

C02076-2026

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES REGULATION CODE AND SRC RULE 17.2(c) THEREUNDER

1. Date of Report (Date of earliest event reported)
Mar 26, 2026
2. SEC Identification Number
AS93005277
3. BIR Tax Identification No.
002-648-099-000
4. Exact name of issuer as specified in its charter
LBC EXPRESS HOLDINGS, INC. (formerly FEDERAL RESOURCES INVESTMENT GROUP INC.)
5. Province, country or other jurisdiction of incorporation
Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office
LBC Central Exchange, L-2 C5 Extension, Moonwalk, Parañaque City, Metro Manila,
Philippines
Postal Code
1709
8. Issuer's telephone number, including area code
(632)8856 8510
9. Former name or former address, if changed since last report
LBC Hangar, General Aviation Centre, Domestic Airport Road, Pasay City, Metro Manila,
Philippines
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common Shares	1,425,865,471

11. Indicate the item numbers reported herein

9

The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.

LBC Express Holdings, Inc. LBC

PSE Disclosure Form 4-4 - Amendments to By-Laws *References: SRC Rule 17 (SEC Form 17-C) and Section 4.4 of the Revised Disclosure Rules*

Subject of the Disclosure

Amendment of By-Laws

Background/Description of the Disclosure

The Board of Directors, subject to ratification of the stockholders in the upcoming Annual Stockholders Meeting, resolved to do the following, in relation to the amendment of By-Laws of the Corporation:

(a) Reapprove the following:

- (i) change in the Principal Address of the Corporation to LBC Central Exchange, L-2 C5 Extension, Moonwalk, Parañaque City, Metro Manila, Philippines; and
- (ii) change in the Annual Stockholders Meeting Date to be held every 2nd Monday of December of each year;

(b) Approve the following:

- (i) change in the number of days to send written notice to stockholders of the conduct of the Annual General Meeting of the Corporation from ten (10) days to at least twenty-one (21) days prior to the date of the meeting;
- (ii) change in the number of days to send notice to the Board of Directors for the conduct of special meeting of the Corporation from one (1) day to at least two (2) days prior to the date of the special meeting; and
- (iii) change in the requirement for stockholders to demand special meetings of the Corporation from stockholders holding majority of the outstanding capital stock of the Corporation entitled to vote to stockholders holding at least ten percent (10%) or more of the outstanding capital stock of the Corporation entitled to vote.

Date of Approval by Board of Directors	Oct 14, 2025
Date of Approval by Stockholders	Dec 9, 2025
Other Relevant Regulatory Agency, if applicable	N/A
Date of Approval by Relevant Regulatory Agency, if applicable	N/A
Date of Approval by Securities and Exchange Commission	Mar 24, 2026
Date of Receipt of SEC approval	Mar 26, 2026

Amendment(s)

Article and Section Nos.	From	To
Article VII, Section 5	5. Annual Meeting - The annual meeting of the stockholders shall be held on the Second Monday of June of each year, when they shall elect by plurality of vote by ballot of a board of nine (9) directors to serve for one year and until their successors are elected and qualified. Written notice of the annual meeting of the corporation shall be sent to each registered stockholder at least ten (10) days prior to the date of the meeting. Waiver of such notice may only be made in writing.	5. Annual Meeting - The annual meeting of the stockholders shall be held on the Second Monday of December of each year, when they shall elect by plurality of vote by ballot of a board of nine (9) directors to serve for one year and until their successors are elected and qualified. Written notice of the annual meeting of the corporation shall be sent to each registered stockholder at least twenty-one (21) days prior to the date of the meeting. Waiver of such notice may only be made in writing.
Article II	The principal office of the corporation shall be located at LBC Hangar, General Aviation Centre, Domestic Airport Road, Pasay City, Metro Manila, Philippines	The principal office of the corporation shall be located at LBC Central Exchange, L-2 C5 Extension, Moonwalk, Parañaque City, Metro Manila, Philippines
Article III, Section 4	4. Meeting - The Board of Directors shall hold a meeting for organization, immediately after their election, of which no notice shall be required. Thereafter, the Board of Directors shall hold a regular meeting at such particular place and hour 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 directors either personally or in writing, or on the written request of any two directors.	4. Meeting - The Board of Directors shall hold a meeting for organization, immediately after their election, of which no notice shall be required. Thereafter, the Board of Directors shall hold a regular meeting at such particular place and hour as the Board may fix. Special meetings of the Board of Directors may be called by the President on at least two (2) days' notice to each directors either personally or in writing, or on the written request of any two directors.
Article VII, Section 6	6. Special Meeting – Special Meetings of the stockholders may be called by the President at his discretion or on the demand of stockholders holding the majority of the outstanding capital stock of the corporation entitled to vote. 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 ten (10) days before the date of such special meeting, provided that this requisite may be waived in writing by the stockholders.	6. Special Meeting – Special Meetings of the stockholders may be called by the President at his discretion or on the demand of stockholders holding at least ten percent (10%) or more of the outstanding capital stock of the corporation entitled to vote. 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 ten (10) days before the date of such special meeting, provided that this requisite may be waived in writing by the stockholders.

Rationale for the amendment(s)

The amendments will be made for the following purposes:

(a) with respect to Article II of the By-Laws, to reflect the updated principal office address of the Corporation.

(b) with respect to the 1st paragraph of Article VII, Section 5 of the By-Laws, to allow the Corporation's management to better adequately prepare for the stockholder meetings each year.

(c) with respect to the Article III, Section 4, 2nd paragraph of Article VII, Section 5, and the 1st paragraph of Article VII, Section 6 of the By-Laws, to better align the By-Laws of the Corporation with the provisions of the Revised Corporation Code and other issuances of the Securities and Exchange Commission.

The timetable for the effectivity of the amendment(s)

Expected date of filing the amendments to the By-Laws with the SEC	Mar 10, 2026
Expected date of SEC approval of the Amended By-Laws	Mar 24, 2026

Effect(s) of the amendment(s) to the business, operations and/or capital structure of the Issuer, if any

None.

Other Relevant Information

[Amend-1] This disclosure was amended and updated, in accordance with a recent Board Approval wherein the board resolved to amend the general meeting date in the By-Laws to a later date to afford the Corporation more adequate time to prepare for such meeting.

[Amend-2] The disclosure was further amended to reflect the date of approval of the Shareholders.

[Amend-3] The disclosure was amended and updated, in accordance with a recent Board Approval reapproving the amendments to the principal address and general meeting date of the Corporation in the By-Laws, and approving the amendments to Article III, Section 4, 2nd paragraph of Article VII, Section 5, and the 1st paragraph of Article VII, Section 6 of the Corporation's By-Laws.

[Amend-4] The disclosure was further amended to reflect the date of approval of the Shareholders.

[Amend-5] This disclosure was amended to reflect the date of filing of the amendment application to the Securities and Exchange Commission.

[Amend-6] This disclosure was amended to reflect the new principal address of the Corporation, the date of approval of the amendment application by the Securities and Exchange Commission, and the date of receipt by the Corporation of such approval.

Filed on behalf by:

Name	Ernesto III Naval
Designation	Alternate Corporate Information Officer

SECURITIES AND EXCHANGE COMMISSION

AMENDED SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATION CODE
AND SRC RULE 17.2(c) THEREUNDER

1. 26 March 2026
Date of Report (Date of earliest event reported)
2. SEC Identification Number: AS93005277
3. BIR Tax Identification No.: 002-648-099-000
4. LBC EXPRESS HOLDINGS, INC. (formerly FEDERAL RESOURCES INVESTMENT GROUP INC.)
Exact name of issuer as specified in its charter

5. Philippines

Province, country or other jurisdiction of incorporation

6.

(SEC Use Only)
Industry Classification Code:

7. LBC Central Exchange, L-2 C5 Extension, Moonwalk, Parañaque City, Metro Manila, Philippines
Address of principal office

1709
Postal Code

8. (632) 8856 8510
Issuer's telephone number, including area code
9. LBC Hangar, General Aviation Center, Domestic Airport Road, Pasay City
Former name or former address, if changed since last report
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA:

Title of Each Class	Number of Shares of Common Stock Outstanding or Amount of Debt Outstanding
Common shares	1,425,865,471

11. Indicate the item numbers reported herein: 9

The Securities and Exchange Commission ("SEC") approved the following amendments to the Articles of Incorporation and By-Laws of the Corporation:

- (i) the amendment of Article III of the Articles of Incorporation and Article II of the By-Laws to change the Principal Address of the Corporation from LBC Hangar, General Aviation Centre, Domestic Airport Road, Pasay City, Metro Manila, Philippines to LBC Central Exchange, L-2 C5 Extension, Moonwalk, Parañaque City, Metro Manila, Philippines;
- (ii) the amendment of Article VII, Section 5 of the By-Laws to (i) change the Annual Stockholders Meeting Date from the second Monday of June of each year to every 2nd Monday of December of each year; and (ii) change the number of days to send written notice to stockholders of the conduct of the Annual General Meeting of the Corporation from ten (10) days to at least twenty-one (21) days prior to the date of the meeting;

- (iii) the amendment of Article III, Section 4 of the By-Laws to change the number of days to send notice to the Board of Directors for the conduct of special meeting of the Corporation from one (1) day to at least two (2) days prior to the date of the special meeting; and
- (iv) the amendment of Article VII, Section 6 of the By-Laws to change the requirement for stockholders to demand special meetings of the Corporation from stockholders holding majority of the outstanding capital stock of the Corporation entitled to vote to stockholders holding at least ten percent (10%) or more of the outstanding capital stock of the Corporation entitled to vote.

The copy of the SEC approval, together with the amended Articles of Incorporation and By-Laws of the Corporation, was officially released to and received by the Corporation on 26 March 2026.

SIGNATURE

Pursuant to the requirements of the Securities Regulation Code, **LBC EXPRESS HOLDINGS, INC.** has caused this report to be signed on its behalf by the undersigned, who is duly authorized for the purpose.

LBC EXPRESS HOLDINGS, INC.

Issuer

26 March 2026

Date


CRISTINA S. PALMA GIL-FERNANDEZ
Corporate Secretary



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.: AS93005277

CERTIFICATE OF FILING OF AMENDED BY-LAWS

KNOW ALL PERSONS BY THESE PRESENTS:


THIS IS TO CERTIFY that the Amended By-Laws of the

LBC EXPRESS HOLDINGS, INC.

copy annexed, adopted on October 14, 2025 by majority vote of the Board of Directors and on December 9, 2025 by the vote of at least two-thirds (2/3) 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 The SEC Headquarters, 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, 1209, Metro Manila, this 24th day of March, Two Thousand Twenty-Six.




DANIEL P. GABUYO
Assistant Director
S.O. Order 1186 Series of 2018
Company Registration and Monitoring Department

AMENDED BY-LAWS

OF

LBC EXPRESS HOLDINGS, INC.

(FORMERLY: FEDERAL RESOURCES INVESTMENT GROUP INC.)

(as amended on July 29, 2015 by the Board of Directors and on September 4, 2015 by the stockholders)

ARTICLE I

NAME

The name of the corporation shall be "LBC EXPRESS HOLDINGS, INC." *(As approved by the Board of Directors on 29 July 2015 and by the stockholders on 4 September 2015)*

ARTICLE II

OFFICE

The principal office of the corporation shall be located at LBC Central Exchange, L-2 C5 Extension, Moonwalk, Parañaque City, Metro Manila, Philippines. *(As amended and approved by the affirmative vote of at least a majority of the members of the Board of Directors at its meeting held on 14 October 2025, and as approved, ratified, and confirmed by the affirmative vote of stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation at their annual general meeting held on 9 December 2025)*

ARTICLE III

BOARD OF DIRECTORS

1. Qualification and Elections – The general management of the corporation shall be vested in a Board of Nine (9) Directors, three (3) of whom shall be independent directors, who shall be stockholders holding common shares and who shall be elected annually by the stockholders entitled to vote and to serve until the election and qualification of their successors. As a publicly listed company, the Corporation shall conform to the requirement to have three (3) independent directors or such number of independent directors who are possessed of such qualifications as may be required by law and the Corporation's Revised Manual on Corporate Governance. Any vacancy in the Board of Directors except by removal or expiration of term may be filled by a majority vote of the remaining directors constituting a quorum at a meeting specially called for that purpose, and the director or directors so chosen shall serve for the unexpired term. *(As approved by the Board of Directors on 29 July 2015 and by the stockholders on 4 September 2015) (as approved by the Board of Directors and the stockholders on 29 August 2017)*

2. Qualifications of the members of the Board – Any person having at least one (1) share of stock registered in his in name in the books of the Corporation may be nominated and elected to the Board of Directors, provided, however, that no person shall qualify or be eligible for nomination or election to the Board of Directors if he is hostile or antagonistic to, or is engaged in any business which competes with or is antagonistic to that of, the Corporation

or any of its subsidiaries or affiliates. Without limiting the generality of the foregoing, a person shall be antagonistic or deemed to be so:

(i) If he is, or he is an officer, manager, or controlling person of, or the owner or a member of his immediate family is the owner (either of record or beneficial owner) of 20% or more of any outstanding class of shares of any corporation (other than one in which this Corporation owns at least 30% of the capital stock) which is, hostile or antagonistic or is engaged in a business competitive or antagonistic to that of the Corporation or any of its subsidiaries or affiliates, both as determined by the Board, by at least two-thirds (2/3) vote;

(ii) If he is, or he is an officer, manager, or controlling person of, or the owner of, or a member of his immediate family is the owner (either of record or beneficial owner) of 20% or more of any outstanding class of shares of any corporation (other than in which this corporation owns at least 30% of the capital stock) which is, an adverse party in any suit, action or proceeding (of whatever nature, whether civil, criminal, administrative or judicial) by or against the Corporation or any of its subsidiaries or affiliates, which has been actually filed or threatened, imminent or probable to be filed, as determined by the Board by at least two-thirds (2/3) vote;

(iii) If the Board, in the exercise of its judgment in good faith, determined by at least two-thirds (2/3) vote that he is the nominee, officer, trustee, adviser, legal counsel, of any individual set forth in items (i) or (ii) above.

2.1 In determining whether or not a person is hostile or antagonistic to the Corporation, or is a controlling person, beneficial owner, or the nominee of another, the Board may take into account such factors of business, family and Professional relationships.

2.2 In the nomination and election of directors, the following rules shall apply:

a) The Corporate Governance Committee shall have at least three (3) members, one of whom is an independent director. It shall promulgate the guidelines or criteria to govern the conduct of the nomination. The same shall be properly disclosed in the company's information or proxy statement or such other reports required to be submitted to the Commission. *(as approved by the Board of Directors and the stockholders on 29 August 2017)*

b) The nomination of director/s shall be conducted by the Committee prior to the stockholders' meeting. All recommendations shall be signed by the nominating stockholders together with the acceptance conformity by the would be nominees.

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

d) After the nomination, the Committee shall prepare a Final List of Candidates which shall contain all the information about all the nominees for directors, which list, shall be properly disclosed in the company's information statement or in such other reports the company is required to submit to the Commission. The name of the person or group of persons who recommended the nomination of the director shall be identified in such report including any relationship with the nominee.

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

f) Subject to pertinent existing laws, rules and regulations of the Commission, the conduct of the election of regular director/s shall be made in accordance with the standard election procedures of the Company or this By-Laws.

g) In the Nomination and election of independent directors, Sections 2.2.a to 2.2.f shall similarly apply and the conduct of nomination and election of independent directors shall be made in accordance with all other provisions of SRC Rule 38 entitled "Requirements on Nomination and Election of Independent Directors." (As of December 11, 2009)

2.3 For purposes of this entire Section 2, the term "subsidiary" of the Corporation shall refer to any company wherein at least 50 of whose outstanding capital stock is owned, directly or indirectly, by the Corporation.

For purposes of this entire Section 2, the term "affiliate" of the Corporation shall refer to an entity or enterprise linked, directly or indirectly, to the corporation by means of:

(i) Ownership, control and power to vote by the Corporation or any of its subsidiaries of 50 or more of the outstanding voting stock of such entity or enterprise;

(ii) Common major stockholders, i.e. owning 50 or more of the outstanding voting stock of the corporation of such entity or enterprise;

(iii) Management contract or any arrangement between the Corporation or any of its subsidiaries and such entity granting power to the Corporation or any of its subsidiaries to direct or cause the direction of management and policies of such entity or enterprise,

(iv) The Corporation or any of its subsidiaries is a voting trustee holding 50% or more-of the Outstanding voting stock of such entity or enterprise;

(v) The Corporation or any of its subsidiaries holds a continuing proxy constituting 50% or more of the outstanding voting stock of such entity or enterprise.

2.4 For purposes of this provision, "immediate family" shall mean any person related to another, whether by consanguinity or affinity, up to the third civil degree. (As amended on 15 July 2001)

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

4. Meeting – The Board of Directors shall hold a meeting for organization, immediately after their election, of which no notice shall be required. Thereafter, the Board of Directors shall hold regular meeting at such particular place and hour as the Board may fix. Special meetings of the Board of Directors may be called by the President on **at least two (2) days' notice** to each directors either personally or in writing, or on the written request of any two directors. The directors shall attend and actively participate in all meetings of the Board in person or through tele-/videoconferencing conducted in accordance with the rules and regulations of the Commission, except when justifiable causes, such as, illness, death in the immediate family and serious accidents, prevent them from doing so. *(As amended and approved by the affirmative vote of at least a majority of the members of the Board of Directors at its meeting held on 14 October 2025, and as approved, ratified, and confirmed by the affirmative vote of stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation at their annual general meeting held on 9 December 2025)*

5. Powers – The Board of Directors shall have the management of the business of the company and such powers and authorities as are hereby provided by these By-Laws or of 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 not inconsistent with these By-Laws for the management of the corporation business and affairs.

b. To purchase or otherwise acquire for the corporation rights or privileges which the corporation is authorized to acquire at such price and on such terms and conditions and for such considerations as it shall from time to time see fit.

c. To pay any property or rights acquired by the corporation either wholly or partly in money or in stocks, bonds, debentures or other securities of the corporation.

d. To borrow or raise money for the corporation 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 corporation; provided, that the proper officers of the corporation shall have these powers, unless expressly limited by the Board of Directors.

e. To delegate, from time to time and when not prohibited by law, any of the powers of this Board, in the course of the current business or businesses of the corporation, to any standing or special committee or to any officer or agent, or by management agreement and/or to appoint any person to be agents of the corporation with such powers and upon such terms as it may deem fit.

6. Compensation - Directors, as such, shall receive such compensation for their services as may, from time to time, be fixed by the stockholders in accordance with law.

7. 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 entries as may be required by law.

8. Board Committees – The Board of Directors shall constitute an Audit Committee, Corporate Governance Committee, Board Risk Oversight Committee and Related Party Transaction Committee, and such other Committees that the law and Corporate Governance Code may mandate. In addition, the Board of Directors may create other internal committees with the powers determined by the Board of Directors. All established committees shall be required to have Committee Charters stating in plain terms their respective purposes, memberships, structures, operations, reporting processes, resources and other relevant information, including the standards for evaluating the performance of the Committees. *(as approved by the Board of Directors and the stockholders on 29 August 2017)*

ARTICLE IV

OFFICERS

1. General – The officers of the corporation shall consist of a Chairman, a Chief Executive Officer, a President, a Vice-President, a General Manager, a Treasurer, a Secretary, a Compliance Officer, and such other officers whose positions the Board of Directors may create, all of whose powers and duties shall be as provided by the Board and in conformity

with the provisions of these By-Laws. All officers 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 that their functions are not incompatible with each other. *(as approved by the Board of Directors and the stockholders on 29 August 2017)*

2. Chairman – The Chairman, who shall be a member of the Board of Directors, shall have the following duties and responsibilities:

(i) Ensure that the meetings of the Board are held in accordance with the by-laws or as the Chairman may deem necessary;

(ii) Supervise the preparation of the agenda of the meeting in coordination with the Corporate Secretary, taking into consideration the suggestions of the Chief Executive Officer, Management and the directors;

(iii) Maintain qualitative and timely lines of communication and information between the Board and Management;

(iv) Makes certain that the meeting agenda focuses on strategic matters, including the overall risk appetite of the corporation, considering the developments in the business and regulatory environments, key governance concerns, and contentious issues that will significantly affect operations;

(v) Guarantee that the Board receives accurate, timely, relevant, insightful, concise, and clear information to enable it to make sound decisions;

(vi) Facilitate discussions on key issues by fostering an environment conducive for constructive debate and leveraging on the skills and expertise of individual directors;

(vii) Ensure that the Board sufficiently challenges and inquires on reports submitted and representations made by Management;

(viii) Assure the availability of proper orientation for first-time directors and continuing training opportunities for all directors; and

(ix) Make sure that performance of the Board is evaluated at least once a year and discussed/followed up on. *(as approved by the Board of Directors and the stockholders on 29 August 2017)*

3. Chief Executive Officer - The Chief Executive Officer, who may or may not be the Chairman, shall assume the leadership of the Corporation. He shall report to, and take instructions from, the Board of Directors. He is responsible for leading the development and execution of the Corporation's policy and long-term strategy in accordance with the Board's mandate. He is also responsible for implementing the Corporation's long and short-term strategic plans and shall have oversight over the President, in case held by a different person. In addition, the Chief Executive Officer shall have the following duties and responsibilities:

(i) Determine the Corporation's strategic direction and formulates and implements its strategic plan on the direction of the business;

(ii) Communicate and implement the Corporation's vision, mission, values and overall strategy and promotes any organization or stakeholder change in relation to the same;

(iii) Oversee the operations of the Corporation and manages human and financial resources in accordance with the strategic plan;

(iv) Shall have a good working knowledge of the corporation's industry and market and keeps up-to-date with its core business purpose;

(v) Direct, evaluate and guide the work of the key officers of the corporation;

(vi) Manage the Corporation's resources prudently and ensures a proper balance of the same;

(vii) Provide the Board with timely information and interfaces between the Board and the employees;

(viii) Build the corporate culture and motivates the employees of the corporation; and

(ix) Serve as the link between internal operations and external stakeholders. *(as approved by the Board of Directors and the stockholders on 29 August 2017)*

4. President – The President shall be elected by the Board of Directors from their own number. He shall have the following powers and duties: *(as approved by the Board of Directors and the stockholders on 29 August 2017)*

a. Preside at all meetings of stockholders, and of the directors;

b. Take the initiative in establishing, new business connections for the corporation and of the studying the possibilities of the new fields of investment;

c. Submit matters of policy for the consideration of the Board;

d. Exercise general supervision over all the other officers of the corporation;

e. Execute on behalf of the corporation, contracts and agreements which the said corporation may enter into, but this power shall not be exclusive and the Board of Directors may for convenience or for any other reason designate any other official or agent to sign contracts and agreements in behalf of the corporation;

f. Unless other officers are not designated by the Board, to sign, endorse, and deliver, alone or in conjunction with other officials whom the Board may designate, all checks, drafts, bills or exchange, promissory notes and orders of payment of sums of money in the name and on behalf of the corporation;

g. Submit an annual report of the operations of the corporation to the Board of Directors and at such other times as the latter may request, and annual report thereof to the stockholders at an annual meeting;

h. Exercise such other powers and perform such other duties as the Board may from time to time fix or delegate;

5. 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 of and required to perform all other duties of the President during the absence or incapacity of the latter for any cause, and shall perform such other duties as the Board of Directors may from time to time assign to him. *(as approved by the Board of Directors and the stockholders on 29 August 2017)*

6. General Manager - The General Manager shall be elected or appointed by the stockholders or the Board of Directors and he may or may not be a stockholder of the corporation. He shall hold office at the pleasure of the Board unless contracted for definite period and shall have the following powers and duties: *(as approved by the Board of Directors and the stockholders on 29 August 2017)*

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 order, resolution and instruction;

b. Exercise general supervision and directions over all agents, employees and other subordinate personnel of the corporation and see that their respective duties are properly performed;

c. Submit to the Board of Directors such statements, reports, memoranda and accounts as the latter may require and prepare such accounts, statements and reports as may be required from time to time by the law with respect to corporations organized according to Philippine laws;

d. 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.

In the event of the absence or incapacity of the General Manager, the President, or in his default, the Vice-President, shall assume the office and perform the duties of General Manager.

7. Treasurer - The Treasurer shall be elected by the Board of Directors and he may or 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: *(as approved by the Board of Directors and the stockholders on 29 August 2017)*

a. Have custody of, and be responsible for all funds, securities and bonds of the company, and keep a complete and accurate records of receipts and disbursements and other commercial transactions in the corresponding books of accounts of the corporation, and see to it that all disbursements and expenditures are evidenced by appropriate vouchers;

b. Deposit in the name and to the credit of the corporation in such bank of banks as may be designated from time to time by the Board of Directors, all moneys, funds, securities, and 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 corporation on the 31st day of December of each year and such other financial reports as the Board of Directors or the President from time to time require;

d. Receive and give receipts for all moneys paid to the corporation 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.

The Treasurer may delegate the routine duties of his office to one or more employees of the company with the approval of the President, or those to whom his duties may be

delegated by the Board, may be required to give bond with sufficient sureties for the faithful performance of his duties.

8. Secretary – The Secretary who shall be a separate individual from the Compliance Officer and a resident and a citizen of the Philippines, shall be elected by the Board of Directors, and he may or may not be a stockholder of the company. He shall hold office at the pleasure of the Board, and shall perform the following duties: *(as approved by the Board of Directors and the stockholders on 29 August 2017)*

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 stocks issued making the corresponding annotation on the margin or stub of such certificates upon issuance;

d. Give or cause to be given, all notices required by law or the By-Laws of this Corporation, as well as notices of all meetings of the Board of Directors and the stockholders.

e. Perform such other duties as maybe prescribed by the Board of Directors or the President;

f. Assist the Board and the board committees in the conduct of their meetings, including preparing an annual schedule of Board and committee meetings and the annual board calendar and assisting the chairs of the Board and its committees to set agendas for those meetings;

g. Safe keep and preserves the integrity of the minutes of the committees of the Board, as well as other official records of the corporation;

h. Keeps abreast on relevant laws, regulations, all governance issuances, relevant industry developments and operations of the Corporation, and advise the Board and the Chairman on all relevant issues as they arise;

i. Work fairly and objectively with the Board, Management and stockholders and contribute to the flow of information between the Board and management, the Board and its committees, and the Board and its stakeholders, including shareholders;

j. Advise on the establishment of board committees and their terms of reference;

k. Inform members of the Board. in accordance with the by-laws, of the agenda of their meetings at least five (5) working days in advance, and ensure that the members have before them accurate information that will enable them to arrive at intelligent decisions on matters that require their approval;

l. Attend all Board meetings, except when justifiable causes, such as illness, death in the immediate family and serious accidents. prevent him/her from doing so;

m. Perform required administrative functions;

n. Oversees the drafting of the by-laws and ensures that they conform with regulatory requirements: and

j. Performs such other duties and responsibilities as may be provided by the Securities and Exchange Commission. *(as approved by the Board of Directors and the stockholders on 29 August 2017)*

9. Compliance Officer - The Board of Directors shall appoint a Compliance Officer who shall report directly to the Chairman of the Board. The Compliance Officer shall have a rank of Senior Vice President or an equivalent position with adequate stature and authority in the Corporation. The Compliance Officer shall not be a member of the Board of Directors, and shall annually attend a training on corporate governance. He shall perform the following duties:

a. Ensure proper onboarding of new directors (i.e., orientation on the company's business, charter, articles of incorporation and by-laws, among others);

b. Monitor, review, evaluate and ensure the compliance by the corporation, its officers and directors with the relevant laws, this Code, rules and regulations and all governance issuances of regulatory agencies;

c. Report the matter to the Board if violations are found and recommends the imposition of appropriate disciplinary action;

d. Ensure the integrity and accuracy of all documentary submissions to regulators;

e. Appear before the Securities and Exchange Commission when summoned in relation to compliance with law;

f. Collaborate with other departments to properly address compliance issues, which may be subject to investigation;

g. Identify possible areas of compliance issues and work towards the resolution of the same;

h. Ensure the attendance of board members and key officers to relevant trainings; and

i. Perform such other duties and responsibilities as may be provided by the Securities and Exchange Commission. *(as approved by the Board of Directors by stockholders on 29 August 2017)*

10. Compensation – All officers shall receive such salaries or compensation as may be fixed by the Board of Directors. *(as approved by the Board of Directors and the stockholders on 29 August 2017)*

11. Vacancies and Delegation of Officers – If the office of the President, Vice President, General Manager, Treasurer or Secretary becomes vacant by death, or otherwise, the directors, by a majority vote may choose a successor or successors who shall hold office for the unexpired term. *(as approved by the Board of Directors and the stockholders on 29 August 2017)*

In the case of the temporary absence of any other 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 officer to any director for the time being, provided a majority of the Board concur therein and such delegation is not covered by any express provision of these By-Laws.

ARTICLE V

TRANSFER OF SHARES OF STOCK

1. The stock certificates shall be issued to each stockholder for shares fully paid by numerical order in the Book of Stock Certificates, and shall bear the signature or facsimile of the signature of the President and the Secretary with the seal of the Corporation. Each certificate issued shall be noted in the stub and on the Stock and Transfer Books of the Corporation. *(As amended on 15 July 2001)*

2. Subject to the provisions of the Articles of Incorporation and the New Corporation Code, shares of stock shall be transferred by delivery of the certificate indorsed by the owner or his attorney-in-fact or other persons legally authorized to make the transfer, but no transfer shall be valid except as between the parties until the transfer is annotated in the books of the corporation.

3. No surrender certificates shall be cancelled by the Secretary until a new certificate in lieu thereof is issued, and the Secretary shall keep the cancelled certificates as proof of loss or destruction of the original certificate and upon proper request for the issuance of such new certificate to the Board of Directors which may guarantee as it deems sufficient in accordance with the provisions of Section 73 of the Batas Pambansa Bilang 68, otherwise known as the Corporation Code of the Philippines.

4. No transfer of stock or interest shall be allowed or permitted to be recorded in the stock and transfer book, and this restriction shall be indicated in all stock certificates.

ARTICLE VI

FISCAL YEAR, DIVIDENDS AND ACCOUNTS

1. Fiscal Year – The fiscal year of the corporation shall begin on the first day of January and ends on the last day of December of the same year.

2. Dividends – Dividends may be declared from the unrestricted retained earnings of the company at such time and in such percentage as the Board of Directors may deem proper. No dividend shall be declared if it will impair the capital of the company. Stock dividends shall be declared in accordance with law. *(As approved by the Board of Directors on 29 July 2015 and by the stockholders on 4 September 2015)*

3. Inspection of Accounts – The books, accounts and records of the company shall be open to inspection by any member of the Board of Directors at all times during business days. Stockholders may inspect said books, accounts and records of the company at reasonable time at any business day.

ARTICLE VII

STOCKHOLDERS' MEETING

1. Place – All meetings of the stockholders shall be held at the principal office of the company unless written notice of such meetings should fix another place within said principal office.

2. Proxy – Stockholders when entitled 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 transact any business, unless a majority of the outstanding capital stock entitled to vote is present or represented thereat, except in those cases in which the Corporation Code requires the affirmative vote of a greater proportion. *(As amended on 15 July 2001)*

4. Vote – Voting upon all questions at all meetings of the stockholders shall be by number of shares held and not per capital.

5. Annual Meeting – The annual meeting of the stockholders shall be held on the **Second Monday of December** of each year, when they shall elect by a plurality of vote by ballot a board of nine (9) directors to serve for one year and until their successors are elected and qualified. *(As amended and approved by the affirmative vote of at least a majority of the members of the Board of Directors at its meeting held on 14 October 2025, and as approved, ratified, and confirmed by the affirmative vote of stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation at their annual general meeting held on 9 December 2025)*

Written notice of the annual meeting of the corporation shall be sent to each registered stockholder at least **twenty-one (21) days** prior to the date of the meeting. Waiver of such notice may only be made in writing. *(As amended and approved by the affirmative vote of at least a majority of the members of the Board of Directors at its meeting held on 14 October 2025, and as approved, ratified, and confirmed by the affirmative vote of stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation at their annual general meeting held on 9 December 2025)*

6. Special Meeting – Special Meetings of the stockholders may be called by the President at his discretion or on the demand of stockholders holding **at least ten percent (10%) or more** of the outstanding capital stock of the corporation entitled to vote. *(As amended and approved by the affirmative vote of at least a majority of the members of the Board of Directors at its meeting held on 14 October 2025, and as approved, ratified, and confirmed by the affirmative vote of stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation at their annual general meeting held on 9 December 2025)*

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 ten (10) days before the date of such special meeting, provided that this requisite may be waived in writing by the stockholders.

7. Minutes – Minutes of all meetings of 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.

8. Fixing of Record Date – The Board of Directors may, by resolution, direct that, in cases of meetings of stockholders, the record date for the determination of the stockholders entitled to notice of, and to vote at any such meeting, shall be, at least twenty (20) days prior to the date of any such meeting and, in cases of declaration of dividends, or allotment of rights or exercise of rights in respect of any change, conversion or exchange of the capital stock, the record date shall be, at least thirty (30) days from the date of such declaration of dividends or allotment of rights or exercise of rights in respect of any change, conversion or exchange of the capital stock. *(As amended on 15 July 2001)*

ARTICLE VIII

AMENDMENTS

The stockholders, by the affirmative vote of a majority of the outstanding capital stock, and the majority of the Board of Directors, may make, alter or amend these By-Laws at any regular meeting called for that purpose.

The Board of Directors may adopt additional rules and regulations in harmony with the foregoing By-Laws and the amendments thereof, but shall not alter, modify nor repeal the foregoing By-Laws and amendments, thereof.

The foregoing By-Laws was adopted by the unanimous consent of the owners of the majority of the outstanding capital stock of the corporation at the first meeting of the stockholders held at the principal office of the corporation on the 16th day of June 1993.

IN WITNESS WHEREOF, we, the undersigned stockholders present at said meeting and voting thereat in favor of the adoption of this By-Laws, have hereunto subscribed our names.

(original signed)
EDWIN KEH

(original signed)
BENJAMIN CO

(original signed)
EDWARD Y. KWA

(original signed)
CHARLES Y. KWA

(original signed)
WILFRED CO