



Republic of the Philippines )  
 \_\_\_\_\_, Metro Manila ) S.S.

**SECRETARY'S CERTIFICATE**

I, **Venus L. Gregorio** of legal age, with office address at 20<sup>th</sup> Floor The Peak Tower, 107 LP Leviste St., Salcedo Village, Makati City, after having been sworn in accordance with law, depose and state that:

1. I am the duly elected and incumbent Corporate Secretary of **Asiabest Group International Inc.**, a corporation duly organized and existing under and by virtue of the laws of the Philippines, with office address at 20<sup>th</sup> Floor The Peak Tower, 107 LP Leviste St., Salcedo Village, Makati City.

2. Pursuant to Securities and Exchange Commission ("SEC") Memorandum Circular No. 12, Series of 2014, the changes to the Corporation's Annual Corporate Governance Report ("ACGR") for the year 2015 are summarized below:

**Summary of Consolidated Changes in the ACGR for 2015**


Description of Changes	Event	Basis and Date of Filing with SEC
Orientation and Education Program	Completion of Corporate Governance Seminar of Directors and Officers last 11 November 2015	Advisement letter to SEC dated 25 November 2015 filed with the SEC on the same date
Attendance of Directors	Attendance of Directors in Board Meetings from 1 January 2015 to 31 December 2015	Advisement letter to SEC dated 4 January 2016 filed with the SEC on the same date
Result of Annual Stockholders' Meetings	10 December 2015 Annual Stockholders' Meeting	SEC Form 17-C filed with the SEC on 16 December 2015
Composition of the Board/Changes in the Board of Directors	10 December 2015 Annual Stockholders' Meeting	SEC Form 17-C filed with the SEC on 16 December 2015
Committee Members	10 December 2015 Organizational Meeting of the Board of Directors	SEC Form 17-C filed with the SEC on 16 December 2015
Definitive Information Statements and Management Report	10 December 2015 Annual Stockholders' Meeting	Definitive Information Statement (SEC Form 20-IS) and Management Report for the 10 December 2015 Annual Stockholders' Meeting filed with the SEC on 28 October 2015
Disclosure and Transparency on Ownership Structure	5% shareholding or more (as of 30 September 2015)	Definitive Information Statement (SEC Form 20-IS) and Management Report for the 10 December 2015 Annual

		Stockholders' Meeting filed with the SEC on 28 October 2015
Aggregate Remuneration and Remuneration of Management	Annual Report	SEC Form 17-A for the fiscal year ending 31 December 2014 filed with the SEC on 15 April 2015
Related Party Transactions	Annual Report	SEC Form 17-A for the fiscal year ending 31 December 2014 filed with the SEC on 15 April 2015
External Auditor's fee	Annual Report	SEC Form 17-A for the fiscal year ending 31 December 2014 filed with the SEC on 15 April 2015

3. The foregoing is in accordance with the records of the Corporation in my possession.

**JAN 06 2016**

IN WITNESS WHEREOF, I have hereunto affixed my signature this \_\_\_ day of January 2016 at Makati City.

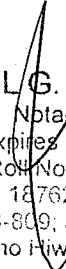
  
**Venus L. Gregorio**  
 Corporate Secretary

**JAN 06 2016**

**QUEZON CITY**

SUBSCRIBED AND SWORN to before me this \_\_\_\_\_ day of January 2016 in \_\_\_\_\_, affiant exhibiting to me his Passport No. EB2782656 issued on 06.26.2016 at DFA, Manila.

Doc. No. 270;  
 Page No. 42;  
 Book No. 01;  
 Series of 2016.

  
**JOEL G. GORDOLA**  
 Notary Public  
 Commission expires until December 31, 2017  
 Adm. No 069, Roll No. 25103, IBP No. 1013094  
 PTR No. 1876282; 1/04/16; Q.C  
 TIN 126-768-809; MCLE No V-0001531  
 Until 1 # 878 Quirino Highway, Gulod, Novaliches, Q.C.