



Republic of the Philippines
SECURITIES AND EXCHANGE COMMISSION
 EDSA, Mandaluyong, Metro Manila

**CERTIFICATE OF FILING OF
 CERTIFICATE OF INCREASE OF CAPITAL STOCK**

S.E.C. Reg. No. 62596

TO ALL TO WHOM THESE PRESENTS MAY COME, GREETINGS:

THIS IS TO CERTIFY that the certificate of increase of capital stock of the

KEPPEL PHILIPPINES HOLDINGS, INC.

copy annexed, from ₱ 480,000,000.00, divided into ~~333,000,000 Class B~~ ^{147,000,000 Class A}
 as shares of the par value of ₱ 1.00 each to ₱ 665,000,000.00
 divided into ~~203,000,000 Class A~~ ^{203,000,000 Class A} shares of the par value of ₱ 1.00
~~462,000,000 Class B~~ ^{462,000,000 Class B}
 each, approved by a vote of the shareholders owning or representing at least two-thirds of the outstanding capital stock at a meeting held on ~~June 14~~ ^{June 14},
 19. ~~97~~ ⁹⁷, certified to by the Chairman and the Secretary of the Stockholders' meeting,
 and a majority of the Board of Directors of the corporation, was approved by this Office
 on the ~~1st~~ ^{1st} day of ~~December~~ ^{December}, 19. ~~97~~ ⁹⁷ in accordance with
 the provision of Section 38 of the Corporation Code of the Philippines, Batas
 Pambansa Blg. 68, approved on May 1, 1980, and attached to the other papers pertain-
 ing to said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of
 this Commission to be affixed at Mandaluyong, Metro-Manila, Philippines this ~~1st~~ ^{1st} day
 of ~~December~~ ^{December}, in the year of Our Lord nineteen hundred and ~~ninety-seven~~ ^{ninety-seven}



Sonia M. Ballo
 SONIA M. BALLO
 Director
 Corporate and Legal Department

SEC Number : 62596

File Number : _____

KEPPEL PHILIPPINES HOLDINGS, INC.

(Company's Full Name)

**Unit 3-B, Country Space I Bldg., Sen Gil J.
Puyat Avenue, Makati City**

(Company's Address)

818 1816

(Telephone Number)

December 31

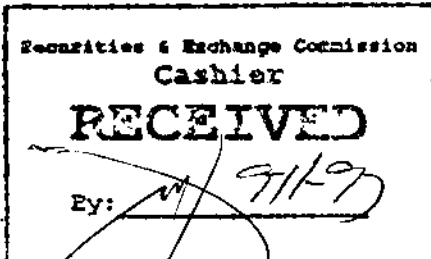
(Fiscal Year Ending)
(month & day)

AMENDED ARTICLES OF INCORPORATION

(14 June 1997)

Form Type

Amendment Designation (if applicable)



Period Ended Date

Form Type

(Secondary License Type and File Number)

911-594

CERTIFICATE OF INCREASE
OF AUTHORIZED CAPITAL STOCK
AND AMENDMENT OF THE ARTICLES OF
INCORPORATION AND BY-LAWS OF
KEPPEL PHILIPPINES HOLDINGS, INC.
(Formerly Keppel Philippines Shipyard, Inc.)

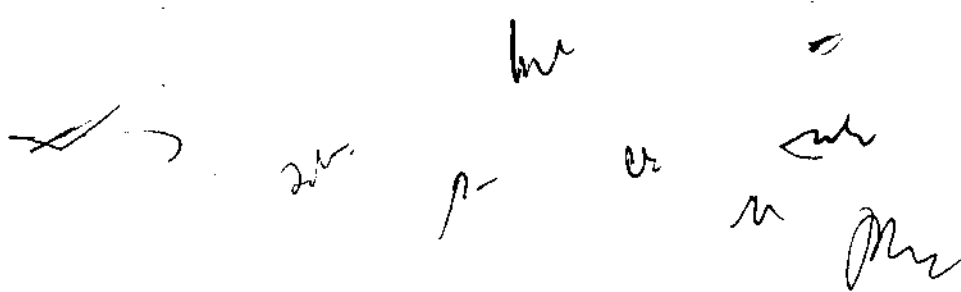
We, at least a majority of the members of the Board of Directors of Keppel Philippines Holdings, Inc. with the Chairman and the Corporate Secretary countersigning, do hereby certify to wit:

1. That the regular meeting of the Board of Directors of said Corporation was held at the KPH Boardroom, Unit 3D, Country Space I Building, Senator Gil J. Puyat Avenue, Makati City on 14 June 1997 for the purpose of considering among other things, an increase in the authorized capital stock and amendment of Article Seventh of Articles of Incorporation and certain provisions of the By-Laws.

2. That on the same date, immediately after the meeting of its Board of Directors, the annual meeting of the stockholders was held at the Rizal Ballroom, Shangri-la Makati Hotel, Ayala Avenue, Makati City, to ratify among other things the resolution of the Board of Directors on the increase in capital authorized capital stock and amendment of Article Seventh of the Articles of Incorporation and certain provisions of the By-Laws.

3. That written notice of the time(s) and place(s) of the meetings were made upon each director and stockholder respectively at his/her/its residence as shown in the books of the corporation.

4. That pursuant to said notice(s), a majority of the members of the Board of Directors appeared in person and the stockholders representing at least two-thirds of the outstanding capital stock appeared in person and in proxy on the date(s) and at the place(s) of the meeting(s);

A collection of handwritten signatures and initials in black ink, located at the bottom right of the page. The signatures are cursive and vary in length and style, including some that appear to be initials or short names.

5. That at said meetings, upon motion duly made and seconded, the following resolutions were approved by at least a majority of the members of the Board of Directors and the stockholders representing at least two-thirds (2/3) of the outstanding capital stock:

I

"RESOLVED, That the Corporation shall increase its authorized capital stock from Four Hundred Eighty Million Pesos (P480,000,000.00) to Six Hundred Sixty-Five Million Pesos (P665,000,000.00) consisting of Two Hundred Three Million (203,000,000) Class "A" shares and Four Hundred Sixty Two Million (462,000,000) Class "B" shares, both with a par value of One Peso (P1.00) each and that therefore, Article Seventh of the Articles of Incorporation shall be amended to read as follows:

'SEVENTH: That the capital stock of the Corporation is Six Hundred Sixty-Five Million Pesos (P665,000,000.00) Philippine currency and said capital stock is divided into Six Hundred Sixty-Five Million (665,000,000) shares of the par value of One Peso (P1.00) each and which shares shall be comprised of Two Hundred Three Million (203,000,000) Class "A" shares which can be owned by Filipinos and Four Hundred Sixty Two Million (462,000,000) Class "B" shares which may be owned by foreigners.

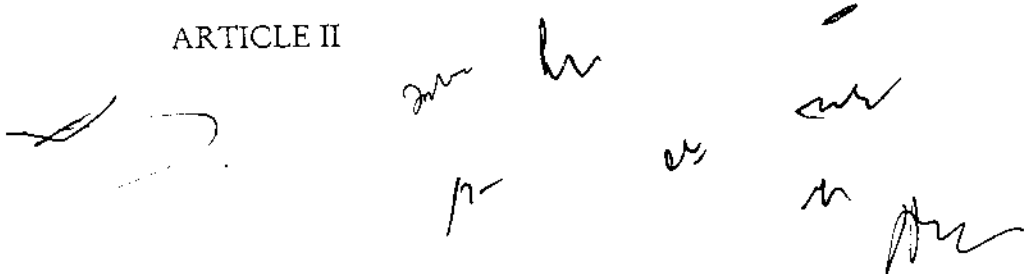
x x x x

II

RESOLVED, That the following provisions of the By-Laws be amended as follows:

1. Section 4, Article II of the By-Laws Power of the Board of Directors be amended to include a new paragraph to be designated as paragraph F which shall read as follows:

ARTICLE II

A collection of handwritten signatures and initials in black ink, appearing to be approvals or signatures of the board members or stockholders mentioned in the text above. The signatures are scattered across the bottom right portion of the page.

Section 4. Powers of the Board of Directors

x x x x

(F) To appoint or designate a special validation committee to pass on the validity of proxies.

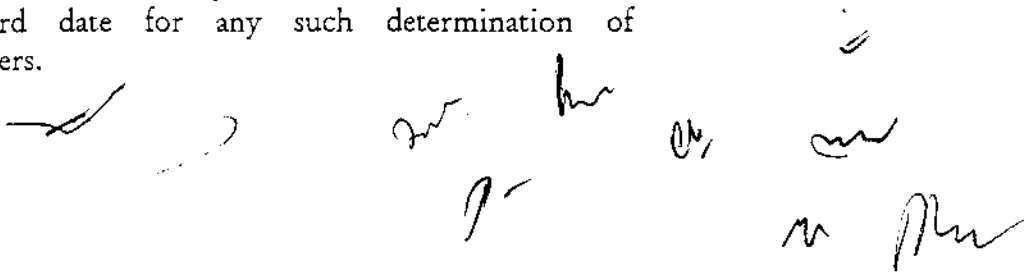
2. Article VIII, Section 5, on Stockholders' Meetings shall henceforth read as follows.

5. Annual Meeting

The annual meeting of the stockholders after the year 1974 shall be held on the second Wednesday of June in each calendar year at Makati City, Rizal, Philippines or at such other date and place as the Board of Directors may otherwise fix when they shall elect a Board of eleven (11) directors to serve for one (1) year until their-successors are elected and shall have qualified.

Written notice stating the date, time and place of the annual meeting shall be sent to each registered owner of stock at his postal address as registered in the company books, at least thirty (30) days prior to the date of such meeting. It shall also set the date, time, and place of the validation of proxies which in no case shall be less than five (5) days prior to the stockholders' meeting. The presence of any stockholder who may wish to be present in persons or through counsel shall be allowed.

For the purpose of determining the stockholders entitled to notice of or to vote at, any meeting of stockholders or any adjournment thereof, or to receive payment of any dividend, or of making a determination of stockholders for any other proper purpose, the Board of Directors may provide that the stock book be closed for a stated period, but not to exceed, in any case, twenty (20) days. In lieu of closing the stock and transfer book, the Board of Directors may fix in advance a record date as the record date for any such determination of stockholders.

A collection of handwritten signatures and initials, including a large stylized signature on the left, a signature starting with 'P', and several other signatures on the right side of the page.

3. Article VIII, Section 6 on special meetings shall hereafter read as follows:

"6. Special Meeting. Special Meeting of the stockholders may be called by the President or Executive Vice President at his discretion, or on the demand of the stockholders holding the majority of the subscribed capital stock of the Corporation.

A written notice stating the day, hour and place of the meeting and the general nature of the business to be transacted shall be sent to each and every stockholder at least thirty (30) days prior to the date of such special meeting, provided, however, that this requisite may be waived by all the stockholders in writing.

4. A new article on Voting which will be designated as Article IX shall hereafter read as follows:

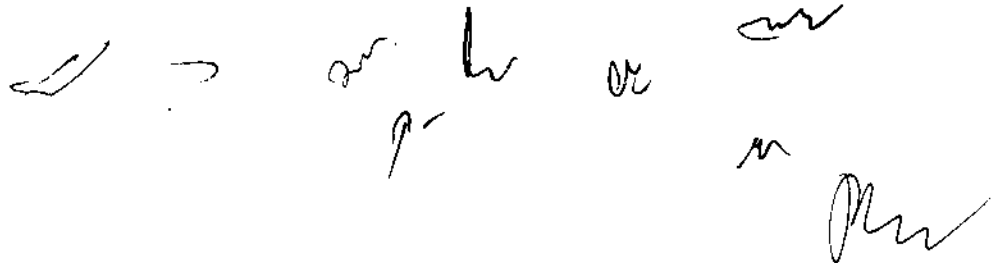
ARTICLE IX VOTING

1. At all meetings of stockholders - a stockholder may vote in person or by proxy. Voting by proxy shall be governed by applicable rules and regulations of the Securities & Exchange Commission apply:

a: A proxy executed by a corporation shall be in a form executed by a duly authorized corporate officer accompanied by a Corporate Secretary's Certificate quoting the board resolution authorizing said corporate officer to execute said proxy.

b: Unless a longer period fixed by the Board of Directors proxies shall be submitted not later than ten (10) days prior to the date of the stockholders' meeting.

4. The subsequent articles shall be re-numbered accordingly.

Handwritten signatures and initials are present at the bottom of the page. From left to right, there is a checkmark, a horizontal line, a signature that appears to be 'P', a signature that appears to be 'L', a signature that appears to be 'M', a signature that appears to be 'M', and a large signature that appears to be 'M'.

6. That of the increase of One Hundred Eighty Five Million Pesos (P185,000,000.00) at least twenty-five percent (25%) thereof has been subscribed and fully paid by way of fifteen percent (15%) stock dividend totalling Forty Six Million Three Hundred Sixty One Thousand Five Hundred Forty-Six (46,361,546) consisting of Fourteen Million Five Hundred One Thousand Five Hundred Seventy (14,501,570) Class "A" shares and Thirty One Million Eight Hundred Fifty Nine Thousand Nine Hundred Seventy Six (31,859,976) Class "B" shares to be issued to stockholders of record as of a date to be fixed by the Securities & Exchange Commission after approval of the application for increase in authorized capital stock and the notation of the request for exemption.

7. That the Corporation has actual indebtedness in the amount of One Hundred Forty-Five Million Four Hundred Fifty One Thousand Pesos (P145,451,000.00).

8. That no bonded indebtedness on the part of the Corporation has been created, incurred a increased.

9. That the attached is a true and correct copy of the Articles of Incorporation & By-Laws amended as aforesaid.

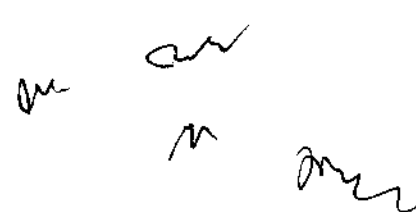
IN WITNESS WHEREOF, we have set our hands this day of
SEP 05 1997 1997 at Manila


LOW WING SIEW


HOE ENG HOCK


HENRY SI, SR.


RAMON J. ABEJUELA



Yan
 ROGELIO C. SALAZAR

[Signature]
 NEMESIO E. PRUDENTE

TEO SOON HOE

[Signature]
 TOH KO LIN

[Signature]
 CHARLES YAP GIOK

SIT PENG SANG

[Signature]
 TAN CHONG KEE

COUNTERSIGNED BY:

[Signature]
 LOH WING SIEW
 Chairman

[Signature]
 EDUARDO B. CUDALA
 Corporate Secretary

SUBSCRIBED AND SWORN to before me this SEP 05 1997, at makati exhibiting to me the following:

NAME	CTC/PASSPORT NO.	ISSUED AT/ON
LOH WING SIEW	966 447 317	SINGAPORE 7-13-88
HOE ENG HOCK	19515260	MAKATI 2.8.97
HENRY SY, SR.	1626	2.5.97 (MANILA)
RAMON J. ABEJUELA	10112170	2.5.97 (MANILA)
ROGELIO C. SALAZAR	766487	MANILA 01/11/97
NEMESIO E. PRUDENTE	7569327	MANILA 03/14/97
TEO SOON HOE	2 0025106	SINGAPORE
TOH KO LIN	8 25537052	Singapore 01-04-91
CHARLES YAP GIOK TWEE	150759A	4-4-87/SINGAPORE
SIT PENG SANG		
TAN CHONG KEE	1 21145280	MANILA 2-23-97
LOH WING SIEN		
EDUARDO B. CUDALA	58854410	1-23-97/MANILA

Doc. No. 32 ;
 Page No. 8 ;
 Book No. 1 ;
 Series of 1997.

amend/mev-doc1/ksi

[Signature]
 GINGER ANNE S CASTILLO
 NOTARY PUBLIC
 UNTIL DECEMBER 31, 1998
 PTR NO. 094 1646 / 5-5-97 / MAKATI CITY

[Handwritten mark]

100-70

BENGZON NARCISO CUDALA PECCON
BENGSON & JIMENEZ
Attorneys & Counsellors At Law
SOL Building, 112 Amorsolo St.
Legaspi Village, 1229 Makati City
Philippines

Jose F.S. Bengzon, Jr. (1932-1996)
Edliberto S. Narciso, Jr.
Eduardo B. Cudala
Arturo E. Peccon
Antonio E. Bengson III
Jose Vicente E. Jimenez
Ponciano C. Gonzales, Jr.
Herminio A. Lwanag

Eloy E. Bello IV
Ma. Romeia M. Bengzon*
Ernesto T. Caluya, Jr.
Stephanie G. Dy
Ma. Melva Evangelista-Valdez
Agencio M. Ungson

Perfecto S. Corpus, Jr.
Romeo H. Duran
Aissa V. Encarnacion
Gregorio F. Fernandez
Imelda B. Mabandos
Teodoro A. Pastrana

Al C. Argosino
E. Clara Marie T. Beltran
Ginger A. S. Castillo
Grace C. R. Gonzales
Lorenzo G. Lao
Lory Anne P. Manuel
Melia L. Mercado
Hubert E. Molina
Ramoncito T. F. Pacis
Dennis C. Pañgan
Mel T. Ramos
Julia M. Tomboc
Alan A. Ventura

*Also Admitted in
New York, U.S.A.

SECURITY BANK CORPORATION
10/F SBC Building
6778 Ayala Avenue, Makati City

Attention: **Ms. Imelda B. Vinluan**
Trust Operation Division

Gentlemen:

Re : **Keppel Philippine Holdings, Inc (KPHI)**

As stated in the Order issued by the Securities & Exchange Commission (SEC) the record date of the 15% stock dividend of Keppel Philippines Holdings, Inc. shall be 19 December 1997.

We are also enclosing herewith a photocopy of the SEC Certificate of Increase of Capital Stock and the Amended Articles of Incorporation and By-Laws.

We shall advise you of the issuance of the stock certificates as soon as we receive the listing order from the Philippine Stock Exchange.

For your information.

Very truly yours,

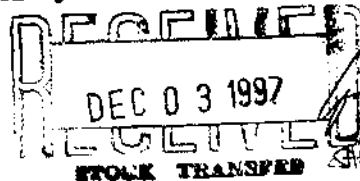

MA MELVA E. VALDEZ

encl: a/s

cc: Mr. Kevin Chee

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Security Bank & Trust Company



Founder:
Jose P. Bengzon
(1951 - 1990)
Tel. Nos. 815-9071 thru 78
810-8235, 810-2581
810-9801, 810-9803
Fax: (632) 817-3251, 813-0081
E-mail: benlaw@mni.peccon.net
Mailing Addresses:
P. O. Box 1690
Makati 1229
P. O. Box 1533
Manila 1099
Branch Office:
2/F Menezes Building
Surgos St., Dagupan City
Tel. No. 21-48



IN THE MATTER OF

Fixing of Record Date of Stock
Dividend which is payment for
the Increase of Capital Stock

X ----- X

O R D E R

Upon consideration of the application for increase of capital stock and other papers and documents attached thereto, the Commission resolved to authorize the issuance of 46,361,546 (consisting of 14,501,570 Class "A" shares and 31,859,976 Class "B" shares) of the par value of P1.00 to cover the 15% stock dividend amounting to P46,361,546.00 declared by its Board of Directors and ratified by the corporation's stockholders representing at least two-thirds (2/3) of the outstanding capital stock in a meeting held on June 14, 1997 and the issuance of shares of stocks to the stockholders of record as of December 19, 1997 pursuant to the Amended Rules Governing Pre-emptive and other Subscription Rights and Declaration of Stock or Cash Dividends of Corporations whose Securities are Registered under the Revised Securities Act or Listed in the Stock Exchange.

SO ORDERED.

Mandaluyong City,
December 01, 1997.


SONIA M. BALLO

Director
Corporate and Legal Department