



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

COMPANY REG. NO. 54106

**CERTIFICATE OF FILING
OF
AMENDED ARTICLES OF INCORPORATION**

KNOW ALL PERSONS BY THESE PRESENTS:

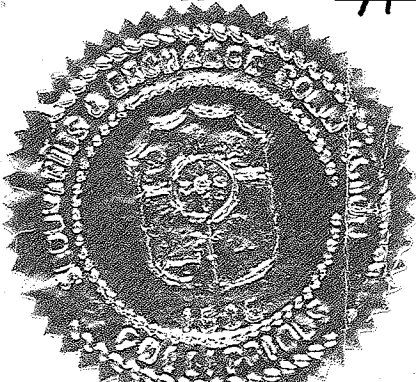
This is to certify that the amended articles of incorporation of the

LODESTAR INVESTMENT HOLDINGS CORPORATION
(Amending Articles III and VII thereof)

copy annexed, adopted on April 11, 2014, November 6, 2009 and October 25, 2016 (re-adoption) by a majority vote of the Board of Directors and on December 16, 2016, December 17, 2009 and December 8, 2016 (re-adoption) 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 14th day of June, Twenty Seventeen.




FERDINAND B. SALES
Director

Company Registration and Monitoring Department

AMENDED ARTICLES OF INCORPORATION

OF

LODESTAR INVESTMENT HOLDINGS CORPORATION

(Name of Corporation)

KNOW ALL MEN BY THESE PRESENTS:

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

AND WE HEREBY CERTIFY:

FIRST: That the name of this corporation shall be:

LODESTAR INVESTMENT HOLDINGS CORPORATION

SECOND: That the primary purpose for which the Corporation is formed is to purchase, subscribe for, or otherwise acquire, own, hold, use, sell, assign, transfer, mortgage, pledge, exchange or dispose of real and/or personal properties of every kind and description, including shares of stock and other securities, contracts or obligations of any corporation or association, domestic or foreign, and to pay therefore, in whole or in part, in cash or in property or by exchanging stocks, bonds, or other securities, and while the owner or holder of any such real or personal property, stocks or other securities, contracts or obligations, to receive, collect and/or dispose of the interest, dividend and/or income from such property, and to possess and exercise in respect thereof all the rights, powers and privileges of ownership, including all voting powers on any stocks so owned; and to do every act and thing covered generally by the denomination "Holding Corporation of other Corporations" through the ownership of stocks therein, provided, however, that the corporation shall not act as an investment company or security broker and/or dealer nor exercise the functions of a trust corporation.

The secondary purposes for which the Corporation is formed are:

(a) To engage in the management, supervision or control of business enterprises of all kinds, the operations and transactions of any company or undertaking and to manage and administer land, buildings, any kind of business and any kind of properties whether real or personal, and in general, to act as agent, attorney-in-fact, purchasing agent and general agent, as may be permitted by law;

Within the framework of and in furtherance of the foregoing primary and secondary corporate purposes, the Corporation shall have the power and authority:

(a) To buy, sell, deal in, barter, exchange, produce, manufacture, fabricate, process, refine, beneficiate, and dispose of all kinds of goods, wares, manufactures, commodities, machinery, supplies and products, and generally to engage in and

conduct any form of manufacturing or mercantile enterprise not contrary to law; to manufacture and deal in chemicals and all compounds of chemicals; to manufacture, buy, sell and supply gas and electricity for light, heat and power purposes; to buy, sell and generally deal in gas and electrical fixtures, and attachments of all kinds; to construct, own, use and maintain plants and facilities for the operation of telephone, radio, television, telegraph system or installation as may be necessary in connection with its business, and to acquire and own any interest in any such plants, facilities or lines or, any grants therefor or for any of all such purposes; to carry on a general mercantile and commercial business of importing and exporting, buying, acquiring, holding, selling or otherwise disposing of and dealing in any goods, wares, merchandise, and commodities of all kinds of products, natural or artificial, of the Philippines or other countries which are or may become articles of commerce.

(b) To hold, purchase, or otherwise acquire, or be interested in, and to sell or otherwise dispose of, shares of capital stock, bonds or other evidence of debts issued or created by any other corporation, partnership or company, whether domestic or foreign; and while the holder of any such shares of stock, to exercise all the rights and privileges of ownership, including the rights and privileges of ownership, including the right to vote thereon, to the same extent as a natural person might or could lawfully do as may be authorized by law.

(c) To purchase, hold, convey, sell, lease, mortgage, encumber, administer, and otherwise deal with lands, buildings, tenements, improvements, and other kinds of real estate in the Philippines or elsewhere; to borrow or raise money in such manner as the company shall think fit by the issuance of bonds, promissory notes and other evidences of indebtedness and to secure the repayment thereof any mortgage, pledge, deed of trust, and charge or lien upon the whole or any part of the properties of the Corporation; to draw, issue, accept, indorse drafts, bills of exchange, promissory notes, and other evidences of indebtedness in so far as the exigencies of the business for which the Corporation is organized shall require; to invest in and deal with the moneys and properties of the Corporation in such manner as may from time to time be considered wise or expedient for the advancement of its interests, and to sell, dispose of and transfer the business, goodwill, properties and undertakings of the Corporation or any part thereof for such consideration and under such terms as it shall see fit to accept.

Without in any particular limiting or restricting any of the objects and powers of the Corporation, it is hereby expressly declared and provided that the Corporation shall have the power to issue bonds and other obligations, and shares of its capital stock, in payment for property purchased or acquired by it, or for any other lawful object in and about its business; to mortgage or pledge any stocks, bonds or other obligations, or any property which may be acquired by it; to secure any bonds, guarantee any dividends, or bonds or contracts, or other obligations; and in carrying on its business, or for the purpose of attaining or furthering any of its objects or purposes, to do any and all other things and exercise any and all other powers which a co-partnership or natural person could do and exercise, or which now or hereafter may be authorized by law.

Without in any particular limiting the powers of the Corporation, it is hereby expressly declared and provided that the Corporation shall have the power to make, perform and carry out contracts of every sort and kind with any person, firm or

corporation, private, public or municipal or body politic, and with the Government of the United States or of any state, territory or possession thereof, or any foreign governments; to have one or more branch offices out of the Philippines, and to conduct its business and exercise its powers in any part of the Philippines or in any other country, state or territory; and in carrying on its business, to do any and all acts and things and to exercise any and all powers which may be necessary or convenient to the accomplishment or furtherance of its business of which a natural person could do or exercise and which now or hereafter may be authorized by law.

The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing is an enumeration of specific powers of the Corporation.

THIRD: That the place where the principal office of the Corporation is to be established or located is 7th Floor Peaksun Building, 1505 Princeton Street corner Shaw Boulevard, Barangay Greenhills East Wack Wack, Mandaluyong City 1555.¹

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

FIFTH: That the names and residences of the incorporators of the Corporation are as follows:

<u>Name</u>	<u>Residence</u>
EMILIO V. ORTIGA	189 Alfonso XIII Street, San Juan, Metro Manila
SERAFIN C. GONZALEZ	71 Zodiac, Bel-Air IV Makati, Metro Manila
ENRIQUE M. BELO	20 Villamar Court, Second St. Parañaque, Metro Manila
DAVID P. POLO	3 Roces Street Quezon City
ARTURO C. POLICARPIO	9 Bayaya Street, San Francisco Del Monte, Quezon City

SIXTH: That the number of directors of said Corporation shall be seven (7), and that the names, citizenship and residences of said directors who are to serve until their successors are elected and qualified as provided by the By-laws are as follows:

¹ As amended by affirmative vote of the Board of Directors on 11 April 2014 and affirmative vote of the stockholders owning or representing at least two thirds (2/3) of the outstanding capital stock of the Corporation on 16 December 2016, respectively.

<u>Name</u>	<u>Citizenship</u>	<u>Residence</u>
EMILIO V. ORTIGA	Filipino	189 Alfonso XIII Street, San Juan, Metro Manila
SERAFIN C. GONZALEZ	Filipino	71 Zodiac, Bel-Air IV Makati, Metro Manila
ENRIQUE M. BELO	Filipino	20 Villamar Court, Second St. Parañaque, Metro Manila
DAVID P. POLO	Filipino	3 Roces Street Quezon City
ARTURO C. POLICARPIO	Filipino	9 Bayaya Street, San Francisco Del Monte, Quezon City

SEVENTH: The authorized capital stock of the Corporation shall be Three Hundred Million Pesos (P 300,000,000.00), Philippine Currency, divided into Three Billion (3,000,000,000) common shares with par value of Ten Centavos (P .10) per share.²

The pre-emptive right of stockholders to subscribe to all issues or disposition of shares of any class, in proportion to their respective shareholdings, is hereby denied.

That no issuance or transfer of shares of stock of the Corporation which would reduce the stock ownership of Filipino citizens to less than the 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 books of the Corporation.

The foregoing restriction shall be printed at the back of the stock certification of the Corporation.

EIGHT: That the amount of said capital stock which has been actually subscribed is TWO MILLION PESOS (P2,000,000.00), and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names:

<u>Name</u>	<u>Citizenship</u>	<u>No. of Shares</u>	<u>Amount of Capital Stock Subscribed</u>
EMILIO V. ORTIGA	Filipino	80,000,000	P 800,000.00
SERAFIN C. GONZALEZ	Filipino	60,000,000	600,000.00
ENRIQUE M. BELO	Filipino	20,000,000	200,000.00

² As amended by affirmative vote of majority of the Board of Directors on 6 November 2009 and affirmative vote of the stockholders owning or representing at least two thirds (2/3) of the outstanding capital stock of the Corporation on 17 December 2009; and re-adopted by a majority vote of the Board of Directors and at least two thirds (2/3) of the outstanding capital stock of the Corporation on October 25, 2016 and December 8, 2016, respectively.

DAVID P. POLO	Filipino	20,000,000	200,000.00
ARTURO C. POLICARPIO	Filipino	<u>20,000,000</u>	<u>200,000.00</u>
TOTAL		200,000,000	₱ 2,000,000.00
		=====	=====

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

<u>Name</u>	<u>Amount Paid on Subscription</u>
EMILIO V. ORTIGA	₱ 200,000.00
SERAFIN C. GONZALEZ	150,000.00
ENRIQUE M. BELO	50,000.00
DAVID P. POLO	50,000.00
ARTURO C. POLICARPIO	<u>50,000.00</u>
TOTAL	₱ 500,000.00
	=====

TENTH: That EMILIO V. ORTIGA 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 Corporation and to receipt in its name for all subscriptions paid in by said subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands this 26th day of December, 1973, in Makati, Metro Manila, Philippines.

(Sgd.) EMILIO V. ORTIGA
TAN 1422-710-2

(Sgd.) SERAFIN C. GONZALEZ
TAN 1259-766-2

(Sgd.) ENRIQUE M. BELO
TAN 1080-601-6

(Sgd.) DAVID P. POLO
TAN 1457-695-3

(Sgd.) ARTURO C. POLICARPIO
TAN 0307-310-3

ACKNOWLEDGMENT

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

BEFORE ME, a Notary Public for and in the above jurisdiction, this 26th day of December, 1973 personally appeared:

EMILIO V. ORTIGA, with Residence Tax Certificate No. A-5156228, issued at Manila, on January 10, 1973;

SERAFIN C. GONZALEZ, with Residence Tax Certificate No. A-5055009, issued at Manila, on January 9, 1973;

ENRIQUE M. BELO, with Residence Tax Certificate No. A-597161, issued at Tanitan, Capiz, on February 1, 1973;

DAVID C. POLO, with Residence Tax Certificate No. A-6828393, issued at Makati, on April 12, 1973;

ARTURO C. POLICARPIO, with Residence Tax Certificate No. A-6049871, issued at Quezon City, on April 16, 1973;

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 act and voluntary deed.

WITNESSETH MY HAND AND SEAL on the date and place first above mentioned.

(Sgd.) CEFERINO A. BAQUIZAL
Notary Public
Until December 31, 1974
PTR No. 6830627, Manila, 11773

Doc. No. 877;
Page No. 77;
Book No. 44;
Series of 1973.

REPUBLIC OF THE PHILIPPINES
QUEZON CITY


)
) S.S.

CERTIFICATION ON NO INTRA-CORPORATE DISPUTE

I, **Venus L. Gregorio** of legal age, Filipino, being the Corporate Secretary of Loadstar Investment Holdings Corporation (Corporation), a corporation duly organized and existing under Philippine laws with address at 7/F Peaksun Bldg., 1505 Princeton St. cor. Shaw Blvd., Bgy. Greenhills East Wack wack, Mandaluyong City, after being duly sworn in accordance with law, hereby depose and state that:


1. To the best of my knowledge, no action or proceeding has been filed or is pending before any court involving an intra-corporate dispute and/or claim by any person or group against the Board of Directors, individual directors and/or major corporate officers of the Corporation as its duly elected and/or appointed directors or officers or vice versa.
2. This Certification is being issued in compliance with the requirements of the Securities and Exchange Commission for the increase in the authorized capital stock of the Corporation.

_____ March 2017 at Quezon City.

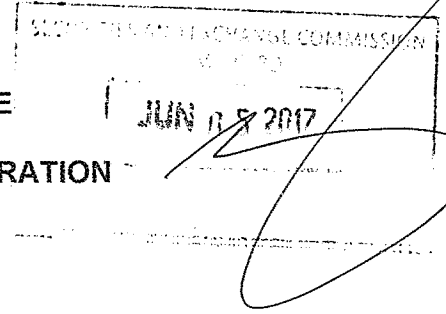

VENUS L. GREGORIO
Corporate Secretary

SUBSCRIBED AND SWORN to before me, a Notary Public, for and in Quezon City, Metro Manila this 10 day of MARCH 2017, affiant exhibiting to me her Driver's License No. D-16-98-196471 expiring on 16 November 2017.

Doc. No. 187;
Page No. 26;
Book No. 147;
Series of 2017.

NOTARY PUBLIC

ATTY. FLORIMOND C. ROUS
Notary Public for Quezon City
Until December 31, 2017
PTR No. 3803193/01-19-17/Q.C.
IBP Lifetime No. 00315
Roll No. 25769 / TIN: 142-154-935
MCLE 5 Comp. 01/01/2014; 1-22-2014
Adm. Matter No. NP-156/RTC-Q.C./2016-2017

**CERTIFICATE OF AMENDMENT OF THE
ARTICLES OF INCORPORATION OF
LODESTAR INVESTMENT HOLDINGS CORPORATION**



KNOW ALL MEN BY THESE PRESENTS:

The undersigned Corporate Secretary and a majority of the Board of Directors of Lodestar Investment Holdings Corporation (hereinafter, the "Corporation") do hereby certify:

1. That at the meeting of the Board of Directors held on 6 November 2009, the Board, by a majority vote of its members, approved the increase in the authorized capital stock of the Company from ONE HUNDRED MILLION PESOS (P100,000,000.00) divided into ONE BILLION (1,000,000,000) shares with par value of TEN CENTAVOS (P0.10) per share to THREE HUNDRED MILLION PESOS (P300,000,000.00) divided into THREE BILLION (3,000,000,000) shares with par value of TEN CENTAVOS (P.10) per share.¹
2. At a meeting of the stockholders of the Corporation held on 17 December 2009 at the Cruise Restaurant, San Miguel by the Bay, SM Mall of Asia, Paranaque City, the abovementioned increase in authorized capital stock was approved by the affirmative vote of stockholders representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation.
3. That the said previous meetings on November 6, 2009 by the Board of Directors and by the stockholders meeting held on December 17, 2009 were re-adopted by the majority vote of the members of the Board of Directors on October 25, 2016 and by the affirmative vote of stockholders representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation on December 8, 2016, confirming, ratifying and re-adopting the following:

That Article Seven (VII) of the Articles of Incorporation of the Company shall be amended as follows:

SEVENTH: The authorized capital stock of the Corporation shall be Three Hundred Million Pesos (P 300,000,000.00), Philippine Currency, divided into Three Billion (3,000,000,000) common shares with par value of Ten Centavos (P .10) per share.

¹ A reduction in par value from One Peso (P 1.00) per share to Ten centavos (P .10) per share was approved by the SEC on 4 September 2010, thus, adjustments were made in the values.

4. That at the meeting of the Board of Directors held on 11 April 2014, the Board, by a majority vote of its members, approved the change in the place of business of the Company from Metro Manila to 7th Floor, Peaksun Building, 1505 Princeton St., corner Shaw Boulevard, Brgy. Greenhills East Wack wack, Mandaluyong City.

At a meeting of the stockholders of the Corporation held on 16 December 2016 at the 7th Floor, Peaksun Building, 1505 Princeton St., corner Shaw Boulevard, Brgy. Greenhills East Wack wack, Mandaluyong City, the abovementioned change of principal office was approved by the affirmative vote of stockholders representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation.


That Article Three (III) of the Articles of Incorporation of the Corporation shall be amended as follows:

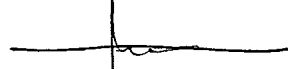
THIRD: That the place where the principal office of the Corporation is to be established or located is 7th Floor Peaksun Building, 1505 Princeton Street corner Shaw Boulevard, Barangay Greenhills East Wack Wack, Mandaluyong City 1555.

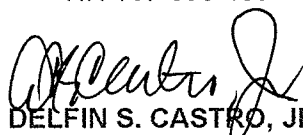
A copy of the Amended Articles of Incorporation embodying the foregoing amendments is hereto attached.

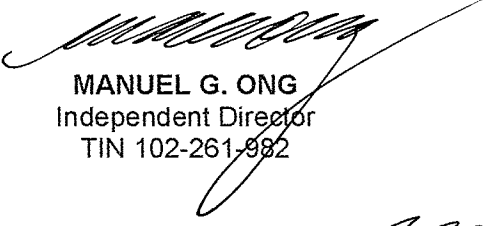
IN WITNESS WHEREOF, we have hereunto signed these presents on this
MAR 30 2017 at Mandaluyong City, Philippines.



ANTONIO VICTORIANO F. GREGORIO III
Chairman
TIN 201-897-602



CHI HO CO
President
TIN 167-858-435


RAMONCITO B. CABALU
Director
TIN 142-163-350


DELFIN S. CASTRO, JR.
Director and Treasurer
TIN 164-381-792


MANUEL G. ONG
Independent Director
TIN 102-261-982


BENJAMIN I. ESPIRITU
Independent Director
TIN 106-392-124


VENUS L. GREGORIO
Corporate Secretary
TIN 181-964-522

MAR 30 2017


SUBSCRIBED AND SWORN to before me this _____,
affiants exhibiting to me competent proofs of their identity, to wit:

<u>Name</u>	<u>Valid I.D.</u>	<u>Date & Placed Issued</u>
Antonio Victoriano F. Gregorio III	Passport No. EC6199837	10 December 2020
Chi Ho Co	Passport No. EC5209073	4 September 2020
Delfin S. Castro, Jr.	SSS 33-0049946-0	
Ramoncito B. Cabalu	DL No. N01-78-067900	12 December 2016
Manuel G. Ong	Passport No. EB9053161	3 September 2018
Benjamin I. Espiritu	Passport No. EB9719149	2 December 2018
Venus L. Gregorio	Passport No. EC6199843	10 December 2020

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

WITNESS MY HAND AND SEAL, this **MAR 30 2017** at
Quezon City, Philippines.

Doc. No. 184
Page No. 24
Book No. 44
Series of 2016


ATTY. FLORIMOND C. ROUS
Notary Public for Quezon City
Until December 31, 2017
PTR No. 3803193/ 01-19-17/Q.C.
IBP Lifetime No. 00315
Roll No. 25769 / TIN: 142-154-935
MCLE 5 Comp. 00001549; 1-22-2014
Adm. Matter No. NP-156/RTC-Q.C./2016-2017



MARKETS & SECURITIES REGULATION DEPARTMENT

December 15, 2016

LODESTAR INVESTMENT HOLDINGS CORPORATION

7th Floor Peaksun Building
1505 Princeton St., Brgy. Greenhills
East Wackwack Mandaluyong City

Attention : CHI HO CO
President

Subject : REQUEST FOR COMMENT/RECOMMENDATION

Gentlemen:

This is in connection with your request for comment/or recommendation relative to company's proposed application of **Amendment to its Articles of Incorporation** embodying the **Seventh Article on increasing the Authorized Capital Stock**.

We do not interpose any objection provided that once the application has been approved, Lodestar Investment Holdings Corporation shall file a duly accomplished **Current Report (SEC Form 17-C)** disclosing therein the Commission's approval of said amendments with the Commission's Central Receiving and Records Division, within five (5) days from the approval of the Amended Articles of Incorporation.

The company is also reminded to file an amended General Information Sheet (GIS) within seven (7) days after such change accrued or become effective.

Our Department nonetheless defers to the discretion of the Commission's Company Registration and Monitoring Department (CRMD) considering that it has primary jurisdiction over registration of corporations and partnerships in general, as well as amendments to Articles of Incorporation and By-laws. Furthermore, our comments or recommendations are limited merely to this Department's regulatory requirements and does not cover the substance of the application with respect to compliance with the Corporation Code of the Philippines.

This comment is without prejudice to the prerogative of this Department to act later against the subject entity, if warranted, to ensure full compliance with the provisions of the Securities Regulation Code, its implementing rules and regulations, and other pertinent laws, rules and regulations, as may be necessary and applicable under the circumstances.

Very truly yours,


VICENTE GRACIANO P. FELIMON, JR.
Director



P&A
Grant Thornton

An instinct for growth™

Report of Independent Certified Public Accountants on the Conduct and Result of the Required Verification Procedures

Punongbayan & Araullo
20th Floor, Tower 1
The Enterprise Center
6766 Ayala Avenue
1200 Makati City
Philippines

T +63 2 988 2288
F +63 2 886 5506
grantthornton.com.ph


To the Securities and Exchange Commission (the Commission):

In connection with the application of **Lodestar Investment Holdings Corporation**
(the Company) for the increase in its authorized capital stock, the undersigned hereby declares:

- (1) That as an external auditor engaged by the said Company, we have conducted the verification procedures required under Section 2 of the SEC Memorandum Circular No. 6 (Series of 2008), *Guidelines on On-site Verification of Financial Records Relative to Certain Applications Filed with the Commission*, and in accordance with Philippine Standard on Related Services 4400, "Engagements to Perform Agreed-Upon Procedures Regarding Financial Information;" 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 on the factual findings thereon, we gave a "no assurance" statement in our report dated March 15, 2017 attached to this letter. We understand, however, that the "no assurance" statement in the report does not exempt us from responsibility over the conduct of the said procedures and the factual findings stated therein.

Very truly yours,

PUNONGBAYAN & ARAULLO


By: **Christopher M. Ferarezza**
Partner

CPA Reg. No. 0097462
TIN 184-595-975
PTR No. 5908616, January 3, 2017, Makati City
SEC Group A Accreditation
Partner - No. 1185-AR-1 (until May 11, 2018)
Firm - No. 0002-FR-4 (until Apr. 30, 2018)
BIR AN 08-002511-34-2014 (until Aug. 5, 2017)
Firm's BOA/PRC Cert. of Reg. No. 0002 (until Dec. 31, 2018)

March 15, 2017

Certified Public Accountants

Punongbayan & Araullo (P&A) is the Philippine member firm of Grant Thornton International Ltd

Offices in Cebu, Davao, Cavite

BOA/PRC Cert. of Reg. No. 0002
SEC Accreditation No. 0002-FR-4



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Report of Independent Auditors on Factual Findings

Punongbayan & Araullo
20th Floor, Tower 1
The Enterprise Center
6766 Ayala Avenue
1200 Makati City
Philippines

T +63 2 988 2288
F +63 2 886 5506
grantthornton.com.ph

The Board of Directors
Lodestar Investment Holdings Corporation
7th Floor, Peaksun Building
1505 Princeton St., Shaw Blvd.
Mandaluyong City

At your request, we have performed the procedures enumerated below with respect to the verification of the actual inflow of cash received by **Lodestar Investment Holdings Corporation** (the Company) from Socorro P. Lim (the Subscriber) who subscribed to the proposed increase in authorized capital stock of the Company.

Our engagement was undertaken in accordance with Philippine Standard on Related Services 4400, *Engagements to Perform Agreed-Upon Procedures Regarding Financial Information*. The procedures were performed solely to assist in evaluating the validity of the cash infusion received from the Subscriber on November 15, 2016 as required by the Securities and Exchange Commission (SEC), based on SEC Memorandum Circular No. 6 (Series of 2008), *Guidelines on On-site Verification of Financial Records Relative to Certain Applications Filed with the Commission*, in connection with the Company's application for an increase in authorized capital stock.

The procedures we performed are as follows:

1. Obtained from the Company a schedule of cash received as deposit for subscription on the proposed increase in authorized capital stock which shows the following information:
 - a. date recorded in the books;
 - b. name of subscriber;
 - c. date of treasurer's affidavit;
 - d. amount of cash received; and,
 - e. form of payment
2. Checked the mathematical accuracy of the Company's schedule;

Certified Public Accountants

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Offices in Cebu, Davao, Cavite

BOA/PRC Cert. of Reg. No. 0002
SEC Accreditation No. 0002-FR-4



3. Compared the balance of the deposit for future stock subscription to the general ledger;
4. Traced the cash received as deposit for future stock subscription to the general journal book;
5. Obtained a copy of the minutes of meetings of the Board of Directors (BOD) and stockholders approving the increase in authorized capital stock of the Company;
6. Compared the amount received from the Subscriber to the duplicate copy of the treasurer's affidavit that the required deposit has been paid;
7. Traced the amounts received to bank-validated deposit slip and passbook;
8. Inspected all entries in the cash disbursement books of the Company for any prior disbursements made to the Subscriber that can be linked or associated with the Subscriber's payment for subscriptions;
9. Inspected all entries in the cash disbursement books of the Company for any subsequent disbursements, advances or loans granted to the Subscriber;
10. Skipped the cash count of the Company's funds as of the date of the examination;
11. Obtained a summary of the cash in bank accounts of the Company and bank reconciliation statements as of the end of the month immediately preceding the submission of the application; and,
12. Checked the mathematical accuracy of the summary and bank reconciliation statements; traced the receipts and disbursements and other transactions in the bank reconciliation statements to the entries in the general ledger and compared the balances shown in the summary and bank reconciliation statements with the balances per books and per bank statements.

We report our findings below.

1. With respect to procedures 1, 2 and 3, we noted that the P50,000,000 received from the Subscriber as deposits on future stock subscription agreed with the balance of the Deposit for Future Stock Subscription account in the general ledger of the Company as of March 15, 2017. The Company's schedule showed the following information:

Name of Subscriber	Amount Received	Treasurer's Affidavit Date	Payment Type
Socorro P. Lim	P50,000,000	11/15/2016	Local Check

The receipt was recorded on November 15, 2016. No exceptions were noted.

2. With respect to procedures 4, 6 and 7, we have traced the amount received to the general journal book, bank-validated deposit slip and passbook. The amount of P50,000,000, which agreed with amount indicated in the duplicate copy of the treasurer's affidavit, was directly deposited to the Company's PNB peso savings account with account number 0250-41382-7.
3. With respect to procedure 5, we noted that on December 8, 2016, during the annual stockholders' meeting of the Company, the stockholders confirmed, ratified and re-adopted the 2009 stockholders' approval of the increase in the authorized capital stock of the Company. On the resolution passed on December 17, 2009 during the annual meeting of stockholders, the stockholders approved the proposed increase in authorized capital stock from P100,000,000 divided into 100,000,000 shares at a par value of P1 per share to P300,000,000 divided into 3,000,000,000 shares at the reduced par value of P.10 per share without stockholders' pre-emptive right.
4. With respect to procedures 8 and 9, the Company's cash disbursements book from January 1, 2016 to March 15, 2017 did not show any cash disbursements to the Subscriber prior to and after subscription that can be linked or associated with the Subscriber's payment for her subscription, or subsequent disbursements, and advances or loans granted to the Subscriber.
5. With respect to procedures 10, 11 and 12, the cash infusion was directly deposited to the Company's peso savings account with PNB, account number 0250-41382-7; hence, we did not perform cash count procedure anymore. There were no exceptions noted with respect to the other procedures performed.

The foregoing procedures do not constitute either an audit or a review made in accordance with Philippine Standards on Auditing (PSA) or Philippine Standards on Review Engagements (PSRE), respectively. Accordingly, we do not express any assurance on the elements of the financial statements covered by the agreed-upon procedures.

Had we performed additional procedures or had we performed an audit or review of the Company's financial statements in accordance with PSA or PSRE, respectively, 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 second paragraph of this report and for your information and is not 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 the Company taken as a whole.

Very truly yours,

PUNONGBAYAN & ARAULLO



By: **Christopher M. Ferarezza**
Partner

CPA Reg. No. 0097462
TIN 184-595-975
PTR No. 5908616, January 3, 2017, Makati City
SEC Group A Accreditation
Partner - No. 1185-AR-1 (until May 11, 2018)
Firm - No. 0002-FR-4 (until Apr. 30, 2018)
BIR AN 08-002511-34-2014 (until Aug. 5, 2017)
Firm's BOA/PRC Cert. of Reg. No. 0002 (until Dec. 31, 2018)

March 15, 2017

**Management Representation
Signed Under Oath by the
President and Treasurer**


To the Securities and Exchange Commission (the Commission):

In connection with the application of **Lodestar Investment Holdings Corporation** (the Company) for the increase in its authorized capital stock, the undersigned hereby declares 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 book of accounts and records to determine the validity and accuracy of the transactions.

Very truly yours,


CHI HO CO
President


DELFIN S. CASTRO, JR.
Treasurer

SUBSCRIBED AND SWORN to before me this 20 MAR 2017 day of March 2017 at
Mandaluyong City, affiants exhibiting to me


CHI HO CO

TIN 167-858-435-000

Delfin S. Castro , Jr.

TIN 164-381-790-000

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Book No.: Y
Series of 2017.


ATTY. JUAN JAIME D. NOLASCO
NOTARY PUBLIC UNTIL DEC. 31, 2017
JUP NO. 1051907 - 1/3/17
PTR NO. 3024015 / 1/3/17 - MAND. CITY
ROLL NO. 60063 / MCLE NO. V-0017193 / 2016
UNIT 3F CSV BLDG. MAYSILLO CIRCLE
BRGY PLAINVIEW MAND. CITY