



**SECURITIES AND EXCHANGE COMMISSION  
SEC FORM 17-C**

**CURRENT REPORT UNDER SECTION 17  
OF THE SECURITIES REGULATIONS CODE (SRC)  
AND SRC RULE 17.2(c) THEREUNDER**

1. November 20, 2023  
Date of Report (Date of earliest event reported)
2. 163671 3. 000-804-342-000  
SEC Identification Number BIR Tax Identification Number
4. AyalaLand Logistics Holdings Corp.  
Exact Name of registrant as specified in its charter
5. Metro Manila, Philippines 6. [REDACTED] (SEC Use Only)  
Province, country or other jurisdiction of Industry Classification Code  
incorporation
7. 3<sup>rd</sup> Floor Glorietta 5, Ayala Center, Makati City 1224  
Address of principal office Postal code
8. (632) 8884-1106  
Registrant's telephone number, including area code
9. N/A  
Former name or former address, if changed since last report
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA
- |   |                      |
|---|----------------------|
| <u>Common Shares</u>                            | <u>6,301,591,987</u> |
| <u>Outstanding Debt</u> (as of 31 October 2023) | <u>P2.46 billion</u> |

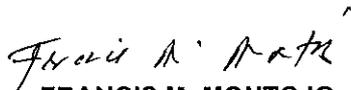
Indicate the item numbers reported :  
herein Please refer to attached letter

**Re: Dissolution of a subsidiary of AyalaLand Logistics Holdings Corp.**

Pursuant to the requirements of the Securities Regulations Code, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AYALALAND LOGISTICS HOLDINGS CORP.  
Registrant

Date: **November 20, 2023**

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

 **LOGISTICS HOLDINGS CORP.**

November 20, 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

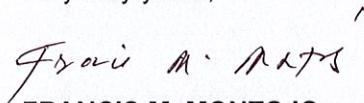
Attention: Ms. Alexandra D. Tom Wong  
Officer-in-Charge, Disclosure Department

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 subsidiary of AyalaLand Logistics Holdings Corp., namely, Orion I Holdings Philippines, Inc. (OIHPI) on June 30, 2023. Attached is a copy of the Amended Articles of Incorporation of OIHPI.

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. AS93001875

**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

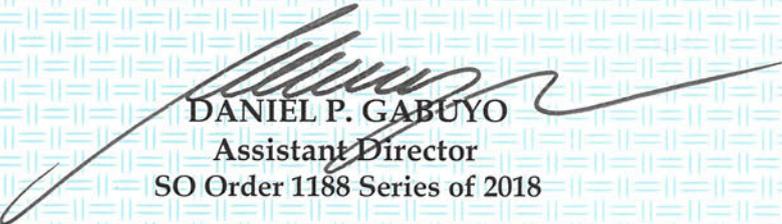
**ORION I HOLDINGS PHILIPPINES, INC.**

(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 30th day of June, Twenty Twenty Three.

  
DANIEL P. GABUYO

Assistant Director

SO Order 1188 Series of 2018

BA/lea

**AMENDED ARTICLES OF INCORPORATION**

**OF**

**ORION I HOLDINGS PHILIPPINES, INC.**

*(formerly Guoco Industries, Inc.)*

(SEC Registration No. AS093-01875)

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

**ORION I HOLDINGS PHILIPPINES, INC.**

*(As amended at the special meetings of the Board of Directors and stockholders held on 9 December 1999)*

**SECOND:** That the purpose 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 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 no engage in the business of an open-end or close-end investment company as defined in the Investment Company Act (Republic Act No. 2629). (As amended at the Special Meeting of the Board of Directors held on 10 September 2014 and the Annual Stockholders' Meeting held on 30 October 2014.)

**SECONDARY PURPOSES**

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 maybe 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 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. 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 corporation 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: That 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 as the Special Meeting of the Board of Directors held in 10 September 2014 and the Annual Stockholders' meeting held on 30 October 2014.)*

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>
DAVID C. GO	[REDACTED]	[REDACTED]
GEORGE L. GO	[REDACTED]	[REDACTED]
VICTOR C. SAY	[REDACTED]	[REDACTED]
ROBERTO V. SAN JOSE	[REDACTED]	[REDACTED]
TERESITA GENNA N. LEANO	[REDACTED]	[REDACTED]

SIXTH: That the number of directors of said corporation shall be five (5) 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:

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
DAVID C. GO	[REDACTED]	[REDACTED]
GEORGE L. GO	[REDACTED]	[REDACTED]
VICTOR C. SAY	[REDACTED]	[REDACTED]
ROBERTO V. SAN JOSE	[REDACTED]	[REDACTED]
TERESITA GENNA N. LEANO	[REDACTED]	[REDACTED]

SEVENTH: That the authorized capital stock of said corporation is FIVE HUNDRED THOUSAND Pesos (P500,000), Philippine Currency, and said capital stock is divided into FIVE HUNDRED THOUSAND shares (500,000) with a par value of ONE Peso (P1.00) each.

EIGHTH: That the amount of said capital stock which has been actually subscribed is FIVE HUNDRED THOUSAND PESOS (P500,000), and the following persons have subscribed for the number of shares and the amount of capital stock indicated opposite their respective names:

<u>Name</u>	<u>Citizenship</u>	<u>No. of Shares</u>	<u>Amount Subscribed</u>
PHILIPPINE ORION PROPERTIES, INC.	[REDACTED]	499,995	P499,995.00
DAVID C.. GO	[REDACTED]	01	1.00
GEORGE L. GO	[REDACTED]	01	1.00
VICTOR C. SAY	[REDACTED]	01	1.00
ROBERTO V. SAN JOSE	[REDACTED]	01	1.00
TERESITA GENNA N. LEANO	[REDACTED]	01	1.00
		<u>500,000</u>	<u>P500,000.00</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>
PHILIPPINE ORION PROPERTIES, INC.	P499,995.00
DAVID C. GO	1.00
GEORGE L. GO	1.00
VICTOR C. SAY	1.00
TERESITA GENNA N. LEANO	1.00
ROBERTO V. SAN JOSE	1.00
	<u>P500,000.00</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 certificates of stock to be issued by the corporation.

ELEVENTH: That Victor C. Say 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 out hands, this 3<sup>rd</sup> day of March 1993 at Makati, Metro Manila, Philippines.

(SGD.)  
DAVID C. GO

(SGD.)  
GEORGE L. GO

(SGD.)  
VICTOR C. SAY

(SGD.)  
ROBERTO V. SAN JOSE

(SGD.)  
TERESITA GENNA N. LEANO

Signed in the presence of:

(SGD.)  
REY RELATO

(SGD.)  
ELVIE CRUZ

ACKNOWLEDGEMENT

Republic of the Philippines)  
Makati, Metro Manila ) S.S.

BEFORE ME, a Notary Public in and for Makati, Philippines, this 5<sup>th</sup> day of March 1993, personally appeared:

Name	Res. Cert. No.	Date & Place Issued
DAVID C. GO	[REDACTED]	[REDACTED]
GEORGE L. GO	[REDACTED]	[REDACTED]
VICTOR C. SAY	[REDACTED]	[REDACTED]
ROBERTO V. SAN JOSE	[REDACTED]	[REDACTED]
TERESITA GENNA N.	[REDACTED]	[REDACTED]
LEANO	[REDACTED]	[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.

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Page No. 101  
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Series of 1993

(SGD)  
RANDOLF P. DACANAY  
Notary Public  
Until Dec. 31, 1993  
PTR No. [REDACTED]  
IBP No. [REDACTED]

CERTIFICATION

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

(SGD)  
RANDOLF P. DACANAY  
Notary Public  
Until Dec. 31, 1993  
PTR No. [REDACTED]  
IBP No. [REDACTED]