



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

COMPANY REG. NO. CS200930125

CERTIFICATE OF APPROVAL OF INCREASE OF CAPITAL STOCK

KNOW ALL PERSONS BY THESE PRESENTS:

This is to certify that the increase of capital stock of the

MerryMart Consumer Corp.

from P5,000,000.00 divided into 50,000 shares of the par value of P100.00 each, to P1,200,000,000.00 divided into 24,000,000,000 shares of the par value of P0.05 each, approved by majority of the Board of Directors and by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock at a meeting held on November 15, 2019 certified to by the Chairman and the Secretary of the stockholders meeting and a majority of the Board of Directors of the corporation, was approved by the Commission on the date indicated hereunder in accordance with the provision of Section 37 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019. A copy of the Certificate of Increase of Capital Stock filed with the Commission is attached hereto.

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 23rd day of January, Twenty Twenty.

GERARDO F. DEL ROSARIO

Director

Company Registration and Monitoring Department

MerryMart Consumer Corp.

MANAGEMENT REPRESENTATION

SECURITIES & EXCHANGE COMMISSION

Secretariat Building
PICC COMPLEX
Roxas Boulevard

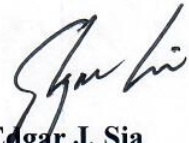
In connection with the application of MerryMart Consumer Corp. for the increase of the authorized capital stock from **P 5,000,000.00** to **P 1,200,000,000.00**, the undersigned hereby declare under oath the following:

- 1) That all information and representation 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;
- 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.

—(nothing follows)—


IN WITNESS WHEREOF, JAN 16 2020 have hereunto signed this certificate this MAKATI CITY day of _____, 2020 at _____, Philippines.


Edgar J. Sia
President/Chairman
TIN: 102-220-627-000


Pacita J. Sia
Treasurer
TIN: 102 220 889 000

MAKATI CITY AND SWORN to before me on this _____ day of JAN 16 2020, 2020 at _____ City.

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Book No. _____ ; Series of 2020.


ATTY. JOSHUA T. LAPUZ
Notary Public for and in Makati City
Appointment No. M-66 until 12/31/2021
PTR No. 8116016, Jan. 2, 2020, Makati City
Roll No. 45790, IBP, Lifetime N. 04897
MCLE No. VI-0016565 / Jan. 14, 2019
G/F Fedman Suites, 199 Salcedo Street,
Legaspi Village, Makati City

**CERTIFICATE OF
INCREASE OF CAPITAL STOCK OF
MerryMart Consumer Corp.**



KNOW ALL MEN BY THESE PRESENTS:

That, we, the undersigned, the Chairman and the Secretary of the stockholder's meeting and the majority members of the Board of Directors of MerryMart Consumer Corp., a corporation organized and existing under and by virtue of the laws of the Philippines CERTIFY:

1. That at the special meeting of the stockholders of the said corporation, held in accordance with Section 37 of the Corporation Code, B.P. Blg. 68, on November 15, 2019, at the 9th floor Tower 1 DoubleDragon Plaza, DD Meridian Park, Cor. Macapagal Ave & Edsa Extension, Pasay City at which meeting stockholders representing at least two thirds (2/3) of the outstanding capital stock were present in person or by proxy and majority of the board of directors approved the increase of the corporation's authorized capital stock from FIVE MILLION PESOS (P5,000,000.00) divided into Fifty Thousand (50,000) shares, with a par value of One Hundred (P100.00) pesos per share, into ONE BILLION TWO HUNDRED MILLION PESOS (P1,200,000,000.00) divided into Twenty Four Billion (24,000,000,000) shares, with a par value of Five Centavos (P0.05) in Philippine Peso per share;
2. That of the increase in capital stock of One Billion One Hundred Ninety Five Million Pesos (P1,195,000,000.00), Five Billion Nine Hundred Seventy Five Million shares amounting to Two Hundred Ninety Eight Million Seven Hundred Fifty Thousand Pesos (P 298,750,000.00) has been actually subscribed by the following subscribers and paid in cash:

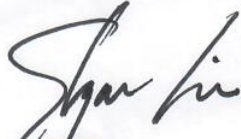
SHAREHOLDERS	NATIONALITY	SUSCRIBED NO. OF SHARES IN THE INCREASE	AMOUNT PAID
INJAP INVESTMENTS, INC.	Filipino	5,975,000,000	₱ 298,750,000.00
EDGAR J. SIA, SR.	Filipino	-	-
EDGAR J. SIA, II	Filipino	-	-
FERDINAND J. SIA	Filipino	-	-
PACITA J. SIA	Filipino	-	-
RIZZA MARIE JOY J. SIA	Filipino	-	-
TOTAL		5,975,000,000	₱ 298,750,000.00

Attached are Table A (List of Stockholders as of November 15, 2019) at P100.00 par
Table B List of Stockholders of Record as of November 15, 2019 at P.05
Table C List of Stockholders After Increase in Authorized Capital Stock

3. That the actual indebtedness of the corporation as of date of stockholders meeting amount to nil.
4. That no bonded indebtedness has been incurred, created or increased as of date of stockholders' meeting.
5. That the increase in the authorized capital stock of the corporation is necessary for its expansion and development.
6. That the verification procedures required by the Commission were conducted by an independent auditor who issued a report in accordance with the auditing standards.
7. That the items/accounts subject to the application are authorized, valid and legal and the shares of stock to be issued are not watered.

JAN 09 2020

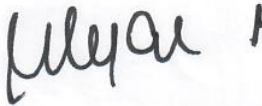
IN WITNESS WHEREOF, we have hereunto set our hands this _____ day of _____, at Pasay City, Philippines.



EDGAR J. SIA
TIN : 102-220-627-000
Chairman



PACITA J. SIA
TIN : 102-220-889-000



EDGAR J. SIA II
TIN : 192-003-450-000



RIZZA MARIE JOY J. SIA
TIN : 942-465-082-000



FERDINAND J. SIA
TIN : 917-782-960-000

Attested to by:



RIZZA MARIE JOY J. SIA
Corporate Secretary

JAN 09 2020

SUBSCRIBED AND SWORN to before me on this _____ day of _____ at Pasay City.

Doc. No. 204 ; Page No. 791 ;

Book No. 41 ; Series of 2020.

RUBEN T. M. RAMIREZ
NOTARY PUBLIC
UNTIL DEC. 31, 2021

IBF NO. 095499/10-15-19 CY 2020
ROLL NO. 269477/MCLE 6 / 3-22-19
PTR NO. MKT. 8117044 / 1-2-20 APPT. NO. M-127

Table B. LIST OF STOCKHOLDERS OF RECORD AS OF Nov. 15, 2019 AT P0.50 par.

NAME	NATIONALITY	NO. OF SHARES SUBSCRIBED	AMOUNT OF SUBSCRIPTION	AMOUNT PAID
INJAP INVESTMENTS, INC.	FILIPINO	24,990,000	P1,249,500.00	P1,249,500.00
EDGAR J. SIA	FILIPINO	2,000	100.00	100.00
EDGAR J. SIA II	FILIPINO	2,000	100.00	100.00
FERDINAND J. SIA	FILIPINO	2,000	100.00	100.00
PACITA J. SIA	FILIPINO	2,000	100.00	100.00
RIZZA MARIE JOY J. SIA	FILIPINO	2,000	100.00	100.00
TOTAL		25,000,000	1,250,000.00	P1,250,000.00

Table C. LIST OF STOCKHOLDERS AFTER INCREASE IN AUTHORIZED CAPITAL STOCK

NAME	NATIONALITY	NO. OF SHARES SUBSCRIBED	AMOUNT OF SUBSCRIPTION	AMOUNT PAID
INJAP INVESTMENTS, INC.	FILIPINO	5,999,990,000	P299,999,500.00	P299,999,500.00
EDGAR J. SIA	FILIPINO	2,000	100.00	100.00
EDGAR J. SIA II	FILIPINO	2,000	100.00	100.00
FERDINAND J. SIA	FILIPINO	2,000	100.00	100.00
PACITA J. SIA	FILIPINO	2,000	100.00	100.00
RIZZA MARIE JOY J. SIA	FILIPINO	2,000	100.00	100.00
TOTAL		6,000,000,000	300,000,000.00	P300,000,000.00

MerryMart Consumer Corp.

List of Stockholders of Record

As of November 15, 2019

NAME	NATIONALITY	PAR VALUE	SUSCRIBED NO. OF SHARES	AMOUNT PAID
INJAP INVESTMENTS, INC.	Filipino	100	12,495	1,249,500.00
EDGAR J. SIA, SR.	Filipino	100	1	100.00
EDGAR J. SIA, II	Filipino	100	1	100.00
FERDINAND J. SIA	Filipino	100	1	100.00
PACITA J. SIA	Filipino	100	1	100.00
RIZZA MARIE JOY J. SIA	Filipino	100	1	100.00
TOTAL			12,500	1,250,000.00

Certified Correct:


RIZZA MARIE JOY J. SIA
Corporate Secretary

JAN 09 2020

SUBSCRIBED AND SWORN TO before me on this _____ day of _____ 2020, at _____ City, affiant having exhibited to me her Tax Identification No. _____.

Doc. No. 201 ;

Page No. 41 ;

Book No. 791 ;

Series of 2020.

RUBEN T. M. RAMIREZ
NOTARY PUBLIC
UNTIL DEC 31, 2021
IEP NO. 095489/10-15-19 BY 2020
ROLL NO. 289477 MCLE 6 / 5-22-19
PTR NO. MKT.8117044 / 1-2-20 APPT. NO. M-127