3. Nanette G. De Leon	Filipino	98 Mapa St., Mandurriao, Iloilo City
4. Enrique F. Pelaez	Filipino	Unit 1003, Two Salcedo Place Tordesillas St., Salcedo Village, Makati City
5. Hermenegildo S. Hermoso	Filipino	#4 Malhacan, Meycauayan, Bulacan

**SIXTH.**<sup>5</sup> That the number of directors of the Corporation shall be eleven (11) and that the names, nationalities and residences of the directors who are to serve until their successors are elected and qualified as provided by the by-laws are as follows:

<b>Name</b>	<b>Nationality</b>	<b>Residence</b>
1. Alberto F. Henson, Jr.	Filipino	#1 Mac Arthur Hi-way, Calvario, Meycauayan, Bulacan
2. Heraldina R. Salonga	Filipino	6080 Palma St., Poblacion, Makati City
3. Nanette G. De Leon	Filipino	98 Mapa St., Mandurriao, Iloilo City
4. Enrique F. Pelaez	Filipino	Unit 1003, Two Salcedo Place Tordesillas St., Salcedo Village, Makati City
5. Hermenegildo S. Hermoso	Filipino	#4 Malhacan, Meycauayan, Bulacan

**SEVENTH.**<sup>6</sup> That the authorized capital stock of the Corporation is **7THREE BILLION PESOS (₱3,000,000,000.00)**, Philippine Currency, and said capital stock is divided into **THREE BILLION (3,000,000,000)** shares with the par value of **ONE PESO (₱1.00)** each.

That no stockholder of this Corporation shall have any pre-emptive or preferential right of subscription to any class of shares of stock of this Corporation or to any obligation convertible into shares of stock issued or sold by the Corporation, whether to the present authorized capital stock or any future increases thereof. Acceptance of shares of stock of this Corporation shall be a waiver of any such pre-emptive or preferential right to subscribe to any or all classes of shares of stock of this Corporation out of its present or future authorized capital stock.<sup>8</sup>

The foregoing conditions shall be printed on the stock certificates to be issued by the Corporation.<sup>9</sup>

<sup>5</sup> As Amended per SEC Certificate dated 7 January 2011.

<sup>6</sup> As Amended per SEC Certificate dated 13 April 2007.

<sup>7</sup> As amended in a meeting held by the Board of Directors on 3 September 2018 and by the stockholders owning more than two-thirds (2/3) of the outstanding capital stock of the Corporation on its Annual Stockholders' Meeting of the Corporation on 25 October 2018. The amendment to increase the authorized capital stock was resubmitted and approved in the Stockholders' meeting held on 29 December 2022.

<sup>8</sup> As Amended per SEC Certificate dated 28 February 2007.

<sup>9</sup> *Ibid.*

**EIGHTH.** That the amount of said capital stock which has been actually subscribed is **ONE MILLION FIVE HUNDRED THOUSAND PESOS (P1,500,000.00)** and the following persons have subscribed for the number of shares and the amount of capital stock indicated opposite their respective names:

<b>Name</b>	<b>Citizenship</b>	<b>No. of Shares</b>	<b>Amount Subscribed</b>
1. Alberto F. Hermoso, Jr.	Filipino	3,750	P- 375,000.00
2. Heraldina R. Salonga	Filipino	3,750	375,000.00
3. Nanette G. de Leon	Filipino	3,750	375,000.00
4. Enrique F. Pelaez	Filipino	1,875	187,000.00
5. Hemenigildo S. Hermoso	Filipino	1,875	187,000.00

**NINTH.** That the following persons have paid on the shares of capital stock for which they have subscribed, the amount set out after their respective names:

<b>Name</b>	<b>Amount Paid</b>
1. Alberto F. Hermoso, Jr.	P 375,000.00
2. Heraldina R. Salonga	375,000.00
3. Nanette G. de Leon	375,000.00
4. Enrique F. Pelaez	187,000.00
5. Hemenigildo S. Hermoso	187,000.00
	<u>P 1,500,000.00</u>

**TENTH.** That no issuance or transfer of shares of stock of the Corporation which would reduce the stock ownership of Filipino citizens to less than the percentage of the outstanding capital stock required by law to be owned by Filipino citizens, shall be allowed or permitted to be recorded in the books of the Corporation. This restriction shall be printed or indicated in all the certificates of stock to be issued by the Corporation.

**ELEVENTH.** That **HERALDINA R. SALONGA** has been elected by the subscribers as Treasurer of the Corporation to act as such until his/her successor is duly elected and shall have qualified in accordance with the by-laws; and that, as such Treasurer, he/she has been authorized to receive for the Corporation, and to issue in its name receipts for, all subscriptions paid in by the subscribers.

**IN WITNESS WHEREOF**, we have hereunto set our hands this 11<sup>th</sup> day of November, 1996 at Makati City.

(SGD)  
**ALBERTO F. HERMOSO, JR.**

(SGD)  
**HERALDINA R. SALONGA**

(SGD)  
**NANETTE G. DE LEON**

(SGD)  
**ENRIQUE F. PELAEZ**

(SGD)  
**HERMENEGILDO S. HERMOSO**

SIGNED IN THE PRESENCE OF

(SGD)  
(Witness)

(SGD)  
(Witness)

## ACKNOWLEDGMENT

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

**BEFORE ME**, a Notary Public for and in Makati City, on this 20<sup>th</sup> day of November 1996, personally appeared the following with their Comm. Tax Cert.:

NAME	CTC NO./ PASSPORT NO.	DATE/PLACE ISSUED
Alberto F. Hermoso	1518935	11/11/96/Bulacan
Heraldina R. Salonga	14950884	1/3/96/Pasig City
Nanette G. De Leon	809093	1/11/96/Iloilo City
Enrique F. Pelaez	9639249	1/24/96/Cagayan de Oro
Hermenegildo S. Hermoso	5228866	2/15/96/Bulacan

known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation and who acknowledged to me that the same is their free voluntary act and deed.

**WITNESS MY HAND AND SEAL** on the date and at the place first above written.

Doc. No. 432;  
Page No. 87;  
Book No. VI;  
Series of 1996.

(SGD)  
**MARIMELO D. PORCIUNCULA**  
Notary Public  
Until December 31, 1997  
PTR No. 0302761/Issued at Makati City  
Issued on Jan. 16, 1996



**TKC METALS**  
Strength in vision

13 JUNE 2022

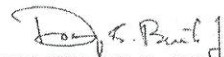
To the Securities and Exchange Commission:

In connection with the application of TKC Metals Corporation for its application to Amend its Articles of Incorporation to increase its Authorized Capital Stock, the undersigned hereby declare under oath the following:

- (1) That all information and representation contained in the submitted application and its supporting documents are true and correct;
- (2) That the verification procedures required by the Commission were conducted by an independent auditor who issued a report thereon in accordance with the auditing standards in force;
- (3) That the items/accounts subject of the application are authorized, valid, and legal; and
- (4) That the shares of stock to be issued are not watered.

The management hereby authorizes the Commission to examine any time, even after the approval of the application, the company's books of accounts and records to determine the validity and accuracy of the transactions.

Attested by:

  
**DOMINGO S. BENITEZ JR.**  
President/ Chief Executive Officer

  
**EFREN A. REALEZA JR.**  
Chief Financial Officer

OCT 04 2022  
SUBSCRIBED AND SWORN TO BEFORE ME  
THIS \_\_\_\_\_ DAY OF \_\_\_\_\_ IN THE CITY OF MAKATI  
AFFIANT/EXHIBITED HIS/HER C.E.I. \_\_\_\_\_  
ISSUED ON \_\_\_\_\_ AT \_\_\_\_\_



2nd Floor, Unit 201, W Tower Condominium,  
39th St., Bonifacio Global City  
Taguig City, Philippines 1634  
Tel No.: (02) 864-0734; 864-0736; 840-4335  
Fax No.: (02) 893-3702

**ATTY. SHERLUCK JUN C. VILLEGAS**  
Notary Public for Makati City  
Appt. No. M-260 until Dec. 31, 2022  
Unit 3C LJA Building, 11th Perea St.  
Legaspi Village, Makati City  
Roll No. 70942  
IBP No. 244653 / 06-30-2022/ Pasig City  
PTR No. 8852016 / 01-03-2022/ Makati City  
MCLE Compliance No. VII-0020869/April 14, 2025

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Book No. 48  
Series of 2022



**REPORT OF AN INDEPENDENT CERTIFIED PUBLIC ACCOUNTANT ON THE CONDUCT  
AND RESULT OF THE REQUIRED VERIFICATION PROCEDURES**

To the Securities and Exchange Commission:

In connection with the application for the increase in authorized capital stock of **TKC Metals Corporation** (the Company), the undersigned declares:

- (1) That, as an external auditor engaged by the Company, we conducted the verification procedures required under Section 2 of the Guidelines on On-site Verification of Financial Records Relative to Certain Applications Filed with the Commission, and that we observed all the requirements of existing auditing standards and practices applicable to the said engagement; and
- (2) That since the foregoing engagement does not involve an audit or review of the Company's financial statements but only the conduct of a set of agreed-upon procedures and issuance of a report of the factual findings thereon, we gave a "no assurance" statement on our June 7, 2022 report attached to this letter. We understand, however, that the "no assurance" statement in our said report does not exempt us from responsibility over the conduct of the said procedures and the factual findings stated therein.

**REYES TACANDONG & Co.**

*Arthur Vinson Ong*  
ARTHUR VINSON U. ONG

Partner

CPA Certificate No. 120745

Tax Identification No. 253-222-555-000

BOA Accreditation No. 4782; Valid until April 13, 2024

SEC Accreditation No. 120745-SEC Group A

Issued March 29, 2022

Valid for Financial Periods 2021 to 2025

BIR Accreditation No. 08-005144-015-2020

Valid until July 1, 2023

PTR No. 8851717

Issued January 3, 2022, Makati City

June 7, 2022

Makati City, Metro Manila





## **AGREED-UPON PROCEDURES REPORT WITH RESPECT TO THE PAYMENTS OF SUBSCRIPTION FOR THE PROPOSED INCREASE IN AUTHORIZED CAPITAL STOCK**

The Stockholders and the Board of Directors  
TKC Metals Corporation  
Unit B1-A/C, 2nd Floor  
Building B, Karrivin Plaza  
2316 Chino Roces Avenue Extension  
Makati City

Gentlemen:

### **Purpose of this Agreed-Upon Procedures Report**

We have performed the procedures which were agreed to by the management of TKC Metals Corporation (TKC or the Company) with respect to the payments of subscription for the proposed increase in the Company's authorized capital stock (Subject Matter).

Our report is solely for the purpose of assisting the Company in complying with the requirements of the Securities and Exchange Commission (SEC) in connection with its application for the increase in authorized capital stock, and this may not be suitable for another purpose.

### **Restriction on Use**

This agreed-upon procedures report is intended solely for the information and use of the Company and the SEC and is not intended to be and should not be used by anyone else.

### **Responsibilities of the Company**

The Company has acknowledged that the agreed-upon procedures are appropriate for the purpose of the engagement.

The Company is responsible for the Subject Matter on which the agreed-upon procedures are performed. The sufficiency of these procedures including management's representations is solely the responsibility of the Company.

### **Practitioner's Responsibilities**

We have conducted the agreed-upon procedures engagement in accordance with the Philippine Standard on Related Services 4400 (Revised), Agreed-Upon Procedures Engagements. An agreed-upon procedures engagement involves our performing the procedures that have been agreed with the Company, and reporting the findings, which are the factual results of the agreed-upon procedures performed. We make no representation regarding the appropriateness or the sufficiency of the agreed-upon procedures described below either for the purpose for which this agreed-upon procedures report has been requested or for any other purpose.

This agreed-upon procedures engagement is not an assurance engagement. Accordingly, we do not express an opinion or an assurance conclusion. Had we performed additional procedures, other matters might have come to our attention that would have been reported.

#### **Professional Ethics and Quality Control**

In performing the agreed-upon procedures engagement, we complied with the ethical requirements in the Code of Ethics for Professional Accountants in the Philippines (Code of Ethics). We are not required to be independent for the purpose of this engagement. We are the independent auditor of the Company and complied with the independence requirements of the Code of Ethics that apply in context of the financial statement audit.

Our Firm applies Philippine Standard on Quality Control 1, Quality Control for Firms that Perform Audits and Reviews of Financial Statements, and Other Assurance and Related Services Engagements, and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

#### **Procedures and Findings**

TKC is organized as a holding company and is also engaged in marketing and selling of purlins and galvanized iron sheets. TKC operates primarily through its two main steel manufacturing subsidiaries, Treasure Steelworks Corporation and ZhangZhou Stronghold Steel Works Co. Ltd., however, these subsidiaries incurred continuing losses for the past years.

TKC Metals Corporation and Subsidiaries (the Group) has been in a deficit position, mainly because of losses incurred by its two main steel manufacturing subsidiaries. To address the Group's deficit position, TKC's Board of Directors (BOD) and stockholders approved the increase in authorized capital stock from ₱1,000.0 million divided into 1,000.0 million shares at ₱1 par value a share to ₱3,000.0 million divided into 3,000.0 million shares at ₱1 par value a share on September 3, 2018 and October 25, 2018, respectively.

Of the increase in authorized capital stock of ₱2,000.0 million divided into 2,000.0 million shares at ₱1 par value a share, 750.0 million shares were subscribed by foreign investors for ₱1,500.0 million against their assigned advances. The BOD approved the subscriptions in cash or by way of conversion through debt-to-equity on September 3, 2018.

On December 21, 2018, TKC applied for an increase in authorized capital stock with the SEC through debt-to-equity conversion and filed all the necessary documents including the independent report on the verification of the advances to be converted to equity.

On May 21, 2019, TKC filed a position paper explaining the transaction since the SEC considered the debt-to-equity conversion not an acceptable payment for the issuance of shares of stock. Moreover, TKC filed another position paper explaining the transaction to the SEC dated August 19, 2019 and July 20, 2020. Per management's representation, the SEC have not acted on the requests as at the date of this report.

To enable TKC to move forward and break the impasse with respect to the increase in the authorized capital stock, the BOD of JTKC Equities, Inc. (JEI or the Subscriber), the ultimate Parent Company and the majority shareholder of TKC representing 70.96% ownership through Star Equities, Inc., has approved to subscribe to the increase and pay for the subscription in cash on May 20, 2022, in

stitution of the original subscribers who agreed to subscribe through conversion of their advances to equity.

On May 31, 2022, TKC received ₱1,500.0 million from JEI as deposit for future subscription on the proposed increase in authorized capital stock.

We have performed the procedures described below, which were agreed upon with the Company on the Subject Matter. The procedures were in accordance with the SEC's requirements on the Company's application for increase in authorized capital stock as provided under Section 2 of the SEC Memorandum Circular No. 6, Series of 2008, "Guidelines on On-Site Verification of Financial Records Relative to Certain Applications Filed with the Commission".

We report our findings below:

1. We obtained the schedule of cash received as deposit for future subscription amounting to ₱1,500.0 million for the proposed increase in TKC's authorized capital stock, and noted that the amount was directly deposited to TKC's bank account in AUB Head Office with Account No. 001-11-004586-5, from JEI. Acknowledgement receipt No. 2205-001 dated May 31, 2022 was issued as confirmation of the deposit received. Details are as follows:

PER SCHEDULE OF CASH RECEIPTS			
Date	Particulars	Subscriber	Amount
5/31/2022	To take up future subscription from JEI	JEI	₱1,500,000,000

We checked the mathematical accuracy of the schedule, and no exceptions were noted.

2. We compared the amount of cash received of ₱1,500.0 million per schedule with the amount posted in the general ledger. The amount was recorded as "Deposit for future subscription". No exceptions were noted.
3. We traced the amount of cash received to the cash receipts books as at May 31, 2022. No exceptions were noted.
4. We obtained and reviewed the Directors' Certificate issued on June 6, 2022 reflecting the amendment on the increase in TKC's authorized capital stock from ₱1,000.0 million, divided into 1,000.0 million shares with a par value of ₱1 a share, to ₱3,000.0 million, divided into 3,000.0 shares with the same par value in the Articles of Incorporation (AOI), as attested to by the members of the BOD and certified to by its corporate secretary.

The amendment to the AOI was approved and adopted by at least a majority of the members of the BOD in a meeting held on September 3, 2018 at TKC's principal office, and by the stockholders owning more than two-thirds (2/3) of the issued and outstanding capital stock of TKC in its Annual Stockholders' Meeting held on October 25, 2018 at the Magellan Room, 41<sup>st</sup> Floor, Discovery Suites, 25 ADB Avenue, Ortigas Center, Pasig City.

We obtained and reviewed minutes of meetings dated May 20, 2022 reflecting the approval of the BOD of TKC on the increase in authorized capital stock from ₱1,000.0 million, divided into 1,000.0 million shares with a par value of ₱1 a share, to ₱3,000.0 million, divided into 3,000.0 shares with the same par value. Out of the increase in authorized capital stock worth ₱2,000.0 million divided into 2,000.0 million shares with a par value of ₱1 a share, 750.0 million common shares shall be subscribed at ₱2.0 per share, or a total subscription of ₱1,500.0 million by JEI and such subscription shall be paid in cash.

7. We compared the amount received from the Subscriber of ₱1,500.0 million to the amount indicated in the acknowledgement receipt dated May 31, 2022 (refer to Annex A). No exceptions were noted.
8. We traced the amount of cash received from the Subscriber to the bank-validated credit memo and passbook of TKC's bank account in AUB Head Office. No exceptions were noted.

We inspected the entries in TKC's cash disbursements books for the period January 1, 2022 to May 31, 2022 and verified that no disbursement of similar amount nor accumulated amount disbursed to the Subscriber that can be linked or associated with the payment for subscription to the increase in TKC's authorized capital stock.

9. We inspected the entries in TKC's cash disbursements book subsequent to May 31, 2022 up to the date of this report and noted that no amount was subsequently disbursed or returned to the Subscriber in the form of loans and/or advances. We also obtained bank confirmation letter from AUB Head Office to verify the cash balance as at June 7, 2022. No exceptions were noted.
11. We did not perform any cash count as the payment for future subscription was directly deposited to TKC's bank account. As an alternative procedure and as provided in the required procedures, we traced the amount received to the corresponding bank-validated credit memo and passbook of TKC's bank account in AUB Head Office where the check was deposited (refer to Item No. 8). We also obtained bank confirmation letter from AUB Head Office to verify the cash balance as at May 31, 2022. No exceptions were noted.
12. We obtained TKC's summary of cash in bank accounts and the bank reconciliation statements as at May 31, 2022. No exceptions were noted.
13. We obtained and checked the mathematical accuracy of the summary of cash in bank accounts and the bank reconciliation statements. We traced the receipts and disbursements in the summary of cash in bank accounts and the bank reconciliation statements to the entries in the general ledger, and compared the balances shown in the summary of cash in bank accounts and the bank reconciliation statements with the balances per books and per bank statements. No exceptions were noted.

### Explanatory Paragraph

The Company is responsible for the source documents that are described in the procedures and findings section.

The agreed-upon procedures do not constitute an audit or a review of financial statements or part thereof, the objective of which is the expression of an opinion or conclusion on the financial statements or part thereof. Had we performed additional procedures or performed an audit or a review of the financial statements in accordance with Philippines Standards on Auditing or Philippine Standard on Review Engagements, other matters might have come to our attention that would have been reported to you.

Our report is solely for the purpose set forth in the first paragraph of this report and for your information and is not to be used for any other purpose or to be distributed to any other parties. This report relates only to items specified above and does not extend to any financial statements of TKC taken as a whole.

### REYES TACANDONG & CO.

  
ARTHUR VINSON U. ONG

Partner

CPA Certificate No. 120745

Tax Identification No. 253-222-555-000

BOA Accreditation No. 4782; Valid until April 13, 2024

SEC Accreditation No. 120745-SEC Group A

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PTR No. 8851717

Issued January 3, 2022, Makati City

June 7, 2022

Makati City, Metro Manila



## ADDENDUM TO THE REPORT OF AN INDEPENDENT CERTIFIED PUBLIC ACCOUNTANT ON THE CONDUCT AND RESULT OF THE REQUIRED VERIFICATION PROCEDURES

To the Securities and Exchange Commission:

This is an addendum to provide additional information to our independent certified public accountant report dated June 7, 2022 on the conduct and result of the required verification procedures on the application for the increase in the authorized capital stock of **TKC Metals Corporation** (TKC).

The subscription for 750.0 million TKC shares made by JTKC Equities Inc. is at ₱2 a share equivalent to ₱1,500.0 million. TKC shares are stated at ₱1 par value a share. The excess payment of ₱750.0 million will be treated as additional paid-in capital.

### REYES TACANDONG & Co.

*Arthur Vinson Ong*  
ARTHUR VINSON U. ONG

Partner

CPA Certificate No. 120745

Tax Identification No. 253-222-555-000

BOA Accreditation No. 4782; Valid until April 13, 2024

SEC Accreditation No. 120745-SEC Group A

Issued March 29, 2022

Valid for Financial Periods 2021 to 2025

BIR Accreditation No. 08-005144-015-2020

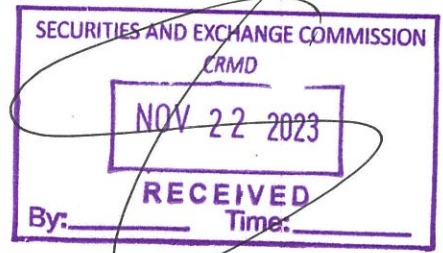
Valid until July 1, 2023

PTR No. 9564572

Issued January 3, 2023, Makati City

January 3, 2023

Makati City, Metro Manila



## DIRECTORS' CERTIFICATE

KNOW ALL MEN BY THESE PRESENTS:

The undersigned, being majority of the members of the Board of Directors and the Corporate Secretary of **TKC METALS CORPORATION** (the "Corporation"), a corporation duly organized and existing under the laws of the Philippines, with principal office address at the 2nd Floor W. Tower Condominium, 39 St. North Bonifacio Triangle, Bonifacio Global City, under oath do hereby certify that the attached instrument is a true and faithful copy of the Amended Articles of Incorporation ("AOI") of the Corporation reflecting the following amendments:

1. **Third Article** - the Corporation's change in principal office from "Unit B1-A/C, 2nd Floor, Building B, Karrivin Plaza, 2316 Chino Roces Avenue Extension, Makati City" to "2<sup>nd</sup> Floor, W Tower Condominium, 39<sup>th</sup> St., North Bonifacio Triangle, Bonifacio Global City, Taguig City", to wit:

"**THIRD.** - That the place where the principal office of the Corporation is to established or located is at 2<sup>nd</sup> Floor, W Tower Condominium, 39<sup>th</sup> St., North Bonifacio Triangle, Bonifacio Global City, Taguig City."


2. **Seventh Article** - the increase in the Corporation's authorized capital stock from ONE BILLION PESOS (₱1,000,000,000.00) divided into ONE BILLION (1,000,000,000) common shares to THREE BILLION PESOS (₱3,000,000,000.00), Philippine Currency, divided into THREE BILLION (3,000,000,000) common shares with par value of ONE PESO (₱1.00) per share, to wit:

"**SEVENTH.** - That the authorized capital stock of the Corporation is **THREE BILLION PESOS (₱3,000,000,000.00)**, Philippine Currency, and said capital stock is divided into **THREE BILLION (3,000,000,000)** shares with the par value of **ONE PESO (₱1.00)** each."

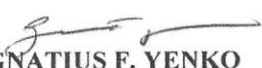
The foregoing amendments to the AOI were approved and adopted by at least a majority of the members of the Board of Directors in a meeting held on 3 September 2018 at the Corporation's principal office, and by the stockholders owning more than two-thirds (2/3) of the issued and outstanding capital stock of the Corporation in its Annual Stockholders' Meeting held on 25 October 2018 at the Magellan Room, 41<sup>st</sup> Floor, Discovery Suites, 25 ADB Avenue, Ortigas Center, Pasig City. The amendment to increase the authorized capital stock was resubmitted for approval by the stockholders in the stockholders' meeting held virtually via zoom last 29 December 2022, conducted in accordance with the Guidelines on Remote Communication under SEC Memorandum Circular No. 6, Series of 2020.

IN ATTESTATION OF THE ABOVE, this Certificate has been signed this \_\_\_\_ day of  
at Pasig City, Metro Manila.

~~FEB 17 2023~~ **QUEZON CITY**

  
**BEN C. TIU**  
Chairman of the Board  
TIN: 101-333-103

  
**DOMINGO S. BENITEZ, JR.**  
Director / President  
TIN: 204-285-734

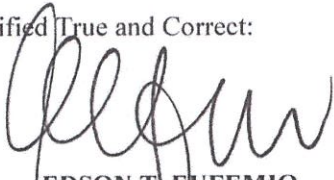
  
**IGNATIUS F. YENKO**  
Director  
TIN: 123-295-645

  
**PRUDENCIO C. SOMERA, JR.**  
Director  
TIN: 103-194-101

  
**KEVIN G. KHOE**  
Independent Director  
TIN: 104-214-345

  
**VICENTE V. DE VILLA, JR.**  
Independent Director  
TIN: 130-929-611

Certified True and Correct:

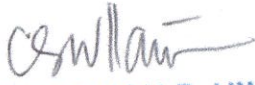
  
**EDSON T. EUFEMIO**  
Corporate Secretary  
Secretary of the Stockholders' Meeting  
TIN: 181-204-826



SUBSCRIBED AND SWORN to before me this **FEB 17 2023** day of **QUEZON CITY** at Quezon City, affiants exhibiting to me their competent evidence of identity, to wit:

Name	Competent Evidence of Identity
Ben C. Tiu	TIN: 101-333-103
Domingo S. Benitez, Jr.	TIN: 204-285-734
Ignatius F. Yenko	TIN: 123-245-645
Vicente V. de Villa, Jr.	TIN: 130-929-611
Kevin G. Khoe	TIN: 104-214-345
Prudencio C. Somera, Jr.	TIN: 103-194-101

Doc. No. 394;  
Page No. 80;  
Book No. 11;  
Series of 2023


  
**ATTY. CONCEPCION P. VILLAREÑA**  
Notary Public for Quezon City  
Until December 31, 2023  
PTR No. 3715371 / January 3, 2023 Q.C  
IBP No. 167603 / November 25, 2021 Q.C  
R-# No. 30407 / 05-09-1980  
MCLE VII-0006994 / 09-21-2021  
ADM. MATTER No. NP-005 (2022-2023)  
TIN NO 131-942-754

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

### SECRETARY'S CERTIFICATE

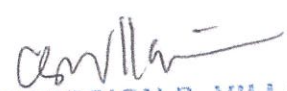
**EDSON T. EUFEMIO**, of legal age, Filipino, with office address at 2nd Floor W. Tower Condominium, 39 St. North Bonifacio Triangle, Bonifacio Global City, being the Corporate Secretary of **TKC METALS CORPORATION** (the "Corporation"), a corporation duly organized and existing under the laws of the Philippines, under oath, does hereby certify that 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 of the Corporation, individual directors and/or major corporate officers of the Corporation in their capacity as duly elected directors or officers of the Corporation or vice versa.

IN ATTESTATION OF THE ABOVE, this Certificate was signed this MAR 22 2023 day of QUEZON CITY at Pasig City, Metro Manila.

  
**EDSON T. EUFEMIO**  
Corporate Secretary  
TIN: 181-204-826

**SUBSCRIBED AND SWORN** to before me, this MAR 22 2023 day of QUEZON CITY at Pasig City, Metro Manila, affiant having exhibited to me his TIN 181-204-826 as his competent evidence of identity.

Doc. No. 221 ;  
Page No. 46 ;  
Book No. 10 ;  
Series of 2023.

  
**ATTY. CONCEPCION P. VILLAREÑA**  
Notary Public for Quezon City  
Until December 31, 2023  
PTR No. 3716371 / January 3, 2023 Q.C  
IBP No. 167803 / November 26, 2021 Q.C  
Roll No. 30457 / 05-09-1980  
MCLE VII-0006994 / 09-21-2021  
ADM. MATTER No. NP-005 (2022-2023)  
TIN NO. 131-942-754