REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
The SEC Headquarters
7907 Makati Avenue, Salcedo Village,
Barangay Bel-Air, Makati City, 1209, Metro Manila

COMPANY REG. NO. CS201210314

CERTIFICATE OF FILING OF AMENDED ARTICLES OF INCORPORATION

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the Amended Articles of Incorporation of the

COAL ASIA HOLDINGS INCORPORATED

(Amending Articles II Primary and Secondary Purpose and VII thereof)

copy annexed, adopted on July 1, 2024 by majority vote of the Board of Directors and 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 a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 15 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.

Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing/lending company and time shares/club shares/membership certificates issuers or selling agents thereof; nor to operate a fiat money to virtual currency exchange. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at The SEC Headquarters, 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, 1209, Metro Manila, Philippines, this 18th day of February, Twenty Twenty Five.

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

WS/bds

COVER SHEET
for Applications at
COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application: AMENDMENT

SEC Registration Number: CS201210314

Former Company Name

COAL ASIA HOLDINGS INCORPORATED

AMENDED TO:
New Company Name

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

3RD FLOOR JTKC CENTER
2155 DON CHINO ROCES

ZIP CODE: 1230

COMPANY INFORMATION

Company Email Address	Company's Telephone Number/s	Mobile Number

CONTACT PERSON INFORMATION

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

Name of Contact Person	Email Address	Telephone Number/s	Mobile Number
Rolando P. Domingo	rolando.domingo@pureenergy.com.ph	8813-8892 to 97	09178301613

Contact Person's Address

3F JTKC Centre 2155 Chino Roces Avenue Pio del Pilar Makati 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

AMENDED ARTICLES OF INCORPORATION

OF

COAL ASIA HOLDINGS INCORPORATED

KNOW ALL MEN BY THESE PRESENTS:

The undersigned incorporators, all of legal age, and majority of whom are residents of the Philippines, have this day voluntarily agreed to form a stock corporation under the laws of the Philippines.

THAT WE HEREBY CERTIFY THAT:

FIRST: The name of this corporation shall be:

COAL ASIA HOLDINGS INCORPORATED

SECOND: A. The primary purpose of this corporation is:

To act as a holding company which will invest in corporations engaged in the business of generating energy derived from coal, fossil, fuel, geothermal, nuclear including the use of small modular reactors (SMRs), natural gas, hydroelectric new and renewable energy including but not limited to utility scale ground solar farms, floating solar farms and rooftop solar power, wind farms for onshore and offshore, biomass and biogas power systems, and energy generation and other viable sources of power, for lighting and power purposes and whole selling the electric power to any corporation, public electric utilities and electric cooperatives and for carrying on of all necessary and convenient buildings, structures, machinery, sub-stations, transmission lines, poles, wires and other things and devices, and to acquire and hold water and flowage rights and to acquire, lease, hold, occupy or use land rights of way and easement therein without however engaging as an investment company under the Investment Act or a finance company or as a dealer in securities or stocks or as a real estate development company or as a bank or financial institution but only holding the foregoing assets for purely investment purposes.

2. To purchase, acquire and take over all or any part of the rights, assets, business and property of any person, partnership, corporation or association and to undertake and assume the liabilities and obligations of such persons, partnership, corporation or association whose rights, assets, business or property may be purchased, acquired or taken over;

3. To enter into any arrangement for sharing profits, union of interests, joint venture, reciprocal concession or otherwise, with any person or company engaging in or about to engage in any business or transaction which the Corporation is authorized to carry on or engage in any business or transaction that may directly or indirectly benefit the Corporation;

4. To purchase or otherwise acquire, obtain an interest in, own, hold, pledge, mortgage, assign, deposit, create trusts, exchange, sell and otherwise dispose of, alone or in syndicates or otherwise in conjunction with others; and generally deal in and with all or any of the following: all kinds warrants, options, voting trust certificates, trust certificate, bonds, mortgages, debentures, trust receipts, notes and other certificates, obligations, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, and evidences of any interest therein or in respect thereto; to acquire purchase, sell or otherwise dispose of any securities or other obligation of the Corporation, provided that the Corporation shall not engage in stock brokerage business.

5. To engage in the business of manufacturing, processing, assembling, and/or fabricating and exporting, importing, buying, acquiring, holding, selling or otherwise disposing of and dealing in goods, wares, supplies, materials, articles, merchandise, commodities, properties of every kind, class and description, whether natural or artificial which may become articles of commerce, and in connection therewith, to act as indentor, principal or agent, manufacturer's representative, commission merchant, merchandise broker, factor, consignment agent or in any other representative capacity for foreign and domestic juridical entities or natural persons.

6. To purchase, own, sell, assign, negotiate, mortgage, pledge or otherwise dispose of accounts receivable, notes receivable, checks, drafts, negotiable instruments, letters of credit and other evidences of indebtedness or other obligations for the payment of money owed by any person, partnership, corporation or association, or to undertake, under such terms and conditions as the Corporation may deem fit, the collection of such accounts receivable, notes receivable, checks, drafts, negotiable instruments, letters of credit and other evidences of indebtedness or other obligations for the payment of money.

7. To act as manufacturer's representatives, indentors, commission merchants, commercial brokers or agents, or in any other representative capacity, for natural and juridical persons, whether domestic or foreign.

8. To act as managers, managing agents of administrators of corporations, partnerships, or persons, with respect to their businesses or properties and to undertake, carry on, assist or participate in the management, reorganization or liquidation of corporations, partnerships, and other forms of business firms and entities.

B. The secondary purpose of the corporation is to:

SECONDARY PURPOSE

1. *To engage in buying, selling, brokering, marketing or aggregating electricity to end -users; to provide power generation, electricity trading and electricity supply services to distribution utilities and other entities, including but not limited to, electric cooperatives to install, build, own, lease, maintain or operate power generation facilities, using fossil fuel, natural gas, or renewable energy; and to engage in any and all acts which may be necessary, or convenient, in the furtherance of such power generation services to develop, construct, own, lease and operate electricity generation and/or distribution, and/or hydropower plants or related businesses; to engage in build-operate-transfer arrangements with the government, its branches, agencies and instrumentalities, and any non- government entity; act as consultants, contractors or principals in the business of developing, constructing, operating, repairing and maintaining of hydropower plants and systems and other power-generating or converting stations and in the manufacture, operation and repair of associated mechanical and electrical equipment; to carry on the general business of manufacture, generation, and/or transmission of electric power in accordance with existing laws, rules and regulations; and to carry on all business necessary or incident to all the foregoing; to purchase, acquire, own, lease, sell and convey real properties such as lands, buildings, factories, and warehouses and machineries, equipment and other personal properties as may be necessary or incidental to the conduct of the corporate business, including the importation of plants, machineries, equipment, and any and all implements necessary, desirable and required for the corporation's power generation, distribution, transmission systems and other matters related to but not confined to energy related businesses; to engage, operate and maintain water and electric facilities or make the necessary undertakings for the distribution of such facilities to consumers, and in relation thereto, engage in other allied services and business necessary for the conduct and maintenance of the above project; to engage in the business of agriculture, plantations of any kind, farms, indoor farming, aquaculture, and akin industries and activities; Watershed conservation, forestry, and all other allied industries and activities; to engage in the business of generating of electricity and distribution of the same through waste energy with agricultural waste and commercial/residential and waste, and all other waste to energy power system.*

9. To purchase or otherwise acquire, assemble, install, construct, equip, repair, remodel, maintain, operate, hold, own, lease, rent, mortgage, charge, sell, convey or otherwise dispose of, any and all kinds of gas, works, mills, factories, installations, plants, shops, laboratories, terminals, office buildings, and other buildings and structures, roads, railroads, cars, railroad and equipment, garages, motor and road equipment, aircraft and aircraft equipment, aviation fields, water works, reservoirs, dams, canals, waterways, bridges, ports, docks, piers, wharves, marine equipment and any and all kinds of machinery, apparatus, instruments, fixtures and appliance.

10. To acquire by purchase, lease, contract, concession or otherwise any and all real estate, lands, land patents, options, grants, concessions, franchises, water and other rights, privileges, easements, estates, interests and properties of every kind and description whatsoever; or any other business in which the corporation may lawfully engage, and to own, hold, operate, improve, develop, reorganize, manage, grant, lease, sell, exchange or otherwise dispose of all, the whole or any part thereof; to purchase, drill for or otherwise by purchase, lease, or otherwise and to erect, construct, enlarge, own, hold, maintain, use and operate water works; and water systems for supplying water and water power for any and all uses and purposes.

11. To engage in the hotel, resorts, gaming, casino, entertainment and akin industries and business activities; to provide travelers with shelter, and similar services and goods, offering on a commercial basis things that are customarily furnished within households but unavailable to people on a journey away from home.

12. To engage in general construction business including the constructing, enlarging, repairing, or engaging in any work upon buildings, houses & condominium, roads, plants, bridges, piers, waterworks, railroads & other structures except locally funded public works and defense related structures.

13. To engage in the business of bulk water supply, water distribution, water treatment, septage and/or supply which involves the construction, manufacturing, supplying, operating and maintaining equipment, facilities and sewage system, and supply of chemicals that may be used for water treatment or supply such as but not limited to purification, desalination, reverse osmosis and wastewater treatment.
(As amended during the Annual Stockholders' Meeting and Organizational Board Meeting both held on 1 July 2024)

AND IN FURTHERANCE OF THE FOREGOING PURPOSES-

1. To acquire or obtain from any governmental authority or authorities, national or municipal or from any corporation, company, entity or person, such charters, franchises, licenses, permits, patents, trademarks, trade secrets, inventions, copyrights, or other rights and privileges which may be conducive to or necessary or desirable for the attainment of any of the objects and purposes of the Corporation.

2. To purchase, acquire, hold, lease, sell, and convey such real and personal properties which are necessary for the conduct of the corporate business.

3. To borrow or raise money necessary to meet the financial requirements of the Corporation by the issuance of bonds, promissory notes and evidences of indebtedness, and to secure the repayment thereof by mortgage, pledge, deed of trust or lien upon the properties of the Corporation, or to issue, pursuant to law, shares of its capital stock, debentures, bonds, warrants, notes or other evidence of indebtedness in payment of or exchange for properties or rights acquired by the Corporation or for money borrowed in the prosecution of its business.

4. To deal in and with the properties of the Corporation in such manner as may from time to time be considered necessary for the advancement of the business interests of the Corporation and to sell, dispose of or transfer the business, goodwill, properties and undertaking of the Corporation or any part thereof for such consideration and under such terms as it shall see fit to accept under the circumstances.

5. To purchase, acquire, hold, sell, dispose of or otherwise deal in and with shares, bonds, and other securities created by any company having objectives or purposes altogether or in part similar to those of the Corporation, and while the owner or holder thereof to exercise all the rights and incidents of ownership, including the right to vote the same, to receive, collect and dispose of the interests, dividends and income therefrom.

6. To do and perform all acts and things necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of the corporation, including the exercise of the powers, authorities and attributes conferred upon corporation organized under the laws of the Philippines in general and upon domestic corporations of like nature in particular.

The foregoing clauses shall each be construed as purposes and powers and the matters expressed in each clause or any part of any clause shall in no wise be limited by reference to or inference from any other clause or any other part of the same clause but shall be regarded as independent purposes and powers, and the enumeration of specified purpose and powers shall not be construed to limit or restrict in any manner the meaning of the general purposes and powers of the Corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature, not expressed. Likewise, the purposes and powers specified herein shall not be regarded in any manner as a limitation of the powers granted or allowed to and exercisable by the Corporation under the New Corporation Code and other applicable statutes of the Republic of the Philippines.

THIRD: That the place where the principal office of the corporation is to be established or located is at 3rd Floor, JTKC Centre, 2155 Pasong Tamo, Makati City.

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

FIFTH: That the names, nationalities and residences of the incorporators of the corporation are as follows:

Name	Nationality	Address
1. DEXTER Y. TIU	Filipino	3rd JTKC Centre, 2155 Pasong Tamo, Makati City
2. JAIME T. ANG	Filipino	214 E. Rodriguez St., Addition Hills, San Juan City
3. ALEXANDER Y. TIU	Filipino	130 Amorsolo Mansion, 130 Amorsolo St., Legaspi Village, Makati City
4. GERTIM G. CHUAHIONG	Filipino	31 Guava St., Malabon City
5. ERIC Y. ROXAS	Filipino	26 Castrillo St., Corinthian Gardens, Quezon City

SIXTH: That the number of directors of said corporation shall be seven(7) [3] and that the names, nationalities and residences of the directors who are to serve until their successors are elected and qualified as provided by the By-Laws are as follows:

Name	Nationality	Address
1. DEXTER Y. TIU	Filipino	3rd JTKC Centre, 2155 Pasong Tamo, Makati City
2. JAIME T. ANG	Filipino	214 E. Rodriguez St., Addition Hills, San Juan City
3. ALEXANDER Y. TIU	Filipino	130 Amorsolo Mansion, 130 Amorsolo St., Legaspi Village, Makati City
4. GERTIM G. CHUAHIONG	Filipino	31 Guava St., Malabon City
5. ERIC Y. ROXAS	Filipino	26 Castrillo St., Corinthian Gardens, Quezon City

[3] As amended and approved during the separate meetings of the Board of Directors and stockholders both held on 18 June 2012.

SEVENTH: **That the authorized capital stock of said corporation is FIVE BILLION PESOS (P5,000,000,000.00), Philippine Currency, and said capital stock is divided into *FIFTY BILLION (50,000,000,000) shares of stock with a par value of TEN CENTAVOS (P0.10)* each.** (As amended during the Annual Stockholders' Meeting and Organizational Board Meeting both held on 1 July 2024, whereat a quorum was present and voting, by 100% of the stockholders representing at least 2/3 of the outstanding capital stock and voting and by majority of the Board of Directors)

No stockholder shall have a right to purchase or subscribe to any additional share of the capital stock of the corporation whether such shares of capital stock are now or hereafter authorized, whether or not such stock is convertible into or exchangeable for any stock of the Corporation or of any other class, and whether out of the number of shares authorized by the Articles of Incorporation of the Corporation as originally filed, or by any amendment thereof, or out of shares of the capital stock of any class of the Corporation acquired by it after the issue thereof; nor shall any holder of any such stock of any class, as such holder, have any right to purchase or subscribe for any obligation which the Corporation may issue or sell that shall be convertible into, or exchangeable for, any shares of the capital stock of any class of the Corporation or to which shall be attached or appertain any warrant or warrants or any instrument or instruments that shall confer upon the owner of such obligation, warrant or instrument the right to subscribe for, or to purchase from the Corporation, any shares of its capital stock of any class.

The Board of Directors may, from time to time, grant stock options, issue warrants or enter into stock purchase reciprocal investments, private placements, joint ventures, or similar agreements for purposes necessary or desirable for the corporation and allocate, issue, sell or otherwise transfer, convey or dispose of shares of stock of the corporation of a class or classes and to such persons or entities to be determined by the Board, including, but not limited, to employees, officers and directors of the corporation.

These provisions shall be printed in all stock certificates of the corporation. [4]

EIGHTH: That at least twenty five percent (25%) of the authorized capital stock has been subscribed and at least twenty five percent (25%) of the total subscription has been paid in shares of stock as follows:

Name	Nationality	No. of Shares Subscribed	Amount Subscribed (Php)	Amount Paid-up Php
DEXTER Y. TIU	Filipino	640,000,000	640,000,000.00	640,000,000.00
JAIME T. ANG	Filipino	640,000,000	640,000,000.00	640,000,000.00
ALEXANDER Y. TIU	Filipino	640,000,000	640,000,000.00	640,000,000.00
GERTIM G. CHUAHIONG	Filipino	640,000,000	640,000,000.00	640,000,000.00
ERIC Y. ROXAS	Filipino	640,000,000	640,000,000.00	640,000,000.00
	Total	3,200,000,000	3,200,000,000.00	3,200,000,000.00

NINTH: That no transfer of stock or interest which would reduce the stock ownership of Filipino citizens to less than the required percentage of the capital stock as provided by existing laws shall be allowed or permitted to be recorded in the proper books of the corporation and this restriction shall be indicated in the stock certificates issued by the corporation.

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[4] As amended and approved during the separate meetings of the Board of Directors and Stockholders both held on 18 June 2012

TENTH: That ERIC Y. ROXAS has been elected by the subscribers as Treasurer of the corporation to act as such until his successor is duly elected and shall have qualified in accordance with the By-laws; and that, as such Treasurer, has been authorized to receive for the corporation, and to issue in its name receipts for all subscriptions paid in by the subscribers.

ELEVENTH: That the corporation manifests its willingness to change its corporate name in the event another person, firm or entity has acquired a prior right to use the said firm name or one deceptively or confusingly similar to it.

IN WITNESS WHEREOF, we have hereunto set our hands, this ___ day of _____________at Makati City.

DEXTER Y. TIU
TIN 106-218-920
Original signed

JAIME T. ANG
TIN 108-881-845
Original signed

ALEXANDER Y. TIU
TIN 106-218-904
Original signed

GERTIM G. CHUAHIONG
TIN 100-810-789
Original signed

ERIC Y. ROXAS
TIN 106-207-301
Original signed

SIGNED IN THE PRESENCE OF :

_________________________ _________________________

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
) S.S.

BEFORE ME, a Notary Public in and for the City of Makati this 28 May 2012, personally appeared:

DEXTER Y. TIU	106-218-920
JAIME T. ANG	108-881-845
ALEXANDER Y. TIU	106-218-904
GERTIM G. CHUAHIONG	100-810-789
ERIC Y. ROXAS	106-207-301

they have satisfactorily proven to me their identity through their respective IDs, and that they are the same persons who executed and voluntarily signed the foregoing Articles of Incorporation which they acknowledged before me as their free and voluntary act and deed.

The foregoing Articles of Incorporation consisting of four (4) pages including the page on which this acknowledgement is written, has been signed on the left margin of each and every page by the parties and the witnesses.

WITNESS MY HAND AND SEAL, this 28 May 2012 in the City of Makati.

Doc. No. 79;
Page No. 16;
Book No. X;
Series of 2012.

(SGD.)ATTY. DWIGHT M. GALLARITA
NOTARY PUBLIC
COMM EXPIRES ON Dec 31, 2012
PTR No. 4181610/02-05-2012/MAKATI CITY
IBP No. 185939/01-18-2012/QUEZON CITY
MCLE COMPLIANCE No. 111-0018940
ROLL NO. 42425

Except locally funded works in defense related structures

REPUBLIC OF THE PHILIPPINES)
) S. S.

DIRECTORS' CERTIFICATE
[RE CHANGE IN PAR VALUE AND AMENDMENT OF PURPOSES]

We, the undersigned majority members of the Board of Directors and the Chairman and Corporate Secretary of **COAL ASIA HOLDINGS INCORPORATED** (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Philippines, with office address at the 3rd Floor, JTKC Centre, 2155 Don Chino Roces Avenue, Makati City, Philippines, hereby certify that:

1. At the Annual Stockholders' Meeting and Organizational Meeting of the Board of Directors both held on 1 July 2024 at the principal office, during which a quorum of directors and stockholders representing at least 2/3 of the outstanding capital stock was present and acting throughout - **the amendment of the Articles of Incorporation, specifically Articles SECOND and SEVENTH on the Primary and Secondary Purposes and Reduction of the par value respectively, was unanimously approved, ratified and confirmed by the majority members of the Board and the Stockholders present, thus**:

"RESOLVED, that the Stockholders of COAL ASIA HOLDINGS INCORPORATED (the 'Corporation') hereby approve the following:

(i) change in the par value of shares of common shares from 'Php 1.00' to 'Php 0.10';

(ii) change the primary and secondary purposes for which the Corporation was formed;

and for this purpose, the Second and Seventh Articles of the Corporation's Articles of Incorporation are hereby amended to read as follows:

"SECOND: A. That the primary purpose of this Corporation is:

x x x

To act as a holding company which will invest in corporations engaged in the business of generating energy derived from coal, fossil, fuel, geothermal, nuclear including the use of small modular reactors (SMRs), natural gas, hydroelectric new and renewable energy including but not limited to utility scale ground solar farms, floating solar farms and rooftop solar power, wind farms for onshore and offshore, biomass and biogas power systems, and energy generation and other viable sources of power, for lighting and power purposes and whole selling the electric power to any corporation, public electric utilities and electric cooperatives and for carrying on of all necessary and convenient buildings, structures, machinery, sub-stations, transmission lines, poles,

wires and other things and devices, and to acquire and hold water and flowage rights and to acquire, lease, hold, occupy or use land rights of way and easement therein without however engaging as an investment company under the Investment Act or a finance company or as a dealer in securities or stocks or as a real estate development company or as a bank or financial institution but only holding the foregoing assets for purely investment purposes;

SECONDARY PURPOSE

1. *To engage in buying, selling, brokering, marketing or aggregating electricity to end -users; to provide power generation, electricity trading and electricity supply services to distribution utilities and other entities, including but not limited to, electric cooperatives to install, build, own, lease, maintain or operate power generation facilities, using fossil fuel, natural gas, or renewable energy; and to engage in any and all acts which may be necessary, or convenient, in the furtherance of such power generation services to develop, construct, own, lease and operate electricity generation and/or distribution, and/or hydropower plants or related businesses; to engage in build-operate-transfer arrangements with the government, its branches, agencies and instrumentalities, and any non- government entity; act as consultants, contractors or principals in the business of developing, constructing, operating, repairing and maintaining of hydropower plants and systems and other power- generating or converting stations and in the manufacture, operation and repair of associated mechanical and electrical equipment; to carry on the general business of manufacture, generation, and/or transmission of electric power in accordance with existing laws, rules and regulations; and to carry on all business necessary or incident to all the foregoing; to purchase, acquire, own, lease, sell and convey real properties such as lands, buildings, factories, and warehouses and machineries, equipment and other personal properties as may be necessary or incidental to the conduct of the corporate business, including the importation of plants, machineries, equipment, and any and all implements necessary, desirable and required for the corporation's power generation, distribution, transmission systems and other matters related to but not confined to energy related businesses; to engage, operate and maintain water and electric facilities or make the necessary undertakings for the distribution of such facilities to consumers, and in relation thereto, engage in other allied services and business necessary for the conduct and maintenance of the above project; to engage in the business of agriculture, plantations of any kind, farms, indoor farming, aquaculture, and akin industries and activities; Watershed conservation, forestry, and all other allied industries and activities; to engage in the business of generating of electricity and distribution of the same through waste energy with agricultural waste and commercial/residential and waste, and all other waste to energy power system.*

2. *To purchase, acquire and take over all or any part of the rights, assets, business and property of any person, partnership, corporation or association and to undertake and assume the liabilities and obligations of such persons, partnership, corporation or*

association whose rights, assets, business or property may be purchased, acquired or taken over;

x x x

11. To engage in the hotel, resorts, gaming, casino, entertainment and akin industries and business activities; to provide travelers with shelter, and similar services and goods, offering on a commercial basis things that are customarily furnished within households but unavailable to people on a journey away from home.

12. To engage in general construction business including the constructing, enlarging, repairing, or engaging in any work upon buildings, houses & condominium, roads, plants, bridges, piers, waterworks, railroads & other structures except locally funded public works and defense related structures.

13. To engage in the business of bulk water supply, water distribution, water treatment, septage and/or supply which involves the construction, manufacturing, supplying, operating and maintaining equipment, facilities and sewage system, and supply of chemicals that may be used for water treatment or supply such as but not limited to purification, desalination, reverse osmosis and wastewater treatment.

x x x

SEVENTH: That the authorized capital stock of said corporation is FIVE BILLION PESOS (P5,000,000,000.00), Philippine Currency, and said capital stock is divided into FIFTY BILLION (50,000,000,000) shares of stock with a par value of TEN CENTAVOS (P0.10) each."

CERTIFIED CORRECT:

HARALD. R. TOMINTZ
Director

JOHNSON A. SANHI, JR.
Director

ERIC PETER Y. ROXAS
Director

DEXTER Y. TIU
Director

ARISTIDES S. ARMAS
Independent Director

ATTEST:

HARALD R. TOMINTZ
Chairman

ANN MARGARET K. LORENZO
Corporate Secretary

FEB 05 2025

SUBSCRIBED AND SWORN to before me this ____ day of ________ 2025, affiants exhibiting to me competent proofs of identity, to wit:

NAME	COMPETENT EVIDENCE OF IDENTITY
Harald R. Tomintz	TIN 123-069-283
Johnson A. Sanhi, Jr.	TIN 105-618-140
Dexter Y. Tiu	TIN 106-218-920
Eric Peter Y. Roxas	TIN 106-207-301
Aristides S. Armas	TIN 105-802-254
Ann Margaret K. Lorenzo	TIN 274-323-370

and after having found the signatures therein to be authentic and by virtue of said signature do hereby attest that they avow under penalty of law that the contents of the foregoing are true and correct.

Doc. No. 348;
Page No. 71;
Book No. 4;
Series of 2025.

SHERLUCK JUN C. VILLEGAS
NOTARY PUBLIC
ROLL NO. 70942
MAKATI CITY, PHILIPPINES

ATTY. SHERLUCK JUN C. VILLEGAS
Notary Public for Makati City
Appt. No. M-118 until Dec. 31, 2026
Unit 3C LTA Building, 118 Perea St.
Legaspi Village, Makati City
Roll No. 70942
IBP No. 470006 / 10-02-2024 / Pasig City
PTR No. 10465768 / 01-02-2025 / Makati City
MCLE Compliance No. VII-0020869/April 14, 202

REPUBLIC OF THE PHILIPPINES)
CITY OF MAKATI) S. S.

CERTIFICATE OF CHANGE/REDUCTION IN PAR VALUE
[COAL ASIA HOLDINGS INCORPORATED]

We, the undersigned majority members of the Board of Directors and the Chairman and Corporate Secretary of **COAL ASIA HOLDINGS INCORPORATED** (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Philippines, with office address at the 3rd Floor, JTKC Centre, 2155 Don Chino Roces Avenue, Makati City, Philippines, hereby certify that:

1. At the Annual Stockholders' Meeting and Organizational Meeting of the Board of Directors both held on 1 July 2024 at the principal office, during which a quorum consisting of 3,200,000,000 shares out of the total outstanding shares of 4,000,000,004 shares was present and acting throughout - the amendment of the Articles of Incorporation, specifically Article SECOND and SEVENTH on the Primary and Secondary Purposes and Authorized Capital Stock, respectively, was unanimously approved, ratified and confirmed by the majority members of the Board and the Stockholders, thus:

1.1 The amendment of Article SEVENTH consisted of the change in the par value from One Peso (P1.00) to Ten Centavos (P0.10) per share of the authorized capital stock of PESOS: FIVE BILLION (P5,000,000,000.00) thereby resulting in a ten-for-one split or FIFTY BILLION (50,000,000,000) common shares, with an outstanding capital stock of FORTY BILLION AND FORTY (40,000,000,040) SHARES OF STOCK from the original 4,000,000,004, thus:

	SHARES	PERCENTAGE	NO. OF STOCKHOLDERS
C - Corporate			
FILIPINO	14,188,381,220	35.4710	2
OTHERS	164,477,600	0.4112	1
I - Individual			
FILIPINO	25,647,141,220	64.1179	21
	==============	==========	===========
	40,000,000,040	100%	24

2. No bonded indebtedness of the Corporation was created, incurred or increased.

3. The actual indebtedness of the Corporation as of the date of the meeting was P84,897,668.00

4. The requirements of Section 37 of the Revised Corporation Code of the Philippines have been complied with.

HARALD R. TOMINTZ
Director

JOHNSON A. SANHI, JR.
Director

ERIC PETER Y. ROXAS
Director

DEXTER Y. TIU
Director

ARISTIDES S. ARMAS
Independent Director

Certified by:

HARALD R. TOMINTZ
Chairman

ANN MARGARET K. LORENZO
Corporate Secretary

26 JUL 2024

SUBSCRIBED AND SWORN to before me this ____ day of ________ 2024, affiants exhibiting to me competent proofs of identity, to wit:

NAME	COMPETENT EVIDENCE OF IDENTITY
Harald R. Tomintz	TIN 123-069-283
Johnson A. Sanhi, Jr.	TIN 105-618-140
Dexter Y. Tiu	TIN 106-218-920
Eric Peter Y. Roxas	TIN 106-207-301
Aristides S. Armas	TIN 105-802-254
Ann Margaret K. Lorenzo	TIN 274-323-370

and after having found the signatures therein to be authentic and by virtue of said signature do hereby attest that they avow under penalty of law that the contents of the foregoing are true and correct.

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Page No. 99
Book No. 197
Series of 2024.

ATTY JOSHUA P. LAPUZ
NOTARY PUBLIC FOR MAKATI CITY
UNTIL 12-31-24
APPOINTMENT NO. M-9/2023-2024
IBP LIFETIME NO. 04037
PTR O.R. NO. 9563523/01-03-24/ MAKATI CITY
MCLE NO. VIII-0016370/04-26-24 UNTIL 04-14-25
G/F FEDMAN SUITES, 199 SALCEDO ST.
LEGASPI VILLAGE, MAKATI CITY

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

SECRETARY'S CERTIFICATE

I, ANN MARGARET K. LORENZO, legal age, a Filipino, and with office address at 2704 East Tower, Tektite Towers, Exchange Road, Ortigas Center, 1605 Pasig City, Philippines, after having been sworn to in accordance with law hereby depose and state that:

I am the duly elected and qualified Corporate Secretary of COAL ASIA HOLDINGS INCORPORATED (the "Corporation" for brevity), a corporation duly registered with the Commission and in good standing, with principal office at 3F JTKC Centre, 2155 Don Chino Roces Ave., Makati City, Philippines.

To the best of my knowledge, from the date of approval of the amendment by the Board of Directors in a meeting held on July 1, 2024 and the Stockholders in a meeting held on July 1, 2024 up to the date of filing of the application for amendment of Articles of Incorporation, 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 director and/or major corporate officer/s of the Corporation as its duly elected and/or appointed director or officer or vice versa.

IN WITNESS WHEREOF, I hereby signed this __day of FEB 05 2025 2025 at MAKATI CITY.

ANN MARGARET K. LORENZO
Corporate Secretary

SUBSCRIBED AND SWORN to before me this _____ day of FEB 05 2025 2025 in MAKATI CITY affiant/s exhibited to me his/her Identification Documents/Government issued ID/s as follows:

Name	Evidence of Identity	Issued at/On
Ann Margaret K. Lorenzo	TIN 274-323-370	

and after having found the signature therein to be authentic and by virtue of said signature do hereby attest that she avows under penalty of law that the contents of the foregoing are true and correct.

NOTARY PUBLIC

ATTY. SHERLUCK JUN C. VILLEGAS
Notary Public for Makati City
Appt. No. M-118 until Dec. 31, 2026
Unit 3C LTA Building, 118 Perea St.
Legaspi Village, Makati City
Roll No. 70942
IBP No. 470006 / 10-02-2024 / Pasig City
PTR No. 10465768 / 01-02-2025 / Makati City
MCLE Compliance No. VII-0020869/April 14, 2025

SHERLUCK JUN C. VILLEGAS
NOTARY PUBLIC
ROLL NO. 70942
MAKATI CITY, PHILIPPINES

Doc. No. 349;
Page No. 71;
Book No. 4;
Series of 2025.

Securities and Exchange Commission PHILIPPINES

BAGONG PILIPINAS

CORPORATE GOVERNANCE AND FINANCE DEPARTMENT

MONITORING SLIP

NAME OF CORP.	**Coal Asia Holdings, Inc.**	**SEC**	CS201210314
PURPOSE:	CG Clearance		
DEPARTMENT:	**Corporate Governance and Finance Department**		
Date Received: 15 January 2025	Date Released: 15 January 2025	Processed/Verified by: D.M.L.BAOEC	

REMARKS:

We interpose no objection to the subject company's request for certificate of good standing insofar as the matters under the CGFD are concerned. However, this is without prejudice to the prerogative of this Department to act later against the subject entity, if warranted, to ensure full compliance with the provision of the Securities Regulation Code, its implementing rules and regulations, and other pertinent laws, rules and regulations, as may be necessary applicable under circumstances.

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY) S. S.

COAL ASIA HOLDINGS, INC.

(List of Stockholders and their shareholdings, before and after the change in par value approved during the joint meeting of the Board of Directors and Stockholders on 1 July 2024)

Stockholder	Nationality	Before the Change in Par Value Par Before **'Php 1.00'**			After the Change in Par Value Par After **'Php 0.10'**		
		No. of Shares	Amount Subscribed	Amount Paid	No. of Shares	Amount Subscribed	Amount Paid
PCD NOMINEE CORP.	FILIPINO	1,418,813,122	1,418,813,122.00	1,418,813,122.00	14,188,131,220	1,418,813,122.00	1,418,813,122.00
PCD NOMINEE CORP.	NON-FILIPINO	16,352,760	16,352,760.00	16,352,760.00	163,527,600	16,352,760.00	16,352,760.00
STERLING BANK OF ASIA – TRUST GROUP FAO ERIC Y. ROXAS	FILIPINO	640,000,000	640,000,000.00	640,000,000.00	6,400,000,000	640,000,000.00	640,000,000.00
STERLING BANK OF ASIA–TRUST GROU FAO GERTIM G. CHUAHIONG	FILIPINO	640,000,000	640,000,000.00	640,000,000.00	6,400,000,000	640,000,000.00	640,000,000.00
STERLING BANK OF ASIA–TRUST GROUP FAO ALEXANDER Y. TIU	FILIPINO	640,000,000	640,000,000.00	640,000,000.00	6,400,000,000	640,000,000.00	640,000,000.00
STERLING BANK OF ASIA–TRUST GROUP FAO DEXTER Y. TIU	FILIPINO	640,000,000	640,000,000.00	640,000,000.00	6,400,000,000	640,000,000.00	640,000,000.00
YAN, LUCIO W. &/OR CLARA Y.	FILIPINO	4,000,000	4,000,000.00	4,000,000.00	40,000,000	4,000,000.00	4,000,000.00
TACUB, PACIFICO B.	FILIPINO	400,000	400,000.00	400,000.00	4,000,000	400,000.00	400,000.00
REGINA CAPITAL DEVT CORP.-000351	FILIPINO	120,000	120,000.00	120,000.00	1,200,000	120,000.00	120,000.00
SUCALDITO, ENRIQUE L.	FILIPINO	100,000	100,000.00	100,000.00	1,000,000	100,000.00	100,000.00
MENDOZA, ROSELLER A.	FILIPINO	65,000	65,000.00	65,000.00	650,000	65,000.00	65,000.00
COMIA JR., JUAN D.	FILIPINO	50,000	50,000.00	50,000.00	500,000	50,000.00	50,000.00
PUNO, ORPHA C.	FILIPINO	22,000	22,000.00	22,000.00	220,000	22,000.00	22,000.00
YOUNG, BARTHOLOMEW DYBUNCIO	FILIPINO	20,000	20,000.00	20,000.00	200,000	20,000.00	20,000.00
ASUNCION, ALEXANDER G.	FILIPINO	15,000	15,000.00	15,000.00	150,000	15,000.00	15,000.00
MARANA, CENON BIENVENIDO C.	FILIPINO	13,500	13,500.00	13,500.00	135,000	13,500.00	13,500.00
MARANA, MARIE JANE C.	FILIPINO	13,500	13,500.00	13,500.00	135,000	13,500.00	13,500.00
RAYOS DEL SOL, OSCAR M.	FILIPINO	10,000	10,000.00	10,000.00	100,000	10,000.00	10,000.00
MARIANO, MARIA ANA B.	FILIPINO	2,000	2,000.00	2,000.00	20,000	2,000.00	2,000.00
LIMGENCO, DONDI RON R.	FILIPINO	1,111	1,111.00	1,111.00	11,110	1,111.00	1,111.00
GILI JR. GUILLERMO F.	FILIPINO	1,000	1,000.00	1,000.00	10,000	1,000.00	1,000.00
BES, RONALD S.	FILIPINO	1,000	1,000.00	1,000.00	10,000	1,000.00	1,000.00
FALCOTELO, MATTHEW HENRI H.	FILIPINO	10	10.00	10.00	100	10.00	10.00
BAUTISTA, JOSELITO T.	FILIPINO	1	1.00	1.00	10	1.00	1.00
		4,000,000,004	4,000,000,004.00	4,000,000,004.00	40,000,000,040	4,000,000,004.00	4,000,000,004.00

No change in the percentage of ownership of stockholders before and after the change of par value.

CERTIFIED TRUE AND CORRECT:

ANN MARGARET K. LORENZO
Corporate Secretary

SUBSCRIBED AND SWORN to before me this _____day of FEB 05 2025 2025 declarant exhibiting to me her TIN 274-323-370.

Doc. No. 300;
Page No. 71;
Book No. 4;
Series of 2025.

SHERLUCK JUN C. VILLEGAS
NOTARY PUBLIC
ROLL NO. 70942
MAKATI CITY, PHILIPPINES

ATTY. SHERLUCK JUN C. VILLEGAS
Notary Public for Makati City
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