



Republic of the Philippines  
 Department of Commerce and Industry  
**SECURITIES AND EXCHANGE COMMISSION**  
 Manila  
 Makati, Rizal

CERTIFICATE OF FILING OF BY-LAWS

TO ALL TO WHOM THESE PRESENTS MAY COME, GREETINGS:

THIS IS TO CERTIFY that the By-Laws of the

**STENIEL MANUFACTURING CORPORATION**

copy annexed, adopted by the stockholders owning or representing at least a majority of all the subscribed capital stock on September 17, 1963, certified to by a majority of the Board of Directors and countersigned by the Secretary of the Corporation, was filed in this Office on the 19th day of September, 1963, pursuant to the provisions of Section 20 of the Corporation Law, Act 1459, as amended, 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 Makati, Rizal, Philippines, this 19th day of September in the year of our Lord nineteen hundred and sixty-three.

MARIANO B. PINEDA  
 Securities and Exchange Commissioner

Received Company

By M. B. Pineda

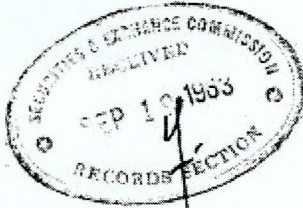
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BY - LAWS OF

" STENIEL MANUFACTURING CORPORATION "

ARTICLE I

1. Office. - The principal office of the company shall be located at the Municipality of Mandaluyong, Rizal and branch offices at such other places in the Philippines as the Board of Directors may, from time to time fix.

2. Seal. The corporation shall have a common seal, consisting of two concentric circles between which shall be the words STENIEL MANUFACTURING CORPORATION Mandaluyong, Rizal, Philippines. Inside the inner circle shall be the words "INCORPORATED 1963."

ARTICLE II

The Board of Directors

1. Qualifications and Elections: The general management of the corporation shall be vested in a board of five (5) directors who shall be stockholders and who shall be elected annually by the stockholders owning or representing the majority of the subscribed capital stocks for the term of one year and shall serve until the election and qualifications of their successors. Any vacancy in the Board of Directors shall be filled by the remaining members of the Board constituting a quorum by a majority vote and the director or directors so chosen shall serve for the unexpired term.

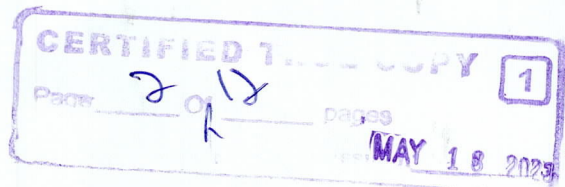
2. Quorum: The Directors shall act only as a Board, and the individual directors shall have no power as such. A majority of the directors shall be necessary at all meetings to constitute a quorum for the transaction of any business, and every decision of the majority of the quorum duly assembled as a Board shall be valid as a corporate act.

3. Meetings: The Board of Directors shall hold a meeting, for organization, immediately after their election, of which meeting no notice shall be required. Thereafter, the Board of Directors shall hold regular meetings on the first Tuesday of January, April, July and October of every year at 4:00 P.M.,

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at the office of the company, or at such particular hour or place as the Board may fix.

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

4. Powers: The Board of Directors shall have the management of the business of the company and such powers and authorities as are herein by these by-laws or by the statutes of the Philippines expressly conferred upon it.

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

- (a) From time to time to make and change rules and regulations not inconsistent with these by-laws for the management of the company's business and officers;
- (b) To purchase or otherwise acquire for the company, right or 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 in stocks, bonds, debentures or other securities of the company;
- (d) To borrow money for the company and for such purpose to 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 in the course of the current business or businesses of the company to any standing or special committee or to

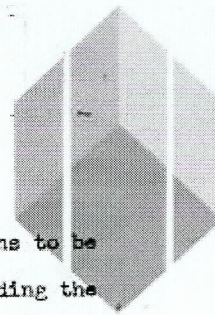
*Handwritten signature: Myra J. Tachan*

*Handwritten signature: Granite Co. Sec. Dept. Secy*

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any officer or agent and to appoint any persons to be agents of the company with such powers (including the power to sub-delegate), and upon such terms as may be deemed fit.

5. Compensations Directors, as such shall receive such compensation for their services as may be from time to time fixed by the stockholders.

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

ARTICLE III

Officers

1. General: The officers of the corporation shall consists of a President, a Vice-President, a General Manager, a Treasurer, an Assistant General Manager, a Secretary 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 officer shall be elected to their offices by a majority vote of the Board of Directors. Two or more offices may be vested in the same person whenever deemed convenient or expedient, provided they are not incompatible with each other.

2. President: The President shall be elected by the Board of Directors from their own number. He shall have the following powers and duties:

- (a) Preside at all meetings of the stockholders and of the directors;
- (b) Exercise general supervision over all the other officers and the employees of the company;
- (c) Borrow money for the company by any lawful means whatsoever, including opening letters of credit and overdrafts with any and all banking institutions;
- (d) Execute on behalf of the company all contracts and

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agreements which the said company may enter into;

- (e) Submit an annual report of the operations of the company to the Board of Directors and at such other times as the latter may request, and an annual report thereof to the stockholders at the annual meeting;
- (f) Exercise such other powers and perform such other duties as the Board of Directors may from time to time fix or delegate.

3. Vice-President: The Vice-President shall likewise be elected by the Board of Directors from their own number. He shall be vested with all the powers and authorities, and required to perform all the duties of the President during the absence or incapacity of the latter for any cause, and he shall also perform such other duties as the Board of Directors may from time to time assign to him.

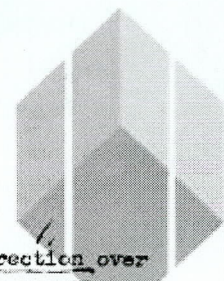
4. General Manager: The General Manager shall be elected by the Board of Directors, and he may not be a stockholder of the company. He shall hold office at the pleasure of the Board and shall have the following powers and duties:

- (a) Have direct and active management of the business and operations of the company, conducting the same according to the orders, resolutions and instructions of the Board of Directors and the President, and according to his own discretion whenever and wherever the same is not expressly limited by such orders, resolutions and instructions;
- (b) Appoint and at his discretion remove or suspend all the agents, and employees and other subordinate personnel of the company and prescribe their duties and fix and from time to time change their respective salaries or wages, and require guaranties or bond in such amounts as he may determine to secure the faithful discharge by certain employees or agents of their official trusts; PROVIDED, that his decisions are subject to revocation, change or amendment by the President.

Juanita G. Co. Sec. of the Co. - 3 Myrtle Junction

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*Janita G. B. ...*

- (c) Exercise general superintendence and direction over all the agents, employees and other subordinate personnel of the company, and see that their respective duties are properly performed;
- (d) Submit to the Board of Directors such statements, reports, memoranda and accounts as the latter may require, and prepare such statements and reports as may be required from time to time by law with respect to corporations organized according to Philippine laws;
- (e) Perform such other duties as may be prescribed by the Board of Directors or which may properly pertain to his office and which in his judgment will serve the best interests of the corporation, in conformity with the provisions of statutory law and of these by-laws.

5. Assistant General Manager - The assistant General Manager shall be elected by the Board of Directors and may or may not be a stockholder of the company or member of the Board of Directors. He shall be vested with all the powers and authorities, and required to perform all the duties of the General Manager during the absence or incapacity of the latter for any cause and he shall also perform such other duties as the Board of Directors of the President may from time to time assign to him.

6. Treasurer: The Treasurer shall be elected by the Board of Directors, and he may or may not be a stockholder of the company or member of the Board of Directors. He shall hold office at the pleasure of the Board, and he shall have the following duties and powers:

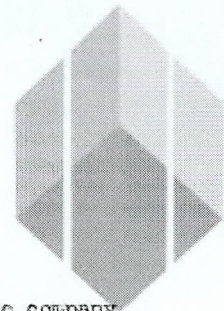
- (a) Have custody of, and be responsible for all the funds, securities and bonds of the company, and keep a complete and accurate record of receipts and disbursements and other commercial transactions in the corresponding books of account of the corporation, and see to it that all disbursements and expenditures

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are evidence by appropriate vouchers;

- (b) Deposit in the name and to the credit of the company in such bank or banks as may be designated from time to time by the Board of Directors or the President, all the moneys, funds, securities, bonds and similar valuable effects belonging to the corporation which may come under his control;
- (c) Render an annual statement showing the financial condition of the company on the 31st day of December of each year and such other financial reports as the Board of Directors or the President may from time to time require;
- (d) Receive and give receipts for all moneys paid to the company from any source whatsoever, and generally to perform such other duties as may be required by law or prescribed by the Board of Directors or the President.

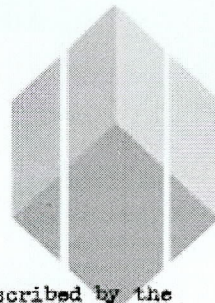
7. Secretary: The Secretary shall be elected by the Board of Directors, and he may or may not be a stockholder of the company or member of the Board of Directors. He shall hold office at the pleasure of the Board, and he shall perform the following duties:

- (a) Keep full minutes of all meetings of the Board of Directors and of the stockholders;
- (b) Keep the stock and transfer book and the corporate seal, which he shall stamp on all documents requiring such seal of the corporation;
- (c) Fill and countersign all the certificates of stock issued, making the corresponding annotations on the margin of stub of such certificates upon issuance;
- (d) Give, or cause to be given, all notices required by law or by the by-laws of the corporation as well as notices of all meetings of the Board of Directors and of the stock-

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*Secretary of the Board of Directors*  
*Granite Co. Co.*

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holders;

(e) Perform such other duties as may be prescribed by the Board of Directors or the President.

8. Compensation. - All officers shall receive such salaries or compensations as may be fixed by the Board of Directors.

9. Vacancy in and Delegations of Offices: If the office of the President, Vice-President, General Manager, Treasurer, Assistant General Manager, Secretary, 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 the case of the temporary absence of any officer of the company, 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 officers 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 covered by express provision of these by-laws.

ARTICLE IV

Certificate of Stock

Each stockholder whose shares 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 certificate shall be signed by the President and countersigned by the Secretary and sealed with the corporate seal and shall state on its face its number, and 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 V.

Transfer of Shares of Stock

Shares of stock shall be transferred by delivery of the certificate

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indorsed 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 before a new certificate in lieu thereof is issued, and the Secretary shall keep the cancelled certificate as a proof of substitution. 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 and upon proper request for the issuance of such new certificates to the Board of Directors which may require such guaranty as it deems sufficient; provided, that the provisions of Republic Act No. 201 has been complied with.

ARTICLE VI

Finances: withdrawals from Banks

1. Fiscal Year: The fiscal year of the company shall begin on the first day of January and shall end with the last day of December of each year.
2. Dividends: Dividends may be declared from the surplus profit of the company at such time or times and in such percentage as the Board of Directors may deem proper. No dividend shall be declared that will impair the capital of the company. Stock dividend shall be declared in accordance with the law.
3. Inspection of Accounts: The books, accounts, and records of the company shall be open to inspection of any member of the Board of Directors at all times. Stockholders may inspect said books, records and accounts of the company at reasonable hours of every business day.
4. Withdrawals: Withdrawals of corporate funds from banking institutions whether by check or other means shall be effected only on signature of the President or the Treasurer.

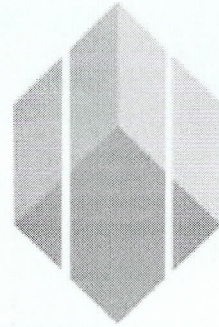
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ARTICLE VII

Stockholder's Meeting

1. Place: All meetings of the stockholders shall be held at the principal office of the company, unless written notices of such meetings should fix another place within the Municipality of Mandaluyong, Rizal.

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 record at or prior to the opening of said meeting.

3. Quorum: No stockholders' meeting shall be competent to decide any matter or to 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 requires the affirmative vote of a greater proportion.

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

5. Annual Meeting: The annual meeting of the stockholders after the year 1963 shall be held on the first Thursday of April in each calendar year, at 4:00 o'clock p. m. when they shall elect by a plurality vote by ballot a board of five (5) directors to serve for one year until their successors are elected and qualified.

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 Meetings: 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.

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 stockholder at least five (5) days before the date of such special meeting:

*Granite 4 Co. Sec. Secretary*  
*Myra J. Andala*

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PROVIDED, that this requisite may be waived in writing by the stockholders.

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

ARTICLE VIII

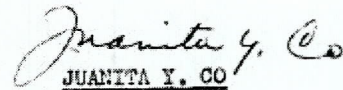
Amendments

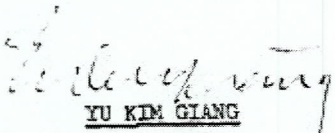
The stockholders by the affirmative vote of the majority of the subscribed capital stock may, at any regular or upon notice at any special meeting, alter or amend these by-laws. The power to amend or repeal these by-laws may be delegated to the Board of Directors in the manner provided by law.

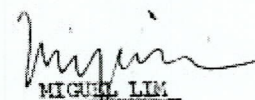
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The foregoing by-laws were adopted by the affirmative vote of the stockholders owning or representing at least the majority of the subscribed capital stock at the first meeting of the stockholders held in Mandaluyong, Rizal, Philippines, on the 17th day of September, 1963.

  
CO SEE CHO  
STOCKHOLDER

  
JUANITA Y. CO  
STOCKHOLDER

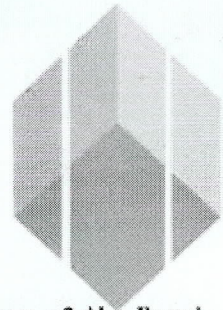
  
YU KIM GIANG  
STOCKHOLDER

  
MIGUEL LIM  
STOCKHOLDER

  
TAN CHAI  
STOCKHOLDER

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signed:

DIRECTORS' CERTIFICATE



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KNOW ALL MEN BY THESE PRESENTS:

That We, the undersigned, the majority of the members of the Board of Directors of the STENIEL MANUFACTURING CORPORATION, a corporation duly organized and existing under the laws of the Republic of the Philippines, and the Secretary thereof, do hereby certify that the foregoing document is a true and correct copy of the by-laws, duly adopted by the affirmative vote of the stockholders owning or representing at least the majority of the subscribed capital stock at a meeting of the stockholders held on September 17, 1963 at the Municipality of Mandaluyong, Rizal, Philippines.

In Witness Whereof, we have hereunto set our hands this 17 day of September, 1963 at Mandaluyong, Rizal, Philippines.

CO SEE CHO  
DIRECTOR

YU KIM SIANG  
DIRECTOR

JUANITA Y. CO  
DIRECTOR

MIGUEL LIM  
DIRECTOR

TAN CHAI  
DIRECTOR

Countersigned by:

MIGUEL LIM  
SECRETARY

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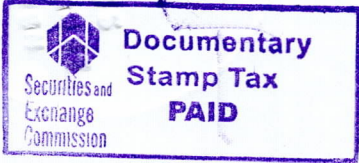
Republic of the Philippines  
**SECURITIES and EXCHANGE COMMISSION**

I hereby certify that (a) this is a true copy of the document stored in the SEC Official Records to which proper security measures were employed to ensure data integrity, consisting of 12 ( 12 ) page (s); and (b) at all material times, the SEC System for Records Retrieval, Storage and Maintenance were operating in a manner that did not affect the integrity of the electronic document.

SPENIEL MANUFACTURING CORPORATION

Verified by: REGGIENALD R. DE CASTRO Fees Php 200 paid under

O.R. No.: RM-0065403-07 Dated: MAY 18 2023



~~ROMEO B. CAMANO~~  
SEC Administrative Officer IV  
Electronic Records Management Division  
Information and Communication Technology Department