



REPUBLIC OF THE PHILIPPINES  
**SECURITIES AND EXCHANGE COMMISSION**  
 SEC Building, EDSA, Greenhills  
 City of Mandaluyong, Metro Manila

COMPANY REG. NO. A1996-10620

**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 STEEL CORPORATION**  
 (Amending Article VI thereof.)

copy annexed, adopted on October 15, 2010 by majority vote of the Board of Directors and by written assent of 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 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980 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 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 set my hand and caused the seal of this Commission to be affixed to this Certificate at Mandaluyong City, Metro Manila, Philippines, this 7<sup>th</sup> day of January, Twenty Eleven.

Date: 7-8-2014 Time: 11:16:42 AM

**BENITO A. CATARAN**  
 Director

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 EV/nelly

Company Registration and Monitoring Department

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 Page 1 of 10 pages  
 Verified by: [Signature] Date Issued: AUG 13 2014



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# COVER SHEET

DR 16

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*Unhappy*

*12/20*

10620

S.E.C. Registration Number

TKC STEEL CORPORATION  
(formerly) SQL WIZARD, INC.

(Company's Full Name)

3F CORINTHIAN PLAZA CONDO. 121  
PASEO DE ROXAS, ST. MAKATI

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

JEROME D. CANLAS

Contact Person

6320905/10

Company Telephone Number

12 31

Month Day  
Fiscal Year

LETTER

FORM TYPE

07 31

Month Day  
Annual Meeting

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Domestic

Foreign

To be Accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Date: 7-9-2014 Time: 11:17:22 AM  
Cashier

*\* date of meeting inconsistent*  
*\* principal office - DC*  
*\* w/ LRA*

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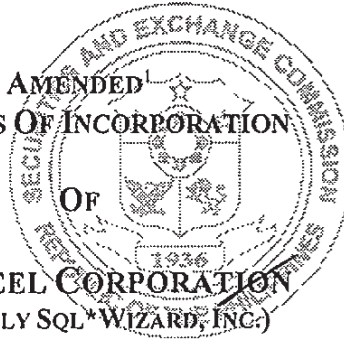
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AMENDED  
ARTICLES OF INCORPORATION

OF  
TKC STEEL CORPORATION  
(FORMERLY SQL\*WIZARD, INC.)

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 STEEL CORPORATION**  
(formerly SQL\*WIZARD, INC.; 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."

Date: 7-8-2014 Time: 11:19:23 AM

<sup>1</sup> As last amended in a meeting held by the Board of Directors on 21 October 2009 and by written assents of stockholders owning more than two-thirds (2/3) of the outstanding capital stock of the Corporation.

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

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

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## 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, 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;

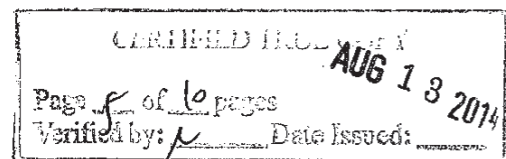
6. To acquire or obtain from any government or authority, national, provincial, municipal or otherwise, or any corporation, company or partnership or person, such charter, contracts, franchise, privileges, exemption, licenses and concessions as may be conducive to any of the objects of the Corporation;

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.

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**THIRD.** That the place where the principal office of the Corporation is to be established or located is at Metro Manila, Philippines.

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

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

Name	Nationality	Residence
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

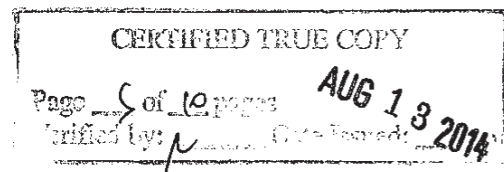
**SIXTH.**<sup>4</sup> That the number of directors of the Corporation shall be ~~eleven (11)~~ and that the names, nationalities and residences of the directors who are to serve until their successors are elected and qualified as provided by the by-laws are as follows:

Name	Nationality	Residence
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>5</sup> That the authorized capital stock of the Corporation is ~~ONE BILLION PESOS (P1,000,000,000.00)~~ Philippine Currency, and said capital stock is divided into ~~ONE BILLION (1,000,000,000.00)~~ shares with the par value of ~~ONE PESO (P1.00)~~ each.

<sup>4</sup> As last amended in a meeting held by the Board of Directors on 15 October 2010 and by written assents of stockholders owning more than two-thirds (2/3) of the outstanding capital stock of the Corporation.

<sup>5</sup> As Amended per SEC Certificate dated 13 April 2007.



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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>6</sup>

The foregoing conditions shall be printed on the stock certificates to be issued by the Corporation.<sup>7</sup>

**EIGHT.** 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:

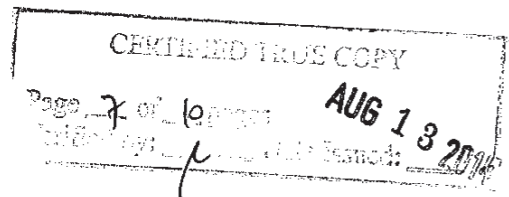
Name	Citizenship	No. of Shares	Amount Subscribed
1. Alberto F. Hermoso, Jr.	Filipino	3,750	P- 375,000.00
2. Heraldina R. Salonga	Filipino	3,750	375,000.00
3. Nanette G. de Leon	Filipino	3,750	375,000.00
4. Enrique F. Pelaez	Filipino	1,875	187,000.00
5. Hemenigildo S. Hermoso	Filipino	1,875	187,000.00

**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:

Name	Amount Paid
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.

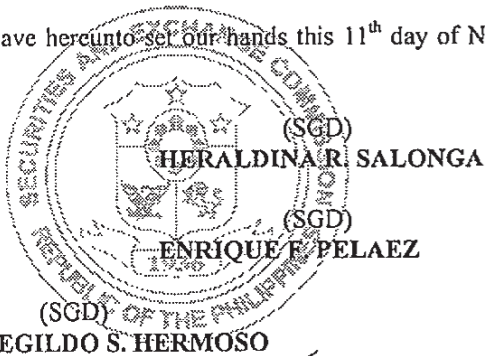


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IN WITNESS WHEREOF, we have hereunto set our hands this 11<sup>th</sup> day of November, 1996 at Makati City.

(SGD)  
ALBERTO F. HERMOSO, JR

(SGD)  
NANETTE G. DE LEON



(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.

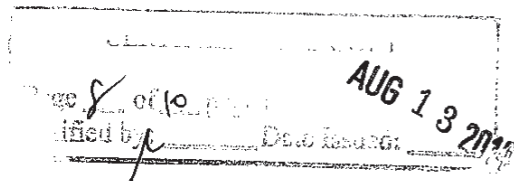
WITNESS MY HAND AND SEAL on the date and at the place first above written.

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

(SGD)  
MARIMELO D. PORCIUNCULA  
Notary Public  
Date: 7-8-2014 Time: 11:21:57 AM  
Until December 31, 1997  
PTR No. 0302761/Issued at Makati City  
Issued on Jan. 16, 1996

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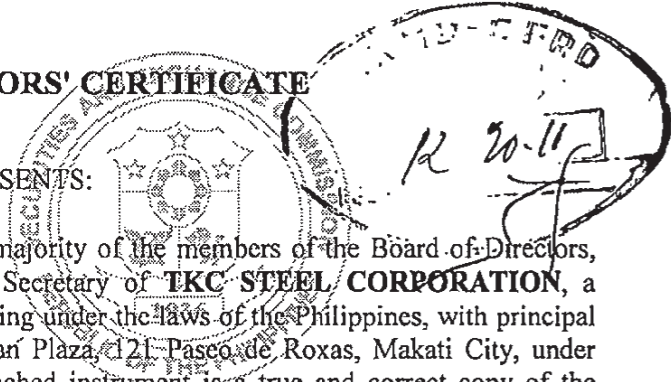
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### DIRECTORS' CERTIFICATE



KNOW ALL MEN BY THESE PRESENTS:

The undersigned, being the majority of the members of the Board of Directors, the Chairman and the Corporate Secretary of **TKC STEEL CORPORATION**, a corporation duly organized and existing under the laws of the Philippines, with principal office address at 3<sup>rd</sup> Floor Corinthian Plaza, 121 Paseo de Roxas, Makati City, under oath, do hereby certify that the attached instrument is a true and correct copy of the Amended Articles of Incorporation of the Corporation reflecting amendment to the Sixth Article thereof to change the Corporation's number of directors from nine (9) to eleven (11).

The foregoing amendment to the Articles of Incorporation was approved and adopted by at least a majority of the members of the Board of Directors in a meeting held on 15 October 2010, and by the stockholders owning more than two-thirds (2/3) of the issued and outstanding capital stock of the Corporation through their written assents at its principal office on October 15, 2010.

13 DEC 2010

IN ATTESTATION OF THE ABOVE, this Certificate has been signed this \_\_\_ day of December 2010 at PASIG CITY, Metro Manila.

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

**DEXTER Y. TIU**  
Director  
TIN: 106-218-920

**ALEXANDER Y. TIU**  
Director  
TIN: 106-218-904

**IGNATIUS F. YENKO**  
Vice Chairman  
TIN: 123-295-645

**ANTHONY S. DIZON**  
Director  
TIN: 130-475-597

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

**A. BAYAN K. TAN**  
Director/Corporate Secretary  
TIN: 102-054-041

**ENRICO G. VALDEZ**  
Director  
TIN: 123-493-195

SUBSCRIBED AND SWORN to before me this 13 DEC 2010 day of December 2010 at PASIG CITY, Metro Manila, affiants having exhibited to me their Community Tax

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AUG 13 2010

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Certificates (CTC) and competent evidence of identity (CEI) as follows:

Name	CTC No. Date/Place Issued	CEI
BEN C. TIU	12212832/ Jan 7 2010 Makati	TIN 101-333-103
DEXTER Y. TIU	28613579/ Feb 11 2010 Makati	TIN 106-218-920
ALEXANDER Y. TIU	28598526/ Jan 28 2010 Makati	TIN 106-218-904
IGNATIUS F. YENKO	01412734/ Jan 26 2010 Manila	TIN 123-295-645
ANTHONY S. DIZON	12071385/ Jan 05 2010 Quezon City	TIN 130-475-597
PRUDENCIO SOMERA, JR.		TIN 103-194-161
A. BAYANI K. TAN	02460478/ Feb 12 2010 Mandafuyong	TIN 102-054-041
ENRICO G. VALDEZ	2546577/ Feb. 9. 2010 Manila	TIN 123-493-195

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**EMMANUEL P. PASAL**  
 Notary Public for Pasig City, San Juan  
 Pateros  
 Appointed (2010-2011)  
 Commission Expires December 31, 2011  
 2704 East Tower, Pateros, Exchange Road  
 Origas Center Pasig City  
 PTR No. 5914388 / 01.06.2010 / Pasig City  
 IBP No. 803480 / 12.21.2009 / RSM  
 Roll No. 44279

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