



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills
City of Mandaluyong, Metro Manila

COMPANY REG. NO. 62596

CERTIFICATE OF FILING OF AMENDED BY-LAWS

KNOW ALL MEN BY THESE PRESENTS:

THIS IS TO CERTIFY that the Amended By-Laws of

KEPPEL PHILIPPINES HOLDINGS, INC.

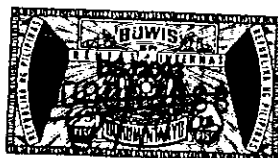
copy annexed, adopted on June 11, 2003 by a majority vote of the Board of Directors and by the vote of the stockholders owning or majority of the outstanding capital stock, and certified under oath by the Corporate Secretary and majority of the said Board was approved by the Commission on this date pursuant to the provisions of Section 48 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980, as amended, and copies thereof are filed with the Commission.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed at Mandaluyong City, Metro Manila, Philippines, this 9th day of September, Two Thousand Three.




BENITO A. CATARAN
Director

Company Registration and Monitoring Department



COVER SHEET

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S.E.C Registration Number

[illegible]

(Company'S Full Name)

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S	E	N	G	I	L	P	U	Y	A	T	A	V	E	.	M	A	K	A	T	I	C	I	T	Y

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

MR. KEVIN CHEE

Contact Person

892-1816

Company Telephone Number

1	2
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Month

3	1
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Day

AMENDED BY-LAWS

FORM TYPE

Any date in June

Month Day
Annual Meeting

Secondary License Type, if Applicable

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Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

[illegible]

File Number

[illegible]

Document I.D.

Cashier

STAMPS

KEPPEL PHILIPPINES HOLDINGS, INC.
(FORMERLY KEPPEL PHILIPPINES SHIPYARD, INC.)

CERTIFICATE OF AMENDMENT
OF THE BY-LAWS
SEC Reg. No. 62596



CENTRAL RECEIVING
UNIT

2003 SEP 5 AM 9 53

We, at least a majority of the members of the Board of Directors of **Keppel Philippines Holdings, Inc.**, (hereinafter referred to as "Corporation"), with the Chairman and the Corporate Secretary countersigning, do hereby certify that:

1. A meeting of the members of the Board of Directors of the Corporation was held on **11 June 2003** at the Cheval Blanc, Makati Shangri-La, Ayala Avenue cor. Makati Avenue, Makati City, for the purpose of considering, among other things, the amendment of the Corporation's By-laws in order to make said By-Laws consistent with the Corporation's Code of Corporate Governance and to comply with the provisions of the Securities Regulation Code and its implementing rules and regulations;
2. At the annual meeting of stockholders of said Corporation held on **11 June 2003** at the Manila AB Room, Makati Shangri-La Hotel, Ayala Avenue cor. Makati Avenue, Makati City, a resolution was passed to approve the recommendation of the Board of Directors on the proposed amendments to the Corporation's By-laws;
3. Notices of the said meetings were sent to each director and stockholder in accordance with the By-Laws;
4. Pursuant to said notices, a majority of the members of the Board of Directors appeared in person and the stockholders owning or

representing at least two-thirds (2/3) ownership of the outstanding capital stock appeared in person or by proxy, on the dates and at the places of the meetings.

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

“RESOLVED, That a separate article on Independent Directors be added to the Corporation’s By-laws to read as Third Article of the Corporation’s By-laws, to wit:

ARTICLE III **INDEPENDENT DIRECTORS**

Section 1. Definition – Independent director means a person who, apart from his fees and shareholdings, is independent of management and free from any business or other relationship which could, or could reasonably be perceived to, materially interfere with his exercise of independent judgment in carrying out his responsibilities as a director in any corporation that meets the requirements of section 17.2 of the Securities Regulation Code and who shall possess all the qualifications provided by the Code and none of the disqualifications stated therein.

Section 2. Composition. – The Corporation shall be composed of at least two (2) independent directors or at least 20% of its board size, whichever is the lesser.

Section 3. Nomination. - The Nomination Committee, prior to a stockholders' meeting, shall conduct nomination of independent director/s. All recommendations shall be signed by the nominating stockholders together with the acceptance and conformity by the would-be nominees.

The Nomination Committee shall pre-screen the qualifications and prepare a final list of all candidates and put in place screening policies and parameters to enable it to effectively review the qualifications of the nominees for independent director/s.

After the nomination, the Committee shall prepare a Final List of Candidates which shall contain all the information about all the nominees for independent directors, as required under Part IV (A) and (C) of Annex "C" of SRC Rule 12, which list, shall be made available to the Securities and Exchange Commission. The name of the person or group of persons who recommended the nomination of the independent director shall be identified in such report including any relationship with the nominee.

Only nominees whose names appear on the Final List of Candidates shall be eligible for election as Independent Director/s. No other nomination shall be entertained after the Final List of Candidates shall have been prepared. No further nomination shall be entertained or allowed on the floor during the actual annual stockholder's meeting.

Section 4. Qualifications. - An independent director shall have the following qualifications:

- a. He shall have at least one (1) share of stock of the Corporation;
- b. He shall be at least a college graduate or he shall have been engaged or exposed to the business of the Corporation for at least five (5) years;
- c. He shall possess integrity and probity; and

- d. He shall be assiduous.

Section 5. Disqualifications. - No person enumerated under Section II (5) of the Code of Corporate Governance shall qualify as an independent director. He shall likewise be disqualified during his tenure under the following instances or causes:

- a. He becomes an officer or employee of the Corporation where he is such member of the board of directors, or becomes any of the persons enumerated under Section 1 hereof.
- b. His beneficial security ownership exceeds 10% of the outstanding capital stock of the Corporation where he is such director;
- c. Fails, without any justifiable excuse, to attend to at least 50% of the total number of board meetings during his incumbency unless such absences are due to the grave illness or death of an immediate family; and
- d. Such other disqualifications which the Corporation's Manual on Corporate Governance provides.

Section 6. Election. - Except as those required under SEC Memorandum Circular No. 16, Series of 2002 and subject to pertinent existing laws, rules and regulations of the Commission, the conduct of the election of independent director/s shall be made in accordance with the standard election procedures of the Corporation or its by-laws.

Section 7. Termination/Cessation of Independent Directorship. - In case of resignation, disqualification or cessation of independent directorship and only after notice has been made with the Commission within five (5) days from such resignation, disqualification or cessation, the vacancy shall be filled by the vote of at least a majority of the remaining directors, if still constituting a quorum, upon

the nomination of the Nomination Committee otherwise, said vacancies shall be filled by the stockholders in a regular or special meeting called for that purpose. An independent director so elected to fill a vacancy shall serve only for the unexpired term of his predecessor in office.

"RESOLVED FURTHER, That a separate article on Committees be added to the Corporation's By-laws to read as Fourth Article of the Corporation's By-Laws, to wit:

ARTICLE IV
COMMITTEES

"Section 1. Committees. - To aid in complying with the principles of good corporate governance, the Board shall constitute Committees.

Section 2. Executive Committee. - The Board shall create an Executive Committee which shall have at least three (3) members, consisting of the President, other officers and/or directors of the Corporation.

The Committee shall perform tasks delegated to it from time to time by the Board of Directors, subject to applicable laws and except on the following matters:

- a. Approval of any action for which shareholders' approval is also required;
- b. The filling of vacancies in the board;
- c. The amendment or repeal of by-laws or the adoption of new by-laws;
- d. The amendment or repeal of any resolution of the board which by its express terms are not so amenable or repealable; and

- e. A distribution of cash dividends to the shareholders.

Section 3. Nomination Committee. - The Board shall create a Nomination Committee which shall have at least three (3) members, one of whom must be an independent director. The Board may call upon the HR Manager to assist the committee in screening the candidates nominated.

It shall pre-screen and shortlist all candidates nominated to become a member of the board of directors in accordance with the qualifications and disqualifications provided under the Code of Corporate Governance.

The Nomination Committee shall, in consultation with the Executive Committee, re-define the role, duties and responsibilities of the Chief Executive Officer/President by integrating the dynamic requirements of the business as a going concern and future expansionary prospects within the realm of good corporate governance for the Board.

The Nomination Committee shall consider the following guidelines in the determination of the number of directorships for the Board:

- a. The nature of the business of the Corporations to which he is already serving as a director;
- b. Age of the director;
- c. Experience and knowledge of the director on the type of business to which the Corporation is engaged in;
- d. Number of directorships/active memberships and officerships in other corporations or organizations;
- e. Possible conflict of interest; and

- f. Willingness, availability and capability to serve the Corporation.

The optimum number shall be related to the capacity of a director to perform his duties diligently in general.

The Chief Executive Officer and other executive directors shall submit themselves to a low indicative limit on membership in other corporate Boards. The same low limit shall apply to independent, non-executive directors who serve as full-time executives in other corporations. In any case, the capacity of directors to serve with diligence shall not be compromised.

Section 4. Compensation and Remuneration Committee. - The Compensation or Remuneration Committee shall be composed of at least three (3) members, one of whom shall be an independent director. They shall perform the duties and responsibilities in accordance with the Corporation's Manual on Corporate Governance.

Section 5. Audit Committee. - The Audit Committee shall be composed of at least three (3) members of the Board, one (1) of whom shall be an independent director who shall act as Chairman of the Committee. Each member shall have adequate understanding at least or competence at most of the Corporation's financial management systems and environment. The independent director must always be present in all meetings of this Committee in the same way that he is required to be present in all meetings of the Board.

Duties and Responsibilities:

- a. Check all financial reports against its compliance with both the internal financial management handbook and pertinent accounting standards, including regulatory requirements;
- b. Review and pre-approve audit plans of the Corporation's external auditors and, scope and frequency one (1) month before the conduct of external audit;

- c. Review the external auditor's evaluation and recommendation of the systems of internal accounting arising from their audit examination;
- d. Review the accounts, quarterly, half-year and annual financial statements of the Corporation before submission to the Board of Directors and/or stockholders for approval;
- e. Review the scope and results of internal audit procedures;
- f. Review cooperation given by the Corporation's officers to the external and internal auditor;
- g. Review interested party transactions;
- h. Perform oversight financial management functions specifically in the areas of managing credit, market, liquidity, operational, legal and other risks of the Corporation, and crisis management;
- i. Perform direct interface functions with the internal and external auditors.
- j. Elevate to international standards the accounting and auditing processes, practices and methodologies, and develop the following in relation to this reform:
 - 1. A definitive timetable within which the accounting system of the Corporation will be 100% International Accounting Standard (IAS) compliant.
 - 2. An accountability statement that will specifically identify officers and/or personnel directly responsible for the accomplishment of such task.

- k. Develop a transparent financial management system that will ensure the integrity of internal control activities throughout the Corporation through a step-by-step procedures and policies handbook that will be used by the entire organization.
- l. Keep under review the non-audit fees paid to the external auditor both in relation to their significance to the auditor and in relation to the Corporation's total expenditure on consultancy. The non-audit work should be disclosed in the annual report and not exceed 40% of the total audit fees;
- m. Perform tasks delegated to it from time to time by the Board of Directors, subject to applicable laws.

"RESOLVED FURTHER, That the present Third Article in the Corporation's By-Laws re Officers be now referred to as the Fifth Article of the Corporation's By-Laws; to delete Section 2. Committees; and the subsequent re-numbering of the succeeding provisions thereof, as follows:

Section 1 – General
Section 2 - Chairman
Section 3 – President
Section 4 – Executive Vice-President
Section 5 – Vice-President(s)
Section 6 - Treasurer
Section 7 – Secretary
Section 8- Assistant Secretary

"RESOLVED FURTHER, That a new section on Internal Auditor be added as Section 9, Article V (Officers) of the Corporation's By-Laws, to read as follows:

"Section 9. Internal Auditor. - The Corporation shall have in place an independent internal audit function which shall be performed by an Internal Auditor or a group of Internal Auditors, through which its Board, senior management, and stockholders shall be provided with reasonable assurance that its key organizational and procedural controls are effective, appropriate, and complied with. The Internal Auditor shall report to the Audit Committee."

and the succeeding provisions to remain as follows:

Section 10 – Compensation

Section 11 - Vacancies

ARTICLE VI – Investment, Bank Depositories
and Withdrawals

ARTICLE VII – Stock Certificates

ARTICLE VIII – Transfer of Share of Stock

ARTICLE IX – Fiscal Year, Dividends and Accounts

"RESOLVED FURTHER, That a new section on External Auditors be added as Section 1, Article IX (Fiscal Year, Dividends and Accounts) of the Corporation's By-Laws, to read as follows:

Section 1 - External Auditors. - An external auditor shall enable an environment of good

corporate governance as reflected in the financial records and reports of the Corporation. An external auditor shall be selected and appointed by the stockholders upon recommendation of the Audit Committee.

The reason/s for the resignation, dismissal or cessation from service and the date thereof of an external auditor shall be reported in the Corporation's annual and current reports. Said report shall include a discussion of any disagreement with said former external auditor on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure.

The external auditor of the Corporation shall not at the same time provide the services of an internal auditor to the same client. The Corporation shall ensure that other non-audit work shall not be in conflict with the functions of the external auditor.

The Corporation's external auditor shall be rotated or the handling partner shall be changed every five (5) years or earlier.

The external auditor or auditors of the Corporation for the ensuing year shall be appointed at the regular stockholders meeting.

The external auditor or auditors of the Corporation shall examine, verify, and report on the earnings and expenses of the Corporation and shall certify the remuneration of the external auditor or auditors as determined by the Board of Directors.

If an external auditor believes that the statements made in the Corporation's annual report, information statement or proxy statement filed during his engagement is incorrect or incomplete, he shall present his views in said reports."

and to re-number the subsequent provisions as follows:

Section 2 – Fiscal Year

Section 3- Dividends

Section 4 – Inspection of Accounts

RESOLVED FURTHER, That Article X, Sections 5 and 6 re: date of Annual Meeting and Period to Send out Notice of Meetings to Stockholders be amended, to read as follows:

ARTICLE X
STOCKHOLDERS MEETING

"Section 5 – Annual Meeting. – The annual meeting of the stockholders after the year 1974 shall be held on any day in June of each calendar year at Makati City, Philippines or at such other date and place as the Board of Directors may otherwise fix when they shall elect a Board of nine (9) 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 Corporation books, at least 15 business days prior to the date of such meeting. x
x x"

"Section 6 – Special Meeting. – x x x

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 15 business days prior to the date of such special meeting,

provided, however, that this requisite may be waived by all the stockholders in writing."

"RESOLVED FURTHERMORE, That the pertinent articles and provisions under this By-Laws be re-numbered accordingly;

"RESOLVED FINALLY, That the same be submitted to the stockholders for approval."

6. That the attached is a true and correct copy of the amended By-Laws as aforesaid.


IN WITNESS WHEREOF, we have hereunto set our hands on this ____ day of JUN 11 2003 at Makati City.


TEO SOON HOE


HENRY SY, SR.


NOEL M. MIRASOL


TOH KO LIN


MAYO JOSE B. ONGSINGCO


FIDEL A. BUGAYONG

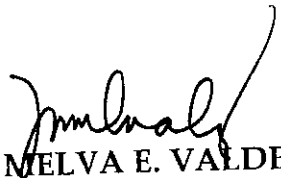
CHARLES YAP GIOK TWEE

HOE ENG HOCK


MA. MELVA E. VALDEZ

COUNTERSIGNED BY:


TEO SOON HOE
Chairman of the
Stockholders' Meeting


MA. MELVA E. VALDEZ
Corporate Secretary of the
Stockholders' Meeting

SUBSCRIBED AND SWORN to before me this ____ day of JUN 11 2003
2003, affiants exhibiting to me their respective Community Tax
Certificate/Passport Nos., to wit:

Name	CTC/Passport No.	Date/Place Issued
TEO SOON HOE	20025106	May 15, 1990 / Singapore
TOH KO LIN	14456222	March 4, 2003 / Makati City
HENRY SY, SR.	20794101	Feb. 21, 2003 / Manila
MAYO JOSE B. ONGSINGCO	14449594	Feb. 27, 2003 / Makati City
NOEL M. MIRASOL	111430461	Jan. 22, 1997 / USA
FIDEL A. BUGAYONG	14493717	April 9, 2003 / Makati City
CHARLES YAP GIOK TWEE		
HOE ENG HOCK		
MA. MELVA E. VALDEZ	20807794	Feb. 18, 2003 / Manila

Doc. No.: 123
Page No.: 44
Book No.: 568
Series 2003.


ATTY. LOPE M. VELASQUEZ
NOTARY PUBLIC
UNTIL DEC. 31, 2003
PTR OR # 0851351 1/2/03 MLA.
BP OR # 570927 12/27/03 PASA

**AMENDED BY-LAWS OF
KEPPEL PHILIPPINES HOLDINGS, INC.
(Formerly: *Keppel Philippines Shipyard, Inc.*)**

**ARTICLE I
OFFICE**

1. The principal office of the corporation shall be located in Makati, Rizal, Philippines, and branch offices may be established elsewhere in the Philippines as the Board of Directors may, from time to time determine.

**ARTICLE II
THE BOARD OF DIRECTORS**

Section 1. Qualification and Election. - The general management of the Corporation shall be vested in a board of directors composed of nine (9) members who shall be stockholders and who shall serve until the election and qualification of their successors. Any vacancy in the Board of Directors shall be filled by a majority vote of the Board of Directors provided that the remaining directors constitute a quorum. The directors or director so chosen shall serve for the unexpired term. *(As amended on 15 June 2001)*

Section 2. Quorum. - The directors shall act only as a board, and the individual directors shall have no power as such. A majority of the directors shall be necessary at all the meetings to constitute a quorum for the transaction of any business, and every decision of majority of the quorum duly assembled as a Board shall be valid as a corporate act, except in the case of electing a director/s to fill up a vacancy in the Board.

Section 3. Meetings. - The Board of Directors shall hold a meeting for organization immediately after their election, of which no notice shall be required. Thereafter, the Board of Directors shall hold regular meetings at the principal office of the corporation, or at such place and time as the Board may fix.

Special meetings of the Board of Directors may be called by the President or on the written request of at least two (2) directors, provided seven (7) days notice shall be given to each director either personally or in writing.

Section 4. Powers of the Board of Directors. - The Board of Directors shall have the management of the business and properties of the corporation and exercise such powers and authorities as provided by these by-laws or by statutes of the Philippines or are expressly conferred upon it.

Without prejudice to the powers hereinabove conferred, the Board of Directors shall have the following express powers:

a) From time to time to make and change the rules and regulations not inconsistent with these By-Laws for the management of the Corporation's business affairs;

b) To pay for any property or rights acquired by the Corporation or to discharge obligations of the Corporation either wholly or partly in money or in checks, bonds, debentures, or other securities of the Corporation;

c) To purchase or otherwise acquire for the Corporation, rights, or privileges which the Corporation is authorized to acquire at such price and on such terms and conditions and for such consideration as it shall from time to time see fit;

d) To borrow money for the Corporation and for such purpose to create, make and issue mortgages, deeds, bonds, deed of trust and negotiable instruments or securities, secured by mortgage or pledge or property belonging to the Corporation; provided, that, as hereinafter provided, the proper officers of the Corporation shall have those powers, unless expressly limited by the Board of Directors;

e) To delegate, from time to time any of the powers of the Board as can be lawfully delegated in the course of the current business or businesses of the Corporation which may be delegated to any standing or special committee or any officer or agent and to appoint any person to be agent of the Corporation, with such powers, and upon such terms, as may be deemed fit;

f) To appoint or designate a special validation committee to pass on the validity of proxies. *(as amended on 14 June 1997).*

Section 5. Compensation. - Directors, as such, shall receive such compensation for their services as may be fixed by the stockholders.

Section 6. Minutes. - Minutes of all meetings of the Board of Directors shall be kept and carefully preserved as a record of the business transactions made at such meetings. The minutes shall contain such entries as may be required by law.

ARTICLE III INDEPENDENT DIRECTORS

Section 1. Definition – Independent director means a person who, apart from his fees and shareholdings, is independent of management and free from any business or other relationship which could, or could reasonably be perceived to, materially interfere with his exercise of independent judgment in carrying out his responsibilities as a director in any corporation that meets the requirements of section 17.2 of the Securities Regulation Code and who shall possess all the qualifications provided by the Code and none of the disqualifications stated therein.

Section 2. Composition. – The corporation shall be composed of at least two (2) independent directors or at least 20% of its board size, whichever is the lesser.

Section 3. Nomination. - The Nomination Committee, prior to a stockholders' meeting, shall conduct nomination of independent director/s. All recommendations shall be signed by the nominating stockholders together with the acceptance and conformity by the would-be nominees.

The Nomination Committee shall pre-screen the qualifications and prepare a final list of all candidates and put in place screening policies and parameters to enable it to effectively review the qualifications of the nominees for independent director/s.

After the nomination, the Committee shall prepare a Final List of Candidates which shall contain all the information about all the nominees for independent directors, as required under Part IV (A) and (C) of Annex "C" of SRC Rule 12, which list, shall be made available to the Securities and Exchange Commission. The name of the person or group of persons who recommended the nomination of the independent director shall be identified in such report including any relationship with the nominee.

Only nominees whose names appear on the Final List of Candidates shall be eligible for election as Independent Director/s. No other nomination shall be entertained after the Final List of Candidates shall have been prepared. No further nomination shall be entertained or allowed on the floor during the actual annual stockholders' meeting.

Section 4. Qualifications. – An independent director shall have the following qualifications:

- a. He shall have at least one (1) share of stock of the Corporation;
- b. He shall be at least a college graduate or he shall have been engaged or exposed to the business of the Corporation for at least five (5) years;
- c. He shall possess integrity and probity; and
- d. He shall be assiduous.

Section 5. Disqualifications. – No person enumerated under Section II (5) of the Code of Corporate Governance shall qualify as an independent director. He shall likewise be disqualified during his tenure under the following instances or causes:

- a. He becomes an officer or employee of the Corporation where he is such member of the board of directors, or becomes any of the persons enumerated under Section 1 hereof.
- b. His beneficial security ownership exceeds 10% of the outstanding capital stock of the Corporation where he is such director;
- c. Fails, without any justifiable excuse, to attend to at least 50% of the total number of board meetings during his incumbency unless such absences are due to the grave illness or death of an immediate family; and
- d. Such other disqualifications which the Corporation's Manual on Corporate Governance provides.

Section 6. Election. – Except as those required under SEC Memorandum Circular No. 16, Series of 2002 and subject to pertinent existing laws, rules and regulations of the Commission, the conduct of the election of independent director/s shall be made in accordance with the standard election procedures of the Corporation or its by-laws.

Section 7. Termination/Cessation of Independent Directorship. – In case of resignation, disqualification or cessation of independent directorship and only after notice has been made with the Commission within five (5) days from such resignation, disqualification or cessation, the vacancy shall be filled by the vote of at least a majority of the remaining directors, if still constituting a quorum, upon the nomination of the Nomination Committee otherwise, said vacancies shall be filled by the stockholders in a regular or special meeting called for that purpose. An independent director so elected to fill a vacancy shall serve only for the unexpired term of his predecessor in office. (As amended during the Board of Directors' Meeting and Stockholders' Meeting both held on 11 June 2003)

IV COMMITTEES

"Section 1. Committees. - To aid in complying with the principles of good corporate governance, the Board shall constitute Committees.

Section 2. Executive Committee. - The Board shall create an Executive Committee which shall have at least three (3) members, consisting of the President, other officers and/or directors of the Corporation.

The Committee shall perform tasks delegated to it from time to time by the Board of Directors, subject to applicable laws and except on the following matters:

- a. Approval of any action for which shareholders' approval is also required;
- b. The filling of vacancies in the board;
- c. The amendment or repeal of by-laws or the adoption of new by-laws;
- d. The amendment or repeal of any resolution of the board which by its express terms are not so amenable or repealable; and
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Section 3. Nomination Committee. - The Board shall create a Nomination Committee which shall have at least three (3) members, one of whom must be an independent director. The Board may call upon the HR Manager to assist the committee in screening the candidates nominated.

It shall pre-screen and shortlist all candidates nominated to become a member of the board of directors in accordance with the qualifications and disqualifications provided under the Code of Corporate Governance.

The Nomination Committee shall, in consultation with the Executive Committee, re-define the role, duties and responsibilities of the Chief Executive Officer/President by integrating the dynamic requirements of the business as a going concern and future expansionary prospects within the realm of good corporate governance for the Board.

The Nomination Committee shall consider the following guidelines in the determination of the number of directorships for the Board:

- a. The nature of the business of the Corporations to which he is already serving as a director;
- b. Age of the director;
- c. Experience and knowledge of the director on the type of business to which the Corporation is engaged in;
- d. Number of directorships/active memberships and officerships in other corporations or organizations;
- e. Possible conflict of interest; and
- f. Willingness, availability and capability to serve the Corporation.

The optimum number shall be related to the capacity of a director to perform his duties diligently in general.

The Chief Executive Officer and other executive directors shall submit themselves to a low indicative limit on membership in other corporate Boards. The same low limit shall apply to independent, non-executive directors who serve as full-time executives in other corporations. In any case, the capacity of directors to serve with diligence shall not be compromised.

Section 4. Compensation and Remuneration Committee. - The Compensation or Remuneration Committee shall be composed of at least three (3) members, one of whom shall be an independent director. They shall perform the duties and responsibilities in accordance with the Corporation's Manual on Corporate Governance.

Section 5. Audit Committee. - The Audit Committee shall be composed of at least three (3) members of the Board, one (1) of whom shall be an independent director who shall act as Chairman of the Committee. Each member shall have adequate understanding at least or competence at most of the Corporation's financial management systems and environment. The independent director must always be present in all meetings of this Committee in the same way that he is required to be present in all meetings of the Board.

Duties and Responsibilities:

- a. Check all financial reports against its compliance with both the internal financial management handbook and pertinent accounting standards, including regulatory requirements;
- b. Review and pre-approve audit plans of the Corporation's external auditors and, scope and frequency one (1) month before the conduct of external audit;
- c. Review the external auditor's evaluation and recommendation of the systems of internal accounting arising from their audit examination;
- d. Review the accounts, quarterly, half-year and annual financial statements of the Corporation before submission to the Board of Directors and/or stockholders for approval;
- e. Review the scope and results of internal audit procedures;
- f. Review cooperation given by the Corporation's officers to the external and internal auditor;

- g. Review interested party transactions;
- h. Perform oversight financial management functions specifically in the areas of managing credit, market liquidity, operational, legal and other risks of the Corporation, and crisis management;
- i. Perform direct interface functions with the internal and external auditors;
- j. Elevate to international standards the accounting and auditing processes, practices and methodologies, and develop the following in relation to this reform:
 - 1. A definitive timetable within which the accounting system of the Corporation will be 100% International Accounting Standard (IAS) compliant;
 - 2. An accountability statement that will specifically identify officers and/or personnel directly responsible for the accomplishment of such task;
- k. Develop a transparent financial management system that will ensure the integrity of internal control activities throughout the Corporation through a step-by-step procedures and policies handbook that will be used by the entire organization;
- l. Keep under review the non-audit fees paid to the external auditor both in relation to their significance to the auditor and in relation to the Corporation's total expenditure on consultancy. The non-audit work should be disclosed in the annual report and not exceed 40% of the total audit fees; and
- m. Perform tasks delegated to it from time to time by the Board of Directors, subject to applicable laws. (As amended during the Board of Directors' Meeting and Stockholders' Meeting both held on 11 June 2003)

ARTICLE V **OFFICERS**

Section 1. General. - The officers of the Corporation shall consist of a Chairman of the Board of Directors, a President, an Executive Vice President, one or more Vice Presidents, one or more of whom may be appointed by the Board as Senior Vice President(s), a Treasurer, Assistant Treasurer, a Secretary, Assistant Secretaries, all of whom shall be elected by the Board of Directors and who shall hold office at the pleasure of the Board of Directors and until their successors shall have been duly elected and shall have qualified. The Board of Directors may likewise in its discretion create the positions and define the duties of Assistant Vice Presidents, General Manager, Assistant General Manager and such other positions it may deem necessary or expedient for the business of the corporation, and shall elect the persons to such positions who shall hold office at the pleasure of the Board. Two or more offices with compatible functions may be vested in the same person whenever deemed convenient and expedient by the Board of Directors.

Section 2. Chairman. - The Chairman who shall be elected by the Board from their own members shall preside at all meetings of the Board of Directors and stockholders and shall perform such functions and exercise such duties as may be delegated to him by the Board of Directors.

Section 3. President. - The President who shall be elected by the Board from their own members shall have the following powers and duties:

- a) He shall preside at all meetings in the absence of the Chairman;
- b) He shall sign all certificates of stock; and
- c) He shall perform all such other duties as may be delegated to him by the Board of Directors.

Section 4. Executive Vice-President. - The Executive Vice-President who shall be elected by the Board from their own members shall have the following powers and duties:

- a) He shall be the Chief Executive Officer in the day to day management of the Corporation and have general supervision and management over the activities and affairs of the Corporation;
- b) He shall make such reports to the directors and to the stockholders as they may require;
- c) He shall countersign all certificates of stock; and
- d) He shall perform all such other duties and functions as are properly delegated or required of him by the Board of Directors.

Section 5. Vice-President(s). - The Vice-President(s) and/or Senior Vice-President(s) shall be appointed by the Board of Directors and shall perform such duties or functions as the Board of Directors and/or Executive Vice President may from time to time assign to him/them. The most senior Vice President shall be vested with all the powers and authorities of the Executive Vice President during the absence or incapacity of the latter for any cause.

Section 6. Treasurer. - The Treasurer shall be elected by the Board of Directors from among its members and shall have the following powers and duties:

- a) The Treasurer shall have custody of all moneys, securities and valuable effects of the Corporation which may come into his possession;
- b) He shall keep regular books of the account showing the financial transactions of the Corporation;

- c) He shall deposit said moneys, securities and valuable effects of the Corporation in such banking institution as may be designated from time to time by the Board of Directors.
- d) He shall see to it that all disbursements and expenditures are evidenced by appropriate vouchers and receipts;
- e) He shall render to the Executive Vice President or the Board of the Directors, whenever required, an account of the financial condition of the Corporation and all his transactions as Treasurer;
- f) After the close of each fiscal year he shall render and submit to the Board of Directors an annual statement showing the financial condition of the Corporation for such fiscal year;
- g) He shall keep correct books of accounts of all the business transactions of the Corporation;
- h) He may be one of the signatories on all checks and other instruments of withdrawals of corporate funds and no disbursement out of the cash funds of the Corporation shall be made without his prior authority;
- i) In conjunction with the Executive Vice-President, he shall have general supervision over the activities and affairs of the Corporation which would entail disbursement of corporate funds; and
- j) He shall post a bond in such amount as may be required from time to time by the Board of Directors to secure the performance of his duties.

In case of absence of the Treasurer, or his inability to act as such, any of the Assistant Treasurers or if all are absent or incapacitated to act as such, such person as the Board of Directors may designate, shall have the foregoing powers and duties. The Assistant Treasurers shall perform such other functions as the Board of Directors may prescribe and determine.

Section 7. Secretary. – The Secretary, who must be a Filipino citizen and a resident of the Philippines, shall issue notices of all meetings of the directors and stockholders; shall keep the minutes of said meetings; shall have charge of the corporate seal and the books of the Corporation; shall countersign the certificates of stocks and such other instrument as may require his signature and shall render such reports and perform such other duties as are incidental to his office or are properly required of him by the Board of Directors.

Section 8. Assistant Secretary. – The Assistant Secretary or Secretaries who must be a Filipino citizen/citizens and a resident of the Philippines, shall substitute for the Secretary in the latter's absence or inability to perform his duties under these By-Laws. The Assistant Secretaries shall perform such other functions as the Board of Directors may prescribe and determine.

Section 9. Internal Auditor. - The Corporation shall have in place an independent internal audit function which shall be performed by an Internal Auditor or a group of Internal Auditors, through which its Board, senior management, and stockholders shall be provided with reasonable assurance that its key organizational and procedural controls are effective, appropriate, and complied with. The Internal Auditor shall report to the Audit Committee. (As amended during the Board of Directors' Meeting and Stockholders' Meeting both held on 11 June 2003)

Section 10. Compensation. – All officers shall receive such salaries or compensation as may be fixed by the Board of Directors.

Section 11. Vacancies. - If the office of the President, Vice President, General Manager, Treasurer and Secretary shall become vacant by death, resignation, or otherwise, the remaining directors, if still constituting a quorum by a majority vote may choose a successor or successors who shall hold office for the unexpired term.

In case of the temporary absence of any officer of the Corporation, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate the powers and duties of such officer to any other officer or to any director for the time being, provided a majority of the board concur

therein and such delegation is not conferred by an express provision of those By-Laws.

ARTICLE VI

INVESTMENTS, BANK DEPOSITORIES AND WITHDRAWALS

Section 1. Investments. - No investment of any character shall be made without the approval of the Board of Directors or the stockholders as the case may be in a meeting called for that purpose.

Section 2. Bank Depositories. - All checks and drafts and funds of the Corporation shall be deposited from time to time to the credit of the Corporation, in such banks, trust companies, or with such depositories, as the Board of Directors may be designate from time to time.

Section 3. Withdrawals. - All checks, instruments, or other forms of withdrawals of corporate funds from the depositories of the Corporation shall be made or signed by the officers or such persons as may be duly authorized by the Board of Directors from time to time.

ARTICLE VII

STOCK CERTIFICATES

1. Each stockholder whose share of stock has been paid in full shall be entitled to a stock certificate or certificates for such shares of stock.

The certificate of stock shall be in such form and design as may be determined by the Board of Directors. Every stock certificate shall be signed by the President, and must be countersigned by the Secretary and sealed with the corporate seal and it shall state on its face, the number, the date of issue, the number of shares for which it was issued, and the name of the person in whose favor it was issued.

ARTICLE VIII

TRANSFER OF SHARE OF STOCK

1. Subject to the conditions and restrictions provided for under Article VII of the Articles of Incorporation, shares of stock shall be transferred by delivery of the certificate endorsed by the owner or his duly authorized attorney-in-fact or other persons legally authorized to make the transfer, but no transfer shall be valid except as between the parties until the transfer is annotated on the books of the Corporation.

2. No surrendered certificate shall be cancelled by the Secretary until a new certificate in lieu thereof is issued, and the Secretary shall keep the cancelled certificate as proof of its substitution.

If a stock certificate is lost or destroyed, the Board of Directors may order the issuance of a new certificate in lieu of the lost or destroyed certificate, after satisfactory proof of the loss or destruction of the original certificate and upon proper request made, and after the requirements of R.A. 201 shall have been duly complied with.

ARTICLE IX

FISCAL YEAR, DIVIDENDS AND ACCOUNTS

Section 1. External Auditors. - An external auditor shall enable an environment of good corporate governance as reflected in the financial records and reports of the Corporation. An external auditor shall be selected and appointed by the stockholders upon recommendation of the Audit Committee.

The reason/s for the resignation, dismissal or cessation from service and the date thereof of an external auditor shall be reported in the Corporation's annual and current reports. Said report shall include a discussion of any disagreement with said former external auditor on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure.

The external auditor of the Corporation shall not at the same time provide the services of an internal auditor to the same client. The Corporation shall

ensure that other non-audit work shall not be in conflict with the functions of the external auditor.

The Corporation's external auditor shall be rotated or the handling partner shall be changed every five (5) years or earlier.

The external auditor or auditors of the Corporation for the ensuing year shall be appointed at the regular stockholders meeting.

The external auditor or auditors of the Corporation shall examine, verify, and report on the earnings and expenses of the Corporation and shall certify the remuneration of the external auditor or auditors as determined by the Board of Directors.

If an external auditor believes that the statements made in the Corporation's annual report, information statement or proxy statement filed during his engagement is incorrect or incomplete, he shall present his views in said reports. (As amended during the Board of Directors' Meeting and Stockholders' Meeting both held on 11 June 2003)

Section 2. Fiscal Year. – The fiscal year of the Corporation shall begin on the 1st day of January and shall end with the 31st day of December of each year.

Section 3. Dividends. – Dividends may be declared from surplus profits of the Corporation at such time or times and in such percentage as the Board of Directors may deem proper. No dividends shall be declared that will impair the capital of the Corporation. Stock dividends shall be declared in accordance with law.

Section 4. Inspection of Accounts. – The books, accounts and records of the Corporation shall be opened to inspection by any member of the Board of Directors at all time. The stockholder may inspect the said books, accounts and records of the Corporation at reasonable hours of every business day.

ARTICLE X STOCKHOLDERS' MEETING

Section 1. Place. - Regular or special meetings of the stockholders shall be held at the principal office of the Corporation at Makati, Rizal, Philippines.

Section 2. Proxy. - Stockholders may vote in all meetings either in person or by proxy duly given in writing and presented to the Secretary for inspection and record at a date set by the Board prior to the holding of said meeting.

Section 3. Quorum. - No stockholders' meeting shall be competent to decide any matter or transact any business unless a majority of the subscribed capital stock is present or represented thereat, except in those cases in which the Corporation Law expressly requires the affirmative vote of a greater proportion.

Section 4. Vote. - Voting upon all questions at all meetings of the stockholders shall be by shares of stock and not per capita.

Section 5. Annual Meeting. - The annual meeting of the stockholders after the year 1974 shall be held on any day in June of each calendar year at Makati City, Philippines, or at such other date and place as the Board of Directors may otherwise fix when they shall elect a Board of nine (9) directors to serve for one (1) year until their successors are elected and shall have qualified. *(As amended during the Board of Directors' Meeting and Stockholders' Meeting both held on 11 June 2003)*

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 Corporation books, at least fifteen (15) business 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 person or through counsel shall be allowed. *(As amended during the Board of Directors' Meeting and Stockholders' Meeting both held on 11 June 2003)*

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 for any such determination of stockholders. *(As amended on 14 June 1997)*

Section 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. *(As amended on 14 June 1997)*

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 fifteen (15) business days prior to the date of such special meeting, provided, however, that this requisite may be waived by all the stockholders in writing. *(As amended during the Board of Directors' Meeting and Stockholders' Meeting both held on 11 June 2003)*

ARTICLE XI VOTING

1. At all meetings of the stockholders. – A stockholder may vote in person or by proxy. Voting by proxy shall be governed by applicable rules and regulations of the Securities and Exchange Commission: *(As amended on 14 June 1997)*.

- a) A proxy executed by a Corporation shall be in a form executed by a duly authorized corporate officer accompanied by a Corporate Secretary quoting the board resolution authorizing said Corporation officer to execute said proxy. *(As amended on 14 June 1997)*
- b) Unless a longer period is fixed by the Board of Directors proxies shall be submitted not later than ten (10) days prior to the date of the stockholders' meeting. *(As amended on 14 June 1997)*.

ARTICLE XII

SEAL

1. The seal of the Corporation shall contain the name **KEPPEL PHILIPPINES SHIPYARD INC.**, the year of incorporation and the principal office of the Corporation.

ARTICLE XIII

AMENDMENTS

These By-Laws or any of its provisions thereof may be amended or repealed by the stockholders owning majority of the subscribed capital stock.

ADOPTION

The foregoing By-Laws were adopted by the affirmative vote of the undersigned stockholders owning majority of the subscribed capital stock of the **KEPPEL PHILIPPINES SHIPYARD, INC.**, at a meeting held on August 18, 1975 at Makati, Rizal, Philippines.

(SGD) GEORGE EDWIN BOGAARS (SGD) CHUA CHOR TECK

(SGD) BENJAMIN P. MATA (SGD) JOSE F. S. BENGZON, JR.

ATTESTED:

(SGD) ADOLFO S. AZCUNA
Secretary

C: FGAX/kphby-laws2

COMPANY DATA MAINTENANCE FORM
GENERAL / BUSINESS / COMPANY RELATIONSHIP INFORMATION
(FOR DOMESTIC COMPANIES ONLY)

SEC NUMBER / 62599 / FOR SEC TO PROVIDE: MAINTENANCE NO. / / TRANSACTION DATE / /

FILL-UP INSTRUCTIONS - Type or print legibly. Light-shaded boxes are to be filled up by the SEC. Check appropriate boxes. FILL UP ONLY THOSE ITEMS FOR WHICH AMENDMENTS OR CHANGES ARE TO BE MADE. Refer to the back of this page for additional instructions.

CURRENT COMPANY NAME (This must always be provided.)

KEPPEL PHILIPPINES HOLDINGS, INC.

RESERVATION NUMBER NEW COMPANY NAME

GENERAL INFORMATION

CHANGE FROM STOCK TO NON-STOCK? ☐ YES ☐ NO
CHANGE IN PRIMARY PURPOSE? ☐ YES ☐ NO

COMPANY TYPE ☐ DS - DOMESTIC STOCK ☐ DN - DOMESTIC NON-STOCK ☐ DP - DOMESTIC PARTNERSHIP

PRINCIPAL OFFICE ADDRESS Unit 3-B Country Space I Building, Sen. Gil J. Puyat Ave., Makati City

AREA CODE

POSTAL CODE

TEL. NO.

FAX NO.

BUSINESS OFFICE ADDRESS

Unit 3-B Country Space I Building, Sen. Gil J. Puyat Ave., Makati City

AREA CODE

POSTAL CODE

TEL. NO.

FAX NO.

BUSINESS INFORMATION

PARTNERSHIP TYPE

TYPE OF ENTERPRISE

IN - NO SPECIAL REGISTRATION

IF - FINANCIAL INSTITUTION

☐ L - LIMITED

☐ G - GENERAL

☐ IS - EXPORT

☐ IS - SUBSIDIARY

☐ IS - REPRESENTATIVE OFF

☐ IS - REGISTERED

INDUSTRY CODE

TERM OF EXISTENCE

END DATE OF EXISTENCE

FISCAL YEAR END

ANNUAL MEETING (For domestic companies only)

ANY DAY IN JUNE

IF - FIXED (MM/DD) / /

IF - VARIABLE

1 - VARIABLE

1 - VARIABLE

1 - VARIABLE

1 - VARIABLE

1 - VARIABLE

1 - VARIABLE

1 - VARIABLE

1 - VARIABLE

NUMBER OF DIRECTORS (if stock co.)

TOTAL CONTRIBUTION (if non-stock companies)

TRUSTEES (if non-stock co.)

% OF FOREIGN MEMBERSHIP (if non-stock companies)

PARTNERS (if partnership)

TOTAL CONTRIBUTION (if domestic partnership)

STOCKHOLDERS (if stock co.)

Foreign:

Foreign:

Foreign:

Foreign:

Foreign:

Foreign:

Foreign:

Foreign:

Foreign:

TYPE OF NON-STOCK CORPORATION (Refer to back of page for the classification)

companies

companies

companies

companies

companies

companies

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companies

COMPANY RELATIONSHIP - List all companies related to registrant. (Use additional sheets, if necessary.)

RELATIONSHIP TYPE

M - DISSOLVED COMPANY (if due to merger)

S - PARENT COMPANY (if registrant is a subsidiary)

O - OTHERS

V - DISSOLVED COMPANY (if change in company type)

A - AFFILIATE (of registrant)

START DATE

END DATE

START DATE

END DATE

START DATE

END DATE

START DATE

RELN TYPE

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COMPANY NAME

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COMPANY NAME

MAIN IND - A (NEW) E (UPDATE/EXISTING) OR DELETE RELATIONSHIP

CERTIFIED CORRECT: LORRAINE P. MANUEL-MCULLIN

POSITION Asst. Corporate Secretary

DATE ENCODED BY:

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