



Republic of the Philippines
Securities and Exchange Commission

EDSA, Greenhills, Mandaluyong
 Metro-Manila

S.E.C. Reg. No. 62596

CERTIFICATE OF FILING

OF

AMENDED ARTICLES OF INCORPORATION

TO ALL TO WHOM THESE PRESENTS MAY COME, GREETINGS:

THIS IS TO CERTIFY that the amended articles of incorporation of the

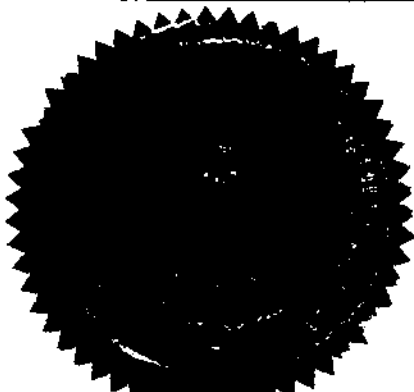
KEPPEL PHILIPPINES SHIPYARD, INC.
 (Amending Article VII of the amended articles
 of incorporation thereof)

copy annexed, adopted on October 30, 1987 by a
 majority vote of the Board of Directors and the vote of the stockholders owning or
 representing at least two-thirds of the outstanding capital stock, and certified under oath
 by the Secretary and a majority of the Board of Directors of the corporation was approved
 by this Office on the 13th day of April nineteen hundred
 and eighty-eight, pursuant to the provisions of Section 16 of the Corporation
 Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980, and attached
 to the other papers pertaining 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 13th day
 of April, in the year of our Lord nineteen hundred and eighty-eight


 CORAZON I. MORANDO
 Director

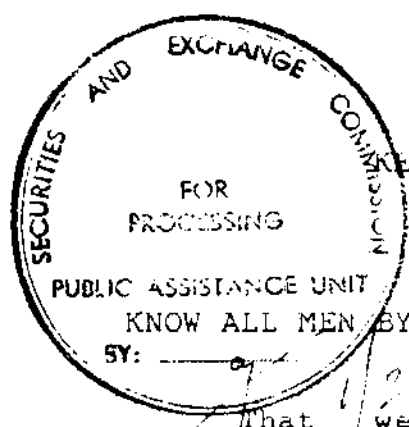
Corporate and Legal Department



62596

AMENDED

ARTICLES OF INCORPORATION
of the
KEPPEL PHILIPPINES SHIPYARD, INC.



Form with fields for 'Title No.' and 'Date'. A handwritten signature is present over the form. The number '358263# 1' is printed vertically on the right side of the form.

KNOW ALL MEN BY THESE PRESENTS:

That we, majority of whom are citizens of the Philippines, all of legal age, and majority of whom are residents of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Philippines.

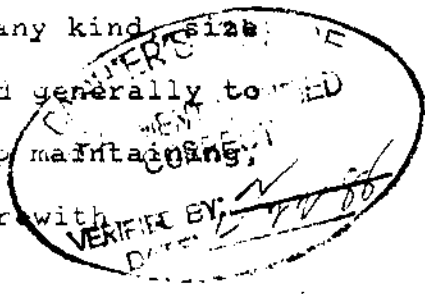
AND WE HEREBY CERTIFY:

FIRST. - That the name of the said corporation shall be "KEPPEL PHILIPPINES SHIPYARD, INC."

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

PRIMARY PURPOSE

To design (under the supervision of a naval architect), construct, build, rebuild, remodel, recondition, repair, buy, sell, lease, salvage or in any form or manner acquire or maintain, outfit, rig and/or dispose of service ships, boats, barges, tugboats, launches and/or any other marine vessel or boat of any kind and/or description and/or their designs, and generally to carry on the business of ship building, ship repair and/or outfitting and in connection therewith



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1. To own, purchase, obtain on lease, barter, exchange, and/or in any form or manner, acquire and/or sell, lease, hyphotecate, mortgage, or in any form or manner dispose of and/or deal in ships, boats or marine vessel of any and all kinds or description.
2. To own, buy, acquire, take on lease, design, construct, build, repair, maintain, operate, manage, and/or maintain docks, slipways dry or refrigerated warehouses, buildings, roads, bridges tunnels, dikes, ditches, rights of way, casements, wharf, piers, mills, plants, power plants, laboratories, workshops, pipe lines, equipment, tools, apparatus, and/or stores of all kinds and descriptions, and to acquire and/or to dispose of the same by sale, barter, lease, hyphotecate, mortgage, pledge or in any form or manner.
3. To acquire by grant, purchase or otherwise, any property, rights, privileges, franchises, and/or licenses of any and all kinds and descriptions from any of the government, government subdivisions or branches, authority, entity, juridical or natural person or persons, and to perform the conditions thereof, but in no case to engage in transportation business under the public utility law.
4. To acquire by purchase, lease or otherwise, patents, options, licenses, franchises, processes, inventions, formulas, and/or any other kinds of property or properties of like nature.

5. To own, operate, and maintain tugboats, launches, ships and such other equipment for the purpose of carrying on the business of salvaging and/or repairing vessels of all sizes and types.

SECONDARY PURPOSES

1. To buy, sell, produce, manufacture, and deal in marine vessel, machineries, appliances, equipment and plants of any kind or descriptions, to act as general contractors, operators, managers, agents, to engage in a general construction, fabrication, jobbing and supply business in the marine and/or industrial fields, and to exercise generally all powers and privileges accorded to or which hereafter may be accorded to like or similar corporations under the laws of the Philippines.

2. To purchase, acquire, take over and manage all or any part of the rights, assets, business and/or property of any person, firm, associates, partnerships, syndicate and/or corporation, carrying on any business which this corporation is authorized to carry on, or possessed of property suitable for the purpose of this corporation, and to pay for the same in property, cash, checks, bonds, stocks, debentures or other obligations of the corporation, and to undertake and assume the liabilities of any such person, firm, associates, partnerships, syndicate or corporation whose property or business may be taken over,

or shares of whose capital stocks may be acquired or owned by this corporation, but only to the extent permitted by law, and to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

3. To buy, manufacture, produce or otherwise acquire, and sell, import, export, trade and/or deal in all goods, wares, and merchandise, chattels and/or products at wholesale and for such purpose, to own, manage and/or operate wholesale business of any and all kinds in any place in the Philippines and elsewhere connected with the business of the corporation.

4. To engage in establishments, assembling, creating, managing and/or dealing in industries, in connection with the business of the corporation, and to purchase, acquire, sell, dispose of, encumber, use, patents, processes and the like.

5. To hold, purchase or otherwise acquire or be interested in, and to sell or otherwise dispose of shares, stocks, bonds or evidence of indebtedness, to exercise all rights to vote thereon to the same extent as juridical person might or could do, provided that this corporation will not act as stock broker.

6. To invest in, aid and assist in any form, way or manner any persons, companies, corporations, syndicates, partnerships and associations of all kinds, and to make any guarantees in connection therewith or otherwise for the payment or performance of any obligation or undertaking, and to do any and all things necessary or convenient for the achievement of such purposes, without necessarily engaging in the business of surety.

7. To acquire, hold, sell, re-issue, dispose of, hypothecate or pledge any of the shares of its own capital stock, provided, however, that this corporation shall not use any of its own shares of stock when such use would cause any impairment of the capital of the corporation, and that the shares of its own capital stock belonging to this corporation shall not be voted directly or indirectly.

8. To do, perform and execute any and all acts which may be necessary, proper, advisable, incidental, convenient, auxiliary to or connected with the proper precaution of any or all its principal purpose or purposes, provided, however, that the corporation shall not engage in agriculture, mining or transportation business.

THIRD. - That the place where the principal office of the corporation is to be located or established in Makati, Rizal, Philippines.

FOURTH. - That the terms for which said corporation is to exist is fifty (50) years from and after the date of incorporation.

FIFTH. That the name, residences and nationalities of the incorporators of the said corporation are as follows:

<u>Names</u>	<u>Nationalities</u>	<u>Residences</u>
1. George Edwin Bogaars	Singapore citizen	4 Ewe Boon Road, Singapore 10
2. Chua Chor Teck	Singapore citizen	7 Holland Hill Singapore 10
3. Benjamin F. Mata	Filipino citizen	3rd Floor, ARC Building, Magallanes Drive, Intramuros, Manila
4. Jose F. S. Bengzon, Jr.	Filipino citizen	5 Flame Tree Road, Forbes Park, Makati Rizal
5. Adolfo S. Ascuna	Filipino citizen	140 CRM Avenue BF Homes, Las Pinas, Rizal

SIXTH. - That the number of directors of said corporation shall be eleven (11) and the names and residences of the directors of the corporation who are to serve until their successors are elected and qualified as provided by the By-Laws, are as follows:

<u>Names</u>	<u>Nationalities</u>	<u>Residences</u>
1. George Edwin Bogaars	Singapore citizen	4 Ewe Boon Road Singapore 10
2. Chua Chor Teck	Singapore citizen	7 Holland Hill Singapore 10
3. Benjamin P. Mata	Filipino citizen	3rd Floor, ARC Building Magallanes Drive, Intra-muros, Manila
4. Jose F. S. Bengzon, Jr.	Filipino citizen	5 Flame Tree Road, Forbes Park, Makati Rizal
5. Adolfo S. Azcuna	Filipino citizen	140 CRM Avenue BF Homes, Las Pinas, Rizal
6. Lawrence Mah	Singapore citizen	12 Bright Hill Crescent, Singapore 21
7. Tay Kim Kah	Singapore citizen	5 Faber Drive Singapore 5

SEVENTH. - That the capital stock of the corporation is EIGHTY FIVE MILLION PESOS (P85,000,000.00), Philippine Currency, said capital stock shall be divided into 85,000,000 shares of the par value of ONE PESO (P1.00) each, and which shares shall be comprised of TWENTY THREE MILLION (P23,000,000.00) Class "A" shares which can be owned only by Filipinos and SIXTY TWO MILLION (62,000,000) Class "B" shares which may be owned by foreigners. That no transfer of stock which will reduce the ownership of Filipino citizenship to less than the

(as amended on 30 Oct. 1981)
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percentage required under applicable laws of the capital stock shall be allowed or permitted to be recorded in the proper book of the corporation, and this restriction shall be indicated in the stock certificate.

No holder of shares of this corporation of any class shall be entitled as a matter of right to subscribe for, purchase, or receive any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or of any bonds, debentures, or other securities convertible into stock of any class, and all such additional shares of stock, bonds, debentures or other securities convertible into stock may be issued and disposed of by the board of directors to such person or persons and on such terms and for such consideration (so far as may be permitted by law) as the board of directors, in their absolute discretion, may deem advisable.

EIGHTH. That the amount of capital stock which has been subscribed is THREE MILLION SIX HUNDRED THOUSAND (P3,600,000.00) PESOS and the following persons have subscribed for the number and amount of capital stock set out after their respective names:

<u>N a m e s</u>	<u>No. of Shares Subscribed</u>	<u>Amount of Capital Stock Subscribed</u>
1. George Edwin Bogaars	14,200	P1,420,000.00
2. Chua Chor Teck	11,000	1,100,000.00
3. Benjamin P. Mata	4,200	420,000.00
4. Jose F. S. Bengzon Jr.	6,500	650,000.00
5. Adolfo S. Azcuna	<u>100</u>	<u>10,000.00</u>
T O T A L :	36,000	P3,600,000.00

NINTH. - That out of the subscription, TWO MILLION SEVEN HUNDRED AND NINETY THOUSAND (P2,700,000.00) PESOS have been paid by the following persons on the shares of capital stock for which they have subscribed, as set out after their respective names:

<u>N a m e s</u>	<u>Amount Paid on Subscription</u>
1. George Edwin Bogaars	P1,420,000.00
2. Chua Chor Teck	1,100,000.00
3. Benjamin P. Mata	105,000.00
4. Jose F. S. Bengzon, Jr.	162,500.00
5. Adolfo S. Azcuna	<u>2,500.00</u>
T O T A L	P2,790,000.00 =====

TENTH. - That TAY KIM KAH has been elected by the subscribers as Treasurer of the corporation to act as such until his successor is duly elected and qualified in accordance with the By-Laws of the corporation, and that as such Treasurer, he has been authorized to receive for the corporation and to receipt in its name for all subscriptions paid by the subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands
 this ____ day of _____, 1987, _____
 Philippines.

s/ George Edwin Bogas	t/ Chua Chor Teck
t/ GEORGE EDWIN BOGAS	t/ CHUA CHOR TECK
s/ Benjamin P. Mata	t/ Jose F. S. Bengzon, Jr.
t/ BENJAMIN P. MATA	t/ JOSE F. S. BENGZON, JR.
s/ Adolfo S. Azcuna	
t/ ADOLFO S. AZCUNA	

SIGNED IN THE PRESENCE OF:

A C K N O W L E D G M E N T

REPUBLIC OF THE PHILIPPINES)
 MAKATI, RIZAL) S. F.

BEFORE ME, a Notary Public for and in Makati, Metro
 Philippines, on this ____ day of _____, 1987,
 personally appeared the following persons, with
 Residence Certificate Nos. _____, who after their personal
 views:

<u>Names</u>	<u>Res. Cert. No.</u>	<u>Date of Issuance</u>
1. George Edwin Bogas, <u>Identification Card</u> Passport No. <u>00-1148290</u>		<u>March 1987</u>
2. Chua Chor Teck, <u>Identification Card</u> Passport No. <u>00-1148290</u>		<u>March 1987</u>
3. Benjamin P. Mata, <u>Identification Card</u> T.A.N. 1979-916-8		<u>September 1987</u> <u>1987</u>

4. Jose F. S. Bengzon, Jr.
T.A.N. 1081-970-4 A-2300892

January 7, 1975
Lingayen, Pangasinan

5. Adolfo S. Azcuna A-364142

February 10, 1975
Manila

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

This instrument is an Articles of Incorporation of the KEPPEL PHILIPPINES SHIPYARD, INC. and consists of eleven (11) pages including this page, signed by the Incorporators and their instrumental witnesses on page 10 of this instrument.

SIGNED AND SEALED at the date and place first above written.

Doc. No. 240;
Page No. 69;
Book No. 17;
Series of 1975.

g. Juliana N. Eustaquio
NOTARY PUBLIC
Until December 31, 1975
P.T.R. No. 0463422
Issued in *San Juan, Rizal*
Issued on *January 31, 1975*