



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

**COMPANY REG. NO. ASO94003992**

**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

**GLOBAL FERRONICKEL HOLDINGS, INC.  
(Amending Article VII thereof)**

copy annexed, adopted on August 22, 2016 by a majority vote of the Board of Directors and on October 3, 2016 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 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 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 Pasay City, Metro Manila, Philippines, this 7<sup>th</sup> day of November, Twenty Sixteen.



  
**FERDINAND B. SALES**  
Director

**Company Registration and Monitoring Department**

**AMENDED ARTICLES OF INCORPORATION**

**OF**

**GLOBAL FERRONICKEL HOLDINGS, INC.**

[formerly: SOUTHEAST ASIA CEMENT HOLDINGS, INC.]

*(As amended in the special meeting of the Board of Directors held on September 10, 2014 and the annual meeting of the Stockholders held on October 22, 2014)*

**Know All Men By These Presents:**

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

**THAT WE HEREBY CERTIFY:**

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

GLOBAL FERRONICKEL HOLDINGS, INC.

[formerly: SOUTHEAST ASIA CEMENT HOLDINGS, INC.]

*(As amended in the special meeting of the Board of Directors held on September 10, 2014 and the annual meeting of the Stockholders held on October 22, 2014)*

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

**PRIMARY PURPOSES**

To invest in, purchase or otherwise acquire and own, hold, use, sell, assign, transfer, mortgage, pledge, exchange, or otherwise dispose of real and personal property of every kind and description, including shares of stock, subscriptions, bonds, debentures, notes, evidences of indebtedness, and other securities or obligation of any corporation or corporations, association and associations, domestic or foreign, for whatever lawful purpose or purposes the same way have been organized and to pay therefor in money or by exchanging therefor stocks, bonds, or other evidences for indebtedness or securities of this or any other corporation, and while the owner or holder of any such real or personal property, stocks, subscriptions, bonds, debentures, contracts, or obligations, to receive, collect, and dispose of interest, dividends, and income arising from such property; and to possess and exercise in respect thereof of all the rights, powers and privileges of ownership, including all voting powers of any stock so owned.

### SECONDARY PURPOSE

1. To purchase, acquire, own, lease, sell and convey real properties such as lands, buildings, factories and warehouses and machineries, equipment and other personal properties as may be necessary or incidental to the conduct of the corporate business, and to pay in cash, shares of its capital stock, debentures and other evidences of indebtedness, or other securities, as may be deemed expedient, for any business or property acquired by the corporation;

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

3. To invest and deal with the money and properties of the corporation in such a manner from time to time be considered wise or expedient for the advancement of its interests and to sell, dispose of or transfer the business, properties and goodwill of the corporation or any part thereof for such consideration and under such terms and its shall see fit to accept;

4. To aid in any manner any corporation, association, or trust estate, domestic or foreign, or any firm or individual, any shares of stock in which or any bonds, debentures, notes, securities, evidences of indebtedness, contracts, or obligations of which are held by or for this corporation, directly or indirectly or through other corporations or otherwise;

5. To enter into any lawful arrangement for sharing profits, union of interest, utilization or farmout agreement, reciprocal concession, or cooperation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, in the carrying out any of the purposes of this corporation;

6. To acquire or obtain from any government or authority, national, provincial, municipal or otherwise, or any corporation, company or partnership or person, such charter contracts, franchise, privileges, exemption, licenses and concessions as may be conducive to any of the objects of the corporation;

7. To establish and operate one or more branches, offices or agencies and to carry on any or all of its operations and business without any restrictions as to place or amount including the right to hold, purchase or otherwise acquire, lease, mortgage, pledge and convey or otherwise deal in, and with, real and personal property anywhere within the Philippines; and

8. To conduct and transact any and all lawful business, and to do or cause to be done any one or more of the acts and things herein set forth as its purposes, within or without the Philippines, and in any and all foreign countries, and to do everything necessary, desirable or incidental to the accomplishment of the purposes or the exercise of any one or more of the powers herein enumerated, or which shall at any time appear

conducive to, or expedient for, the protection or benefit of this corporation.

**THIRD:** That the place where the principal office of the corporation is to be established or located is at 7<sup>th</sup> floor, Corporate Business Centre, 151 Paseo De Roxas corner Arnaiz Street, Makati City, Metro Manila, Philippines. *(As amended in the special meeting of the Board of Directors held on September 10, 2014 and the annual meeting of the Stockholders held on October 22, 2014)*

**FOURTH:** That the term for which said 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 of the said corporation are as follows:

<b>Name</b>	<b>Nationality</b>	<b>Residence</b>
Benito R. Araneta	Filipino	508 Acacia Avenue Ayala Alabang Village Muntinlupa, Metro Manila
Jose Ma. J. Lopez Vito III	Filipino	29 Sta. Ana Street Magallanes Village Makati, Metro Manila
Jocelyn M. Gozum	Filipino	3 Belvedere Street Merville Park Parañaque, Metro Manila
Elaine B. Bismonte	Filipino	57 R. Magsaysay Street Pacita I, San Pedro Laguna
Clarencia S. Reyes	Filipino	F-32 Marlboro Street East Fairview Quezon City

**SIXTH:** That the number of directors of the said corporation shall be TEN (10) and that the names, nationalities and residences of the directors who are to serve until their successors are elected and qualified as provided by the by-laws are as follows: *(As amended on 5 May 2000 and 28 June 2000 by the Board of Directors and stockholders, respectively, and in the special meeting of the Board of Directors held on September 10, 2014 and the annual meeting of the Stockholders held on October 22, 2014)*

<b>Name</b>	<b>Nationality</b>	<b>Residence</b>
Benito R. Araneta	Filipino	508 Acacia Avenue Ayala Alabang Village Muntinlupa, Metro Manila
Jose Ma. J. Lopez Vito III	Filipino	29 Sta. Ana Street Magallanes Village Makati, Metro Manila
Jocelyn M. Gozum	Filipino	3 Belvedere Street Merville Park Parañaque, Metro Manila
Elaine B. Bismonte	Filipino	57 R. Magsaysay Street Pacita I, San Pedro Laguna

Clarencia S. Reyes                      Filipino      F-32 Marlboro Street East Fairview  
Quezon City

**SEVENTH:** That the authorized capital stock of said corporation is TWELVE BILLION FIVE HUNDRED FIFTY FIVE MILLION TWENTY THOUSAND AND ONE PESO AND THIRTY CENTAVOS (PhP12,555,020,001.30), and said capital stock is divided into Eleven Billion Nine Hundred Fifty Seven Million One Hundred Sixty One Thousand Nine Hundred Six (11,957,161,906) common shares with a par value of One Peso and Five Centavos (PhP1.05) per share each. No stockholder shall be entitled to any pre-emptive right to subscribe for, acquire, purchase or receive any shares of the Corporation, whether issued from its unissued capital or any treasury stock. *(As amended in the special meeting of the Board of Directors held on August 22, 2016 and the annual meeting of the Stockholders held on October 3, 2016)*

**EIGHT:** That the amount of the said capital stock which has actually been subscribed is THREE HUNDRED FIFTY MILLION PESOS (P350,000,000.00), and the following persons have subscribed for the number of shares and the amount of capital stock indicated opposite their respective names:

<b>Name</b>	<b>Citizenship</b>	<b>No. of Shares</b>	<b>Amount Subscribed</b>
Benito R. Araneta	Filipino	1,000	1,000.00
Jose Ma. J. Lopez Vito III	Filipino	1,000	1,000.00
Jocelyn M. Gozum	Filipino	1,000	1,000.00
Elaine B. Bismonte	Filipino	1,000	1,000.00
Clarencia S. Reyes	Filipino	1,000	1,000.00
FRC Holdings, Inc.	Filipino	349,995,000	349,995,000.00
		<u>350,000,000</u>	<u>350,000,000.00</u>

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

<b>Name</b>	<b>Amount Paid</b>
Benito R. Araneta	1,000.00
Jose Ma. J. Lopez Vito III	1,000.00
Jocelyn M. Gozum	1,000.00
Elaine B. Bismonte	1,000.00
Clarencia S. Reyes	1,000.00
FRC Holdings, Inc.	349,995,000.00
	<u>350,000,000.00</u>

**TENTH:** That no issuance or transfer of shares of stock of the Corporation which would reduce the stock of Filipino citizens to less than the required percentage of the outstanding capital stock required by law to be owned by Filipino citizens, shall be allowed

or permitted to be recorded in the proper books of the corporation. This restriction shall be printed or indicated in the stocks certificates of stocks to be issued by the corporation.

**ELEVENTH:** That ELAINE B. BISMONTE has been elected by the subscribers as Treasurer of the corporation to act as such until her successor is duly elected and shall have qualified in accordance with the by-laws; and that, as such Treasurer, she has been authorized to receive for the corporation, and to issue in its name receipts for, all subscriptions paid in by the subscribers.

**IN WITNESS WHEREOF**, we have set our hands this 27th day of April 1994 at Metro Manila, Philippines,

(SGD)  
BENITO R. ARANETA

(SGD)  
JOSE MA. J. LOPEZ VITO III

(SGD)  
JOCELYN M. GOZUM

(SGD)  
ELAINE B. BISMONTE

(SGD)  
CLARENCIA S. REYES

Signed in the Presence of:

(SGD)  
NELIA CUSTODIO

(SGD)  
LOUISE LUISITO G. CASTILLO

### ACKNOWLEDGMENT

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

BEFORE ME, a Notary Public, in and for Makati, Philippines, this 27<sup>th</sup> day of April, 1994, personally appeared:

<b>Name</b>	<b>Community Tax Certificate No.</b>	<b>Date and Place Issued</b>
Benito R. Araneta	23684694	2-28-94, Muntinlupa, MM
Ma. J. Lopez Vito III	7955985	3-14-94, Teresa, Rizal
Jocelyn M. Gozum	7207325	3-8-94, Makati, MM
Elaine B. Bismonte	9880402	3-31-94. Manila
Clarencia S. Reyes	3401674	1-14-94, Quezon City

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

IN TESTIMONY THEREOF, I have hereunto set my hand and affixed my notarial seal o the date and at the place first above written.

(SGD)  
 RUSSEL P. ANDAYA  
 Notary Public  
 Until December 31, 1995  
 PTR No. 5148114  
 Issued at Makati  
 Issued on 1-18-94

Doc. No. 465;  
 Page No. 94;  
 Book No. 2;  
 Series of 1994.

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

### SECRETARY'S CERTIFICATE

I, **NOEL B. LAZARO**, of legal age, Filipino, with office address at 7<sup>th</sup> Floor, Corporate Business Centre, 151 Paseo De Roxas Cor., Arnaiz St., Makati City, after having been duly sworn, hereby depose and say that:

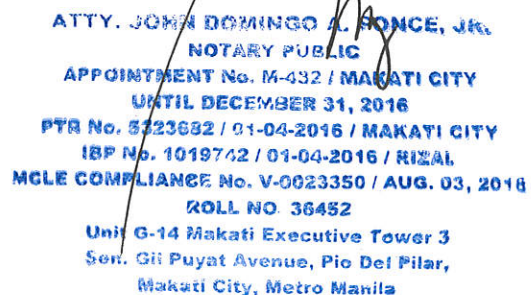
1. I am the Corporate Secretary of GLOBAL FERRONICKEL HOLDINGS, INC. (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines with office address at 7<sup>th</sup> Floor, Corporate Business Centre, 151 Paseo De Roxas Cor., Arnaiz St., Makati City;
2. As Corporate Secretary, I have in my custody the books and records and other papers of the Corporation;
3. To date, no action or proceeding has been filed or is pending before any Court or tribunal involving an intra-corporate dispute or claim by any person or group against the directors, officers, or stockholders of the Corporation; and
4. The above information is provided in compliance with the requirements of the Securities and Exchange Commission for the purpose of securing approval of the amendment of the Company's Articles of Incorporation and By-Laws, and for whatever other legal purpose it may serve.

IN WITNESS WHEREOF, I have hereunto affixed my signature this 05 day of OCT 05 2016 2016 at Makati City.

  
**NOEL B. LAZARO**  
Corporate Secretary  
TIN 182-029-390

SUBSCRIBED AND SWORN to before me this \_\_\_\_\_ at Makati City, affiant exhibiting to me his Tax Identification Number 182-029-390 as competent evidence of identity.

Doc. No. 421 ;  
Page No. 85 ;  
Book No. 38 ;  
Series of 2016.

  
ATTY. JOHN DOMINGO A. RONCE, JR.  
NOTARY PUBLIC  
APPOINTMENT No. M-432 / MAKATI CITY  
UNTIL DECEMBER 31, 2016  
PTR No. 5323682 / 01-04-2016 / MAKATI CITY  
IBP No. 1019742 / 01-04-2016 / RIZAL  
MCLE COMPLIANCE No. V-0023350 / AUG. 03, 2016  
ROLL NO. 36452  
Unit G-14 Makati Executive Tower 3  
Sen. Gil Puyat Avenue, Pio Del Pilar,  
Makati City, Metro Manila



**DIRECTORS' CERTIFICATE OF AMENDMENT  
OF THE ARTICLES OF INCORPORATION AND BY-LAWS**

**OF**

**GLOBAL FERRONICKEL HOLDINGS, INC.**

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, constituting at least a majority of the members of the Board of Directors, the Chairman and the Corporate Secretary, of GLOBAL FERRONICKEL HOLDINGS, INC., a corporation organized and existing under and by virtue of the laws of the Philippines, with principal office at the 7<sup>th</sup> Floor, Corporate Business Centre, 151 Paseo De Roxas corner Arnaiz St., Makati City ("the Corporation"), do hereby certify that:

1. At a special meeting of the Board of Directors held on August 22, 2016 at the principal office of the Corporation, a capital restructuring through a reverse stock split was approved by at least a majority of the members of the Board of Directors of the Corporation, whereby the par value per share of the Corporation's shares is increased and correspondingly, the total number of shares is decreased, with the passing of the following resolutions:

**"RESOLVED**, that the Corporation approves the amendment of the Articles of Incorporation to reflect an increase in the par value per share and a corresponding decrease in the total number of shares or a reverse stock split, whereby in effect, the authorized capital stock is increased **FROM** PhP12,555,000,000.20 divided into 35,871,428,572 common shares with par value of PhP0.35 per share **TO** PhP12,555,020,001.30, divided into 11,957,161,906 common shares with par value of PhP1.05 per share, or an increase of PhP20,001.10;

19,048.66

**RESOLVED, FURTHER**, that Article Seventh of the Amended Articles of Incorporation of the Corporation is hereby amended to read as follows:

"SEVENTH: That the authorized capital stock of said corporation is TWELVE BILLION FIVE HUNDRED FIFTY FIVE MILLION TWENTY THOUSAND AND ONE PESO AND THIRTY CENTAVOS (PhP12,555,020,001.30), and said capital stock is divided into Eleven Billion Nine Hundred Fifty Seven Million One Hundred Sixty One Thousand Nine Hundred Six (11,957,161,906) common shares with a par value of One Peso and Five Centavos (PhP1.05) per share each. No stockholder shall be entitled to any pre-emptive right to subscribe for, acquire, purchase or receive any shares of the Corporation, whether issued from its unissued capital or any treasury stock."

**“RESOLVED, FURTHER,** that Section 5 Section 7 of Article III of the Amended By-Laws of the Corporation are hereby amended to read as follows:

**“Section 5. Notice** – Notice of the regular or special meeting of the Board, specifying the date, time and place of the meeting, shall be communicated by the Secretary to each director personally, or by telephone, telegram, by electronic mail, or by written or oral message. A director may waive this requirement, either expressly or impliedly.”

**“Section 7. Conduct of the Meeting** – Meetings of the Board of Directors shall be presided over by the Chairman of the Board, or in his absence, the President or if none of foregoing is in office and present and acting, by any other director chosen by the Board. The Secretary, shall act as secretary of every meeting, if not present, the Chairman of the meeting, shall appoint a secretary of the meeting.

The members of the Board of Directors may participate in the meetings by means of telephone, electronic or other suitable electronic communication facilities, including, without limiting the generality of the foregoing, by telephone conference, videoconference, or the internet or any combination of those methods, which permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall be deemed for all purposes to be present in person at such meeting. The documentation of the meetings held through telephone, electronic or other suitable communication facilities including, without limiting the generality of the foregoing, by telephone conference, videoconference, or the internet or any combination of those methods, shall comply with the rules issued by the Securities and Exchange Commission.”

2. On October 3, 2016, the stockholders of the Corporation representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation at a special meeting held at the principal office of the Corporation, approved by affirmative vote the Board’s recommendation to undergo a capital restructuring through a reverse stock split and the amendment to the Corporation’s By-Laws.

OCT 13 2016

IN WITNESS WHEREOF, we have hereunto signed these presents on this \_\_\_\_ day of \_\_\_\_\_, 2016 at Makati City.

Certified Correct:

  
**NOEL B. LAZARO**  
Corporate Secretary  
TIN 182-029-390

Attested:

  
**JOSEPH C. SY**  
Chairman/Director  
TIN 189-175-219

**MING HUAT CHUA**  
Vice Chairman/Director  
TIN 435-132-355

  
**DANTE R. BRAVO**  
President/Director  
TIN 242-508-759

**LUIS N. YU, JR.**  
Director  
TIN 150-003-678

  
**FRANCIS C. CHUA**  
Director  
TIN 118-536-712

  
**MARY BELLE D. BITUIN**  
Director/Treasurer  
TIN 102-096-952

**GU ZHI FANG**  
Director  
TIN 306-524-019

  
**DENNIS ALLAN T. ANG**  
Director  
TIN 903-357-647

  
**EDGARDO G. LACSON**  
Director  
TIN 127-418-012

  
**ROBERTO C. AMORES**  
Director  
TIN 116-392-243

### ACKNOWLEDGMENT

Republic of the Philippines )  
 Makati City ) S.S.

BEFORE ME, a Notary Public for and in QUEZON CITY this OCT 13 2016  
 personally appeared the following:

<b>Name</b>	<b>TIN</b>
Dante R. Bravo	242-508-759
Joseph C. Sy	189-175-219
Gu Zhi Fang	306-524-019
Mary Belle D. Bituin	102-096-952
Francis C. Chua	118-535-712
Dennis Allan T. Ang	903-357-647
Luis N. Yu, Jr.	150-003-678
Ming Huat Chua	435-132-355
Roberto C. Amores	116-392-243
Edgardo G. Lacson	127-418-012
Noel B. Lazaro	182-029-390

known to me to be the same persons who executed the foregoing instrument and who acknowledged to me that the same is their free and voluntary act and deed. This Directors' Certificate consists of four (4) pages, including the page where this acknowledgement is written.

Doc. No. 467;  
 Page No. 94;  
 Book No. 138  
 Series of 2016.

**JOEL G. GORDOLA**  
 Notary Public  
 Commission expires on December 31, 2017  
 Adm. No. 069; Roll No. 25113; ISF No. 1013094  
 PTR No. 1078252; P0416; Q.C.  
 TIN 126-768-809; MCLE No. V-0001531  
 Until 1 # 878 Quirino Highway/Gulod, Novaliches, Q.C.

## REPORT OF FACTUAL FINDINGS

The Stockholders and the Board of Directors  
Global Ferronickel Holdings, Inc.  
7th Floor, Corporate Business Centre  
Paseo De Roxas corner Arnaiz Street  
Makati City

We have performed the procedures agreed with you as indicated in our engagement letter dated October 24, 2016, with respect to the cash received by Global Ferronickel Holdings, Inc. (the Company) from a stockholder (subscriber) as their deposit for subscription to the proposed increase in authorized capital stock of the Company, presented under the "Deposit for Future Stock Subscription" account in the Company's trial balance as at October 15, 2016, as provided in the Philippine Securities and Exchange Commission's (SEC) guide for verification of such cash payment for subscriptions. Our engagement was undertaken in accordance with the Philippine Standard on Related Services (PSRS) applicable to agreed-upon procedures engagements, specifically PSRS 4400, *Engagements to Perform Agreed-Upon Procedures Regarding Financial Information*.

The procedures were performed solely to assist the Company in its application with the SEC for an increase in authorized capital stock from ₱12,555,000,000.20 consisting of 35,871,428,572 common shares with a par value of ₱0.35 per share to ₱12,555,020,001.30 consisting of 11,957,161,906 common shares with a par value of ₱1.05 per share.

The procedures are summarized as follows:

1. Obtain from the Company a schedule of cash received as deposit for subscription to the proposed increase in authorized capital stock of the Company, which shows the following information:
  - a. Date recorded in the books
  - b. Official receipt numbers/ Acknowledgement receipt
  - c. Name of subscriber
  - d. Amount of cash received
  - e. Form of payment (cash or check)
2. Check the mathematical accuracy of the Company's schedule;
3. Compare the balance of the deposit for future stock subscription to the entry in the general ledger in the month the cash were received and the trial balance as of end of the month the cash were received;
4. Trace the cash received as deposit for future stock subscription to the entry in the cash receipts book;
5. Obtain a copy of the Corporate Secretary's Certificate on the Board of Directors and Stockholders' approval of Company's increase in authorized capital stock. Trace the Corporate Secretary's Certificate to the minutes of the meeting of the Board of Directors and Stockholders resolving such increase in the Company's authorized capital stock;



6. Compare the amount received from subscriber to the duplicate copy of the official receipts/ acknowledgement receipts;
7. Trace the amount received to the bank validated deposit slips and bank statement;
8. Inspect all entries in the cash disbursement book of the Company for any prior disbursement made to the subscriber that can be linked or associated the with subscriber's payment for subscription;
9. Inspect all entries in the cash disbursement book of the Company to check for any subsequent disbursements, advances or loans granted to the subscriber;
10. Conduct a cash count of the funds of the Company as of the date of examination and work back up to the month immediately preceding the date of the meeting when the stockholders approved the increase in the Company's authorized capital stock;
11. Obtain a summary of the cash in bank account of the Company and copies of the bank reconciliation statements as of the end of the month immediately preceding the submission of the application; and
12. Check the mathematical accuracy of the summary and bank reconciliation statements; trace the summary of bank accounts to the general ledger; trace the reconciling items to the supporting documents, the Company's books of accounts, and bank statements and compare the balances shown in the summary and bank reconciliation statements with the balances per books and bank statements.

We report our findings below:

1. We obtained from the Company a schedule of cash received as deposit for future subscription to the proposed increase in authorized capital stock of the Company, which showed the following information:

Subscriber	Cash Receipt No.	Amount	Form of Payment	Date of Record
Stockholder	Acknowledgement receipt	₱20,000.40	Cash	10/14/2016

2. We checked the mathematical accuracy of the Company's schedule and noted no exceptions.
3. We compared the balance of the deposit for future stock subscription to the entry in the general ledger on October 14, 2016 and noted no exceptions.
4. We traced the amount received as deposit for future stock subscription to the entry in the general ledger and noted no exceptions.
5. We obtained a copy of the minutes of the meeting of the Board of Directors and Stockholders held on October 3, 2016, where the Board of Directors and Stockholders approved the increase in Company's authorized capital stock.



6. We compared the amount received from the subscribers to the duplicate copy of the acknowledgement receipt and found no exceptions.
7. We did not trace the amounts received to the bank-validated deposit slips since the payment received in bills and coins was recorded as cash on hand.
8. We inspected all entries in the payment register (equivalent to a cash disbursement books) of the Company from October 13 to 14, 2016 and noted no prior disbursements made to the subscribers that can be linked or associated with subscriber's payment for subscription.
9. We inspected all entries in the payment register of the Company from October 15 to 28, 2016 and noted no subsequent disbursements, advances or loans granted to the subscriber.
10. We conducted a cash count of the funds of the Company as of the date of examination and noted no exceptions.
11. We obtained a summary of the Company's cash on hand and cash with bank as at October 15, 2016 and noted that the Company has three bank accounts as at October 15, 2016. The Company provided us with the bank reconciliation statements as at October 15, 2016.
12. We checked the mathematical accuracy of the summary of the Company's cash on hand and cash with bank as at October 15, 2016 and the bank reconciliation statements as at October 15, 2016 and found no exceptions. We traced the summary of bank accounts to the general ledger and found no exceptions. We traced the reconciling items to the supporting documents, the Company's book of accounts, and bank statement and compared the balance shown in the summary and bank reconciliation statement with the balances per books and bank statement and found no exceptions.

Because the above procedures do not constitute either an audit or a review made in accordance with Philippine Standards on Auditing or Philippine Standards on Review Engagements, we do not express any assurance on the accounts of the Company as at October 15, 2016.

Had we performed additional procedures or had we performed an audit or review of the financial statements in accordance with Philippine Standards on Auditing or Philippine Standards on Review Engagements, other matters might have come to our attention that would have been reported to you.



Our report is solely for the purpose set forth in the first paragraph of this report and for your information and is not intended to be used for any other purpose or to be distributed to any other parties. This report relates only to the accounts and items specified above and do not extend to any financial statements of Global Ferronickel Holdings, Inc. taken as a whole.

SYCIP GORRES VELAYO & CO.



Jaime F. del Rosario

Partner

CPA Certificate No. 56915

SEC Accreditation No. 0076-AR-4 (Group A),

May 1, 2016, valid until May 1, 2019

Tax Identification No. 102-096-009

BIR Accreditation No. 08-001998-72-2015,

March 24, 2015, valid until March 23, 2018

PTR No. 5321628, January 4, 2016, Makati City

October 28, 2016





To the Securities and Exchange Commission:

In connection with the application of Global Ferronickel Holdings, Inc. (the Company) for the increase in authorized capital stock amounting to ₱12,555,020,001.30, consisting of 11,957,161,906 common shares with a par value of ₱1.05 per share the undersigned hereby declares:

- (1) That, as an external auditor engaged by the said Company, we conducted the verification procedures required under Section 2 of the Guidelines on On-site Verification of Financial Records Relative to Certain Applications Filed with the Commission, and that we observed all the requirements of existing engagement standards and practices applicable to the agreed upon procedures engagements; and
- (2) That since the foregoing engagement does not involve an audit or review of the Company's financial statements but only the conduct of a set of agreed-upon procedures and issuance of a report of the factual findings thereon, we gave a "no assurance" statement in our October 28, 2016 report attached to this letter. We understand, however, that the "no assurance" statement in our said report does not exempt us from responsibility over the conduct of the said procedures and the factual findings stated therein.

SYCIP GORRES VELAYO & CO.



Jaime F. del Rosario  
Partner  
CPA Certificate No. 56915  
SEC Accreditation No. 0076-AR-4 (Group A),  
May 1, 2016, valid until May 1, 2019  
Tax Identification No. 102-096-009  
BIR Accreditation No. 08-001998-72-2015,  
March 24, 2015, valid until March 23, 2018  
PTR No. 5321628, January 4, 2016, Makati City

October 28, 2016





# Global Ferronickel Holdings, Inc.

7<sup>th</sup> Floor Corporate Business Center, 151 Paseo De Roxas corner Arnaiz Street, Makati City, 1228 Philippines  
Telephone No.:(632) 812 1494 & (632) 519 7888 Fax No.:(632) 812 0833 & (632)519 7999

October 28, 2016

To the Securities and Exchange Commission:

In connection with the application of Global Ferronickel Holdings, Inc. for the increase in its authorized capital from ₱12,555,000,000.20 consisting of 35,871,428,572 common shares with a par value of ₱0.35 per share to ₱12,555,020,001.30 consisting of 11,957,161,906 commons shares with a par value of ₱1.05 per share, the undersigned hereby declare under oath the following:

- 1) That all information and representations contained in the submitted application and its supporting documents are true and correct;
- 2) That the verification procedures required by the Commission were conducted by an independent auditor who issued a report thereon in accordance with the auditing standards in force;
- 3) That the items/accounts subject of the application are authorized, valid and legal; and
- 4) That the shares of stock to be issued are not watered.

The management hereby authorizes the Commission to examine any time, even after the approval of the application, the company's books of accounts and records to determine the validity and accuracy of the transaction.

**GLOBAL FERRONICKEL HOLDINGS, INC.**

By:

  
**DANTE R. BRAVO**  
President

  
**MARY BELLE D. BITUIN**  
Treasurer

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

SUBSCRIBED AND SWORN TO before me this **OCT. 28 2016** at Makati City, affiants exhibiting to me their respective Passports/Valid IDs as follows:

Name	TIN	Passport	Date and Place of Issue
Dante R. Bravo	242-508-759	PP No. E20013468	16 Jan. 2014   DFA Manila
Mary Belle D. Bituin	102-096-952	PP No. E23700287	17 March 2015   DFA Manila

WITNESS my hand and seal at this place and date first above written.

Doc. No. 60;  
Page No. 13;  
Book No. I;  
Series of 2016.



**FELIPPE MART E. CLOSA**  
Notary Public  
Appointment No. M-264  
Notary Public for Makati City  
Until 31 December 2017  
5/F SGV II BLDG., 6758 AYALA AVE.  
MAKATI CITY  
ROLL OF ATTORNEYS NO. 58673  
PTR No. 5324579 / Makati / 5 January 2016  
IBP No. 1017583 / Batangas / 6 January 2016  
NBI No. C420BFYT48-MA12759028  
MCLE Compliance No. V-0009014