

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

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

1. Date of Report (Date of earliest event reported)
Jul 8, 2021
2. SEC Identification Number
184044
3. BIR Tax Identification No.
350-000-775-860
4. Exact name of issuer as specified in its charter
JG SUMMIT HOLDINGS, INC.
5. Province, country or other jurisdiction of incorporation
Metro Manila, Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office
43rd Floor, Robinsons Equitable Tower, ADB Avenue corner Poveda Street, Ortigas Center, Pasig City, Metro Manila
Postal Code
1605
8. Issuer's telephone number, including area code
(632) 8633-7631 to 40
9. Former name or former address, if changed since last report
N/A
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common	7,520,983,658
11. Indicate the item numbers reported herein
9

The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.



JG Summit Holdings, Inc.
JGS

PSE Disclosure Form 4-3 - Amendments to Articles of Incorporation
*References: SRC Rule 17 (SEC Form 17-C) and
Section 4.4 of the Revised Disclosure Rules*

Subject of the Disclosure

Amendments to Articles of Incorporation

Background/Description of the Disclosure

On August 14, 2020, the Board of Directors of of JG Summit Holdings, Inc. ("JGS") approved the amendment to Article Seventh of the Articles of Incorporation of JGS in order to:

- a. Re-classify the preferred non-voting shares into preferred voting shares
- b. Modify the dividend feature of the preferred voting shares

The proposed amendments to the Articles of Incorporation were approved by the stockholders representing 85.77% of the total outstanding capital stock of JGS at the Special Meeting of Stockholders held via video conferencing on October 20, 2020.

Please see attached Amended Articles of Incorporation of JGS which was approved by the Securities and Exchange Commission (SEC) on June 29, 2021 and was received by JGS on July 8, 2021.

Date of Approval by Board of Directors	Aug 14, 2020
Date of Approval by Stockholders	Oct 20, 2020
Other Relevant Regulatory Agency, if applicable	N/A
Date of Approval by Relevant Regulatory Agency, if applicable	N/A
Date of Approval by Securities and Exchange Commission	Jun 29, 2021
Date of Receipt of SEC approval	Jul 8, 2021

Amendment(s)

Article No.	From	To
Seventh	Please see attached.	Please see attached.

Rationale for the amendment(s)

The amendment to Article Seventh of the Articles of Incorporation of JGS is being proposed in order to:

- a. Re-classify the preferred non-voting shares into preferred voting shares
- b. Modify the dividend feature of the preferred voting shares

The proposed amendments will allow for the issuance of preferred voting shares as payment of the stock dividend declared by the Board of Directors of JGS on August 14, 2020 and approved by the shareholders on October 20, 2020, subject to the approval of the Securities and Exchange Commission.

The timetable for the effectivity of the amendment(s)

Expected date of filing the amendments to the Articles of Incorporation with the SEC	Nov 25, 2020
Expected date of SEC approval of the Amended Articles of Incorporation	Jun 29, 2021

Effect(s) of the amendment(s) to the business, operations and/or capital structure of the Issuer, if any

The proposed amendments to the Articles of Incorporation are not expected to have any adverse effect on the business, operations and/or capital structure of JGS.

Other Relevant Information

This PSE Disclosure Form 4-3 is being amended in order to provide the date of receipt by JGS of the approval by the SEC of the Amended Articles of Incorporation. Please refer to the attached Amended Articles of Incorporation as approved by the SEC.

Filed on behalf by:

Name	Maria Celia Fernandez-Estavillo
Designation	Senior Vice President, General Counsel and Corporate Secretary

JG SUMMIT HOLDINGS, INC.
Proposed Amendment to the Articles of Incorporation
Approved by the Board of Directors on August 14, 2020

<p>Amendment to Article Seventh of the Articles of Incorporation in order to:</p> <p>a. Re-classify the preferred non-voting shares into preferred voting shares</p> <p>b. Modify the dividend feature of the preferred voting shares</p>	
<p>Present provisions in the Articles of Incorporation</p>	<p>Proposed amendment to the Articles of Incorporation</p>
<p>SEVENTH: That the authorized capital stock of said corporation is FOURTEEN BILLION EIGHT HUNDRED NINETY MILLION EIGHT HUNDRED THOUSAND PESOS (P14,890,800,000.00) Philippine Currency, divided into TWELVE BILLION EIGHT HUNDRED FIFTY MILLION EIGHT HUNDRED THOUSAND (12,850,800,000) common shares with a par value of ONE PESO (P1.00) per share, with a total par value of Twelve Billion Eight Hundred Fifty Million Eight Hundred Thousand Pesos (P12,850,800,000.00), TWO BILLION (2,000,000,000) preferred shares with a par value of ONE PESO (P1.00) per share, with a total par value of Two Billion Pesos (P2,000,000,000.00) (“Preferred Non-Voting Shares”) and Four Billion (4,000,000,000) preferred shares with a par value of One Centavo (P0.01) per share, with a total par value of Forty Million Pesos (P40,000,000.00) (“Preferred Voting Shares”).</p> <p>No transfer of stock or interest which will 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 stock certificates issued by the Corporation.</p> <p>Provided further, that no shareholder of any class shall be entitled to any pre-emptive right to subscribe for, purchase or receive any part of the shares of the Corporation, whether</p>	<p>SEVENTH: That the authorized capital stock of said corporation is FOURTEEN BILLION EIGHT HUNDRED NINETY MILLION EIGHT HUNDRED THOUSAND PESOS (P14,890,800,000), Philippine Currency, divided into TWELVE BILLION EIGHT HUNDRED FIFTY MILLION EIGHT HUNDRED THOUSAND (12,850,800,000) common shares with a par value of ONE PESO (P1.00) per share, with a total par value of Twelve Billion Eight Hundred Fifty Million Eight Hundred Thousand Pesos (P12,850,800,000.00) <u>and TWO HUNDRED FOUR BILLION (204,000,000,000) preferred voting shares with a par value of One Centavo (P0.01) per preferred voting share, with a total par value of Two Billion Forty Million Pesos (P2,040,000,000.00) (“Preferred Voting Shares”).</u></p> <p>No transfer of stock or interest which will 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 stock certificates issued by the Corporation.</p> <p>Provided further, that no shareholder of any class shall be entitled to any pre-emptive right to subscribe for, purchase or receive any part of the shares of the Corporation, whether issued from its unissued capital or its treasury stock.</p>

issued from its unissued capital or its treasury stock.

The preferences, privileges, and voting powers of the Preferred Non-Voting Shares shall be as follows:

1. The Preferred Non-Voting Shares may be issued by the Board of Directors for such amount (not less than par), in such series, and purpose or purposes as shall be determined by the Board of Directors.
2. The Preferred Non-Voting Shares shall be non-convertible, non-voting, cumulative and non-participating.
3. The Preferred Non-Voting Shares may be redeemable at the option of the Corporation at any time, upon payment of their aggregate par or issue value, plus all accrued and unpaid dividends, on such terms as the Board of Directors may determine at the time of issuance. Preferred Non-Voting Shares so redeemed may be reissued by the Corporation upon such terms and conditions as the Board of Directors may determine.
4. The holders of Preferred Non-Voting Shares will have preference over holders of common stock in the payment of dividends and in the distribution of corporate assets in the event of dissolution, liquidation or winding up of the Corporation, whether voluntary or involuntary. In such an event, the holders of Preferred Non-Voting Shares shall be paid in full or ratably, insofar as the assets of the Corporation will permit, the par or issue value of each Preferred Non-Voting Shares held by them, as the Board of Directors may determine upon their issuance, plus unpaid cumulated dividends up to the current period, before any assets of the Corporation shall be paid or distributed to the holders of the common shares.

The preferences, privileges, and voting powers of the Preferred Voting Shares shall be as follows:

1. The Preferred Voting Shares shall be entitled to vote on all matters involving the affairs of the Corporation requiring the approval of stockholders. Each Preferred Voting Share shall have the same voting rights as a common share.
2. The Preferred Voting Shares shall be non-redeemable.
3. **The Preferred Voting Shares shall be entitled to: (a) cash and property dividends equivalent to 1/100 of cash and property dividends declared for common shares; and (b) stock dividends equivalent to the same rate declared for common shares.**
4. In the event of liquidation, dissolution, receivership or winding up of affairs of the Corporation, holders of Preferred Voting Shares shall be entitled to be paid in full at par, or ratably, in so far as the assets of the Corporation will permit, for each Preferred Voting Share held before any distribution is made to holders of common shares.
5. The Board of Directors shall be authorized to fix, implement, amend and provide such other terms and conditions of the Preferred Voting Shares as it shall deem fit.

5. The holders of Preferred Non-Voting Shares shall be entitled to the payment of current as well as any accrued or unpaid dividends on the Preferred Non-Voting Shares before any dividends can be paid to the holders of common shares.
6. The holders of Preferred Non-Voting Shares shall not be entitled to any other or further dividends beyond that specifically payable on the Preferred Non-Voting Shares.
7. The holders of Preferred Non-Voting Shares shall not be entitled to vote (except in those cases specifically provided by law) or be voted for.
8. The holders of Preferred Non-Voting Shares shall have no pre-emptive rights, options or any other similar rights to subscribe or receive or purchase any or all issues or other disposition of common or other preferred shares of the Corporation.
9. The Preferred Non-Voting Shares shall be entitled to receive dividends at a rate or rates to be determined by the Board of Directors upon their issuance.
10. The Board of Directors shall be authorized to fix, implement, amend and provide such other terms and conditions of the Preferred Non-Voting Shares as it shall deem fit.

The preferences, privileges, and voting powers of the Preferred Voting Shares shall be as follows:

1. The Preferred Voting Shares shall be entitled to vote on all matters involving the affairs of the Corporation requiring the approval of stockholders. Each Preferred Voting Share shall have the same voting rights as a common share.
2. The Preferred Voting Shares shall be non-redeemable.
3. The Preferred Voting Shares shall be entitled to dividends at the rate of 1/100 of common shares, such dividends

<p>shall be payable out of the surplus profits of the Corporation so long as such Preferred Voting Shares are outstanding.</p> <p>4. In the event of liquidation, dissolution, receivership or winding up of affairs of the Corporation, holders of Preferred Voting Shares shall be entitled to be paid in full at par, or ratably, in so far as the assets of the Corporation will permit, for each Preferred Voting Share held before any distribution is made to holders of common shares.</p> <p>5. The Board of Directors shall be authorized to fix, implement, amend and provide such other terms and conditions of the Preferred Voting Shares as it shall deem fit.</p>	
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REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

Ground Floor, Secretariat Building, PICC
City Of Pasay, Metro Manila

COMPANY REG. NO. 184044

**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

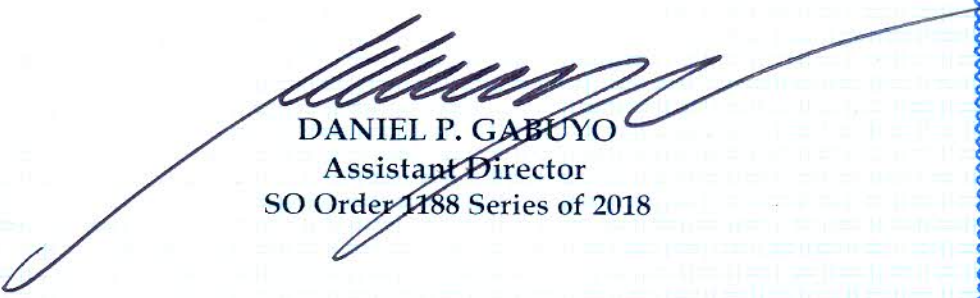
JG SUMMIT HOLDINGS, INC.

(Amending Article VII Reclassification of Shares thereof)

copy annexed, adopted on August 14, 2020 by majority vote of the Board of Directors and on October 20, 2020 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 Pasay City, Metro Manila, Philippines, this 29th day of June, Twenty Twenty One.


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

BA/qba

CERTIFICATION

I, **MARIA CELIA H. FERNANDEZ-ESTAVILLO**, of legal age, Filipino with business address at the 40th Floor, Robinsons Equitable Tower, ADB Avenue cor. Poveda Street, Ortigas Center, Pasig City, Metro Manila, being the duly elected Corporate Secretary of JG SUMMIT HOLDINGS, INC. (hereinafter referred to as the "Corporation"), a corporation organized and existing under Philippine law with principal office and place of business at the 43rd Floor, Robinsons Equitable Tower, ADB Avenue cor. Poveda Street, Ortigas Center, Pasig City, Metro Manila, hereby certify that:

1. On August 14, 2020, at least a majority of the Board of Directors approved the amendment of the Articles of Incorporation in order to reclassify the unissued preferred non-voting shares of the Corporation to preferred voting shares and to modify the dividend features of the preferred voting share such that preferred voting shares shall be entitled to: (a) cash and property dividends equivalent to 1/100 of cash and property dividends declared for common shares; and (b) stock dividends equivalent to the same rate declared for common shares (the "Amendment").
2. On October 20, 2020, at a special meeting called for such purpose, stockholders representing 85.77% of the total outstanding capital stock of the Corporation likewise approved the Amendment.
3. With the Amendment, the TWO BILLION (2,000,000,000) non-voting preferred shares of the Corporation with a par value of ONE PESO (Php 1.00) per non-voting preferred share will be reclassified to TWO HUNDRED BILLION (200,000,000) voting preferred shares with a par value of ONE CENTAVO (Php .01) per voting preferred share.
4. As of October 30, 2020, the breakdown of the capital stock of the Corporation was as follows:

Authorized Capital Stock	Number of Shares	Par Value	Amount
Common	12,850,800,800	1.00	12,850,800,800.00
Preferred Non-Voting	2,000,000,000	1.00	2,000,000,000.00
Preferred Voting	4,000,000,000	0.01	40,000,000.00

A list of the Top (20) shareholders of the Corporation holding common and preferred shares and their shareholdings as of October 20, 2020 is hereto attached as Annex "A"

5. After reclassification of the preferred non-voting shares to preferred voting shares, the breakdown of the capital stock of the Corporation will be as follows:

Authorized Capital Stock	Number of Shares	Par Value	Amount
Common	12,850,800,800	1.00	12,850,800,800.00
Preferred Voting	2,040,000,000	0.01	2,040,000,000

6. This certificate is being executed to attest to the truth of the foregoing and for the purpose of securing the approval of the amendment of the Article of Incorporation of JG Summit Holdings, Inc. with the Securities and Exchange Commission.

Chy

MARIA CELIA H. FERNANDEZ-ESTAVILLO
Corporate Secretary

09 JUN 2021

SUBSCRIBED AND SWORN to before me this _____ at Pasig City, Philippines,
affiant exhibiting to me her SSS ID

Doc No. 173;
Page No. 36;
Book No. 3;
Series of 2021.

Chy
ANDRE RIA B. BUZEN-CICERO
Notary Public for Pasig, San Juan, and Pateros
Notarial Commission No. 248 extended
until June 30, 2021 pursuant to Bar Matter No. 3795
40th Floor Robinsons Equitable Tower, ADB Ave.
cor. Poveda Road, Ortigas Center, Pasig City 1605
Roll of Attorneys No. 55199
PTR No. 8540878/01-11-2021/Makati City
IBP Receipt No. 144096/01-05-2021/Rizal Chapter

ANNEX "A"

JG SUMMIT HOLDINGS, INC.

**LIST OF TOP 20 STOCKHOLDERS
COMMON AND PREFERRED SHARES**

BEFORE AND AFTER RECLASSIFICATION

COMMON SHARES

Name	Nationality	No. of Shares Subscribed	% to Outstanding
1. GOKONGWEI BROTHERS FOUNDATION INC.		1,997,076,451	27.88
2. PCD NOMINEE CORPORATION - (FILIPINO)		1,725,264,923	24.09
3. RSB-TIG NO. 030-46-000001-9		1,033,319,225	14.43
4. PCD NOMINEE CORPORATION- (NON-FILIPINO)		875,140,103	12.22
5. LANCE YU GOKONGWEI		306,324,720	4.28
6. EGO INVESTMENTS HOLDINGS LIMITED		267,568,000	3.74
7. JAMES L. GO		148,679,656	2.08
8. ROBINA YU GOKONGWEI		105,314,722	1.47
9. GOSOTTO & CO., INC.		100,644,494	1.41
10. LISA YU GOKONGWEI		82,930,000	1.16
11. ROBINA GOKONGWEI PE		74,145,277	1.04
12. FAITH YU GOKONGWEI		60,920,000	0.85
12. MARCIA YU GOKONGWEI		60,920,000	0.85
13. LISA GOKONGWEI CHENG		54,200,000	0.76
14. MARCIA YU GOKONGWEI		36,100,000	0.50
14. FAITH GOKONGWEI LIM		36,100,000	0.50
14. HOPE GOKONGWEI TANG		36,100,000	0.50
15. NICRIS DEVELOPMENT CORPORATION		34,073,252	0.48
16. MICHAEL SEETEBENG		13,400,327	0.19
17. JOHN GOKONGWEI JR.		11,183,531	0.16
18. QUALITY INVESTMENTS & SECURITIES CORP.		8,794,498	0.12
19. RICHARD YAP		8,570,362	0.12
20. OLYMPIA T. GOTAO		8,567,730	0.12
	Other Shareholders in Aggregate	77,504,386	1.08
	Total Subscribed and Paid Up	7,162,841,657	100.00
	Total Outstanding	7,162,841,657	

PREFERRED VOTING SHARES

Name	Nationality	No. of Shares Subscribed	% to Outstanding
GOKONGWEI BROTHERS FOUNDATION, INC.		4,000,000,000	100.00
Total Shares		4,000,000,000	100.00

AMENDED ARTICLES OF INCORPORATION
OF
JG SUMMIT HOLDINGS, 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 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:

JG SUMMIT HOLDINGS, INC.

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

PRIMARY

To invest in, purchase, or otherwise acquire and own, hold, use, sell, assign, transfer, mortgage, pledge, exchange, or otherwise dispose of real and personal property of every kind and description, including shares of stock, bonds, debentures, notes, evidence of indebtedness, and other securities or obligations of any corporation or corporations, association or associations, domestic or foreign, for whatever lawful purpose or purposes the same may have been organized and to pay therefor in money or by exchanging therefor stocks, bonds, or other evidences of indebtedness or securities of this or any other corporation, and while the owner or holder of any such real or personal property, stocks, bonds, debentures, contracts, or obligations, to receive, collect, and dispose of the interest, dividends, and income arising from such property; and to possess and exercise in respect thereof all the rights, powers, and privileges of ownership, including all voting powers of any stock so owned.

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 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. 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 carry on and manage the general business of any company;

5. 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;

6. To enter into 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;

7. 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;

8. 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;

9. To distribute the surplus profits of the corporation to the stockholders thereof in kind, namely, properties of the corporation, particularly any shares of stock, debentures or securities of other companies belonging to this corporation; and

10. 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 herein 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 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 established or located shall be at the 43rd Floor, Robinsons Equitable Tower, ADB Avenue corner Poveda Street, Ortigas Center, Pasig City, Metro Manila. (As amended on June 26, 2014 by stockholders representing at least two-thirds of the outstanding capital stock and on May 8, 2014 by the unanimous vote of the Board of Directors)

FOURTH: That the term for which said 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 said corporation are as follows:

Name	Citizenship	Address
John Gokongwei, Jr.		
Henry L. Go		
Johnson Robert L. Go		
James L. Go		
Lance Y. Gokongwei		

SIXTH: That the number of directors of said corporation shall be (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	Citizenship	Address
John Gokongwei, Jr.		
Henry L. Go		
Johnson Robert L. Go		
James L. Go		
Lance Y. Gokongwei		
Ignacio Gotao		
Wilfrido C. Tecson		
Catalino Ngochua		

SEVENTH: That the authorized capital stock of said corporation is FOURTEEN BILLION EIGHT HUNDRED NINETY MILLION EIGHT HUNDRED THOUSAND PESOS (P14,890,800,000), Philippine Currency, divided into TWELVE BILLION EIGHT HUNDRED FIFTY MILLION EIGHT HUNDRED THOUSAND (12,850,800,000) common shares with a par value of ONE PESO (P1.00) per share, with a total par value of Twelve Billion Eight Hundred Fifty Million Eight Hundred Thousand Pesos (P12,850,800,000.00) **and TWO HUNDRED FOUR BILLION (204,000,000,000) preferred voting shares with a par value of One Centavo (P0.01) per preferred voting share, with a total par value of Two Billion Forty Million Pesos (P2,040,000,000.00) ("Preferred Voting Shares").** (As amended on October 20, 2020 by stockholders representing at least two-thirds of the

outstanding capital stock of the Corporation and on August 14, 2020 by majority vote of the Board of Directors).

No transfer of stock or interest which will 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 stock certificates issued by the Corporation.

Provided further, that no shareholder of any class shall be entitled to any pre-emptive right to subscribe for, purchase or receive any part of the shares of the Corporation, whether issued from its unissued capital or its treasury stock.

The preferences, privileges, and voting powers of the Preferred Voting Shares shall be as follows:

1. The Preferred Voting Shares shall be entitled to vote on all matters involving the affairs of the Corporation requiring the approval of stockholders. Each Preferred Voting Share shall have the same voting rights as a common share.
2. The Preferred Voting Shares shall be non-redeemable.
3. **The Preferred Voting Shares shall be entitled to: (a) cash and property dividends equivalent to 1/100 of cash and property dividends declared for common shares; and (b) stock dividends equivalent to the same rate declared for common shares. (As amended on October 20, 2020 by stockholders representing at least two-thirds of the outstanding capital stock of the Corporation and on August 14, 2020 by majority vote of the Board of Directors)**
4. In the event of liquidation, dissolution, receivership or winding up of affairs of the Corporation, holders of Preferred Voting Shares shall be entitled to be paid in full at par, or ratably, in so far as the assets of the Corporation will permit, for each Preferred Voting Share held before any distribution is made to holders of common shares.
5. The Board of Directors shall be authorized to fix, implement, amend and provide such other terms and conditions of the Preferred Voting Shares as it shall deem fit. (As amended on December 9, 2010 by the Board of Directors and on January 27, 2011 by the stockholders representing at least 2/3 of the outstanding capital stock)

EIGHT: The amount of said capital stock which has been actually subscribed is THREE BILLION SEVEN HUNDRED TWELVE MILLION SEVEN HUNDRED THOUSAND PESOS (3,712,700,000), and the following persons, who are all Filipinos, have subscribed for the number of shares and the amount of capital stock indicated opposite their respective names:

	NAME	CLASS A	CLASS B	NO. OF SHARES	AMOUNT SUBSCRIBED
1	John Gokongwei, Jr.	1,603,736,128	534,578,709	2,138,314,837	2,138,314,837
2	Henry L. Go	448,160,577	149,386,858	597,547,435	597,547,435
3	Johnson Robert Go	141,281,825	47,093,942	188,375,767	188,375,767
4	James L. Go	117,223,727	39,074,576	156,298,303	156,298,303
5	Lance Gokongwei	986	329	1,315	1,315
	Total Incorporators-subscribers	2,310,403,243	770,134,414	3,080,537,657	3,080,537,657
6	Gosotto & Co., Inc.	93,848,519	31,282,840	125,131,359	125,131,359
7	Ignacio Gotao	53,865,559	17,955,186	71,820,745	71,820,745
8	Inocencio Gotao	37,470,922	12,490,307	49,961,229	49,961,229
9	Lily Ngo Chua	35,291,944	11,763,981	47,055,925	47,055,925
10	Emma G. See	30,683,750	10,227,916	40,911,666	40,911,666
11	Nicris Development Corp.	29,709,036	9,903,012	39,612,048	39,612,048
12	Catalino Ngochua	29,552,609	9,850,869	39,403,478	39,403,478
13	Edward L. Go	23,444,544	7,814,848	31,259,392	31,259,392
14	Pacred Service & Investment Corp.	17,030,206	5,676,735	22,706,941	22,706,941
15	Manuel Ahyong	15,201,057	5,067,019	20,268,076	20,268,076
16	Michael G. Seetekbeng	10,091,207	3,363,735	13,454,942	13,454,942
17	Pacifico Yap	8,093,144	2,697,714	10,790,858	10,790,858
18	Esperanza G. Yu	7,864,418	2,621,472	10,485,890	10,485,890
19	Estrella G. Co	7,864,418	2,621,472	10,485,890	10,485,890
20	Alexander Yap	5,781,239	1,927,080	7,708,319	7,708,319
21	Dorothy Yap	5,781,239	1,927,080	7,708,319	7,708,319
22	Richard Yap	5,781,239	1,927,080	7,708,319	7,708,319
23	Evelyn Yap	5,781,239	1,927,080	7,708,319	7,708,319
24	Elena G. Yu	5,438,479	1,812,827	7,251,306	7,251,306
25	Antonio G. TanGiok Kun	2,989,865	996,622	3,986,487	3,986,487
26	Eufrocina G. Tan	2,934,985	978,328	3,913,313	3,913,313
27	Rosita G. Yu	2,855,785	951,928	3,807,713	3,807,713
28	Carmen S. Go	2,624,759	874,919	3,499,678	3,499,678
29	Fely G. Morgia	2,624,759	874,919	3,499,678	3,499,678
30	Amparo G. Ong-oh	2,624,759	874,919	3,499,678	3,499,678
31	Conchita S. Go	2,624,759	874,919	3,499,678	3,499,678
32	Mary Ahyong	2,304,674	768,225	3,072,899	3,072,899
33	Dee K. Chiong	2,301,059	767,020	3,068,079	3,068,079
34	Manuel Luis Zialcita	1,791,356	597,119	2,388,475	2,388,475
35	Benigno Zialcita III	1,791,356	597,119	2,388,475	2,388,475
36	Benigno Zialcita Jr.	1,723,001	574,334	2,297,335	2,297,335
37	Felix G. Tan	1,643,144	547,715	2,190,859	2,190,859
38	David G. Tan	1,643,144	547,715	2,190,859	2,190,859
39	Benjamin G. Tan	1,643,144	547,715	2,190,859	2,190,859
40	Fely S. Go	1,524,838	508,279	2,033,117	2,033,117
41	Joseph Henry Ng	1,524,509	508,170	2,032,679	2,032,679
42	Anthony Yu	1,295,455	431,818	1,727,273	1,727,273
43	Wilfrido C. Tecson	1,204,425	401,475	1,605,900	1,605,900

44 See Tek Beng	790,352	263,451	1,053,803	1,053,803
NAME	CLASS A	CLASS B	NO. OF SHARES	AMOUNT SUBSCRIBED
45 Lynette Gotao	689,134	229,712	918,846	918,846
46 Juanita Marquez Lim	681,593	227,198	908,791	908,791
47 Paul Gotao See	657,258	219,086	876,344	876,344
48 Simon S. Go	568,856	189,619	758,475	758,475
49 Danilo Zialcita	558,669	186,223	744,892	744,892
50 Emiliana G. Tan	466,653	155,551	622,204	622,204
51 Maxwell Ah Yong	275,062	91,688	366,750	366,750
52 Manuel Ah Yong Jr.	275,062	91,688	366,750	366,750
53 Marivic Ah Yong	274,734	91,578	366,312	366,312
54 Marissa Ah Yong	274,734	91,578	366,312	366,312
55 Maritess Ah Yong	274,405	91,469	365,874	365,874
56 Mary Elizabeth Zialcita	90,701	30,234	120,935	120,935
Total other subscribers	474,121,757	158,040,586	632,162,343	632,162,343
TOTAL SUBSCRIBED	2,784,525,000	928,175,000	3,712,700,000	3,712,700,000

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	CLASS A	CLASS B	AMOUNT PAID
1 John Gokongwei, Jr.	1,603,736,128	534,578,709	2,138,314,837
2 Henry L. Go	448,160,577	149,386,858	597,547,435
3 Johnson Robert Go	141,281,825	47,093,942	188,375,767
4 James L. Go	117,223,727	39,074,576	156,298,303
5 Lance Gokongwei	986	329	1,315
Total Incorporators-subscribers	2,310,403,243	770,134,414	3,080,537,657
6 Gosotto & Co., Inc.	93,848,519	31,282,840	125,131,359
7 Ignacio Gotao	53,865,559	17,955,186	71,820,745
8 Inocencio Gotao	37,470,922	12,490,307	49,961,229
9 Lily Ngo Chua	35,291,944	11,763,981	47,055,925
10 Emma G. See	30,683,750	10,227,916	40,911,666
11 Nicris Development Corp.	29,709,036	9,903,012	39,612,048
12 Catalino Ngochua	29,552,609	9,850,869	39,403,478
13 Edward L. Go	23,444,544	7,814,848	31,259,392
14 Pacred Service & Investment Corp.	17,030,206	5,676,735	22,706,941
15 Manuel Ah Yong	15,201,057	5,067,019	20,268,076
16 Michael G. Seetebeng	10,091,207	3,363,735	13,454,942

17	Pacifico Yap	8,093,144	2,697,714	10,790,858
	NAME	CLASS A	CLASS B	AMOUNT PAID
18	Esperanza G. Yu	7,864,418	2,621,472	10,485,890
19	Estrella G. Co	7,864,418	2,621,472	10,485,890
20	Alexander Yap	5,781,239	1,927,080	7,708,319
21	Dorothy Yap	5,781,239	1,927,080	7,708,319
22	Richard Yap	5,781,239	1,927,080	7,708,319
23	Evelyn Yap	5,781,239	1,927,080	7,708,319
24	Elena G. Yu	5,438,479	1,812,827	7,251,306
25	Antonio G. TanGiok Kun	2,989,865	996,622	3,986,487
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27	Rosita G. Yu	2,855,785	951,928	3,807,713
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29	Fely G. Morgia	2,624,759	874,919	3,499,678
30	Amparo G. Ong-oh	2,624,759	874,919	3,499,678
31	Conchita S. Go	2,624,759	874,919	3,499,678
32	Mary Ahyong	2,304,674	768,225	3,072,899
33	Dee K. Chiong	2,301,059	767,020	3,068,079
34	Manuel Luis Zialcita	1,791,356	597,119	2,388,475
35	Benigno Zialcita III	1,791,356	597,119	2,388,475
36	Benigno Zialcita Jr.	1,723,001	574,334	2,297,335
37	Felix G. Tan	1,643,144	547,715	2,190,859
38	David G. Tan	1,643,144	547,715	2,190,859
39	Benjamin G. Tan	1,643,144	547,715	2,190,859
40	Fely S. Go	1,524,838	508,279	2,033,117
41	Joseph Henry Ng	1,524,509	508,170	2,032,679
42	Anthony Yu	1,295,455	431,818	1,727,273
43	Wilfrido C. Tecson	1,204,425	401,475	1,605,900
44	See Tek Beng	790,352	263,451	1,053,803
45	Lynette Gotao	689,134	229,712	918,846
46	Juanita Marquez Lim	681,593	227,198	908,791
47	Paul Gotao See	657,258	219,086	876,344
48	Simon S. Go	568,856	189,619	758,475
49	Danilo Zialcita	558,669	186,223	744,892
50	Emiliana G. Tan	466,653	155,551	622,204
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52	Manuel Ahyong Jr.	275,062	91,688	366,750
53	Marivic Ahyong	274,734	91,578	366,312
54	Marissa Ahyong	274,734	91,578	366,312
55	Maritess Ahyong	274,405	91,469	365,874
56	Mary Elizabeth Zialcita	90,701	30,234	120,935
	Total other subscribers	474,121,757	158,040,586	632,162,343
	TOTAL PAID	2,784,525,000	928,175,000	3,712,700,000

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 EUGENIE ML. VILLENA has been elected by the subscribers as Treasurer of the corporation to act as such until her successor is duly elected and shall have qualified in accordance with the by-laws; and that, as such Treasurer, 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 7th day of June, 1990 at Manila Philippines.

(Sgd.) JOHN GOKONGWEI, JR.

(Sgd.) JAMES L. GO

(Sgd.) HENRY L. GO

(Sgd.) LANCE Y. GOKONGWEI

(Sgd.) JOHNSON ROBERT L. GO

Signed in the presence of:

(Sgd.) E.C. ROJAS, JR.

(Sgd.) Illegible

ACKNOWLEDGEMENT

Republic of the Philippines) S. S.
City of Manila

BEFORE ME, a Notary Public in and for Manila, Philippines, this 7th day of June, 1990, personally appeared:

Name	Res. Cert. No.	Date & Place Issued
JOHN GOKONGWEI, JR.	8254718 K	04.06.90 / Pasig
HENRY L. GO	8254715 K	04.06.90 / Pasig
JOHNSON ROBERT L. GO	8254716 K	04.06.90 / Pasig
JAMES L. GO	8254714 K	04.06.90 / Pasig
LANCE Y. GOKONGWEI	8246923 K	03.26.90 / Pasig

all known to me and to me known to be 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 TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal on the date and at the place first above-written.

Doc. No. 60:
Page No. 17:
Book No. 6 :
Series of 1990.

(Sgd.) ATTY. VICTOR DECIEMBRE
NOTARY PUBLIC
Until December 31, 1991
PTR No. 750168 - Manila
July 4, 1990

JG SUMMIT HOLDINGS, INC.
DIRECTORS' CERTIFICATE



We, the undersigned, being the Chairman of the Board, the Corporate Secretary, and the members of the Board of Directors of **JG SUMMIT HOLDINGS, INC.** (the "Corporation"), hereby certify that:

- (1) The Amended Articles of Incorporation of the Corporation was further amended by the majority vote of the Board of Directors on August 14, 2020 and approved by shareholders representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation on the special meeting of the stockholders held on October 20, 2020, whereby the following resolutions were approved:

"RESOLVED, that Article Seventh of the Amended Articles of Incorporation of JG SUMMIT HOLDINGS, INC. (the "Corporation") is hereby amended in order to re-classify the preferred non-voting shares into preferred voting shares and modify the dividend features of the preferred voting shares, as follows:

SEVENTH: That the authorized capital stock of said corporation is FOURTEEN BILLION EIGHT HUNDRED NINETY MILLION EIGHT HUNDRED THOUSAND PESOS (P14,890,800,000), Philippine Currency, divided into TWELVE BILLION EIGHT HUNDRED FIFTY MILLION EIGHT HUNDRED THOUSAND (12,850,800,000) common shares with a par value of ONE PESO (P1.00) per share, with a total par value of Twelve Billion Eight Hundred Fifty Million Eight Hundred Thousand Pesos (P12,850,800,000.00) **and TWO HUNDRED FOUR BILLION (204,000,000,000) preferred voting shares with a par value of One Centavo (P0.01) per preferred voting share, with a total par value of Two Billion Forty Million Pesos (P2,040,000,000.00) ("Preferred Voting Shares")**.

No transfer of stock or interest which will 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 stock certificates issued by the Corporation.

Provided further, that no shareholder of any class shall be entitled to any pre-emptive right to subscribe for, purchase or receive any part of the shares of the Corporation, whether issued from its unissued capital or its treasury stock.

The preferences, privileges, and voting powers of the Preferred Voting Shares shall be as follows:

1. The Preferred Voting Shares shall be entitled to vote on all matters involving the affairs of the Corporation requiring the approval of stockholders. Each Preferred Voting Share shall have the same voting rights as a common share.
2. The Preferred Voting Shares shall be non-redeemable.
3. **The Preferred Voting Shares shall be entitled to: (a) cash and property dividends equivalent to 1/100 of cash and property dividends declared for common shares; and (b) stock dividends equivalent to the same rate declared for common shares.**
4. In the event of liquidation, dissolution, receivership or winding up of affairs of the Corporation, holders of Preferred Voting Shares shall be entitled to be paid in full at par, or ratably, in so far as the assets of the Corporation will permit, for each Preferred Voting Share held before any distribution is made to holders of common shares.


The Board of Directors shall be authorized to fix, implement, amend and provide such other terms and conditions of the Preferred Voting Shares as it shall deem fit.

RESOLVED, FURTHER, that each of Mr. James L. Go, Chairman, and/or Mr. Lance Y. Gokongwei, President and Chief Executive Officer of the Corporation, are hereby authorized to do any and all acts necessary and proper to give the foregoing resolutions full force and effect;

RESOLVED, FINALLY, that the Corporate Secretary is hereby authorized to do the necessary filing of the Amended Articles of Incorporation of the Corporation with, and for the approval of, the Securities and Exchange Commission.”

- (2) Attached are the full, complete, true, and correct copies of the Amended Articles of Incorporation and Amended By-Laws of the Corporation, as further amended.

IN WITNESS WHEREOF, we have signed this Certificate this 25 NOV 2020 at PASIG CITY, Philippines.



JAMES L. GO
Chairman/Director
TIN:



LANCE Y. GOKONGWEI
Director
TIN:

LILY G. NGOCHUA
Director
TIN: 112-272-273



PATRICK HENRY C. GO
Director
TIN:



JOHNSON ROBERT G. GO, JR.
Director
TIN:




ROBINA GOKONGWEI-PE
Director
TIN:

CIRILO P. NOEL
Director
TIN:

JOSE T. PARDO
Independent Director
TIN:

RENATO T. DE GUZMAN
Independent Director
TIN:



ANTONIO L. GO
Independent Director
TIN:



MARIA CELIA H. FERNANDEZ-ESTAVILLO
Corporate Secretary
TIN:


SUBSCRIBED AND SWORN TO before me this 5 NOV 2020 at PASIG CITY,
affiants exhibiting to me their following identification cards:

<u>Name</u>	<u>Government-issued ID</u>
James L. Go	
Lance Y. Gokongwei	
Patrick Henry C. Go	
Robina Y. Gokongwei-Pe	
Johnson Robert G. Go, Jr.	
Antonio L. Go	
Maria Celia H. Fernandez-Estavillo	

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

WITNESS my hand and seal at the place and date first above written.

Doc. No. 214 ;
Page No. 44 ;
Book No. 2 ;
Series of 2020.


ATTY. EUNICE ANNE C. IGNACIO
Notary Public for Pasig, San Juan, and Pateros
Appointment No. 51; Until December 31, 2021
40F Robinsons Equitable Tower
ADB Ave., Ortigas Center, Pasig City
Roll of Attorneys No. 70210; June 2, 2017
PTR No. 6441565; January 14, 2020; Pasig City
IBP No. 113911; January 15, 2020; Makati Chapter
MCLE Compliance No. VI-0007698; April 14, 2022

CERTIFICATE

I, MARIA CELIA H. FERNANDEZ-ESTAVILLO, of legal age, Filipino, with office address at the 40th floor, Robinsons Equitable Tower, ADB Avenue corner Poveda Street, Ortigas Center, Pasig City, Metro Manila, after having been duly sworn in accordance with law, hereby certify that:

1. I am the duly elected and qualified Corporate Secretary of JG Summit Holdings, Inc. (the "Corporation") with office address at 43rd Floor, Robinsons Equitable Tower, ADB Avenue corner Poveda Road, Ortigas Center, Pasig City, Metro Manila.
2. To the best of my knowledge, 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, individual directors, and/or major corporate officers of the Corporation as its duly elected and/or appointed directors or officers or vice-versa.


MACEL CELIA H. FERNANDEZ-ESTAVILLO
Corporate Secretary

SUBSCRIBED AND SWORN to before me this 29 OCT 2020 in PASIG CITY, Philippines, affiant exhibiting to me her SSS I.D. with number . She is personally known to me to be the same person who executed the foregoing Certificate and acknowledged to me that the same is her free act and deed.

Doc. No. 51 ;
Page No. 32 ;
Book No. 2 ;
Series of 2020.

ATTY. EUNICE ANNE C. IGNACIO
Notary Public for Pasig, San Juan, and Pateros
Appointment No. 51; Until December 31, 2021
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