



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

COMPANY REG. NO. 63824

CERTIFICATE OF FILING  
OF  
AMENDED ARTICLES OF INCORPORATION

KNOW ALL PERSONS BY THESE PRESENTS:

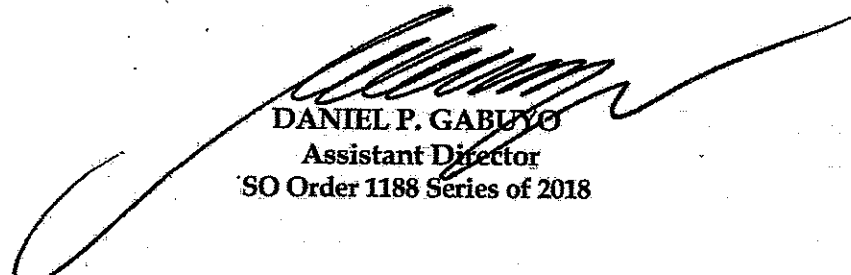
This is to certify that the amended articles of incorporation of the

**CTS GLOBAL EQUITY GROUP, INC.**  
(Formerly: CITISECURITIES, INC.)  
(Amending Articles I, VI, VII & X thereof)

copy annexed, adopted on June 14, 2018 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 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980, 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 Pasay City, Metro Manila, Philippines, this 28<sup>th</sup> day of March, Twenty Nineteen.

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

# COVER SHEET

## COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

SEC Registration Number

Company Name

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

COMPANY INFORMATION

Company's Email Address <input type="text" value="compliance@citisec.com"/>	Company's Telephone Number/s <input type="text" value="635-57-35"/>	Mobile Number <input type="text"/>
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CONTACT PERSON INFORMATION

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

Name of Contact Person <input type="text" value="Lorena E. Velarde"/>	Email Address <input type="text" value="compliance@citisec.com"/>	Telephone Number/s <input type="text" value="635-57-35"/>	Mobile Number <input type="text"/>
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Contact Person's Address

To be accomplished by CRMD Personnel

Assigned Processor:	Date	Signature
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Document I.D.

Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

<input type="checkbox"/>	Corporate and Partnership Registration Division
<input type="checkbox"/>	Green Lane Unit
<input type="checkbox"/>	Financial Analysis and Audit Division
<input type="checkbox"/>	Licensing Unit

PRESENTED ON: <u>8.14.18</u>
COUNTER OFFICER: <u>[Signature]</u>
PROCESSOR: <u>ROKA</u>

AMENDED  
Articles of Incorporation  
of  
**CTS GLOBAL EQUITY GROUP, INC.**  
**(formerly CITISECURITIES, INC.)**

KNOW ALL MEN BY THESE PRESENTS:

THAT WE, all of legal age and residents of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming of a corporation under the laws of the Philippines;

AND WE DO HEREBY CERTIFY:

FIRST: - That the name of said corporation shall be:

**"CTS GLOBAL EQUITY GROUP, INC."**

*(as amended on 10 May 1986 and as approved by the Board of Directors on 14 June 2018 and by the stockholders on the same date)*

SECOND: - That the purposes for which said corporation is formed are:

That the corporation shall engage primarily in the business of stock and bond brokers and dealers in securities and in all activities directly or indirectly connected therewith or incidental thereto.

**INCIDENTAL PURPOSES**

1. To become a member-firm of any stock exchange.
2. To act as a broker and dealer in stocks, bonds, and bullion.
3. To extend margin facilities to customers on such terms as are permitted by the exchange and by law, and in connection therewith, to negotiate with any bank for banking facilities thereto.
4. To act as underwriter of bond and security issues.
5. To buy, sell or otherwise deal in foreign exchange.

6. To the extent permitted by law, to hold interest in any form of association, e.g., an association formed to prospect for mining properties and to explore and develop the same.

7. To the extent permitted by law, to purchase, hire, own, or otherwise acquire and dispose of any lands, tenants, buildings, or property, which may be necessary or convenient for the immediate needs of the corporation and its staff.

In general, to do all things and acts necessary for the conduct and operation of the business of the corporation.

THIRD: - That the corporation shall have its principal office at 27/F East Tower, Philippine Stock Exchange Centre, Exchange Road, Ortigas Center, Pasig City and may establish any other branch or office anywhere in the Philippines. (as amended on 02 June 1994 and 23 May 2014)

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, nationalities and residences of the incorporators are as follows:

<u>NAME</u>	<u>NATIONALITY</u>	<u>RESIDENCE</u>
MARIANO SUANGCO	FILIPINO	Manila
ANTONITA SUANGCO	FILIPINO	Manila
BENITO TAN	CHINESE	, Quezon City
JULIANA CO	CHINESE	Quezon City
CHU SIONG TAY	CHINESE	Quezon City

SIXTH: - That the number of the Directors of said corporation shall be **ELEVEN (11), at least two (2) of whom shall be Independent Directors**, and that the names and residences of the Directors of the corporation who are to serve until their successors are elected and qualified in accordance with the By-Laws are as follows: (as amended on 6 November 2013 and as approved by the Board of Directors on 14 June 2018 and by the stockholders on the same date)

<u>NAME</u>	<u>RESIDENCE</u>
MARIANO SUANGCO	Manila
ANTONITA SUANGCO	Manila
BENITO TAN	, Quezon City
JULIANA CO	Quezon City
CHU SIONG TAY	Quezon City

SEVENTH: - That the authorized capital stock of the corporation shall be TWO HUNDRED MILLION (P200,000,000.00) PESOS, Philippine Currency, and said capital stock shall be divided into TWO **HUNDRED** MILLION (200,000,000) SHARES of common stock with par value of **ONE (P1.00) PESO** per share. (as amended on 6 November 2013 and as approved by the Board of Directors on 14 June 2018 and by the stockholders on the same date)

That no transfer of stock or interest which will reduce the 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 also be indicated in all its stock certificates. (as approved by the Board of Directors on 14 June 2018 and by the stockholders on the same date)

EIGHT: - That the number of shares and amount actually subscribed is ONE MILLION FOUR HUNDRED THOUSAND PESOS (P1,400,000.00) and the following persons subscribed to the number of shares indicated at their respective names to wit:

<u>NAME</u>	<u>NO. OF SHARES</u>	<u>AMOUNT SUBSCRIBED</u>
MARIANO SUANGCO	5,600	P560,000.00
ANTONITA SUANGCO	4,200	P420,000.00
BENITO CHAN	2,800	P280,000.00
JULIANA CO	700	P70,000.00
CHU SIONG TAY	700	P70,000.00
TOTAL	14,000	P1,400,000.00

NINTH: - That the following persons have paid on the shares of capital stock for which they have subscribed in the amount set out after their respective names:

<u>NAME</u>	<u>AMOUNT PAID IN SUBSCRIPTION</u>
MARIANO SUANGCO	P400,000.00
ANTONITA SUANGCO	P300,000.00
BENITO CHAN	P200,000.00
JULIANA CO	P50,000.00
CHU SIONG TAY	P50,000.00
TOTAL	P1,000,000.00

**TENTH: - That all stockholders of the corporation do not have the pre-emptive right to subscribe to all issues or disposition of shares of any class, in proportion to their respective shareholdings. (as approved by the Board of Directors on 14 June 2018 and by the stockholders on the same date)**

ELEVENTH: - That MARIANO SUANGCO 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 his name all subscriptions paid in by said subscribers.

IN WITNESS WHEREOF, the incorporators have hereby set their hands this 23<sup>rd</sup> day of September, 1975, in the City of Manila, Philippines.

(SGD) MARIANO SUANGCO  
TAN  
ICR  
Dtd

- spouses -

(SGD) ANTONITA SUANGCO  
TAN  
ICR  
Dtd

(SGD) BENITO TAN  
TAN  
ACR  
Dtd

- spouses -

(SGD) JULIANA CO  
TAN  
ACR  
Dtd

(SGD) CHU SIONG TAY  
TAN  
ACR  
Dtd

SIGNED IN THE PRESENCE OF:

(SGD)

\_\_\_\_\_

Witness

(SGD)

\_\_\_\_\_

Witness

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

ACKNOWLEDGEMENT

BEFORE ME, this 23<sup>rd</sup> day of September, 1975 at the City of Manila, personally  
appeared:

MARIANO SUANGCO	Jan. 6, 1975	Manila
ANTONITA SUANGCO	Jan. 6, 1975	Manila
BENITO CHAN	Jan. 9, 1975	Quezon City
JULIANA CO	Jan. 16, 1975	Manila
CHU SIONG TAY	Jan. 7, 1975	Manila

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

WITNESS MY HAND AND SEAL.

(SGD)  
Notary Public  
Until Dec. 31, 1976

Doc. No. 90  
Page No. 19  
Book No. XXX  
Series of 1975

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

TREASURER'S AFFIDAVIT

MARIANO SUANGCO, being first duly sworn, deposes and says:

That on the 23<sup>rd</sup> day of September, 1975, he was duly elected by the subscribers named in the foregoing Articles of Incorporation to act as Treasurer until his successor is duly elected and qualified in accordance with the By-laws of the corporation and that, as such Treasurer, he has been authorized to receive in the name of the corporation all subscriptions of the capital stock paid in by the subscriber;

That ONE MILLION FOUR HUNDRED THOUSAND PESOS (P1,400,000.00) worth of stock with the par value of ONE HUNDRED (P100.00) PESOS each shares has been actually subscribed, and that of said subscription ONE MILLION PESOS (P1,000,000.00) in cash have been actually paid and transferred to him in trust and received by him for the benefit and to the credit of the corporation;

That pursuant to law, he certifies that at least TWENTY PER CENTUM (20%) of the entire number of the authorized shares of capital stock has been subscribed and at least TWENTY FIVE (25%) PER CENTUM of the subscription has been actually paid to him and received by him in trust and for the benefit and to the credit of the corporation.

(SGD) MARIANO SUANGCO  
Treasurer

SUBSCRIBED AND SWORN to before me this 23<sup>rd</sup> day of September, 1975, affiant exhibiting to me his Residence Certificate No. issued at Manila on January 6, 1975.

(SGD)  
Notary Public  
Until Dec. 31, 1976

Doc. No. 91  
Page No. 20  
Book No. XXX  
Series of 1975





**DIRECTORS' CERTIFICATE**

The undersigned, majority of the members of the Board of Directors and the Assistant Corporate Secretary of **CITISECURITIES, INC.**, (the "Corporation"), a corporation duly organized and existing under the laws of the Philippines, with principal office address at 27/F East Tower, Philippine Stock Exchange Centre, Exchange Road, Ortigas Center, Pasig City, do hereby certify that the attached instrument is a true and correct copy of the Amended Articles of Incorporation ("AOI") of the Corporation reflecting the amendments to the following articles:

FIRST: - That the name of said corporation shall be:

**"CTS GLOBAL EQUITY GROUP, INC."**  
**(formerly CITISECURITIES, INC.)**

SIXTH: - That the number of the Directors of said corporation shall be **ELEVEN (11), at least two (2) of whom shall be Independent Directors**, and that the names and residences of the Directors of the corporation who are to serve until their successors are elected and qualified in accordance with the By-Laws are as follows:

SEVENTH: - That the authorized capital stock of the corporation shall be TWO HUNDRED MILLION (₱200,000,000.00) PESOS, Philippine Currency, and said capital stock shall be divided into TWO **HUNDRED MILLION (200,000,000) SHARES** of common stock with par value of **ONE (₱1.00) PESO** per share.

That no transfer of stock or interest which will reduce the 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 also be indicated in all its stock certificates.

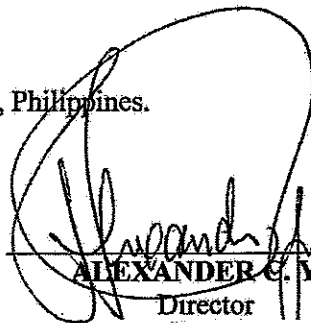
TENTH: - **That all stockholders of the corporation do not have the pre-emptive right to subscribe to all issues or disposition of shares of any class, in proportion to their respective shareholdings.**

The foregoing amendments to the AOI were adopted and approved by at least a majority of the Board of Directors in a meeting held on 14 June 2018 at the principal office of the Corporation. Said amendments were likewise ratified by the stockholders owning at least two-thirds (2/3) of the outstanding capital stock of the Corporation in a meeting held on the same date and at the same place. During both meetings, the required quorum was present and acting throughout.

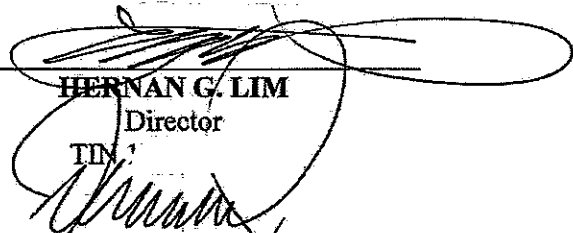
Done this 10 day of AUG 10 2018 in Pasig City, Philippines.



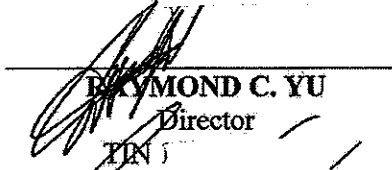
**EDWARD K. LEE**  
Chairman of the Board  
TIN



**ALEXANDER C. YU**  
Director  
TIN



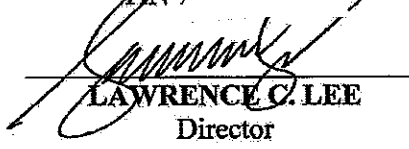
**HERNAN G. LIM**  
Director  
TIN



**RAYMOND C. YU**  
Director  
TIN



**MARTIN T. LEE**  
Director  
TIN



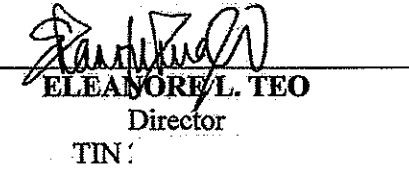
**LAWRENCE C. LEE**  
Director  
TIN



**JOSEPH C. TAN**  
Director  
TIN

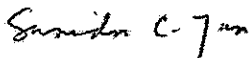


**EDMUND C. LEE**  
Director  
TIN



**ELEANORE L. TEO**  
Director  
TIN

Countersigned:




**SANIDA C. TAN**  
Assistant Corporate Secretary  
TIN

SUBSCRIBED AND SWORN to before me this AUG 10 day of 2018 at Pasig City, affiants exhibited to me their valid IDs as follows:

<u>Name</u>	<u>Valid Identification No.</u>	<u>Date/Place Issued</u>
Edward K. Lee	Phil. Passport No.	
Alexander C. Yu	Phil. Passport No.	
Hernan G. Lim	Phil. Passport No.	
Raymond C. Yu	Phil. Passport No.	
Martin T. Lee	Phil. Passport No.	
Lawrence C. Lee	Phil. Passport No.	
Joseph C. Tan		
Edmund C. Lee	Phil. Passport No.	
Eleanore L. Teo	DL No.	
Sanida C. Tan	SSS ID No.	

Doc. No. 226 ;  
Page No. 47 ;  
Book No. 1 ;  
Series of 2018

  
**ATTY. STEPHANIE FAYE B. REYES**  
For the Cities of Pasig, San Juan  
and the Municipality of Pateros  
Expiring on 31 December 2018  
Application No. 144 (2017-2018) Pasig City  
Roll No. 64239  
PTR No. 3838078/01.03.18/Pasig City  
IBP LRN 13768/RSM  
MCLE Compliance Cert. No. V-0012703/12.04.15  
2401B East Tower PSE Centre, Exchange Road,  
Ortigas Center, Pasig City