

**AMENDED OF BY-LAWS
OF
KEPPEL PHILIPPINES PROPERTIES, INC.**

**ARTICLE I
SUBSCRIPTION, ISSUANCE AND TRANSFER OF SHARES**

Section 1. Subscription - Subscribers to the capital stock of the corporation shall pay to the corporation the subscription value or price of the stock in accordance with the terms and conditions prescribed by the Board of Directors. Unpaid subscriptions shall not earn interest unless determined by the Board of Directors.

Section 2. Certificates - Each stockholder shall be entitled to one or more certificates for such fully paid stock subscription in his name in the books of the corporation. The certificates shall contain the matters required by law and the Articles of Incorporation. They shall be in such form and design as may be determined by the Board of Directors and numbered consecutively. The certificates, which must be issued in consecutive order, shall bear the signature of the President, manually counter-signed by the Secretary or Assistant Secretary and sealed with the corporate seal.

Section 3. Transfer of Shares - Subject to the restrictions, terms and conditions contained in the Articles of Incorporation, shares may be transferred, sold, ceded, assigned or pledged by delivery of the certificates duly indorsed by the stockholder, his attorney-in-fact, or other legally authorized person. The transfer shall be valid and binding on the corporation only upon record thereof in the books of the corporation, cancellation of the certificate surrendered to the Secretary, and issuance of a new certificate to the transferee.

No shares of stock against which the corporation holds unpaid claim shall be transferable in the books of the corporation.

All certificates surrendered for transfer shall be stamped "Cancelled" on the face thereof, together with the date of cancellation, and attached to the corresponding stub with the certificate book.

Section 4. Lost Certificates - In case any certificate for the capital stock of the corporation is lost, stolen, or destroyed, a new certificate may be issued in lieu thereof in accordance with the procedure prescribed by law, particularly Section 73 of the Corporation Code.

Section 5. Fractional Shares - No certificate shall be issued evidencing ownership of a fractional part of a share.

ARTICLE II MEETINGS OF STOCKHOLDERS

Section 1. Regular Meetings - The regular meetings of stockholders for the purpose of electing directors and for the transaction of such business as may properly come before the meeting, shall be held on the second Thursday of June each year. The Board of Directors may provide, however, that the regular meeting shall be held at such other date and time as shall be specified in the notice of the meeting. *(As amended on 27 June 1996)*

Section 2. Special Meeting - The special meetings of stockholders, for any purpose or purposes, may at any time be called by any of the following: (a) Board of Directors, at its own instance, or at the written request of stockholders, representing a majority of the subscribed capital stock entitled to vote, (b) Chairman, or in his absence, the Vice-Chairman of the Board of Directors, or (c) President.

Section 3. Place of Meeting - Stockholders meetings, whether regular or special, shall be held in the principal office of the corporation or at any place designated by the Board of Directors in the city or municipality where the principal office of the corporation is located.

Section 4. Notice of Meeting - Written notices for regular or special meetings of stockholders may be sent by the Secretary, by personal delivery or by mailing the notice at least fourteen (14) days prior to the date of the meeting to each stockholder of record at his/her last known post office address or by publishing the notice in a newspaper of national circulation. The notice shall state the place, date and hour of the meeting and the purpose or purposes for which the meeting is called. In case of special meetings, only matters stated in the notice can be the subject of motions or deliberation at such meeting and may be waived expressly or impliedly by any stockholders in person or by proxy, before or after the meeting.

When the meeting of the stockholder is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At the reconvened meeting, any business may be transacted that might have been transacted on the original date of the meeting.

Section 5. Quorum - Unless otherwise provided by law, in all regular or special meetings of stockholders, a majority of the outstanding capital stock must be present or represented in order to constitute a quorum. If no quorum is constituted, the meeting shall be adjourned until the requisite amount of stock shall be present. The stockholders present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough stockholders to less than a quorum.

Section 6. Conduct of Meeting - Meeting of the stockholders shall be presided over by the Chairman of the Board, or in his absence the Vice-President, or if none of the foregoing is in office and present and acting by a Chairman to be chosen by the stockholders. The Secretary, or in his absence, the Assistant Secretary, shall act as Secretary of the meeting. The Chairman of the meeting may adjourn the meeting from time to time, without notice other than announced at the meeting.

Section 7. Manner of Voting - At all meetings of stockholders, a stockholder may vote in person or by proxy executed in writing by the

stockholder or his duly authorized attorney-in-fact. Unless otherwise provided in the proxy, it shall be valid only for the meeting at which it has been presented to the secretary.

All proxies must be in the hands of the Secretary not later than two (2) days before the time set for the meeting. Such proxies filed with the Secretary may be revoked by the stockholders either in an instrument in writing duly presented and recorded with the Secretary at least twenty-four (24) hours prior to a scheduled meeting or by their personal presence at the meeting. The decision of the secretary on the validity of proxies shall be final and binding until set aside by a Court of competent jurisdiction.

Section 8. Closing of Transfer Books for fixing of Record Date - For the purpose of determining the stockholders entitled to notice of, or to vote at, any meeting of stockholders or any adjournment thereof, or to receive payment of any dividend, or of making a determination of stockholders for any other proper purpose, the Board of Directors may provide that the stock and transfer books be closed for a stated period, but not to exceed, in any case, twenty (20) days. In lieu of closing the stock and transfer books, the Board of Directors may fix in advance a date as the record date for any such determination of stockholders.

ARTICLE III **BOARD OF DIRECTORS**

Section 1. Power of the Board - Unless otherwise provided by law, the corporate powers of the corporation shall be exercised, all business conducted and all property of the corporation controlled and held by the Board of Directors to be elected by and from among the stockholders. Without prejudice to such general powers and such other powers as may be granted by law, the Board of Directors shall have the following express powers:

- a) From time to time, to make and change rules and regulations not inconsistent with these by-laws for the management of the corporation's business and affairs.

b) To purchase, receive, take or otherwise acquire in any lawful manner, for and in the name of the corporation, any and all properties, rights, interest or privileges, including securities and bonds of other corporations, as the transaction of the business of the corporation may reasonably or necessarily require, for such consideration and upon such terms and conditions as the Board may deem proper or convenient.

c) To invest the funds of the corporation in another corporation or business or for any other purposes other than those for which the corporation was organized, whenever in the judgment of the Board of Directors the interest of the corporation would thereby be promoted, subject to such stockholders' approvals as may be required by law.

d) To incur such indebtedness as the Board may deem necessary and, for such purpose, to make and issue evidence of such indebtedness including, without limitation, notes, deeds of trust, instruments, bonds, debentures, or securities, subject to such stockholders' approval as may be required by law, and/or pledge, mortgage, or otherwise encumber all or part of the properties and rights of the corporation.

e) To guarantee, for and in behalf of the corporation obligations of other corporations or entities in which it has lawful interest.

f) To impose conditions as the Board may deem convenient, subject to the limitations prescribed by law, regarding the transfer of shares issued in total or partial payment of debts contracted or properties acquired by, or services rendered to the corporation.

g) To sell, lease, exchange, assign, transfer or otherwise dispose of any property, real or personal, belonging to the

corporation whenever in the Board's judgment, the corporation's interest would thereby be promoted.

h) To establish pension, retirement, bonus, profit-sharing, or other types of incentives or compensation plans for the employees, including officers and directors of the corporation and to determine the persons to participate in any such plans and the amount of their respective participations.

i) To prosecute, maintain, defend, compromise or abandon any lawsuit in which the corporation or its officers either as plaintiffs or defendants, in connection with the business of the corporation, and likewise, to grant installments for the payments or settlements of whatsoever debts as payment to the corporation.

j) To delegate, from time to time, any of the powers of the Board which may lawfully be delegated in the course of current business or businesses of the corporation to any standing or special committee or to any officer or agent and to appoint any persons to be agents of the corporation with such powers (including the power to sub-delegate), and upon such terms, as may be deemed fit.

k) To implement these by-laws and to act on any matter not covered by these by-laws, provided such matter does not require the approval or consent of the stockholders under any existing law, rules and regulation.

Section 2. Stewardship Responsibilities – It shall be the Board's responsibility to foster the long-term success of the Corporation and secure its sustained competitiveness in a manner consistent with its fiduciary responsibility, which it shall exercise in the best interest of the Corporation, its shareholders and other stakeholders.

To insure a high standard of best practice for the Corporation and its stakeholders, the Board shall perform the following specific duties and responsibilities:

- a. Install a process of selection to ensure a mix of competent directors and officers;
- b. Determine the Corporation's purpose, its vision and mission and strategies to carry out its objectives;
- c. Ensure that the Corporation complies with all relevant laws, regulations and codes of best business practices;
- d. Identify the Corporation's major and other stakeholders and formulate a clear policy on communicating or relating with them through an effective investor relations program;
- e. Adopt a system of internal checks and balances;
- f. Endeavor to provide appropriate technology to account for available resources to ensure a position of a strong and meaningful competitor;
- g. Identify key risk areas and key performance indicators and monitor these factors with due diligence;
- h. Properly discharge Board functions by meeting regularly. Independent view during Board meetings shall be given due consideration and all such meetings shall be duly minuted;
- i. Keep Board authority within the powers of the institution as prescribed in the Articles of Incorporation, By-Laws and in existing laws, rules and regulation;
- j. Define the duties and responsibilities of the Chief Executive Officer/President and select or approve an individual with appropriate

ability, integrity and experience to perform the role of the Chief Executive Officer/President;

k. Review proposed senior management appointments and ensure the selection, appointment and retention of qualified and competent management;

l. Review the Corporation's personnel and human resource policy and sufficiency, conflict of interest situations, changes to the compensation plan for employees and officers and management succession plans; and

m. Constitute an audit, nomination, compensation and remuneration committees, and such other committees which shall aid to the attainment of corporate goals. *(As amended on 17 October 2003)*

Section 3. Duties and Responsibilities of a Director – A director shall have the following duties and responsibilities:

a. To conduct fair business transactions with the Corporation and to ensure that personal interest does not bias Board decisions;

b. To devote time and attention necessary to properly discharge his duties and responsibilities;

c. To act judiciously;

d. To exercise independent judgment;

e. To have a working knowledge of the statutory and regulatory requirements affecting the Corporation, including the contents of its Articles of Incorporation and By-Laws, the requirements of the Securities and Exchange Commission (SEC), and where applicable, the requirements of other regulatory agencies;

- f. To observe confidentiality;
- g. To ensure the continuing soundness, effectiveness and adequacy of the Corporation's control environment; and
- h. To uphold the interest of the Corporation whenever a conflict of interests arises. *(As amended on 17 October 2003)*

Section 4. Election and Term - The Board of Directors shall be elected during each regular meeting of stockholders and shall hold office for one (1) year and until their successors are elected and qualified. *(As amended on 17 October 2003)*

Section 5. Vacancies - Any vacancy occurring in the Board of Directors other than by removal by the stockholders or by expiration of term, may be filled by the vote of at least a majority of the remaining directors, if still constituting a quorum, otherwise, the vacancy must be filled by the stockholders at a regular or at any special meeting of stockholders called for the purpose. A director so elected to fill a vacancy shall be elected only for the unexpired term of his predecessor in office.

Any directorship to be filled by reason of an increase in the number of directors shall be filled only by an election at a regular or at a special meeting of stockholders duly called for the purpose, or in the same meeting authorizing the increase of directors if so stated in the notice of the meeting.

The vacancy resulting from the removal of a director by the stockholders in the manner provided by law may be filled by election at the same meeting of stockholders without further notice, or at any regular or at any special meeting of stockholders called for the purpose, after giving notice as prescribed in these by-laws. *(As amended on 17 October 2003)*

Section 6. Meeting - Regular meetings of the Board of Directors shall be held once every quarter of the year on such dates and at such times and places

as the Chairman of the Board, or in his absence, the President, or upon the request of a majority of the directors, and shall be held at such places as may be designated in the notice. *(As amended on 17 October 2003)*

Section 7. 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, telex, telegram, or by written or oral message at least five (5) days before the scheduled meeting. A director may waive this requirement, either expressly or impliedly. *(As amended on 17 October 2003)*

Section 8. Quorum - A majority of the number of directors as fixed in the Articles of Incorporation shall constitute a quorum for the transaction of corporate business, and every decision of at least a majority of the directors present at a meeting at which there is a quorum shall be valid as a corporate act, except for the election of officers which shall require the vote of a majority of all the members of the Board.

An independent director should always be in attendance. However, the absence of an independent director may not affect the quorum requirements if he is duly notified of the meeting but deliberately and without justifiable cause fails to attend the meeting. Justifiable causes may only include grave illness or death of immediate family and serious accidents. *(As amended on 17 October 2003)*

Section 9. Conduct of the Meetings - Meetings of the Board of Directors shall be presided over by the Chairman of the Board, or in his absence, the Vice-Chairman of the Board, or in his absence, the President, or if none of the foregoing is in office and present and acting, by any other director chosen by the Board. The Secretary, or in his absence, the Assistant Secretary, shall act as secretary of every meeting, but if neither the Secretary nor an Assistant Secretary is present, the Chairman of the meeting shall appoint a secretary for the meeting. *(As amended on 17 October 2003)*

Section 10. Compensation - By resolution of the Board, each director, shall receive a per diem allowance for his attendance at each meeting of the Board. As compensation, the Board shall receive and allocate an amount of not

more than ten (10%) percent of the net income before income tax of the corporation during the preceding year. Such compensation shall be determined and apportioned among the directors in such manner as the Board may deem proper, subject to the approval of stockholders representing at least a majority of the outstanding capital stock at a regular or special meeting of the stockholders.
(As amended on 17 October 2003)

ARTICLE IV
INDEPENDENT DIRECTOR
(As amended on 17 October 2003)

Section 1. Definition - Independent director means a person who, apart from his fees and shareholdings, is independent of management and free from any business or other relationship which could, or could reasonably be perceived to, materially interfere with his exercise of independent judgment in carrying out his responsibilities as a director in any covered company and includes, among others, any person who:

a. Is not a director or officer of the covered company or of its related companies or any of its substantial shareholders except when the same shall be an independent director of any of the foregoing;

b. Does not own more than two percent (2%) of the shares of the covered company and/or its related companies or any of its substantial shareholders;

c. Is not related to any director, officer or substantial shareholder of the covered company, any of its related companies or any of its substantial shareholders. For this purpose, relatives include spouse, parent, child, brother, sister, and the spouse of such child, brother or sister;

d. Is not acting as a nominee or representative of any director or substantial shareholder of the covered company, and/or any of its related companies and/or any of its substantial shareholders, pursuant to a Deed of Trust or under any contract or arrangement;

e. Has not been employed in any executive capacity by the covered company, any of its related companies and/or by any of its substantial shareholders within the last two (2) years;

f. Is not retained, either personally or through his firm or any similar entity, as professional adviser by that covered company, any of its related companies and/or any of its substantial shareholders within the last two (2) years;

g. Has not engaged and does not engage in any transaction with the covered company and/or with any of its related companies and/or with any of its substantial shareholders, whether by himself and/or with other persons and/or through a firm of which he is a partner and/or a company of which he is a director or substantial shareholder, other than transactions which are conducted at arms' length and are immaterial. *(As approved for amendment on 08 June 2006)*

Section 2. Composition – The Corporation shall have at least two (2) independent directors or at least 20% of its Board size, whichever is the lesser. The Corporation may choose to have more independent directors than as above required. *(As amended on 17 October 2003)*

Section 3. Nomination - Nomination of independent director/s shall be conducted by the Committee prior to a stockholders' meeting. All recommendations shall be signed by the nominating stockholders together with the acceptance and conformity of the would-be nominees.

The Committee shall pre-screen the qualifications and prepare a final list of all candidates and put in place screening policies and parameters to enable it to effectively review the qualifications of the nominees for independent director/s.

After the nomination, the Committee shall prepare a Final List of Candidates which shall contain all the information about all the nominees for independent directors, as required under Part IV(A) and (C) of Annex "C" of SRC Rule 12, which list shall be made available to the Securities and Exchange

Commission ("Commission") and to all stockholders through the filing and distribution of the Information Statement in accordance with SRC Rule 20, or in such other reports the company is required to submit to the **Commission**. The name of the person or group of persons who recommended the nomination of the independent director shall be identified in such report including any relationship with the nominee.

Only nominees whose names appear on the Final List of Candidates shall be eligible for election as Independent Director/s. No other nominations shall be entertained after the Final List of Candidates shall have been prepared. No further nominations shall be entertained or allowed on the floor during the actual **annual stockholders' meeting**. *(As approved for amendment on 08 June 2006)*

Section 4. **Qualifications** - An independent director shall have the following qualifications:

- a) He shall have at least one (1) share of stock of the corporation;
- b) He shall be at least a college graduate or he shall have been engaged or exposed to the business of the corporation for at least five (5) years;
- c) He shall possess integrity/ probity; and
- d) He shall be assiduous. *(As amended on 17 October 2003)*

Section 5. **Disqualifications** - No person enumerated under **Section II (5)** of the Code of Corporate Governance shall qualify as an independent director. He shall likewise be disqualified during his tenure under the following instances or causes:

- a) He becomes an officer or employee of the corporation where he is such member of the board of directors, or becomes any of the persons enumerated under **Section II(5) of the Code of Corporate Governance**;

b) His beneficial security ownership exceeds two percent (2%) of the outstanding capital stock of the company where he is such director;

c) Fails, without any justifiable cause, to attend at least 50% of the total number of Board meetings during his incumbency unless such absences are due to grave illness or death of an immediate family member; and

d) Such other disqualifications which the covered company's Manual on Corporate Governance provides. *(As approved for amendment on 08 June 2006)*

Section 6. Election - Except as those required under SRC Rule 38, as amended, and subject to pertinent existing laws, rules and regulations of the Commission, the conduct of the election of independent director/s shall be made in accordance with standard election procedures of the company or its by-laws. *(As approved for amendment on 08 June 2006)*

It shall be the responsibility of the Chairman of the Meeting to inform all stockholders in attendance of the mandatory requirement of electing independent director/s. He shall ensure that an independent director/s is/are elected during the stockholders' meeting. *(As approved for amendment on 08 June 2006)*

Specific slot/s for independent directors shall not be filled-up by unqualified nominees.

In case of failure of election for independent director/s, the Chairman of the Meeting shall call a separate election during the same meeting to fill up the vacancy. *(As amended on 17 October 2003)*

Section 7. Termination/Cessation of Independent Directors - In case of resignation, disqualification or cessation of independent directorship and only after notice has been made with the Commission within five (5) days from such resignation, disqualification or cessation, the vacancy shall be filled by the vote of

at least a majority of the remaining directors, if still constituting a quorum, upon the nomination of the Committee; otherwise, said vacancies shall be filled by the stockholders in a regular or special meeting called for that purpose. An independent director so elected to fill a vacancy shall serve only for the unexpired term of his predecessor in office. (As approved for amendment on 08 June 2006)

ARTICLE V
EXECUTIVE COMMITTEES
(As amended on 17 October 2003)

Section 1. Composition – There shall be an Executive Committee composed of five (5) members who shall be appointed by the Board of Directors, at least three (3) of whom shall be members of the Board of Directors.

Section 2. Meetings – The Executive Committee shall meet as often as needed in the absence of a Board meeting.

Section 3. Powers and Limitations – The Executive Committee shall perform duties and responsibilities that may be delegated to it by the Board, subject to applicable laws and except on the following matters:

1. approval of any action for which shareholders' approval is also required;
2. the filling of vacancies in the board;
3. the amendment or repeal of by-laws or the adoption of new by-laws;
4. the amendment or repeal of any resolution of the board which by its express terms is not so amendable or repealable; and
5. a distribution of cash dividends to the shareholders. (As amended on 08 November 2000)

ARTICLE VI
COMMITTEES

(As amended on 17 October 2003)

Section 1. Committees – To aid in complying with the principles of good corporate governance, the Board shall constitute committees.

Section 2. Audit Committee - The Audit Committee shall be composed of at least three (3) members of the Board, **two (2) of whom shall be independent directors, one (1) of whom shall be the Head or Chairman of the Committee.** Each member shall have adequate understanding at least or competence at most of the company's financial management systems and environment. *(As approved for amendment on 08 June 2006)*

The independent directors must always be present in all meetings of **the Committee** in the same way that **they are** required to be present in all meetings of the Board. *(As approved for amendment on 08 June 2006)*

The Audit Committee shall have the following duties and responsibilities:

- a. Check all financial reports against its compliance with both the internal financial management handbook and pertinent accounting standards, including regulatory requirements;
- b. Perform oversight financial management functions specifically in the areas of managing credit, market, liquidity, operational, legal and other risks of the Corporation, and crisis management;
- c. Pre-approve all audit plans, scope and frequency one (1) month before the conduct of external audit;
- d. Perform direct interface functions with the internal and external auditors;

e. Elevate to international standards the accounting and auditing processes, practices and methodologies, and develop the following in relation to this reform:

(i) A definitive timetable within which the accounting system of the Corporation will be 100% International Accounting Standard (IAS) compliant.

(ii) An accountability statement that will specifically identify officers and/or personnel directly responsible for the accomplishment of such task.

f. Develop a transparent financial management system that will ensure the integrity of internal control activities throughout the company through a step-by-step procedures and policies handbook that will be used by the entire organization; and

g. Coordinate, facilitate and monitor compliance with existing tax, legal and stock exchange requirements of the Corporation. *(As amended on 17 October 2003)*

Section 3. Compensation Committee - The Compensation or Remuneration Committee shall be composed of at least three (3) members, one of whom shall be an independent director.

The independent director must always be present in all meetings of this Committee in the same way that he is required to be present in all meetings of the Board.

The Compensation Committee shall have the following duties and responsibilities:

a. Establish a formal and transparent procedure for developing a policy on executive remuneration and for fixing the remuneration packages of corporate officers and directors, and provide oversight over remuneration of senior management and other key personnel ensuring

that compensation is consistent with the Corporation's culture, strategy and control environment;

b. Designate amount of remuneration, which shall be in a sufficient level to attract and retain directors and officers who are needed to run the company successfully;

c. Develop a form on Full Business Interest Disclosure as part of the pre-employment requirements for all incoming officers, which among others compel all officers to declare under the penalty of perjury all their existing business interests or shareholdings that may directly or indirectly conflict in their performance of duties once hired;

d. Disallow any director to decide his or her own remuneration;

e. Provide in the Corporation's annual reports, information and proxy statements a clear, concise and understandable disclosure of compensation of its executive officers for the previous fiscal year and the ensuing year; and

f. Develop a Personnel Handbook or cause the development of such to create provisions on conflict of interest, salaries and benefits policies, promotion and career advancement directives and compliance of personnel concerned with all statutory requirements that must be periodically met in their respective posts. *(As amended on 17 October 2003)*

Section 4. Screening Committee – The Board may form the Screening Committee when the need to pre-screen and shortlist all candidates nominated to become a member of the Board of Directors arises or prior to the election of a director. It may be dissolved once the abovementioned duties or such other duties assigned to the Committee by the Board of Directors have been completed.

The Screening Committee shall have at least three (3) members, one of whom must be an independent director. The Board may call upon the HR

Manager to assist the committee in screening the candidates nominated. The independent director must always be present in all meetings of this Committee in the same way that he is required to be present in all meetings of the Board.

To assist the committee in determining the optimum number of directorships of the members of the Board, it shall consider the following guidelines:

- a. The nature of the business of the Corporation in which he is a director;
- b. Age of the director;
- c. Experience and knowledge of the director on the field of business of the Corporation;
- d. Number of directorships/active memberships and officerships in other corporations or organizations;
- e. Possible conflict of interest; and
- f. Willingness and determination of the director to serve the Corporation.

The optimum number shall be related to the capacity of a director to perform his duties diligently in general. Moreover, the Chief Executive Officer/President and other executive directors shall submit themselves to low indicative limit on membership in other corporate Boards. The same low limit shall apply to independent, non-executive directors who serve as full-time executives in other corporations. In any case, the capacity of directors to serve with diligence shall not be compromised.

All candidates nominated to become a member of the Board of Directors shall be pre-screened in accordance with the following qualifications and disqualifications:

Qualifications:

- a. Holder of at least one (1) share of stock of the Corporation;
- b. He shall be at least a college graduate or have sufficient experience in managing the business to substitute for such formal education;
- c. He shall be at least twenty one (21) years old;
- d. He shall have proven to possess integrity and probity;
- e. He shall have sufficient knowledge or overview of the business activities/transactions of the Corporation;
- f. He shall be assiduous; and
- g. Such other qualifications as the Committee may reasonably provide from time to time.

Disqualifications:

- a. Any person finally convicted judicially of an offense involving moral turpitude or fraudulent act or transgressions or involvement in illegal dealings;
- b. Any person finally found by the SEC or a court or other administrative body to have willfully violated, or willfully aided, abetted, counseled, induced or procured the violation of, any provision of the Securities Regulation Code, the Corporation Code, or any other law administered by the SEC or Bangko Sentral ng Pilipinas, or any rule, regulation or order of the SEC or Bangko Sentral ng Pilipinas;
- c. Any person judicially declared to be insolvent;

d. Any person finally found guilty by a foreign court or equivalent financial regulatory authority of acts, violations or misconduct listed in the foregoing paragraphs;

e. Conviction of final judgment of an offense punishable by imprisonment for a period exceeding six (6) years, or a violation of the Corporation Code, committed within five (5) years prior to the date of his election or appointment; and

f. Such other disqualifications as the Committee may reasonably provide from time to time.

Any of the following shall be a ground for the temporary disqualification of a director:

a. Refusal to fully disclose the extent of his business interest as required under the Securities Regulation Code and its Implementing Rules and Regulations. This disqualification shall be in effect as long as his refusal persists;

b. Dismissal/termination from directorship in another listed corporation for cause. This disqualification shall be in effect until he has cleared himself of any involvement in the alleged irregularity;

c. Being under preventive suspension by the Corporation;

d. If the independent director becomes an officer or employee of the same corporation he shall be automatically disqualified from being an independent director; and

e. Conviction that has not yet become final referred to in the grounds for the disqualification of directors. (*As amended on 17 October 2003*)

ARTICLE VII
OFFICERS

(As amended on 17 October 2003)

Section 1. Election/Appointment - Immediately after their election, the Board of Directors shall formally organize by electing the Chairman, the President, the Treasurer, and the Secretary, at said meeting. The Board may also appoint a Vice-Chairman, Executive Vice-President(s), Senior Vice-President(s), one or more Vice-President(s), Assistant Vice-President(s), Senior General Manager(s), General Manager, Assistant General Manager, Assistant Treasurer and Assistant Secretary, all of whom need not be directors of the corporation, and who shall be referred to as by-laws officers. *(As amended on 08 November 2000)*

The Board may, from time to time, appoint such other officers as it may determine to be necessary or proper.

Any two (2) or more positions may be held concurrently by the same person, except that no one shall act as President and Treasurer or Secretary at the same time.

Section 2. Chairman of the Board - The Chairman of the Board of Directors shall preside at the meetings of the directors and the stockholders. He shall also exercise such powers and perform such duties as the Board of Directors may assign to him.

Section 3. Vice-Chairman - If a Vice-Chairman of the Board is appointed, he shall preside at the meetings of the directors and of the stockholders, in the absence of the Chairman. He shall exercise such powers and perform such duties and functions as the Board of Directors may, from time to time, assign to him.

Section 4. President - The President, who shall be elected a director, shall be the Chief Executive of the corporation and shall also have administration and direction of the day-to-day business affairs of the corporation. He shall exercise the following functions:

(a) To preside at the meetings of the Board of Directors and of the stockholders in the absence of the Chairman or Vice-Chairman of the Board of Directors;

(b) To initiate and develop corporate objectives and formulate long-range projects, plans and programs for the approval of the Board of Directors, including those for executive training, development and compensation;

(c) To have general supervision and management of the business affairs and property of the corporation.

(d) To ensure that the administrative and operational policies of the corporation are carried out under his supervision and control;

(e) Subject to guidelines prescribed by law, to appoint, remove, suspend or discipline employees of the corporation, prescribe their duties, and determine their salaries.

(f) To oversee the preparation of the budgets and the statements of accounts of the corporation;

(g) To prepare such statement and reports of the corporation as may be required of him by law;

(h) To represent the corporation at all functions and proceedings;

(i) To execute on behalf of the corporation all contracts, agreements and other instruments affecting the interests of the corporation which the approval of the Board of Directors, except as otherwise directed by the Board of Directors;

(j) To make reports to the Board of Directors and stockholders;

(k) To sign certificates of stock;

(l) To perform such other duties as are incident to his office or are entrusted to him by the Board of Directors.

The President may assign the exercise or performance of any of the foregoing powers, duties and functions to any other officer(s) subject always to his supervision and control.

Section 5. The Executive Vice-President - In the absence or disability of the President, and if an Executive Vice-President is appointed and is qualified, the Executive Vice-President shall act in his place, exercise his powers and perform such duties as the by-laws provide. The Executive Vice-President shall also exercise such powers and perform such duties as the Board of Directors or the President may assign to him.

Section 6. The Vice-President(s) - If one or more Vice-President(s) are appointed, he/they shall have such powers and shall perform such duties from time to time be assigned to him/them by the Board of Directors or by the President.

Section 7. The Corporate Secretary - The Corporate Secretary must be a Filipino citizen and a resident of the Philippines. He shall be the custodian of and shall maintain the corporate books and records and shall be the recorder of corporation's formal actions and transactions. He shall have the following specific powers and duties:

(a) To attend all Board meetings and record or see to the proper recording of the minutes and transactions of all meetings of the directors and the stockholders and to maintain minute books of such meetings in the form and manner required by law;

(b) To keep or cause to be kept record books showing the details required by law with respect to the stock certificates of the corporation, including ledgers and transfer books showing all shares of the corporation subscribed, issued and transferred.

(c) To keep the corporate seal and affix it on all papers and documents requiring a seal, and to attest by his signature all corporate documents requiring the same.

(d) To attend to the giving and serving of all notices of the corporation required by law or these by-laws to be given.

(e) To certify to such corporate acts, countersign corporate documents or certificates, and make reports or statements as may be required of him by law or by government rules and regulations.

(f) To act as the inspector at the election of directors and, as such, to determine the number of shares of stock outstanding and entitled to vote, the shares of stock represented at the meeting, the existence of a quorum, the validity and effect of proxies, and to receive votes, ballots or consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes, ballots or consents, determine the result, and to do such acts as are proper to conduct the election or vote. The Secretary may assign the exercise or performance of any or all of the foregoing duties, powers and functions to any other person or persons, subject always to his supervision and control.

(g) To gather and analyze all documents, records and other information essential to the conduct of his duties and responsibilities of the Corporation.

(h) To get a complete schedule of the agenda at least for the current year and put the Board on notice before every meeting.

(i) To assist the Board in making business judgment in good faith and in the performance of their responsibilities and obligations.

(j) To submit to the SEC, at the end of every fiscal year, an annual certification as to the attendance of the directors during Board meetings.

(k) To perform such other duties as are incident to his office or as may be assigned to him by the Board of Directors or the President. *(As amended on 17 October 2003)*

Section 8. The Assistant Corporate Secretary - In the absence or disability of the Corporate Secretary, the Assistant Corporate Secretary shall act in his place and perform his duties. The Corporate Secretary may, subject always to his supervision and control, delegate any or all of his powers, duties and functions to the Assistant Corporate Secretary. The Assistant Corporate Secretary shall also perform such other duties as may, from time to time, be assigned to him by the Board of Directors or the President. *(As amended on 17 October 2003)*

Section 9. The Treasurer - The Treasurer of the Corporation shall be its chief fiscal officer and the custodian of its funds, securities and property. The Treasurer shall have the following powers and duties:

(a) To keep full and accurate accounts or receipts and disbursements in the books of the corporation;

(b) To have custody of, and be responsible for, all the funds, securities and bonds of the corporation;

(c) To deposit in the name and to the credit of the corporation, in such bank as may be designated from time to time by the Board of Directors, all the moneys, funds, securities, bonds and similar valuable effects belonging to the corporation which may come under his control;

(d) To render an annual statement showing the financial conditions of the corporation and such other financial reports as the Board of Directors, Chairman, or the President may, from time to time require;

(e) To prepare such financial reports, statements, certification and other documents which may, from time to time, be required by government rules and regulations and to submit the same to the proper government agencies;

(f) To exercise such powers and perform such duties and functions as may be assigned to him by the President.

Section 10. The Assistant Treasurer - In the absence of the Treasurer, the Assistant Treasurer shall act in his place and perform his duties. The Treasurer may, at his request or in his disability, delegate any or all of his powers, duties and functions to the Assistant Treasurer. The Assistant Treasurer shall also perform such other duties as may from time to time be assigned to him by the President.

Section 11. Compliance Officer - To insure adherence to corporate principles and best practices, the Chairman of the Board shall designate a Compliance Officer who shall hold the position of a Vice President or its equivalent. He shall have direct reporting responsibilities to the Chairman of the Board.

The Compliance Officer shall perform the following duties:

(a) Monitor compliance with the provisions and requirements of the Manual on Corporate Governance (the "Manual");

(b) Identify, monitor and control compliance risks;

(c) Recommend to the Board, from time to time, appropriate measures to instill awareness and insure compliance with the Manual;

(d) Determine violation/s of the Manual and recommend penalty for violation thereof for further review and approval of the Board;

(e) Issue a certification every January 30th of the year on the extent of the Corporation's compliance with this Manual for the completed year, explaining the reason/s of the latter's deviation from the same year; and

(f) Appear before the SEC upon summons on similar matters that need to be clarified by the same;

The appointment of the compliance officer shall be immediately disclosed to the SEC on SEC Form 17-C. All correspondence relative to his functions as such shall be addressed to said Officer. *(As amended on 17 October 2003)*

Section 12. The External Auditor - An external auditor shall enable an environment of good corporate governance as reflected in the financial records and reports of the company, an external auditor shall be selected and appointed by the stockholders upon recommendation of the Audit Committee.

The reason/s for the resignation, dismissal or cessation from service and the date thereof of an external auditor shall be reported in the company's annual and current reports. Said report shall include a discussion of any disagreement with said former external auditor on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure.

The external auditor of the company shall not at the same time provide the services of an internal auditor to the same client. The Corporation shall ensure that other non-audit work shall not be in conflict with the functions of the external auditor.

The company's external auditor shall be rotated or the handling partner shall be changed every five (5) years or earlier. The external auditor or auditors of the Corporation for the ensuing year shall be appointed at the regular stockholders' meeting.

The external auditor or auditors of the Corporation shall examine, verify, and report on the earnings and expenses of the Corporation and shall certify the remuneration of the external auditor or auditors as determined by the Board of

Directors. If an external auditor believes that the statements made in the company's annual report, information statement or proxy statement filed during his engagement is incorrect or incomplete, he shall present his views in said reports. *(As amended on 17 October 2003)*

Section 13. The Internal Auditor - The Corporation shall have in place an independent internal audit function which shall be performed by an Internal Auditor or a group of Internal Auditors, through which its Board, senior management, and stockholders shall be provided with reasonable assurance that its key organizational and procedural controls are effective, appropriate, and complied with. The Internal Auditor shall report to the Audit Committee. *(As amended on 17 October 2003)*

Section 14. Reporting Officer(s) / Reporting Unit - The Corporation shall institute a system for the mandatory reporting of covered transactions and suspicious transactions under the Anti-Money Laundering Statements of Policies and Procedures which includes the appointment of one or more senior persons (Reporting Officer/s), or an appropriate unit (Reporting Unit), responsible for reporting to the Anti-Money Laundering Council (the "Council").

The obligation to make the covered transaction and/or suspicious transaction report is on the Reporting Officer/s or Reporting Unit. Such reporting shall be done within five (5) working days after initial detection of facts that may constitute a basis for filing such reports. In the event that urgent disclosure is required, particularly when the account concerned is part of an on-going investigation, an initial notification should be made by telephone to the Executive Director of the Council, Bangko Sentral ng Pilipinas (BSP). *(As amended on 17 October 2003)*

Section 15. Compliance Officer / Compliance Unit - The Corporation shall appoint at least one senior person or an appropriate unit, to advise its management and staff on the issuance and enforcement of in-house instructions to promote adherence to the Anti-Money Laundering Statements of Policies and Procedures, including personnel training, reporting suspicious transactions, and generally, all matters relating to the prevention of money laundering.

The Corporation shall appoint a senior officer as the compliance officer or set up a designated compliance unit by a senior officer. The Compliance Officer/Unit may or may not be the same as the Reporting Officer(s)/Unit as defined under preceding section.

A Compliance Officer shall be:

a) A senior officer with relevant qualifications and experience to enable him to respond sufficiently well to inquiries relating to the relevant person and the conduct of its business;

b) Responsible for establishing and maintaining a manual of compliance procedures in relation to the business of the company;

c) Responsible for ensuring compliance by the staff of the company with the provisions of the Anti-Money Laundering Act and the Anti-Money Laundering Statements of Policies and Procedures, and with the manual of compliance mentioned in item b;

d) Act as the liaison between the Corporation and the Council in matters relating to compliance with the provisions of the Anti-Money Laundering Act and the Anti-Money Laundering Statements of Policies and Procedures; and

e) Prepare and submit to the Council written reports on the compliance by the Corporation of the provisions of the Anti-Money Laundering Act and the Anti-Money Laundering Statements of Policies and Procedures, in such form and submitted at such time as the Council may determine. *(As amended on 17 October 2003)*

Section 16. Term of Office - The term of office of all officers shall be for a period of one (1) year and until their successors are duly elected and disqualified. Such officers may however be sooner removed for cause. *(As amended on 17 October 2003)*

Section 17. Vacancies - If any of the officers becomes vacant by reason of death, resignation, failure to qualify, disqualification or for any other cause, the

Board of Directors, by majority vote may elect a successor who shall hold office for the unexpired term. *(As amended on 17 October 2003)*

Section 18. Compensation - The by-laws officers shall receive such remuneration as the Board of Directors may determine. All other officers shall receive such remuneration as the Board of Directors may determine upon recommendation of the President. A Director shall not be precluded from serving the corporation in any other capacity as an officer, agent or otherwise, and receiving compensation therefor. *(As amended on 17 October 2003)*

ARTICLE VIII
INDEMNIFICATION OF DIRECTORS AND OFFICERS

(As amended on 17 October 2003)

Section 1. The Corporation shall indemnify every director or officer, his heirs, executors and administrators against all costs and expenses reasonably incurred by such person in connection with any civil, criminal, administrative or investigative action, suit or proceeding (other than an action by the corporation) to which he may be or is, made a party by reason of his being or having been a director or officer of the corporation, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct.

In the event of a settlement or compromise, indemnification shall be provided only in connection with such matters covered by the settlement as to which the corporation is advised by counsel that the person to be indemnified did not commit a breach of duty as such director or officer.

The amount payable by way of indemnify shall be determined and paid only pursuant to a resolution adopted by a majority of the members of the Board of Directors.

The costs and expenses incurred in defending the aforementioned action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding as authorized in the manner

provided for in the proceeding paragraph upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this Articles.

ARTICLE IX
OFFICES

(As amended on 17 October 2003)

Section 1. The principal office of the corporation shall be located at Metro Manila *(As amended on 17 October 2003)*. The corporation may have such other branch offices, either within or outside the Philippines as the Board of Directors may designate or as the business of the corporation may, from time to time, require. *(As amended on 17 June 1999)*

ARTICLE X
AUDIT OF BOOKS, FISCAL YEAR AND DIVIDENDS

(As amended on 17 October 2003)

Section 1. External Auditors - At the regular stockholders meeting, the external auditor or auditors of the corporation for the ensuing year shall be appointed. The external auditor or auditors shall examine, verify and report on the earnings and expenses of the corporation and shall certify the remuneration of the external auditor or auditors as determined by the Board of Directors.

Section 2. Fiscal Year - The fiscal year of the corporation shall begin on the 1st day of January and shall end of the last day of December of each year.

Section 3. Dividends - Dividends shall be declared and paid out of the unrestricted retained earnings which shall be payable in cash, property, or stock to all stockholders on the basis of outstanding stock held by them, as often and at such times as the Board of Directors may determine and in accordance with the law and applicable rules and regulations.

ARTICLE XI
AMENDMENTS

(As amended on 17 October 2003)

Section 1. These By-Laws may be amended or replaced by the affirmative vote of at least a majority of the Board of Directors and the stockholders representing a majority of the outstanding capital stock at any stockholders' meeting called for that purpose. However, the power to amend, modify, repeal or adopt new by-laws may be delegated to the Board of Directors by the affirmative vote of stockholders representing not less than two-thirds (2/3) of the outstanding capital stock, provided, however, that any such delegation of powers to the Board of Directors to amend, repeal or adopt new by-laws may be revoked only by the vote of the stockholders representing a majority of the outstanding capital stock at a regular or special meeting.

ARTICLE XII
SEAL

(As amended on 17 October 2003)

Section 1. Form and Inscription - The corporate seal shall consist of two concentric circles within which shall be inscribed:

KEPPEL PHILIPPINES PROPERTIES, INC.

The foregoing By-Laws were adopted by the Board of Directors of the corporation on _____ at the principal office of the corporation.

IN WITNESS WHEREOF, we, the undersigned stockholders present at said meeting and voting thereat in favor of the adoption of said laws, have

hereunto subscribed our names and with the Chairman of the meeting and the Secretary of the same do likewise with our signatures attest.

(SGD.) LOH WING SIEW
CHAIRMAN

(SGD) TO SIONG HOE

(SGD) HOE ENG HOCK

(SGD) SIT PENG SANG

(SGD) LEE BON WATT

(SGD) YONG CHEE MIN

(SGD) LEE CHONG BENG

(SGD) JON RAMON ABOITIZ

(SGD) R.S. RONQUILLO

(SGD) ISHMAEL LIMKAKENG, SR.

(SGD) VICTOR CHIONGBIAN