



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. 77823

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

CITYLAND DEVELOPMENT CORPORATION
(Amending Articles VI and VII thereof)

copy annexed, adopted on August 26, 2025 by a 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 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 company, pre-need plan issuer, general agent in pre-need plans and time shares/club shares/membership certificates issuers or selling agents thereof. 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 hereunto 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 29th day of April, Twenty Twenty-Six.

DONDIE Q. ESGUERRA

Director

Financial Analysis and Audit Department

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MAY 19 2026

AEE/ldsp

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by: ICTD_ENDTL 654

on: 2026-05-18 09:05:01 the actual status of the corporation, kindly



SEC Main Office
The SEC Headquarters
7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City , 1209

electronic Official Receipt

Transaction Details

eOR Number 20260423-LBP-0063868-89
Payment Date April 23, 2026
Payment Scheme Landbank Over-the-Counter
Status COMPLETED
Payment Status PAYMENT_SUCCESS

Payment Assessment Details

PAF No. 20260414-14859848
PAF Date 2026-04-14 15:20:41
Payor Name CITYLAND DEVELOPMENT CORPORATION
Payor Address MAKATI CITY

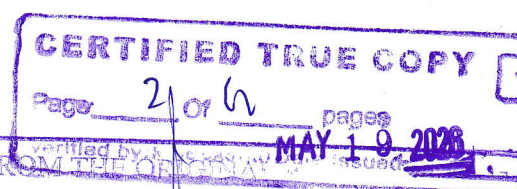
#	Nature of Collection	Account Code	Amount
1	Amended Articles of Incorporation	4020102000(606)	1,000.00
2	Merger	4020102000(606)	5,925,953.17
3	Documentary Stamp Tax (additional)	4010401000(4010401)	30.00
4	Documentary Stamp Tax	4010401000(4010401)	60.00
5	Legal Research Fee (A0823)	2020105000(131)	59,269.53

TOTAL 5,986,312.70

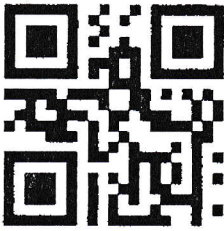
Total amount indicated herein does not include the convenience/service fee of the selected payment channel.

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Print on: 2026-05-18 09:26:21



NOTE: To confirm the actual status of the corporation, kindly email and secure a Certificate of Registration and Monitoring Department (CRM) from the SEC.



Machine Validation:



Republic of the Philippines

DEPARTMENT OF FINANCE
SECURITIES AND EXCHANGE COMMISSION
The SEC Headquarters
7907 Makati Avenue, Salcedo Village,
Barangay Bel-Air, Makati City, 1209



PAYMENT ASSESSMENT FORM

No. 20260414-14859848

DATE 04/14/2026	RESPONSIBILITY CENTER FAAD
PAYOR: CITYLAND DEVELOPMENT CORPORATION MAKATI CITY	

NATURE OF COLLECTION	QUANTITY	ACCOUNT CODE	AMOUNT
Amended Articles of Incorporation		4020102000 (606)	1,000.00
Merger		4020102000 (606)	5,925,953.17
Legal Research Fee (A0823)		2020105000 (131)	59,269.53
Documentary Stamp Tax (additional)	1	4010401000 (4010401)	30.00
Documentary Stamp Tax	2	4010401000 (4010401)	60.00
TOTAL AMOUNT TO BE PAID			Php 5,986,312.70

Assessed by: ajelabregas	Amount in words: FIVE MILLION NINE HUNDRED EIGHTY SIX THOUSAND THREE HUNDRED TWELVE PESOS AND 70/100
Remarks:	

PAYMENT OPTIONS

- Online payment thru eSPAYSEC at
• <https://espaysec.sec.gov.ph>
- Over the Counter Payments at any LandBank branch nationwide from 8:30 am up to 3:00 pm only

NOTES:

- A. The Payment Assessment Form (PAF) is valid until APRIL 24, 2026.
- B. Accepted modes of payment at Landbank branches:
1. Cash 2. Manager's/Cashier's Check payable to the Securities and Exchange Commission
- C. For check payment, please prepare separate Manager's checks per fund account as indicated on the breakdown summary.
- D. For over the counter payment at LandBank:
1. Print 2 copies of PAF, 1 Client Copy, 1 LandBank copy
2. Accomplish the onColl Payment slip per fund account as indicated on the breakdown summary.
Use the correct Fund Account and Account No. and provide the below information:
• Reference Number 1 - PAF No.
• Reference Number 2 - Name of Payor appearing on the PAF
3. Present OnColl Payment Slip, together with the PAF, to the LandBank Teller
- E. You may generate the electronic official receipt (eOR) by visiting <https://espaysec.sec.gov.ph/eor>
• Payment thru ESPAYSEC - eOR available upon payment
• LandBank OTC - eOR available within two (2) business days after the payment
- F. ANY ALTERATIONS WILL INVALIDATE THIS FORM

BREAKDOWN SUMMARY

FUND ACCOUNT	AMOUNT	ACCOUNT #
SEC RCC Current Account	5,926,953.17	3752-2220-44
SEC BTR Account - LRF	59,269.53	3402-2319-20
SEC BIR - DST	90.00	3752-2220-60
TOTAL	Php 5,986,312.70	

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MAY 19 2026
VALID UNTIL: APRIL 24, 2026

NOTE: To confirm the actual status of the corporation, kindly check with the
Registration and Monitoring Department of the SEC.

COVER SHEET
for Applications at
COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

AMENDMENT

SEC Registration Number

0 0 0 0 0 7 7 8 2 3

Former Company Name

C I T Y L A N D D E V E L O P M E N T

C O R P O R A T I O N

AMENDED TO:
New Company Name

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

2 / F C I T Y L A N D C O N D O M I N I U M 1 0

T O W E R I , 1 5 6 H . V . D E L A C O S T A

ZIP CODE

S T R E E T , M A K A T I C I T Y

1 2 0 9

COMPANY INFORMATION

Company Email Address

andre.suarez@cityland.net

Company's Telephone Number/s

8-893-6060

Mobile Number

09620722479

CONTACT PERSON INFORMATION

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

Name of Contact Person

Jocelyn De Asis

Email Address

legal@cityland.net

Telephone Number/s

8-816-2801

Mobile Number

09477494523

Contact Person's Address

3F Cityland Condominium 10 Tower I, 156 H.V. Dela Costa Street, 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

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Page

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Page

MAY 19 2026

NOTE: To confirm the actual status of the corporation, kindly email and secure a Certificate from the Corporation Registration and Monitoring Department (email: crmd@cityland.net.ph)

AMENDED

ARTICLES OF INCORPORATION

OF

CITYLAND DEVELOPMENT CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

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

AND WE HEREBY CERTIFY:

FIRST: That the name of the Corporation shall be -

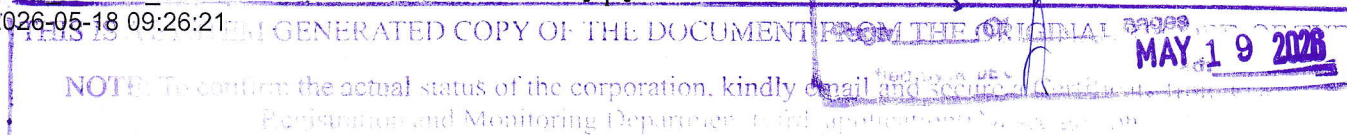
CITYLAND DEVELOPMENT CORPORATION

SECOND: That the primary purpose for which the Corporation is formed is to acquire, develop, improve, subdivide, cultivate, lease, sublease, sell, exchange, barter and/or dispose of agricultural, industrial, commercial, and residential lands and other real properties, as well as to construct, improve, lease, sublease, sell and/or dispose of houses, building and other improvements thereon, and to manage and operate subdivisions and housing projects or otherwise engage in the financing and training of real estate.

And that the secondary purposes thereof are as follows:

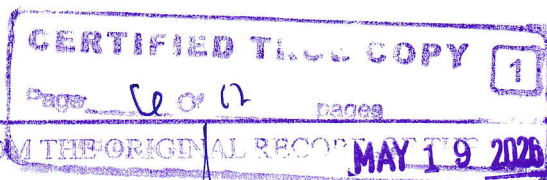
1. To identify and locate suitable sites for development in accordance with sound environmental and aesthetic standards, trends in population movement, legally imposed constraints, and other similar considerations;
2. To design the general plan of development of real estate projects on the basis of market objectives, ecological considerations, functional requirements and other material factors necessary or convenient for carrying out any of the purposes of the Corporation;
3. To secure, utilize and dispose of, in any lawful manner, rights, powers, privileges, franchises and concessions from any governmental, state, municipal, or other authority;
4. To determine the financial components of land development projects and programs, and to plan manage the same in order to render such projects and programs bankable and induce optimum utilization of available or obtainable financial resources;
5. To cause the construction not only of the main structural unit of real estate development project but likewise provide the necessary support or peripheral facilities in accordance with sound architectural and engineering practices, advanced mass construction technology and modern land developments principles which take into account the preservation of natural scenery and historical sites, and anticipate the need for facilities for transportation.

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recreation, religious workshop, trade, industry, and other similar complementary facilities in the vicinity of residential, commercial and industrial centers and complexes;

6. To market and promote developed and undeveloped areas and the individual structural units composing the latter;
7. To purchase, develop, exploit, manufacture, process and sell any agricultural, forest and mineral lands and other natural resources;
8. To administer, manage, and care for the entire developed complexes and/or individual unit structures with the end in view of preserving their utility for the occupants thereof and the entire community and preventing the incidence of slums and other urban blights;
9. To buy, lease, and obtain other rights to sell, exchange, lease, encumber or otherwise dispose of or deal in lands, buildings, tenements, condominiums and other similar properties or in mortgages or other security interest involving real estate or in options to buy, or in leases or other rights to acquire, possess or use such properties, either for its own account or for the account of others;
10. To develop, subdivide and reclaim land areas suitable for residential, commercial or industrial uses and to construct dwelling units, office buildings, industrial plants, recreational halls, piers, wharves, docks, and other single unit or condominium type structures thereon;
11. To provide general management and specialized technical services to land-owners, land developers, contractors and other persons and entities involved in the real estate industry;
12. To furnish building care and management services and facilities;
13. To evaluate, gather, disseminate information on real estate development matters by collecting and processing statistics and other data relevant to the industry; initiating, sponsoring, financial or otherwise participating in seminars, conferences and other similar sessions; and conducting studies and researches on mass construction technology, structural design, urban renewal and development, town planning and other related subjects;
14. To act as principal, agent, commission merchant, broker, manager, factor, or consignee, to acquire by purchase or otherwise own, hold, lease, exchange, mortgage, sell or dispose of any real and personal property rights and privileges suitable or convenient for any of the corporate businesses; and to purchase and acquire or sell and dispose any other businesses of a character similar to those of the corporation;
15. To unite, merge, or cooperate, whether generally or for a limited period, or to a limited extent determinable, continuous or otherwise, with any corporation, company or persons already or hereafter to be established or to engage in objects similar or analogous to those of the Corporation or any lawful activity relative to the pursuit of the corporate businesses or any part thereof, and for such purpose, to make and enter into any contract, agreement or arrangement, for sharing profits or uniformity of interests or otherwise, and to acquire and hold shares of stock, certificates of indebtedness, mortgages, bonds or other securities or any undertaking issued by any individual, corporation or company already formed or hereafter to be formed;



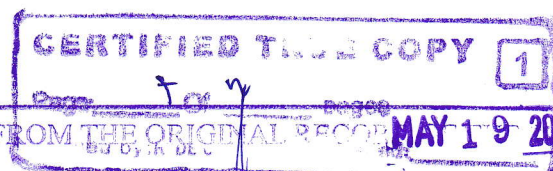
16. To invest the funds of the Corporation under such terms and conditions as the Board of Directors may legally determine;
17. To acquire, purchase, hold, ledge, sell and/or dispose of the shares of stock, bonds, and evidence of indebtedness and other obligations of any domestic or foreign corporation, and to possess and exercise in respect to such equities and indebtedness thus acquired all the rights, powers, and privileges of individual owners or holders thereof;
18. To borrow and raise money from time to time and to secure the payment thereof by mortgage, pledge, deed or trust and to make, accept, endorse, guarantee, execute and issue promissory notes, bills of exchange and other credit instruments for the purchase of any property or any purposes permissible under the Corporation Law;
19. To enter into joint ventures and working arrangements with other entities and to make or carry into effect, either in whole or in part, such arrangements with any other companies, corporations, associations or persons to the extent permitted by law;
20. To do everything necessary, proper, suitable or convenient for the attainment of the corporate purposes and objects and the furtherance of the powers herein set forth and to do and perform every act and thing incidental thereto or connected therewith insofar as the law of the Philippines may permit;
21. To enter into management contract with another firm or entity; provided that the management contract to be entered into by the corporation shall be amended, modified, revised, reformed, revoked or terminated only by the unanimous vote of the entire members of the Board of Directors and shall be subject further to the ratification by the affirmative vote of the stockholders owning at least $\frac{3}{4}$ of the entire subscribed capital stock;

THIRD: That the place where the principal office of the Corporation is to be established or located is at 2/F Cityland Condominium 10 Tower I, 156 H.V. Dela Costa Street, Makati City;

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

FIFTH: That the names, citizenship and residences or addresses of the incorporators of the Corporation are as follows:

Name	Citizenship	Residences
ANSELMO A. TRINIDAD, SR.	Filipino	9 Talisay Road, Forbes Park
MANUEL F. GARCIA	Filipino	765 East Street, Mandaluyong, Metro Manila
CHUNG TIONG TAY	Filipino	8 Anahaw Street, Forbes Park
DANIEL Y. CHIONG	Filipino	1148 Tamarind Road, Dasmarinas Village, Makati MM
STEPHEN C. ROXAS	Filipino	9 Sta. Ana Street, Magallanes Village



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NOTE: To confirm the actual status of the corporation, kindly email and secure a Certificate from the Corporation and Monitoring Department (email: corporate@icd.gov.ph or icd@icd.gov.ph).

SIXTH: That the number of directors of the Corporation shall be TEN (10) and the names, citizenship and addresses of the directors of the Corporation who are to serve until their successors are duly elected and qualified as provided by the By-Laws are as follows:

Name	Citizenship	Residences
ANSELMO A. TRINIDAD, SR.	Filipino	9 Talisay Road, Forbes Park
MANUEL F. GARCIA	Filipino	765 East Street, Mandaluyong, Metro Manila
CHUNG TIONG TAY	Filipino	8 Anahaw Street, Forbes Park
DANIEL Y. CHIONG	Filipino	1148 Tamarind Road, Dasmariñas Village, Makati MM
STEPHEN C. ROXAS	Filipino	9 Sta. Ana Street, Magallanes Village

(As amended on August 26, 2025 by majority of the Board of Directors, and on October 9, 2025 by the stockholders representing at least 2/3 of the outstanding capital stock)

SEVENTH: That the capital stock of said Corporation is SEVEN BILLION PESOS (P7,000,000,000.00), Philippine Currency, divided into SEVEN BILLION (7,000,000,000) shares with a par value of One Peso (P1.00) per share; and that no transfer of stock or interest which will reduce the ownership of Filipino citizens to less than sixty percent (60%) of the capital stock then subscribed shall be allowed or permitted to be recorded on the proper books and this restriction shall also be indicated in all its stock certificates. *(As amended on August 26, 2025 by majority of the Board of Directors, and on October 9, 2025 by the stockholders representing at least 2/3 of the outstanding capital stock)*

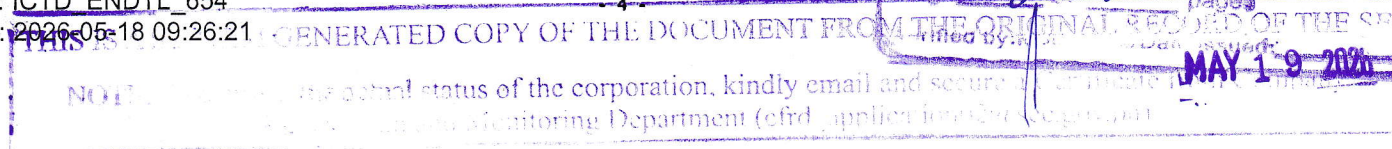
The stockholders shall have no pre-emptive right to subscribe to any issue or disposition of shares of any class and all the stockholders, their transferees and/or assignees take the shares subject to this condition.

EIGHTH: That the amount of said capital stock which has been actually subscribed is Two Million shares and the following persons have subscribed for the number of shares and the amount of capital stock set forth after their respective names:

Name	No. of Shares Subscribed	Amount of Capital Stock Subscribed
ANSELMO A. TRINIDAD, SR.	400,000	P 4,000,000.00
MANUEL F. GARCIA	400,000	4,000,000.00
CHUNG TIONG TAY	400,000	4,000,000.00
DANIEL Y. CHIONG	400,000	4,000,000.00
STEPHEN C. ROXAS	400,000	4,000,000.00
	<u>2,000,000</u>	<u>P 20,000,000.00</u>

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NINTH: That the following have paid on the shares of capital stock for which they have subscribed the amounts set forth after their respective names:

<u>Name</u>	<u>Amount Paid on Subscription</u>
ANSELMO A. TRINIDAD, SR.	P 1,000,000.00
MANUEL F. GARCIA	1,000,000.00
CHUNG TIONG TAY	1,000,000.00
DANIEL Y. CHIONG	1,000,000.00
STEPHEN C. ROXAS	1,000,000.00
	<u>P 5,000,000.00</u>

TENTH: That STEPHEN C. ROXAS has been elected by the subscribers as Treasurer of the Corporation to act as such until his successor is duly elected and qualified in accordance with the By-Laws, and that as such Treasurer he has been authorized to receive for the Corporation and to receive in its name for all subscription paid by said subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands on this 26th day of January, 1978 in the City of Manila, Philippines.

(SGD) ANSELMO A. TRINIDAD, SR.

(SGD) MANUEL F. GARCIA

(SGD) CHUNG TIONG TAY

(SGD) DANIEL Y. CHIONG

(SGD) STEPHEN C. ROXAS

SIGNED IN THE PRESENCE OF:

ILLEGIBLE

ILLEGIBLE

ACKNOWLEDGMENT

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

BEFORE ME, a Notary Public, for and in the City of Manila, this 26th day of January 1978,
personally appeared the following:

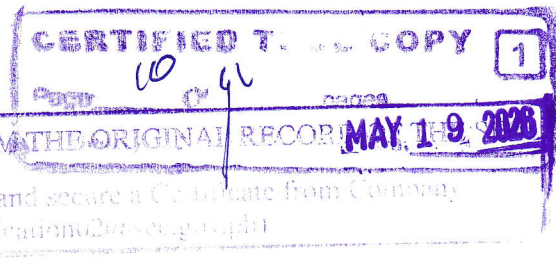
Name	Comm. Tax Cert. No.	Place/Date of Issue
ANSELMO A. TRINIDAD, SR.	A-264575	Manila/1-03-77
MANUEL F. GARCIA	A-0000090	Manila/1-07-77
CHUNG TIONG TAY	A-1104744	Pasay/1-03-77
DANIEL Y. CHIONG	A-537704	Manila/1-11-77
STEPHEN C. ROXAS	A-537797	Manila/1-13-77

known to me and to me known to be the same persons who executed the foregoing instrument
and they acknowledged to me that the same is their free and voluntary act and deed.

WITNESS MY HAND AND SEAL on the date and place first above indicated.

Doc. No. 469;
Page No. 101;
Book No. II;
Series of 1978.

(SGD)ESCOLASTICO U. CRUZ, JR.
NOTARY PUBLIC
Until December 31, 1978
PTR No. 9767552-T
Makati, July 1, 1977
TAN No. 71149-612-W



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NOTE: To confirm the actual status of the corporation, kindly email and secure a Certificate from Company
Registration and Monitoring Department (cfrd_application@2nd-sei.gov.ph)

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

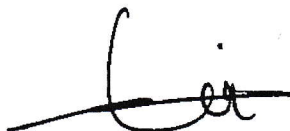
DIRECTORS' CERTIFICATE

WE, the undersigned majority of the Board of Directors and the Corporate Secretary of **CITYLAND DEVELOPMENT CORPORATION**, do hereby certify that the Articles of Incorporation and By-Laws of the Corporation were amended by a majority vote of the Directors on August 26, 2025, and the vote of stockholders representing at least two-thirds (2/3) of the outstanding capital stock at the special stockholders' meeting held on October 9, 2025 at the principal office of the Corporation.

The amended provisions refer to Sixth (6th) and Seventh (7th) Articles of the Amended Articles of Incorporation, and Sections 1 and 3 of Article II, adding Section 7 of Article III, and Sections 1 and 5 of Article VII of the Amended By-Laws.

We further certify that the attached Amended Articles of Incorporation and By-Laws are true and correct copies thereof.

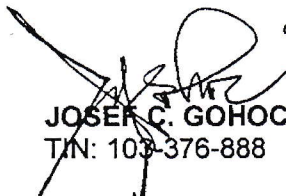
IN WITNESS WHEREOF, we have hereunto signed this certificate this OCT 22 2025 at BAKATI CITY, Philippines.



ANDREW I. LIUSON
TIN: 105-361-006



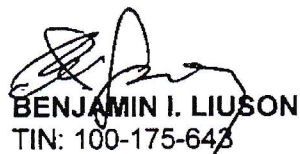
GRACE C. LIUSON
TIN: 105-814-831



JOSE C. GOHOC
TIN: 103-376-888

PETER S. DEE
TIN: 100-847-043

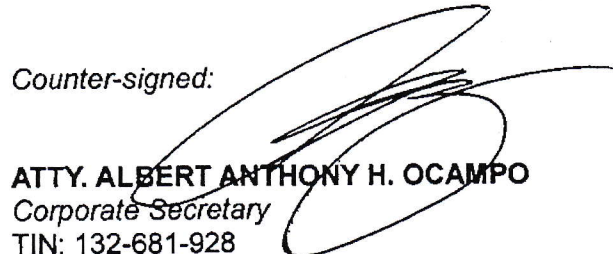
HELEN C. ROXAS
TIN: 180-189-161


BENJAMIN I. LIUSON
TIN: 100-175-643


JEFFERSON C. ROXAS
TIN: 202-583-694



Counter-signed:


ATTY. ALBERT ANTHONY H. OCAMPO
Corporate Secretary
TIN: 132-681-928

SUBSCRIBED AND SWORN TO before me this OCT 22 2025 at
~~MAKATI CITY~~, affiants personally appeared and exhibited to me their SSS Identification
Number as follows:

<u>NAME</u>	<u>SSS No.</u>
Andrew I. Liuson	03-1872470-6
Grace C. Liuson	03-1821886-9
Josef C. Gohoc	33-0942784-4
Peter S. Dee	03-1183011-8
Helen C. Roxas	03-3134508-1
Benjamin I. Liuson	03-2033726-2
Jefferson C. Roxas	33-8555275-9
Albert Anthony H. Ocampo	33-1925659-7

Doc. No. 367;
Page No. 35;
Book No. 1;
Series of 2025.

ATTY. EMMA G. JULARBAL

NOTARY PUBLIC FOR MAKATI CITY

UNTIL DECEMBER 31, 2026

APPOINTMENT NO.: M-407

IRP ROLL NO.: 33152

IRP NO.: 06547/Litrame/PPLM

PTR No.: 10467707/01-03-2025/Makati

156 H.V. Dela Costa St., Makati City

Republic of the Philippines

SECURITIES and EXCHANGE COMMISSION

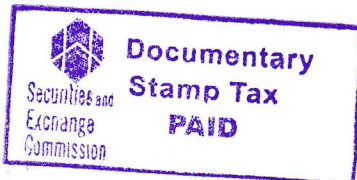
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I hereby certify that (a) this is a true copy of the document stored in the SEC Official Records to which proper security measures were employed to ensure data integrity, consisting of TWO FIVE (12) page (s); and (b) at all material times, the SEC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

CITYLAND DEVELOPMENT CORPORATION

Verified by: REGGIENALDO DE CASTRO Fees Php 1,200 paid under

O.R. No.: Ph7007882-14 Dated: MAY 20 2028



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