

# COVER SHEET

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SEC Registration Number

A Y A L A L A N D L O G I S T I C S H O L D I N G S C O R P .

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(Company's Full Name)

3 R D F L O O R G L O R I E T T A 5

A Y A L A C E N T E R M A K A T I C I T Y

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

**MS. FRANCIS M. MONTOJO**

(Contact Person)

**8884-1106**

(Company Telephone Number)

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Month Day  
(Fiscal Year)

SEC Form

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(Form Type)

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Month Day  
(Annual Meeting)

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(Secondary License Type, If Applicable)

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Dept. Requiring this Doc.

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Amended Articles Number/Section

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Total No. of Stockholders

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Domestic

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Foreign

To be accomplished by SEC Personnel concerned

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File Number

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Document ID

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STAMPS									
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 AyalaLand

# LOGISTICS HOLDINGS CORP.

May 2, 2023

**SECURITIES AND EXCHANGE COMMISSION**

17/F SEC Headquarters  
7907 Makati Avenue  
Barangay Bel-Air, Makati City

Attention: Hon. Vicente Graciano P. Felizmenio, Jr.  
Director, Markets & Securities Regulation Department

**PHILIPPINE STOCK EXCHANGE, INC.**

6/F PSE Tower  
5<sup>th</sup> Avenue corner 28<sup>th</sup> Street  
Bonifacio Global City, Taguig City

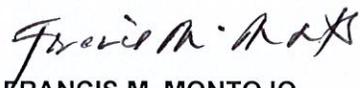
Attention: Ms. Alexandra D. Tom Wong  
Officer-in-Charge, Disclosure Department

Gentlemen:

Please be informed that the Securities and Exchange Commission approved the amendment of Article IV of the Articles of Incorporation shortening of corporate term of existence thereby dissolving the subsidiaries of AyalaLand Logistics Holdings Corp., namely, TPI Holdings Corporation (THC) and Luck Hock Venture Holdings, Inc. (LHVHI) on April 27, 2023 and April 24, 2023, respectively. Attached are copies of the Amended Articles of Incorporation of THC and LHVHI.

Thank you.

Very truly yours,



**FRANCIS M. MONTOJO**  
Chief Finance Officer and Compliance Officer



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. CS200517516

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

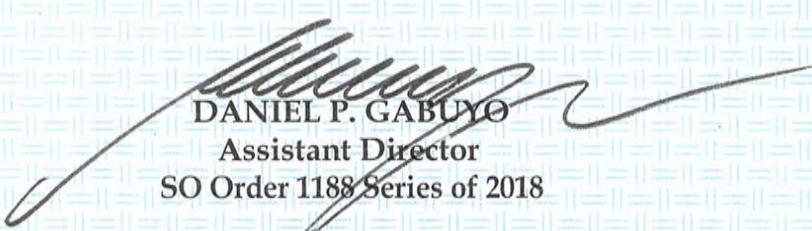
**TPI HOLDINGS CORPORATION**

(Amending Article IV shortening the term of its existence  
thereby dissolving the corporation thereof)

copy annexed, adopted on October 20, 2017 by majority vote of the Board of Directors and by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate 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/lending company and time shares/club shares/membership certificates issuers or selling agents thereof; nor to operate a fiat money to virtual currency exchange. 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 The SEC Headquarters, 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, 1209, Metro Manila, Philippines, this 27th day of April, Twenty Twenty Three.

  
DANIEL P. GABUYO  
Assistant Director  
SO Order 1188 Series of 2018

**AMENDED ARTICLES OF INCORPORATION  
OF**

**TPI HOLDINGS CORPORATION  
(SEC REGISTRATION NO. CS200517516)**

**Know All Men By These Presents:**

The undersigned, all of legal age majority of whom are residents of the Philippines, have this day voluntarily agreed to form a stock corporation under the laws of the Republic of the Philippines.

THAT WE HEREBY CERTIFY:

**FIRST:** That the name of the said corporation shall be:

**“TPI HOLDINGS CORPORATION”**

*(As amended during the meetings of the Board of Directors and Stockholders  
held on 21 February 2006)*

**SECOND:** A. That the primary purpose of this corporation is formed is:

To acquire by purchase, exchange, assignment, gift or otherwise, and to hold, own and use for investment or otherwise, and to sell, assign, transfer, exchange, lease, let, develop, mortgage, pledge, traffic, deal in and with and otherwise operate, enjoy and dispose of, any and all properties of every kind and description and wherever situated, as and to the extent permitted by law, including, but not limited to buildings, tenements, warehouses, factories, edifices and structures and other improvements, and bonds, debentures, promissory notes, shares of capital stock, or other securities and obligations, created, negotiated or issued by any corporation, association, or other entity, foreign or domestic and while the owner, holder or possessor thereof, to exercise all the rights, powers, and privileges or ownership or any other interest therein, including the right to receive, collect and dispose of any and all rentals, dividends, interests and income, derived therefrom, and the right to vote on any propriety or other interest, on any shares of the capital stock, and upon any bonds, debentures, or other securities, having voting power, so owned or held; provided that it shall not engage in the business of an open-end or close-end investment company as defined in the Investment Company Act (Republic Act No. 2629).

B. That the corporation shall have the express powers of a corporation as provided under Section 36 of the Corporation Code of the Philippines.

**THIRD:** That the place where the principal office of the corporation is to be established or located is at 20/F LKG Tower, 6801 Ayala Avenue, Makati City, Philippines. *(As amended during the meetings of the Directors and Stockholders held on 9 September 2014 and 17 October 2014 respectively.)*

**FOURTH:** That the term for which the corporation is up to 31 December 2017. *(As amended on 20 October 2017.)*

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

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
Ariel T. Lopez	[REDACTED]	[REDACTED]
Yuen Po Seng	[REDACTED]	[REDACTED]
Ronald P. Sugapong	[REDACTED]	[REDACTED]
Daisy L. Parker	[REDACTED]	[REDACTED]
Ma. Rhodora P. Dela Cuesta	[REDACTED]	[REDACTED]

**SIXTH:** That the number of directors of said corporation is Five (5) and who are also incorporators. Except for Yuen Po Seng. 1 Board seat vacant.

**SEVENTH:** That the authorized capital stock of corporation is One Million One Hundred Thousand Pesos (P1,100,000.00) in lawful money of the Philippines, divided One Million One Hundred Thousand (1,100,000) shares with a par value of One (P1.00) Peso per share.

**EIGHT:** That the subscribers to the capital stock and the amount paid-in to their subscriptions are as follows:

<u>Name</u>	<u>Nationality</u>	<u>No. of Shares Subscribed</u>	<u>Amount Subscribed</u>	<u>Amount Paid-u</u>
Yuen Po Seng	[REDACTED]	1	1.00	1.00
Ronald P. Sugapong	[REDACTED]	1	1.00	1.00
Daisy L. Parker	[REDACTED]	1	1.00	1.00
Ma. Rhodora P. Dela Cuesta	[REDACTED]	1	1.00	1.00
Ariel T. Lopez	[REDACTED]	1	1.00	1.00
Orion Property Development, Inc.	[REDACTED]	99,995	99,995.00	99,995.00
<b>TOTAL</b>		<u>100,000</u>	<u>100,000.00</u>	<u>100,000.00</u>

**NINTH:** That no transfer of stock or interest which would reduce the ownership of Filipino citizens to less than the required percentage of the capital stock as provided by existing laws shall be allowed or permitted to be recorded in the proper books of the corporation and this restriction shall be indicated in all the stocks certificates issued by the corporation.

**TENTH:** That Ronald P. Sugapong has been elected by the subscribers as treasurer of the corporation to act as such until his successor is duly elected and qualified in accordance with the by-laws; and that as such Treasurer, he has been authorized to receive for and in the name and for the benefit of the Corporation, all subscriptions paid in by the subscribers.

**ELEVENTH:** That the corporation manifests its willingness to change its name in the event another person, firm or entity has acquired a prior right to use the said firm name or one deceptively or confusingly similar to it.

In Witness whereof, we have hereunto set our hands this 11<sup>th</sup> day of October 2005 at Makati City.

**Sgd.**  
**ARIEL T. LOPEZ**

**Sgd.**  
**RONALD P. SUGAPONG**

**Sgd**  
**YUEN PO SENG**

**Sgd**  
**DAISY L. PARKER**

**Sgd.**  
**MA. RHODORA P. DELA CUESTA**

**WITNESSES:**

**Sgd.**  
**MICHELLE TAN-ABELLA**

**Sgd.**  
**RIZALDY H. AGUILA**

**ACKNOWLEDGMENT**

Republic of the Philippines)  
Quezon City ) SS.

BEFORE ME, a Notary Public in and for Quezon City, Philippines this Oct. 11, 2005 personally appeared:

**Name**

Yuen Po Seng  
Ronald P. Sugapong  
Daisy L. Parker  
Ma. Rhodora P. Dela Cuesta  
Ariel T. Lopez

**CCT/Passport No.**



**Date/Place of issue**



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

**IN WITNESS WHEREOF**, I have hereunto set my hand and affixed my notarial seal on the date and at the place first above written.

Doc. No. 393;  
Page No. 40;  
Book No. 33;  
Series of 2005.

Sgd.  
ATTY. DELFIN R. AGCAOILI, JR.  
Notary Public  
PTR No. [REDACTED]  
IBP No. [REDACTED]  
Date issued [REDACTED]  
Issued at [REDACTED]  
Valid until [REDACTED]  
TIN No. [REDACTED]



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. AS94008809

**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

**LUCK HOCK VENTURE HOLDINGS, INC.**

(Amending Article IV shortening the term of its existence  
thereby dissolving the corporation thereof)

copy annexed, adopted on October 20, 2017 by majority vote of the Board of Directors and by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate 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/lending company and time shares/club shares/membership certificates issuers or selling agents thereof; nor to operate a fiat money to virtual currency exchange. 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 The SEC Headquarters, 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, 1209, Metro Manila, Philippines, this 24<sup>th</sup> day of April, Twenty Twenty Three.



DANIEL P. GABUYO  
Assistant Director

SO Order 1188 Series of 2018

BA/lea

AMENDED ARTICLES OF INCORPORATION

**LUCK HOCK VENTURE HOLDINGS, INC.**

(SEC Registration No. ASO94-008809)

KNOW ALL MEN BY THESE PRESENT:

That we, all of legal age, and majority of whom are 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 Republic of the Philippines:

AND WE HEREBY CERTIFY THAT:

**FIRST:** That the name of the said corporation shall be

**LUCK HOCK VENTURE HOLDINGS, INC.**

**SECOND:** That the purposes for which the said corporation is formed are:

**PRIMARY PURPOSE**

To acquire by purchase, exchange, assignment, gift or otherwise, and to hold, own and use for investment or otherwise, and to sell, assign, transfer, exchange, lease, let, develop, mortgage, pledge, traffic, deal in and with and otherwise operate, enjoy and dispose of, any and all properties of every kind and description and wherever situated, as and to the extent permitted by law, including but not limited to buildings, tenements, warehouses, factories, edifices and structures and other improvements, and bonds, debentures, promissory notes, shares of capital stock, or other securities or obligations, created, negotiated or issued by any corporation, association, or other entity, foreign or domestic and while the owner, holder or possessor thereof, to exercise all the rights, powers and privileges or ownership or any other interest therein, including the right to receive, collect and dispose of, and all rentals, dividends, interests and income, derived therefrom, and the right to vote on any proprietary or other interest, on any shares of the capital stock, and upon any bonds, debentures, or other securities, having voting power, so owned or held; provided that the Corporation shall not engage in mining; and provided that it shall not engage in the business of an open-end or close-end company as defined in the Investment Company Act (Republic Act No. 2629).

**SECONDARY PURPOSES**

1. To purchase, acquire, own, lease, sell and convey real properties such as 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 evidence of indebtedness in payment for properties acquired by the corporation or for money borrowed in the prosecution of its lawful business.
3. To 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 farmout 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 carrying 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 offices or 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 the things herein set forth as its purposes, within or without the Philippines, and in any and all the foreign countries, and to do everything necessary, desirable or incidental to the accomplishment of the purposes or the exercise of any one or more of the powers herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation.

**THIRD:** The place where the principal office of the Corporation is to be established or located is at 20<sup>th</sup> Floor, LKG Tower, 6801 Ayala Avenue, Makati City. *(As amended during the meetings of the Directors and Stockholders held on 9 September 2014 and 31 October respectively.)*

**FOURTH:** That the term for which said Corporation is to exist is until 31 December 2017. *(as amended on 20 October 2017.)*

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

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
MICKY YONG MEE SWEE	[REDACTED]	[REDACTED]
YUEN PO SENG	[REDACTED]	[REDACTED]
VOLTAIRE H. GONZALES	[REDACTED]	[REDACTED]
MACARIO N. NAVAL, JR.	[REDACTED]	[REDACTED]
MA. CAROLINA I. GUEVARRA	[REDACTED]	[REDACTED]

SIXTH: That the number of directors of said Corporation shall be Five (5); and 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:

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
MICKY YONG MEE SWEE	[REDACTED]	[REDACTED]
YUEN PO SENG	[REDACTED]	[REDACTED]
VOLTAIRE H. GONZALES	[REDACTED]	[REDACTED]
MACARIO N. NAVAL, JR.	[REDACTED]	[REDACTED]
MA. CAROLINA I. GUEVARRA	[REDACTED]	[REDACTED]

SEVENTH: That the authorized capital stock of said corporation is One Hundred Twenty Five Thousand Pesos (P125,000) Philippine Currency, and said capital stock is divided into One Hundred Twenty Five Thousand shares (125,000) with a par value of One Peso (P1.00) each.

EIGHTH: The amount of said capital stock which has been actually subscribed is One Hundred Twenty Five Thousand Pesos (P125,000), and the following persons have subscribed for the number of shares and the amount of capital stock indicated opposite their names:

<u>Name</u>	<u>Citizenship</u>	<u>No. of Shares</u>	<u>Amount Subscribed</u>
LUCK HOCK ENTERPRISE INTERNATIONAL CO. LTD.	[REDACTED]	49,998	P 49,998.00

GUOMAN PHILIPPINES INCORPORATED	██████████	49,998	49,998.00
GUOCO LAND (PHILIPPINES) INC.	██████████	24,999	24,999.00
MICKY YONG MEE SWEE	██████████	1	1.00
YUEN PO SENG	██████████	1	1.00
VOLTAIRE H. GO, NZALES	██████████	1	1.00
MACARIO N. NAVAL, JR.	██████████	1	1.00
MA. CAROLINA I. GUEVARRA	██████████	1	1.00
		<u>125,000</u>	<u>P125,000</u>

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;

<u>Name</u>	<u>Amount Paid-in</u>
LUCK HOCK ENTERPRISE INTERNATIONAL CO. LTD.	P 49,998.00
GUOMAN PHILIPPINE INCORPORATED	49,998.00
GUOCO LAND (PHILIPPINES) INC.	24,999.00
MICKY YONG MEE SWEE	1.00
YUEN PO SENG	1.00
VOLTAIRE H. GONZALES	1.00
MACARIO N. NAVAL, JR.	1.00
MA. CAROLINA I. GUEVARRA	1.00
	<u>P125,000.00</u>

TENTH: That TEO HAK NEE has been elected by the subscribers as Treasurer of the corporation to act as such until his successor is duly elected and shall have qualified in accordance with the by-laws; and that, as such Treasurer, he 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 9<sup>th</sup> day of September 1994 at Makati, Metro Manila, Philippines.

(SGD.) MICKY YONG MEE SWEE

(SGD) YUEN PO SENG

(SGD.) VOLTAIRE H. GONZALEZ

(SGD.) MACARIO N. NAVAL, JR.

(SGD.) MA. CAROLINA I. GUEVARRA

SIGNED IN THE PRESENCE OF:

ILLEGIBLE

ILLEGIBLE

ACKNOWLEDGEMENT

REPUBLIC OF THE PHILIPPINES)  
MAKATI, METRO MANILA ) S.S.

BEFORE ME, a Notary Public in and for Makati, MM, Philippines, this 12<sup>th</sup> day of September 1994 personally appeared,

Name	Res. Cert. No.	Date / Place Issued
MICKY YONG MEE SWEE	[REDACTED]	[REDACTED]
YUEN PO SENG		[REDACTED]
VOLTAIRE H. GONZALEZ		[REDACTED]
MACARIO N. NAVAL, JR. MA. CAROLINA I. GUEVARRA		[REDACTED]

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

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal on the date and at the place first above written.

NOTARY PUBLIC

Doc. No. 181  
Page No. 37  
Book No. 111  
Series of 1993

(SGD)  
ATTY. DAISY L. PARKER  
NOTARY PUBLIC  
UNTIL [REDACTED]  
PTR No. [REDACTED]  
ISSUED ON [REDACTED]  
ISSUED AT [REDACTED]

This is to certify that corrections were made herein prior to notarization.

(SGD)  
ATTY. DAISY L. PARKER  
NOTARY PUBLIC  
UNTIL [REDACTED]  
PTR No. [REDACTED]  
ISSUED ON [REDACTED]  
ISSUED AT [REDACTED]