

**STA. LUCIA LAND, INC.**  
**Amendments to the By-Laws**

| Article and Section Nos. | From  | To   |
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| Art. I, Sec. 1.01        | <p><b>SECTION 1.01. <u>Annual Meeting</u></b> – Unless otherwise determined by the Board of Directors, the annual meeting of stockholders shall be held in the principal office of the Corporation located at 3<sup>rd</sup> Floor, Sta. Lucia Mall, Marcos Highway corner Imelda Avenue, Cainta, Rizal, Philippines, on the 3<sup>rd</sup> Friday of June of each year; <i>Provided, however,</i> that if the day designated for the annual meeting of stockholders falls on a holiday, then the meeting shall be held on the business day next following.</p> | <p><b>SECTION 1.01. <u>Annual Meeting</u></b> – Unless otherwise determined by the Board of Directors, the annual meeting of stockholders shall be held in the principal office of the Corporation located at 3<sup>rd</sup> Floor, Sta. Lucia Mall, Marcos Highway corner Imelda Avenue, Cainta, Rizal, Philippines, on the 3<sup>rd</sup> Friday of June of each year; <i>Provided, however,</i> that if the day designated for the annual meeting of stockholders falls on a holiday, then the meeting shall be held on the business day next following.</p> <p><b><u>Stockholders who cannot physically attend at stockholders' meetings may participate in such meetings through remote communications or other alternative modes of communication, Provided, that he/she shall notify in advance the Presiding Officer and the Corporate Secretary of his/her intention. The Corporate Secretary shall note such fact in the Minutes of the meeting.</u></b></p> |
| Art. I, Sec. 1.05        | <p><b>SECTION 1.05. <u>Quorum</u></b>– (a) A simple majority of the total issued and outstanding capital stock entitled to vote, attending in person, or duly represented by proxy, shall constitute a quorum to do business. Except as otherwise provided by law, the affirmative vote of the majority of the quorum shall be sufficient for the adoption of a resolution, or otherwise to reach and make a corporate decision.</p> <p>(b) x x x”</p>  | <p><b>SECTION 1.05. <u>Quorum</u></b>– (a) A simple majority of the total issued and outstanding capital stock entitled to vote, attending in person, or duly represented by proxy, shall constitute a quorum to do business. <b><u>A stockholder who participates through remote communication or in absentia, shall be deemed present for purposes of quorum.</u></b> Except as otherwise provided by law, the affirmative vote of the majority of the quorum shall be sufficient for the adoption of a resolution, or otherwise to reach and make a corporate decision.</p> <p>(b) x x x”</p>   |

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| <p>Art. I, Sec. 1.06</p> | <p><b>SECTION 1.06. <u>Voting</u></b> – (a) At all meetings of stockholders (whether annual or special), every stockholder of record shall be entitled to one (1) vote for each share of stock recorded in his name in the books of the Corporation.</p> <p>(b) x x x”</p> | <p><b>SECTION 1.06. <u>Voting</u></b> – (a) At all meetings of stockholders (whether annual or special), every stockholder of record shall be entitled to one (1) vote for each share of stock recorded in his name in the books of the Corporation. <b><u>Stockholders may exercise their right to vote through remote communication or in absentia.</u></b></p> <p>(b) x x x”</p> |
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