



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
Ground Floor, Secretariat Building, PICC
City Of Pasay, Metro Manila

COMPANY REG. NO. AS93007946

CERTIFICATE OF FILING OF AMENDED BY-LAWS

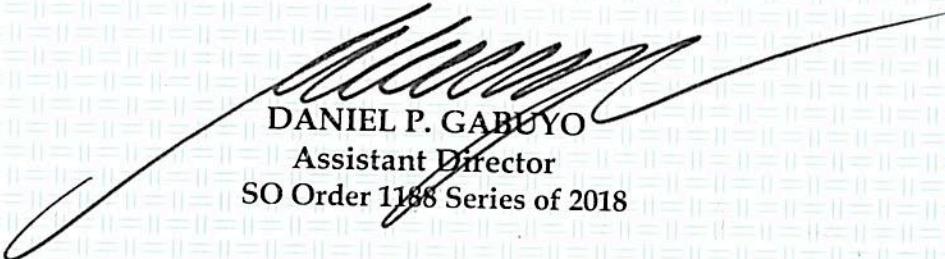
KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the Amended By-Laws of

ALLIANCE GLOBAL GROUP, INC.

copy annexed, adopted on July 02, 2020 by majority vote of the Board of Directors and on August 06, 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 majority of the said Board was approved by the Commission on this date pursuant to the provisions of Section 47 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.

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 7th day of December, Twenty Twenty.


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

JS/qba

COVER SHEET

for Applications at COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

AMENDMENT

SEC Registration Number

A S O 9 3 - 7 9 4 6

Former Company Name

A L L I A N C E G L O B A L

G R O U P , I N C .

**AMENDED TO:
New Company Name**

Principal Office (No./Street/Barangay/City/Town)Province)

7 / F 1 8 8 0 E a s t w o o d A v e . ,

E a s t w o o d C i t y C y b e r P a r k , E .

ZIP CODE

R o d r i g u e z , J r . A v e . , Q . C . 1 1 1 0

COMPANY INFORMATION

Company Email Address

dinainting @allianceglobal.com.ph

Company's Telephone Numbers

8709-2038 to 41

Mobile Number

CONTACT PERSON INFORMATION

The designated person **MUST** be a Director/Trustee/Partner/Officer/Resident Agent of the Corporation

Name of Contact Person

Alan B. Quintana

Email Address

Telephone Numbers

Mobile Number

Contact Person's Address

16/F Alliance Global Tower, 36th Street cor. 11th Avenue, Uptown Bonifacio, Taguig City

To be accomplished by CRMD Personnel

Date

Signature

Assigned Processor

Document I.D.

Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

- Corporate and Partnership Registration Division
- Green Lane Unit
- Financial Analysis and Audit Division
- Licensing Unit
- Compliance Monitoring Division

CERTIFICATE OF AMENDMENT OF THE
AMENDED BY-LAWS
OF
ALLIANCE GLOBAL GROUP, INC.



WE, the Chairman of the Board, the Corporate Secretary and at least a majority of the members of the Board of Directors of **ALLIANCE GLOBAL GROUP, INC.** (the "Corporation"), a corporation organized an existing under Philippine laws with principal office at the 7th Floor, 1880 Eastwood Avenue, Eastwood City CyberPark, E. Rodriguez, Jr. Avenue, Bagumbayan, Quezon City, do hereby certify that:

1. On 02 July 2020, at least a majority of the members of the Board of Directors of the Corporation approved the amendment of Section 4, Article II and Sections 3 and 4, Article VII of the Corporation's Amended By-Laws.

2. The amended provisions of the attached Amended By-Laws are as follows:

a. The amended SECTION 4, ARTICLE II – THE BOARD OF DIRECTORS shall henceforth read as follows:

4. Meetings - The Board of Directors shall hold a meeting for organizational purposes immediately after their election, of which meeting no notice shall be required. Thereafter, the Board of Directors shall hold regular meetings on the first Monday of every month, or the day following if the former is a holiday or an official day, at the office of the *Corporation*, or at such particular hour or place as the Board of may fix. (AMENDED AS OF JULY 20, 2005 BY THE BOARD OF DIRECTORS AND AS OF AUGUST 26, 2005 BY THE STOCKHOLDERS)

Special meetings of the Board may be called by the President on one (1) day's notice to each director personally or in writing, or on the written request of two (2) directors.

Directors may participate and vote in a meeting through remote communication, such as videoconferencing or teleconferencing. (AS AMENDED ON 06 AUGUST 2020)

b. The amended SECTION 3 and 4, ARTICLE VII – STOCKHOLDERS' MEETING shall henceforth read as follows:

3. Quorum – No stockholders' meeting shall be competent to decide any matter or transact any business unless a majority of the outstanding capital stock is represented thereat, except in those cases in which the Corporation Code requires the affirmative vote of a greater proportion. **Stockholders, voting through remote communication or in absentia, electronically or otherwise, shall be deemed present for purposes of determining the existence of quorum. (AS AMENDED ON 06 AUGUST 2020)**

4. Vote – Voting upon all questions at all meetings of the stockholders shall be by shares of stock and not by per capital. **Voting may be exercised by proxy or in person, though remote communication or in absentia, electronically or otherwise, subject to compliance with such rules and regulations as may be issued by the Securities and Exchange Commission. (AS AMENDED ON 06 AUGUST 2020)**

3. On 06 August 2020, during the Annual Meeting of the Corporation's stockholders conducted through remote communication, the stockholders representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation ratified the said amendment to Section 4, Article II and Sections 3 and 4, Article VII of the Corporation's Amended By-Laws.

4. The amendment to Section 4 Article II and Sections 3 and 4, Article VII of the Corporation's Amended By-Laws is embodied in the attached true and correct copy of the Corporation's Amended By-Laws.

SEP 18 2020 IN WITNESS WHEREOF, we have hereunto affixed our signatures this _____ at Las Alas, Metro Manila, Philippines.



ANDREW L. TAN
Chairman of the Board



ALAN B. QUINTANA
Corporate Secretary



KEVIN ANDREW L. TAN
Director



KINGSON U. SIAN
Director



KATHERINE L. TAN
Director



ALEJO L. VILLANUEVA, JR.
Director



WINSTON S. CO
Director



SERGIO R. ORTIZ-LUIS, JR.
Director


Republic of the Philippines)
PASAY CITY)S.S.

SEP 18 2020

SUBSCRIBED AND SWORN to before me this _____ at _____, Philippines, affiants exhibited to me their valid identifications, to wit:

<u>Name</u>	<u>Valid ID</u>
Andrew L. Tan	
Alan B. Quintana	
Kevin Andrew L. Tan	
Kingson U. Sian	
Katherine L. Tan	
Alejo L. Villanueva	
Winston S. Co	
Sergio R. Ortiz-Luis, Jr.	

Doc. No. 268 ;
Page No. 21 ;
Book No. VI ;
Series of 2020.


ATTY. JOVINO R. ANGEL
NOTARY PUBLIC
UNTIL DECEMBER 31, 2020
SUITE 1 WHITE HOUSE
170 VILLARUEL STREET PASAY CITY
PTR NO.: 7027688 1/7/20 PASAY
IBP NO.: 105427 1/7/20 PASIG
MCLE COMPLIANCE NO.: VI-0 02224-4/4/419
ROLL OF ATTORNEY'S NO.: 28761
NOTARIAL COMMISSION NO.: 19-37

AMENDED BY-LAWS

of

Alliance Global Group, Inc.

(formerly Alliance Global, Inc.)

ARTICLE I

Office

The office of the *Corporation* shall be located at Makati, Metro Manila or at such other place in the said city as the Board of Directors may, from time to time, fix.

ARTICLE II

The Board of Directors

1. **Qualifications and Election** - The general management of the *Corporation* shall be vested in a Board of seven (7) directors who shall be stockholders and who shall be elected annually by the 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 of vote of the stockholders owning or representing a majority of the subscribed and outstanding capital stock at a meeting specially called for the purpose, and the director or directors so chosen shall serve the unexpired term. *(Amended as of July 10, 1998)*

A Nomination Committee shall be duly constituted during the organizational meeting of the Board of Directors immediately after the stockholders' meeting. The Committee shall be responsible for screening and qualifying a list of nominees to the Board of Directors, including nominees for independent directors. The Committee shall start accepting nominees immediately after a disclosure is filed by the Corporation and all nominations shall be submitted within ten (10) days from the date of disclosure. (AMENDED AS OF JULY 20, 2005 BY THE BOARD OF DIRECTORS AND AS OF AUGUST 26, 2005 BY THE STOCKHOLDERS)

2. **Independent Directors** - Independent directors may be elected to the Board of Directors whenever required under Republic Act No 8799, otherwise known as The Securities Regulation Code, or under any applicable law. The nomination and election of independent directors shall be conducted in accordance with Rule 38 of the Implementing Rules and Regulations of The Securities Regulation Code as may be amended from time to time. (AMENDED AS OF JULY 20, 2005 BY THE BOARD OF DIRECTORS AND AS OF AUGUST 26, 2005 BY THE STOCKHOLDERS)

3. **Quorum** - The directors shall sit as a Board, and the individual directors shall have no power as such. A majority of the directors shall be necessary at all

meeting to constitute a quorum for the transaction of the business, and every decision of a majority of the quorum duly assembled as a Board shall be valid as a corporate act. (AMENDED AS OF JULY 20, 2005 BY THE BOARD OF DIRECTORS AND AS OF AUGUST 26, 2005 BY THE STOCKHOLDERS)

4. **Meetings** - The Board of Directors shall hold a meeting for organizational purposes immediately after their election, of which meeting no notice shall be required. Thereafter, the Board of Directors shall hold regular meetings on the first Monday of every month, or the day following if the former is a holiday or an official day, at the office of the *Corporation*, or at such particular hour or place as the Board of may fix. (AMENDED AS OF JULY 20, 2005 BY THE BOARD OF DIRECTORS AND AS OF AUGUST 26, 2005 BY THE STOCKHOLDERS)

Special meetings of the Board may be called by the President on one (1) day's notice to each director personally or in writing, or on the written request of two (2) directors.

Directors may participate and vote in a meeting through remote communication, such as videoconferencing or teleconferencing.(AS AMENDED ON 06 AUGUST 2020)

5. **Powers-** The Board of directors shall have the management of the business of the *Corporation* and such powers and authorities as herein by these By-Laws or statutes of the Philippines expressly conferred upon it. (AMENDED AS OF JULY 20, 2005 BY THE BOARD OF DIRECTORS AND AS OF AUGUST 26, 2005 BY THE STOCKHOLDERS)

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

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

b) To purchase or otherwise acquire for the company, rights and privileges which the company 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;

c) To pay for any property or rights acquired by the company or to discharge obligations of the company either wholly or partly in money or stocks, debentures or other securities of the company;

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

e) To delegate, from time to time, any of the powers of the Board which may be lawfully delegated in the course of the current business or businesses of the company to any standing or special committee or to any officer or agent to appoint any

person as agent of the company with sub-powers (including the power to sub-delegate) and upon such terms as may be deemed fit.

6. **Compensation** - Directors shall receive no compensation except when are acting as officers at the same time. (AMENDED AS OF JULY 20, 2005 BY THE BOARD OF DIRECTORS AND AS OF AUGUST 26, 2005 BY THE STOCKHOLDERS)

7. **Minutes**- Minutes of the meetings of the Board of Directors shall be kept and carefully preserved as record of the business transacted at such meetings. The minutes shall contain such entries as may be required by law. (AMENDED AS OF JULY 20, 2005 BY THE BOARD OF DIRECTORS AND AS OF AUGUST 26, 2005 BY THE STOCKHOLDERS)

ARTICLE III

Officers

1. **General** - The officers of the *Corporation* shall be a President, a Vice-President, a Secretary, a Treasurer, and a General Manager and whose powers and duties shall be as hereinafter provided and as the Board of Directors may fix in conformity with the provisions of these By-Laws. All officers shall be elected to their office by a majority vote of the Board of Directors. Two or more officers with compatible functions may be vested in the same person whenever deemed convenient or expedient.

2. **President** - The President shall preside at all meetings of the stockholders and of the Board of Directors. He shall be the principal executive officer of the *Corporation*. Subject to the control of the Board of Directors, he shall supervise and control the business and affairs of the *Corporation*. He shall appoint, upon previous approval of the Board, key personnel and all subordinate officers of the *Corporation*. He shall execute, upon previous approval of the Board, all contracts, deeds and agreements which the *Corporation* may enter into, and borrow money for the *Corporation* by any legal means whatsoever, including the arrangement of letters of credit and overdrafts with any and all banking institutions. He shall exercise such other powers and perform such other duties as the Board may from time to time fix or delegate.

3. **Treasurer** - The Treasurer shall be elected by the Board of Directors and he may or may not be a stockholder of the *Corporation*. He shall charge and custody of and be responsible for all funds and securities of the *Corporation*, receive and give receipts for monies due and payable to the *Corporation* from any source whatsoever, and deposit all such monies in the name of the *Corporation* in such banks, trust companies or other depositories as shall be elected by the Board. In general, he shall perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Board.

4. **Secretary** - The Secretary shall: (a) keep the minutes of the stockholders' meetings and of the Board of Directors' meetings; (b) see that all notices are duly given in accordance with these By-Laws; (c) be custodian of the corporate records and of the seal of the *Corporation*; (d) keep a register of the post addresses of

the stockholders which shall be furnished him by such stockholders; and, (e) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the Board, the Chairman, or the President. He shall be a resident and Filipino citizen.

5. **General Manager** - The General Manager shall be elected by the Board of Directors and he may or may not be a stockholder of the *Corporation*. He shall have direct and active management of the operations of the business of the *Corporation*, conducting the same according to the orders, resolutions and instructions of the Board and according to his discretion whenever or wherever the same is not expressly limited by such orders, resolutions or instructions. He shall recommend to the President the appointment of subordinate officers and employees and exercise general superintendence and direction over them. He shall perform such other duties as may be prescribed by the Board or which may properly pertain to his office and which in his judgment will serve the best interest of the *Corporation*.

6. **Compensation** - Officers shall receive such salaries or compensation as may be fixed by the Board of Directors.

7. **Vacancies and Delegation of Officers** - If the office of the President, Treasurer, Secretary and General Manager or director becomes 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 may delegate the powers and duties of such officer or to any other officer or to any director for the time being, provided a majority of the Board concurs herein and such delegation is not covered by any express provision of these By-Laws.

8. **Additional Offices** - The Board of Directors is empowered to create additional offices as the needs of management require, with such powers and duties as may be deemed necessary and appropriate or grant additional powers and duties to any of the present officers not incompatible with their regular powers and functions.

ARTICLE IV

Stock Certificate

Each stockholder whose shares of stock subscription have been paid in full shall be entitled to a stock certificate or certification 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 certificate shall be signed by the President and countersigned by the Secretary, sealed with the corporate seal and shall state on its face its number, the date of issue, and the number of shares for which it was issued, and the name of the person in whose it was issued.

ARTICLE V

Transfer of Shares of Stock

1. Shares of stock shall be transferred by delivery of the certificate endorsed by the owner or his attorney-in-fact or other person legally authorized to make the transfer but no transfer shall be valid except as between the parties until the transfer is annotated in the books of the *Corporation*.

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 substitution.

2. If a stock certificate is lost or destroyed, the Board of Directors may order the issuance of a new certificate in lieu thereof after satisfactory proof of the loss or destruction of the original certificate to the Board of Directors which may require such guaranty as it deems sufficient.

ARTICLE VI

Fiscal Year and Dividends

1. **Fiscal Year** - The fiscal year of the company shall begin on the first day of January and shall end on the last day of December of each year. (*Amended as of May 25, 1995*)

2. **Dividends** - Dividends may be declared from the surplus profits of the company 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 stock of the company.

ARTICLE VII

Stockholders' Meeting

1. **Place** - All meetings of the stockholders shall be held at the principal office of the company, unless written notices of such meeting should fix another place within Makati, Metro Manila.

2. **Proxy** - Stockholders may vote at all meetings either in person or by proxy duly given in writing and presented to the Secretary for inspection and recorded at or prior to the opening of said meeting.

3. **Quorum** - No stockholders' meeting shall be competent to decide any matter or transact any business unless a majority of the outstanding capital stock is represented thereat, except in those cases in which the Corporation Code requires the affirmative vote of a greater proportion. **Stockholders, voting through remote communication or in absentia, electronically or otherwise, shall be deemed present for purposes of determining the existence of quorum.** (AS AMENDED ON 06 AUGUST 2020)

4. **Vote** - Voting upon all questions at all meetings of the stockholders shall be by shares of stock and not by per capital. **Voting may be exercised by proxy or in person, though remote communication or in absentia, electronically or otherwise, subject to compliance with such rules and regulations as may be issued by the Securities and Exchange Commission.** (AS AMENDED ON 06 AUGUST 2020)

5. **Annual Meeting**- The annual meeting of the stockholders shall be held on the third Thursday of June of each calendar year when they shall elect by a plurality vote by ballot a Board of seven (7) directors to serve for one year until their successors are elected and qualified. (AMENDED AS OF JULY 27, 2018 BY THE BOARD OF DIRECTORS AND AS OF SEPTEMBER 18, 2018 BY THE STOCKHOLDERS)

Written notice of the annual meeting of the company shall be sent to each registered stockholders at least ten (10) days prior to the date of such meeting. Waiver of such notice may only be made in writing.

6. **Special Meeting** - The special meetings of the stockholders may be called by the President at his discretion, or on the demand of the stockholders holding the majority of the subscribed capital stock of the *Corporation*.

7. **Minutes** - Minutes of all meetings of the stockholders shall be kept and carefully preserved as record of the business transacted at such meeting. The minutes shall contain such entries as may be required by law.

ARTICLE VIII

Amendments

1. **Amendments** - The stockholders, by the affirmative vote of a majority of the stocks issued and outstanding and majority of the Board may make, alter or amend these By-Laws at any regular meeting or any special meeting called for the purpose.

Adopted in Makati, Metro Manila, this 30th day of September 1993, by the affirmative vote of the undersigned stockholders representing a majority of subscribed and outstanding capital stock of the *Corporation*.

(Sgd.) EDMUNDO HERRERA
Stockholder

(Sgd.) ENRIQUE SANTOS L. SY
Stockholder

(Sgd.) ARNULFO ALTUNA
Stockholder

(Sgd.) FERDINAND MASI
Stockholder

(Sgd.) CARMELO J. CANTO III
Stockholder

Attested by:

(Sgd.) ARNULFO ALTUNA
President

(Sgd.) CARMELO J. CANTO III
Secretary

Republic of the Philippines)
)S.S.


SECRETARY'S CERTIFICATE

I, **ALAN B. QUINTANA**, of legal age, Filipino and with office address at 16th Floor, Alliance Global Tower, 36th Street cor. 11th Avenue, Uptown Bonifacio, Taguig City, after being duly sworn hereby deposes and states that:

1. I am the Corporate Secretary of **ALLIANCE GLOBAL GROUP, INC.** (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with principal office at the 7th Floor, 1880 Eastwood Avenue, Eastwood City CyberPark, E. Rodriguez, Jr. Avenue, Bagumbayan, Quezon City, Philippines.


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 any claim by any person or group against the Board of Directors, individual directors or major corporate officers of the Corporation in their capacity as directors or officers or vice-versa.

IN WITNESS WHEREOF, I have hereunto affixed my signature this SEP 18 2020 at Taguig City, Philippines.


ALAN B. QUINTANA
Corporate Secretary

SUBSCRIBED AND SWORN to before this SEP 18 2020 at PASAY CITY, Philippines, affiant exhibiting to me his Tax Identification No.

Doc. No. 201 ;
Page No. 2 ;
Book No. 1st ;
Series of 2020.


ATTY. JOVINO R. ANGEL
NOTARY PUBLIC
UNTIL DECEMBER 31, 2020
SUITE 1 WHITE HOUSE
170 VILLARDEL STREET PASAY CITY
PTR NO.: 7027688 1/7/20 PASAY
IBP NO.: 105427 1/7/20 PASIG
MCLE COMPLIANCE NO.: VI-0 02224-4/4/419
ROLL OF ATTORNEY'S NO.: 28761
NOTARIAL COMMISSION NO.: 18-27