Project Description for Public Scoping of the **Proposed Increase of Quarry Production Project** of Republic Cement & Building Materials, Inc. (RCBM) Teresa Plant







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1. BASIC PROJECT INFORMATION

1.1 **PROJECT INFORMATION**

| Name of Project | | Proposed Increase in Quarry Production Project "ECC-9906-013-302" | |
|--|---|--|--|
| Project Location | | Brgy. Dulumbayan & Prinza, Teresa, Rizal | |
| Project Area | | MPSA 138-99-IV (155.3393 has) MPSA 159-2000-IV (36.4592 has) | |
| Project Type/Nature | | Resource Extractive – Cement Quarry | |
| Total Production Capacity of the Proposed Project | | 4.31 Million MT annually | |
| Total Cement Production | | 6.5 Million MT annually | |
| Operation Duration | : | 25 years (minimum) | |

Note: MPSA 138-99-IV and MPSA 159-2000-IV is the same as the MPSA-PMSA-IV-71 and AMA-IV-56 mentioned in the approved ECC-CO-9906-013-302, respectively (Annex A).

1.2 PROPONENT PROFILE

| Name of Proponent | | Republic Cement and Building Materials, Inc. | |
|---|---|---|--|
| Address | | Brgy. Dulumbayan, Teresa, Rizal | |
| Contact Details | : | | |
| Authorized Representative for ECC Application | | Jimmy N. Torres - Vice President - Operations/Plant Manager | |

Republic Cement & Building Materials, Inc. [formerly Lafarge Republic, Inc.; "Republic Cement" or "Company" or "RCBM", for brevity] is a corporation organized under the laws of the Philippines. It was registered with the Securities and Exchange Commission (SEC) on May 3, 1955 primarily to engage in the manufacture, development and sale of cement, marble and all other kinds and classes of building materials, and the processing or manufacture of materials for industrial or commercial purposes. On February 4, 2005, the SEC approved the extension of the corporate term of the Company for another 50 years or until May 3, 2055.

On June 26, 2012, the Securities and Exchange Commission (SEC) approved the amendment of the Company's articles of incorporation to change the Company's corporate name from "Republic Cement Corporation" to "Lafarge Republic, Inc." On November 12, 2015, the SEC approved the amendment of the Company's articles of incorporation to change the Company's corporate name from "Lafarge Republic, Inc." to "Republic Cement & Building Materials, Inc.".

Moreover, Certificate of Filing of the Articles and Plan of Merger executed on May 30, 2007 which states the transfer of assets and liabilities of Fortune Cement Corporation, FR Cement Corporation, and Lloyds Richfield Industrial Corporation to Republic Cement Corporation was approved by the SEC on July 31, 2007 (**Annex B**). Subsequently, the ECC Change of Company Name from Republic Cement Corporation (RCC) to Republic Cement & Building Materials, Inc. was also granted by DENR-EMB on July 7, 2017 (**Annex C**).



2. **PROJECT DESCRIPTION**

2.1 THE PROJECT

The Teresa Quarry is the source of raw materials that are being manufactured at the Teresa Cement Plant. Based on the DENR-EMB Memorandum Circular 005 or the Revised Guidelines for Coverage Screening and Standardized Requirements, the proposed project is categorized as a "Resource Extractive" undertaking due to the mining and quarrying activities involved during project operations and its overall production rate of 4.31 million metric tons per year of extracted resources makes it an "Environmentally Critical Project (ECP)".

Republic Cement & Building Materials Inc. (RCBM) Teresa Quarry, formerly FR Cement, secured its ECC with Index No. **ECC 9906-013-302** issued by the DENR Central Office on January 5, 2000 **(Annex A).** The ECC covers the quarrying operations' rate not exceeding 2.0 million metric tons/annum for limestone and 600,000 metric ton/annum for diorite. This Environmental Compliance Certificate (ECC) application, through the submission of an EPRMP, is for the increase in quarry production to 4.31 million metric tons/annum of limestone to support the production of the Proposed New Integrated Cement Plant.

2.2 PROJECT LOCATION AND AREA

2.2.1 GENERAL LOCATION AND ACCESSIBILITY

The Republic Cement and Building Materials Inc. – Teresa Plant (RCBM) is situated within the political jurisdiction of Barangay Dulumbayan, Municipality of Teresa, Province of Rizal. It is located about 1.5 kilometers away from the town-proper of Teresa, Rizal and approximately forty (40) kilometers east of Metro Manila. The RCBM – Teresa Plant and its quarry sites can be easily accessed by any type of wheeled vehicle/s through the existing national and provincial road networks (Figure PD-1).

The topography of the area can be described as rugged to abrupt/ subdued terrain which is overlain by limestone and diorite deposits. Limestone deposit in the area is steeply dipping at 45 degrees to the east and intercalated with tuffaceous siltstone (mark clay) known as Binangonan Formation. The northern portion of the area is predominantly comprised of the intrusive Antipolo Diorite which is in contact with the Binganonan Formation at the northeast trending fault.

2.2.2 GEOGRAPHIC COORDINATES OF THE PROJECT AREA

Table PD-1 and **Figure PD-2** shows the geographical coordinates of the quarry area covered by the MPSA No.138-99-IV and MPSA 159-00-IV.

| Point | Longitude | Latitude | | | |
|---------------------|----------------|---------------|--|--|--|
| MPSA No. 138 -99-IV | | | | | |
| 1 | 121°12'3.00"E | 14°32'23.36"N | | | |
| 2 | 121°11'52.98"E | 14°32'25.96"N | | | |
| 3 | 121°11'52.98"E | 14°32'52.64"N | | | |
| 4 | 121°12'3.00"E | 14°32'52.64"N | | | |
| 5 | 121°12'1.78"E | 14°33'2.33"N | | | |
| 6 | 121°12'10.20"E | 14°33'2.33"N | | | |

Table PD-1. Coordinates of the Quarry Areas





| - | | |
|----|---------------------|---------------|
| 7 | 121°12'10.12"E | 14°33'6.49"N |
| 8 | 121°12'13.16"E | 14°33'14.44"N |
| 9 | 121°12'19.93"E | 14°33'18.75"N |
| 10 | 121°12'9.94"E | 14°33'21.66"N |
| 11 | 121°11'53.42"E | 14°33'21.66"N |
| 12 | 121°11'53.42"E | 14°33'50.94"N |
| 13 | 121°12'13.46"E | 14°33'50.94"N |
| 14 | 121°12'13.46"E | 14°33'24.91"N |
| 15 | 121°12'9.94"E | 14°33'21.66"N |
| 16 | 121°12'19.93"E | 14°33'18.75"N |
| 17 | 121°12'19.93"E | 14°32'45.34"N |
| 18 | 121°12'15.57"E | 14°32'38.59"N |
| 19 | 121°12'14.45"E | 14°32'36.86"N |
| 20 | 121°12'16.23"E | 14°32'35.08"N |
| 21 | 121°12'19.55"E | 14°32'34.01"N |
| 22 | 121°12'26.87"E | 14°32'27.36"N |
| 23 | 121°12'21.54"E | 14°32'19.66"N |
| 24 | 121°12'16.23"E | 14°32'21.34"N |
| 25 | 121°12'16.23"E | 14°32'22.51"N |
| 26 | 121°12'13.69"E | 14°32'23.36"N |
| | MPSA No. 159 -00-IV | |
| 1 | 121°11'50.10"E | 14°32'54.75"N |
| 2 | 121°11'49.90"E | 14°32'56.91"N |
| 3 | 121°11'50.60"E | 14°33'0.41"N |
| 4 | 121°11'49.90"E | 14°33'0.51"N |
| 5 | 121°11'49.90"E | 14°33'24.61"N |
| 6 | 121°11'53.30"E | 14°33'24.61"N |
| 7 | 121°11'53.30"E | 14°33'21.81"N |
| 8 | 121°12'4.90"E | 14°33'21.81"N |
| 9 | 121°12'4.90"E | 14°33'2.21"N |
| 10 | 121°12'1.78"E | 14°33'2.21"N |
| 11 | 121°12'2.80"E | 14°32'54.61"N |
| | | • |

2.2.3 IMPACT AREAS

Direct Impact Area (DIA) includes the area of Barangay Dulumbayan, Municipality of Teresa, Province of Rizal where the existing Teresa Manufacturing Plant and Quarry is situated, as well as Barangay Prinza that is adjacent to the Plant's location. A refinement of the direct impact areas will be established in the impact assessment survey report.

The **Indirect Impact Area (IIA)** generally refers to the influence area of the project that could be indirectly affected by the proposed increase of quarry production. This could also include areas in the vicinity of the DIA. Examples of these may include communities or settlements outside of the DIA which can also be benefited by the employment opportunities created by the project; sub-tributaries of the river system which can be indirectly affected by project induced. The secondary impact area includes the nearby Brgy. May-Iba, Brgy. Calumpang Sto Cristo, Brgy. Mahabang Parang and the nearby river.



2.3 PROJECT RATIONALE

The Proposed Increased of Quarry Production aims to supply the expansion of cement manufacturing once the Proposed New Integrated Cement Plant has started its operation.

RCBM believes that the construction of the New Integrated Cement Plant Project will contribute to the national and local economy development, to the sustainable development agenda and the current development thrusts of the Philippines as this project will be able to:

- Increase the cement production capacity to 5.0 million metric tons of cement per year;
- Support and meet the fast-growing demand of urbanization by increasing cement production capacity
 that will contribute to increased local employment and increased tax revenue for the host community;
- Meet the increasing market demand, especially for cement, of the Philippine Government for its Build-Build-Build Projects.









2.4. **PROJECT COMPONENTS AND PROCESS**

2.4.1 **EXISTING FACILITIES AND OPERATIONS**

Currently, all the limestone requirements of the Company's on-going Cement manufacturing operations are extracted from the three (3) existing quarries within the area embraced by the MPSA-138-99-IV. The extraction of limestone continues to be undertaken along the fully developed Quarry-1 (CARSEC) Area located on the northern part of the MPSA area which accounts for about ten percent of the Plant's limestone requirements, composed predominantly of high-grade limestone materials. High-capacity dewatering pumps are also installed at the quarry area to help ensure availability of high-grade limestone materials even during the peak rainy months. The guarrying of low and mix-grade limestone materials, on the other hand, is currently undertaken at Quarry-2 (AMA 71) Area on the southwestern part of the MPSA Area which is used to blend the high-grade limestone materials from Quarry 1 and Quarry 3. The low-grade limestone materials accounts for about 30 percent of the limestone material requirements of the Plant's cement manufacturing operations. Further development of Quarry-3 (Alpha Beta Sigma) Area is likewise continually done to effectively supply the remaining high-grade limestone requirements, specifically during the wet season when the Quarry 1 area is mostly flooded.



Figure PD-3.1. Photo of Quarry 1







Figure PD-3.2. Photo of Quarry 2







2.4.2 QUARRYING

MINING METHOD

The method of extraction employed is the open pit and/or open cut mining and/or quarrying method where the limestone deposit is extracted along a series of benches. The extraction of the in-situ limestone deposit particularly within Quarry 1 and Quarry 3 involves the following cycle of activities: drilling controlled blasting, dozing, loading, hauling and dumping into the crusher (**Figure PD-4**).

On the other hand, the extraction of the lower grade limestone along Quarry 2 area involves very minimal drilling and blasting activities owing to the softer characteristic of the deposit where ripdozing or even direct digging by the excavator as main loading equipment is enough to break and/or extract the in situ limestone materials.

All quarrying operations are currently being undertaken by Delta Earthmoving Inc., the Company's Quarry Service Contractor as covered by a Memorandum of Agreement/Quarry Service Contract which commenced in January 2009 for an initial period of five (5) years and was extended for another ten (10) years or up to the end of December 2023.







DRILLING AND BLASTING

Drilling of holes for blasting is achieved using track-mounted hydraulic crawler drills. Blasting pattern currently applied is dependent on the characteristic of the limestone deposit to be blasted including its proximity to the nearby structures particularly the Plant equipment and especially from within Quarry 3 area. Orica Philippines Inc., the largest provider of commercial explosives and blasting systems is the sub-contractor of Delta Earthmoving, Inc. for blasting. Orica uses Ammonium Nitrate –Fuel Oil Mix (ANFO) as the main blasting agent and is initiated using the NONEL Initiation Systems. Powder factor ranges from 0.10 to 0.14 kilograms explosives/metric ton limestone material.

Vibration is monitored at different locations using a vibrometer. Vibration limit is set at 3 mm/sec for Quarry 3 and 6 mm/sec for Quarry 1 (**Figure PD-5**).

Secondary blasting of big boulders is not allowed at any time within the RCBM Quarries. Breaking of big boulders is done using track-mounted hydraulic rock breakers.



LOADING OF LIMESTONE MATERIALS

Blasted limestone muck is loaded using track-mounted hydraulic excavators unto a fleet of 40-ton Off-Highway Trucks (Caterpillar 770) for subsequent hauling of both the high-grade and the low-grade limestone materials from the respective quarry areas towards the crusher (**Figure PD-6**).







OVERBURDEN AND MINE WASTE MANAGEMENT

The wastes in the Teresa Quarry are all cement plant waste materials which will soon be hauled to a waste dump area (Figure PD-7).







2.4.3 MINERAL RESERVE / RESOURCE

The estimated mineral reserve as of end of October 2019 for the area covered by MPSA-138-99-IV was re-calculated from the original reserve estimations based on the results from the previous **confirmatory** core drilling.

2.4.4 PROVEN/PROBABLE RESERVE

The CARSEC Area (Quarry 1) and the Alpha-Beta-Sigma Area (Quarry 3) have an estimated Proven and Probable reserves of 36.2 Mil tons and 23.9 Mil tons of high-grade limestone reserve, respectively.

Under current assumptions, Quarries 1 and 3 will supply 70% of high-grade limestone while the remaining 30% of low/mixed grade limestone will come from Quarry 2. Using current combined reserves at Quarries 1 and 3 of 60.1Mt as 70% of total limestone production, a total of 25.8Mil ton of limestone will have to come from Quarry 2 to make up the remaining 30%.

All three quarry areas are within the MPSA138-99-IV.

2.4.5 ADDITIONAL RESOURCES

The detailed exploration within MPSA-159-2000-IV has already been completed. Presently, the Company is still awaiting the approval of the Declaration of Mining Project Feasibility by the Mines and Geosciences Bureau (MGB) and the subsequent approval of by the Department of Environment and Natural Resources (DENR) for the conversion of the MPSA-159-200-IV into a Commercial Extraction Phase. This MPSA is covered by ECC No. 9508-008-105C.



According to the Final Exploration Report, the MPSA159-00 area has a combined Measured and Indicated Resource of 24.5 Mil ton of high-grade limestone averaging to 51.24 % Calcium Oxide (CaO).

2.4.6 POTENTIAL RESERVES (ADDITIONAL RESERVE)

Further additional potential reserves can likewise be sourced from the area covered by the ongoing exploration permit application with the Mines and Geoscience Bureau located adjacent to CARSEC (Quarry 1) area. The mineral reserves were estimated using MineCAD/Surpac software.

| | | Reserve (Metric Tons) | Projected | Life of Reserve (years) |
|--------------------|------------------|-----------------------|------------------------------|-------------------------|
| Limestone Grade | Area (source) | Proven and Probable | Annual Extraction (MT) | Proven and Probable |
| High Grade | Q-1 | 36,200,000 | 1 050 000 | |
| (70%) | Q-3 | 23,900,000 | 1,030,000 | 57 |
| Mix Grade (30% | Q-2 | 25,900,000 | 450,000 | 51 |

Table PD-2. Summary of Limestone Reserves of MPSA-138-99-IV

Table PD-3. Summary of Limestone Reserves/Resources of MPSA-159-00-IV

| Limestone | Area | Reserve (Metric | Tons) |
|------------|----------|-----------------|-----------|
| Grade | (source) | Measured | Indicated |
| High-Grade | MPSA-159 | 15,400,000 | 9,000,000 |

2.4.7 DEVELOPMENT PLAN

STATE OF DEVELOPMENT

The development of the quarry and the extraction of limestone material will continue to be undertaken within the confines of the MPSA-138 area, which provides both the high and low/mix grade limestone requirement of the Company's existing cement manufacturing process/es.

With the combined high-grade limestone reserves for Quarry 1 (CARSEC Area) and the Quarry 3 (Alpha Beta Sigma Area) to be blended with low/mix grade limestone, the expected life of the quarry based on the manufacturing plant's current operations, is 57 years.

As for MPSA 159-00-IV, its detailed exploration has already been completed and the Company is awaiting the approval of the Declaration of Mining Project Feasibility by the Mines and Geosciences Bureau (MGB) and the subsequent approval of by the Department of Environment and Natural Resources (DENR) for the conversion of the MPSA-159-200-IV into a Commercial Extraction Phase.

DESCRIPTION OF PLANNED ACTIVITIES

For the next three (3) consecutive years (CY 2020 to 2022), the quarrying activities shall continue to be undertaken at an over-all combined daily rate of about 6,000 metric tons of both high-grade and low-grade limestone to effectively sustain the requirement for the plant's cement manufacturing process. The quarrying operation will be regularly monitored to ensure that it is within the conditions stipulated in the Environmental Compliance Certificate (ECC-9906-013-302) issued on 05 January 2000 by the DENR Secretary.

The high-grade limestone materials shall be sourced from both Quarry 1 (CARSEC) and Quarry 3 (Alpha Beta Sigma) areas, while the low or mix grade limestone materials shall be sourced primarily from the Quarry 2 (AMA-71) area.

Regular drilling and blasting activities will continue to be employed at the Quarry 1 & 3 areas while rip-dozing and/or direct digging using excavators will be applicable for the softer Quarry 2 area. Controlled blasting shall also





be applied along the Quarry 3 Development Zone (between 100 to 150 meters from the Plant perimeter) to prevent any adverse effect of resulting ground vibration and fly rocks from the blast to the nearby Plant facilities, such as the Kiln, VRM, Waste Heat Recovery (WHR) and other plant equipment. On the other hand, only mechanical mining using hydraulic rock-breakers will be allowed within the Mechanized Mining Zone (100 meter or less from the Plant perimeter) within the Quarry 3 area. Controlled blasting will also be applied to Quarry 1 East wall while making access going to North side and eventually when extracting the remaining materials on the north wall.

The quarrying and crushing operations will be normally conducted on a single 12-hour-a-day shift at 5 day –a-week schedule to allow enough time for the maintenance of both the crusher and the major quarry heavy equipment.

The progressive rehabilitation activities along the west wall of Quarry 2 will also continuously be undertaken as an integral component of the Three (3)-Year Quarry Work Program.

3. PROJECT PHASES, KEY ENVIRONMENTAL ASPECTS, POTENTIAL IMPACTS AND MITIGATION MEASURES

Table PD-4. Preliminary Environmental Impacts identified for the Proposed Increase of Quarry Production

| Project Phase | Key Environmental Aspects to be Affected | Potential Impact | Mitigation Measure |
|---------------|---|--|--|
| | | | Disturb minimal area (as possible) during excavation. |
| | Land | Soil erosion due to excavations and drilling activities | • Ensure that existing sediment barriers which filter coarse sediments are properly maintained and in good condition. |
| | | Generation of domestic solid wastes | All recyclable wastes are to be sold to an accredited scrap buyer or recyclers. |
| | | | All residual solid wastes are to be collected by an accredited garbage collector and disposed to the nearest landfill. |
| Operation | | Generation of limited hazardous wastes from the workers quarters such as fluorescent light bulbs, compact fluorescent light bulbs, incandescent light bulbs, halogen bulbs, used oil and lubricants from facility operation and maintenance | The generated hazardous wastes shall be temporarily stored and disposed of on a yearly basis through accredited recyclers. |
| | | Degradation of water quality due to accidental spills and release of petroleum, oil and lubricants (POL) due to equipment failure during site activities. | • Ensure fuel and chemicals stored on-site are located within secondary containment equal to 120% of the volume stored. |
| | Water | | Refueling of equipment is to be conducted over a sealed surface contoured to contain accidental spills. Proper storing and handling of all dangerous goods. |





| | | | Conduct routine inspections to ensure accidental spill risks are minimized. Spill kits to be available onsite and in large equipment / |
|---------------------------|-------------------------------|--|---|
| | Air | | commercial vehicles. Ensure that existing dust control devices are properly maintained. |
| | | | Installation of additional bag filters. |
| | | | Conduct regular maintenance of dust filters. |
| | | Increase of dust emission due to the increased number of productions, vehicle maximum and other machineny. | Conduct regular maintenance of vehicles. |
| | | operations. | • Ensure that established traffic management like vehicle speed limit are properly mandated. |
| | | | • Ensure that stockpiles of soil are located away from receptors. |
| | | | Ensure that all dump trucks have cover. |
| | | Noise generation from machinery operations that may affect both the workers and nearby community. | High noise-generating equipment/activities shall be used during daytime. |
| | | | • Ensure that the affected barangays /communities were properly informed. |
| | | | • Ensure that installed noise barriers are in good working condition. |
| | | Occupational hazard for the workers and | Provision of proper and complete Personal Protective Equipment (PPEs). |
| | | laborers | • Ensure that proper signage and warnings are provided throughout the project site. |
| | | Equipment and machinery related accidents | • Employ trained/licensed and experienced operators. |
| Decommissioning | | | |
| By the nature of the prov | ect. there are no anticipated | residual soil, water, and air contamination with | nazardous substances in event of |

• By the nature of the project, there are no anticipated residual soil, water, and air contamination with hazardous substances in event of project abandonment.

• The decommissioning of this Project will abide by good environmental practices and principles, especially the management of wastes resulting from the dismantling process. A separate and detailed Abandonment Plan will be integrated with the Final Mines Rehabilitation and Decommissioning Plan for the quarry itself, and submitted to all the government regulatory agencies concerned.





4. MANPOWER

As elucidated in the Agreement, the Quarry Service Contractor likewise provides all the necessary personnel required for the development and exploitation of the limestone deposit within the MPSA area. The Quarry Contractor's total workforce consists of the following:

| Quarrying (Delta) | 101 personnel | |
|-------------------------|---------------|--|
| Blasting Sub-Contractor | 19 personnel | |
| Security | 13 personnel | |

5. **ENVIRONMENT PROTECTION**

To effectively implement the Company's Environmental Protection and Enhancement activities, the Company has created a position for Mine Environmental Protection and Enhancement Officer (MEPEO) within the Quarry Department, which is in compliance with the DENR's DAO No. 96-40. The MEPEO is primarily responsible for addressing the environmental concerns relative to the quarry operations through an adequate and sustainable program as mandated by the Government, and in close coordination with the Company's Environmental/ Pollution Control Officer (PCO).

6. INDICATIVE PROJECT COST

The indicative project investment cost is included with the Proposed New Integrated Cement Plant Project that is approximately Php 16, 678,040,000.00.



7.1 Annex A

Existing Environmental Compliance Certificate



Republic of the Philippines Department of Environment and Natural Resources Visayas Avenue, Diliman, Quezon City, 1100 Tel. Nos. (632) 929-66-26 to 29 • (632) 929-62-52 929-66-20 • 929-66-33 to 35 929-70-41 to 43



ENVIRONMENTAL COMPLIANCE CERTIFICATE 9906-013-302

The Department of Environment and Natural Resources (DENR), through the Environmental Management Bureau, hereby grants this Environmental Compliance Certificate (ECC) to the proposed **QUARRY EXPANSION PROJECT** of **FR Cement Corporation** to be to be located at Brgys. Dulumbayan and Prenza, Teresa, Rizal, after complying with the Environmental Impact Assessment requirements as prescribed in the promulgated guidelines implementing Sec 3 (b) of PD 1121 and PD 1586 and in DENR AO 37, Series of 1996.

This Certificate is being issued subject to the following conditions:

A. GENERAL CONDITIONS

- 1. This Certificate covers only the limestone and diorite quarrying under the approved Mining Productivity Sharing Agreement (MPSA)- PMPSA-IV-71 and AMA-IV-56 with an aggregate area of 155.3993 has. and 36.4592 has. respectively;
- Quarrying operations' rate of extraction must not exceed 2.0 million metric tons/ annum for limestone and 600,000 metric ton/annum for the diorite;
- A 300 meter buffer zone from the nearest existing community to the diorite quarry must be established and strictly maintained;
- 4. The proponent must establish an environmental unit (EU) to ensure the effective implementation and compliance of the Environmental Management Plan (EMP) designed for the project. The EU shall submit environmental monitoring reports to the EMB and DENR Region IV on a quarterly basis;
- 5. A detailed Environmental Management and Monitoring Plan (EMMP) must be submitted to DENR-EMB within thirty (30) days from the receipt of this Certificate;
- The proponent must conduct and environmental audit and ensure that the conditions of this Certificate and the Environmental Management Plan are complied with by its contractors/ subcontractors;
- 7. Pursuant to the pertinent provisions of the Philippine Mining Act of 1995 (RA 7942) and its implementing rules and regulations (DENR AO 96-40), the following must be complied with:

7.1 The proponent must submit an Environmental Protection and Enhancement Program (EPEP) within 30 calendar days from receipt of this Certificate to the EMB and MGB for approval. The EPEP must include the following:

7.1.1 The project's environmental protection, enhancement and rehabilitation commitments covering all areas to be affected by development and utilization under the contract;

7.1.2 Statement of post quarrying land use plan for various types of disturbed land and the commitments in the rehabilitation of the disturbed land in a technically, socially and environmentally competent manner; and, /

7.1.3 Financial requirements up to post decommissioning over a tenyear period including implementation schedules, system of environmental compliance guarantees, monitoring and reporting provisions;

 The proponent must establish a readily replenishable Mine Rehabilitation Fund (MRF) based on the approved EPEP to cover expenses of multisectoral monitoring activities, short and long term rehabilitation programs;

The proponent shall submit the said plan to the DENR Regional Office No. IV EMPAS, copy furnish the EMB;

- In line with the DENR's thrust in promoting biodiversity, the proponent, in coordination with the DENR Region IV, must identify a site to establish, adopt and/or maintain a mini forest;
- Any changes from the original plans not precisely identified in the approved Environmental Impact Statement (EIS) must be subjected to a new environmental impact assessment (EIA) requirement;
- Transfer of ownership of this project carries with it the same conditions in this ECC for which written notification shall be made by herein grantee, to the EMB within fifteen days from such transfer.

B. CONSTRUCTION/OPERATIONAL PHASE

- 12. The results of the hydrogeological study and the carrying capacity assessment should be validated;
- Mined out areas shall be progressively rehabilitated. Stabilization and enhancement through revegetation/reforestation and appropriate engineering methods should be implemented at the mined out areas;
- 14. Additional siltation ponds be established within the diorite area to control siltation/sedimentation;
- 15. Gradual method of mining with progressive rehabilitation shall be employed to ensure the prevention of flooding in the adjacent river systems and low lying areas;
- Controlled blasting operations shall be implemented to minimize ground vibration, air blast and potentially dangerous flyrocks. Warning sirens shall be sounded before and after any blasting activity;

C. ABANDONMENT PHASE

17. As provided for in DAO No. 40, Series of 1996, the proponent shall submit a Mine Decommissioning Plan that shall address the final rehabilitation and post mining land use. Copies of the plan shall be submitted to the EMB, DENR Region IV and MGB. Alternatives shall be presented and the same shall be consistent with the long term zoning and land use development plan of local and provincial government.

Non-compliance with any of the above stipulations and each provision in the attached Environmental Management and Monitoring Plan (EMMP) will be sufficient cause for the suspension or cancellation of this Certificate and/or imposition of fine in the amount of Fifty Thousand Pesos (P 50,000.00) for every violation thereof, at the discretion of the Bureau (Section 9 of PD 1586).

Given this. JAN 0.5 2000

ANTONIO H. CERILLES Secretary

7.2 Annex B

SEC Certificate of Filing of Articles & Plan of Merger

AND DECIMANCE OF

ww.sec.gov.ph

MF/BA/ghlo

REPUBLIC OF THE PHILIPPINES SECURITIES AND EXCHANGE COMMISSION SEC Building, EDSA, Greenhills City of Mandaluyong, Metro Manila

CERTIFICATE OF FILING OF THE ARTICLES AND PLAN OF MERGER

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the Articles and Plan of Merger executed on May 30, 2007 by and among:

REPUBLIC CEMENT CORPORATION (Surviving Corporation)

and

FORTUNE CEMENT CORPORATION FR CEMENT CORPORATION LLOYDS RICHFIELD INDUSTRIAL CORPORATION (Absorbed Corporation)

copy annexed, approved by a majority vote of the Board of Directors on April 18, 2007 and by the vote of the Stockholders owning or representing at least two-thirds of the outstanding capital stock of constituent corporations on May 30, 2007 signed by the Presidents certified by their respective Corporate Secretaries, whereby the entire assets and liabilities of FORTUNE CEMENT CORPORATION, FR CEMENT CORPORATION and LLOYDS RICHFIELD INDUSTRIAL CORPORATION will be transferred to and absorbed by REPUBLIC CEMENT CORPORATION was approved by this Office on this date pursuant to the provisions of Sections 76 to 80 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980, and attached to the other papers pertaining to said corporations.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed at Mandaluyong City, Metro Manila, Philippines, this **31** July, Two-Thousand Seven 4:1:57 PM

BENITO A. CATARAN Uzbirector ame: lafarge1

OF 18

Company Registration and Monitoring Department

| DEPARTMENT SECURITIES & EXCH SEC Building, E City of Manda | e Philippines OF FINANCE ANGE COMMISSI DSA, Greenhills duyong, 1554 | ON | St 6/5/07 |
|--|---|--|---|
| DATE 05/31/2007 | TFORM No. ESPONSIBILITY CENTER DEPARTMENT) CR | 05312007-98763 MD | |
| AYOR: REPUBLIC CEMENT CORP | ORATION | · · · · · · · · · · · · · · · · · · · | |
| NATURE OF COLLECTION LRF (A0823) AMENDED ARTICLES | ACCOUNT CODE 131 606 | AMOUNT 210,721,94 500.00 | O NOT APPACITO. |
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| C O R P O R A T I O N | |
| (Company's Full Name) | |
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| A v e. C o r n e r R u f i n o S t. (Business Address : No. Street City / Town / Province) | |
| Atty. Angela D. Edralin | 632).819-5506 to 15 |
| Contact Person | |
| Increase in Authorized Capital Stock 1 2 3 1 Month Day FORM TYPE | Month Year |
| Fiscal Year | |
| Dept. Requiring this Doc. | mended Articles Number/Section |
| Total Amount Total No. of Stockholders Domestic | of Borrowings |
| To be accomplished by SEC Personnel concerned | |
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ARTICLES OF MERGER

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REPUBLIC CEMENT CORPORATION FORTUNE CEMENT CORPORATION FR CEMENT CORPORATION and

LLOYDS RICHFIELD INDUSTRIAL CORPORATION



KNOW ALL MEN BY THESE PRESENTS:

Pursuant to and in compliance with B.P. Blg. 68, otherwise known as the Corporation Code of the Philippines, Republic Cement Corporation ("Republic"), Fortune Cement Corporation ("Fortune"), FR Cement Corporation ("FRCC") and Lloyds Richfield Industrial Corporation ("LRIC") [collectively, the "Companies"], being the constituent corporations to the merger, hereby adopt and execute these Articles of Merger.

In the manner prescribed by Sections 76 and 77 of the Corporation Code, at least 2/3 of the stockholders and a majority of the members of the Board of Directors of Republic, Fortune, FRCC and LRIC, approved the Plan of Merger (attached to these duly certified Articles of Merger) in the Special Meeting of the Board of Directors held separately on April 18, 2007 and of the Stockholders of the constituent Companies held separately on May 30, 2007. The Plan of Merger is attached hereto and made an integral part hereof.

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The aggregate number of outstanding shares as of May 30, 2007, the date of the Meeting of the Stockholders of the constituent Companies are set forth below:

Name of Corporation

Republic Cement Corporation

Fortune Cement Corporation

FR Cement Corporation

20,000,000 common shares Date: 17-10-2008 Time:

PM

7,143,333 redeemable preferred shares (par value PhP100.00 each)

31,158,500 redeemable preferred shares

No. of Subscribed and **Outstanding Shares**

5,786,561,061 common shares (par value PhP1.00 each)

130 redeemable preferred shares (par value PhP100.00 each)

3,752,353,577 common shares

(par value PhP1.00 each)

(par value PhP1.00 each)

Lloyds Richfield Industrial Corporation

www.sec.gov.ph

10,000,000 common shares (par value PhP100.00 each) and ser

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| , <u>,</u> | Republic Cement Corporation Fortune Cement Corporation FR Cement Corporation Lloyds Richfield Industrial Corporation Page 2 of 3 | | | | | |
|--|--|-----------------------------|-------------------------------------|--|--|--|
| Corporation | Shares Voting for % | Shares Voting Against | Date of Stockholders' Meeting | | | |
| Republic Cement Corporation | 5,393,293,085 common 93.20 | None | May 30, 2007 | | | |
| Fortune Cement Corporation | 3,723,921,936 common 99.25 31,158,500 preferred | None | May 30, 2007 | | | |
| FR Cement Corporation | 19,691,000 common 7,143,333 preferred | None | May 30, 2007 | | | |
| Lloyds Richfield Industrial Corporation | 10,000,000 common 100 | None | May 30, 2007 | | | |

There were no shares voting against the merger among the constituent Companies.

IN WITNESS WHEREOF, we have hereunto affixed our respective signatures on May 30, 2007, at Makati City, Philippines.

Republic Cement Corporation

Fortune Cement Corporation

1.

By: John Reinier H. Dizon President TIN: 162-410-949

Me nuty sarch & niterudo

Ruby Sarah[®]S. Nitorreda Corporate Secretary TIN: 134-517-296

By:

Renato C. Sunico President TIN: 100-218-015

WW WWY AWA & Niteruch Ruby Sarah S. Nitorreda Corporate Secretary TIN: 134-517-296

me:

FR Cement Corporation Lloyds Richfield Industrial Corporation

Date:

17-1

By: cirilo/M. Pestano II

President

TIN

PM 4:2:2

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Articles of Merger

Angele D. Edralin Corporate Secretary TIN: 198-659-470

cretary 479 Name: lafargel

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Articles of Merger Republic Cement Corporation Fortune Cement Corporation FR Cement Corporation Lloyds Richfield Industrial Corporation Page 3 of 3

SIGNED IN THE PRESENCE OF CHAN

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES) Makati City) S.S.

. 1,0

BEFORE ME, a Notary Public for and in Makati City, this April 25, 2007, personally appeared the following:

| Name | Community Tax Certificate No | Date/Place Issued | | | |
|---|------------------------------|---------------------------|--|--|--|
| John Reinier H. Dizon [for and on behalf of Republic Cement Corporation] | 15101976 | January 5, 2007/Makati | | | |
| Renato C. Sunico [for and on behalf of Fortune Cement Corporation] | 08469402 | January 22, 2007/San Juan | | | |
| Ruby Sarah S. Nitorreda [for and on behalf of Republic Cement Corporation and Fortune Cement Corporation] | 17684579 | February 7, 2007/Makati | | | |
| Cirilo M. Pestano II [for and on behalf of FR Cement Corporation and Lloyds Richfield Industrial Corporation | 17684322 I | February 5, 2007/Makati | | | |
| Angela D. Edralin [for and on behalf of FR Cement Corporation and | 17689330 | February 7, 2007/Makati | | | |

Lloyds Richfield Industrial Corporation]

all known to me and to me known to be the same persons who executed the foregoing instrument and they acknowledged before me that the same is their free and voluntary act and deed and the free and voluntary act and deed of the corporations represented herein.

WITNESS MY HAND AND SEAL at the date and at the place first above written.

Date:

Doc. No. Page No. 23 Book No. XXVI Series of 2007

17-10-2008 PT4 EEEVACIO B.ORTIZ JR.4 NOTARY PUBLIC UNTL GEDEMOSE 31/2007 PTE NO. 0017551 APPT. M-64/2007 TO 2008 IBP NO. C56155 - LIFETIME MEMBER ROLL NO 40097

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PLAN OF MERGER KNOW ALL MEN BY THESE PRESENTS This Plan of Merger, made and executed this 30" day of May 2007, by and among: 1803 - REPUBLIC CEMENT CORPORATION ("REPUBLIC"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines with principal office at the 18th Floor, PBCom Tower, 6795 Ayala Avenue, Makati City, Metro Manila, Philippines; 31285 - FORTUNE CEMENT CORPORATION ("FORTUNE"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines with principal office at the 18th Floor, PBCom Tower, 6795 Ayata Avenue, Makati City, Metro Manila, Philippines; 142468 - FR CEMENT CORPORATION ("FRCC"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines with principal office at Brgy. Dulumbayan, Teresa, Rizal, Philippines; and -LLOYDS RICHFIELD INDUSTRIAL CORPORATION ("LRIC"), a corporation 174241 duly organized and existing under and by virtue of the laws of the Republic of the Philippines with principal office at Bo. Dungo-an, Danao City, Cebu; (collectively, the "Companies") WITNESS That: WHEREAS, to simplify the organization and legal structure and promote significant cost efficiency improvements, such as allowing effective sharing of spare equipment, machinery and materials, having a single statutory audit and reportorial requirements, and improving customer service as a unified group with a common identity for marketing and other purposes, the Companies have determined that it is to their best interest to merge into one corporation and that such merger will be mutually advantageous and will redound to the advantage and welfare of REPUBLIC, FORTUNE, FRCC and LRIC and their respective shareholders. NOW, THEREFORE, the parties hereby set forth and agree on the following plan of merger, to wit: Date: 17 ARTICLE 008 Time: AGREEMENT TO MERGE 4:2:5 PM

1.1 <u>Merger of REPUBLIC, FORTUNE, FRCC and LRIC</u>. – Subject to the approval by the Securities and Exchange Commission of the merger of REPUBLIC, URL

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Plan of Merger Republic Cement Corporation Fortune Cement Corporation FR Cement Corporation Eloyds Richfield Industrial Corporation Page 2 of 7

FORTUNE, FRCC and LRIC, CONTINENTAL, the Companies shall be deemed merged into REPUBLIC pursuant to B.P. Blg. 68, otherwise known as the Corporation Code of the Philippines (the "Corporation Code") as of January 31, 2007 (the "Cut-Off Date of Merger) in accordance with the terms and conditions set forth under this Plan.

- 1.2 <u>Effects of Merger</u>. Upon approval by the Securities and Exchange Commission of the merger of REPUBLIC, FORTUNE, FRCC and LRIC (the "Effective Date of the Merger"):
 - (a) REPUBLIC shall be the surviving corporation (the "Merged Entity") and the separate corporate existence of FORTUNE, FRCC and LRIC shall cease. The name of the surviving corporation shall be "Republic Cement Corporation".
 - (b) REPUBLIC shall continue to possess all the rights, privileges, immunities and powers it currently possesses, and shall be subject to all the duties and liabilities as a corporation organized under the Corporation Code.
 - (c) All the rights, privileges and powers of FORTUNE, FRCC and LRIC arising out of its government licenses, permits, and registrations as well as all the properties, real or personal, of FORTUNE, FRCC and LRIC, its contractual and property rights, claims, bank deposits, and every asset, right or interest belonging to or due to FORTUNE, FRCC and LRIC as of the Cut-Off Date of Merger shall be, as they are taken by, conveyed, assigned, transferred to and vested in REPUBLIC, without need of further act or deed, by operation of law pursuant to Section 80(4) of the Corporation Code.
 - (d) Any liability and obligation falling due from FORTUNE, FRCC and LRIC as of the Cut-Off Date of Merger shall be, as they are hereby, assigned and transferred to and assumed by REPUBLIC, as the surviving corporation. REPUBLIC shall be liable for all such liabilities and obligations of FORTUNE, FRCC and LRIC in the same manner as if REPUBLIC had itself incurred such liabilities and obligations, and any pending claim, action or proceeding brought by or against FORTUNE, FRCC and LRIC may be prosecuted by or against REPUBLIC. The rights of creditors or liens upon the property of FORTUNE, FRCC and LRIC shall not be impaired by the merger; provided, that REPUBLIC shall have the right to exercise all defenses, rights, privileges, set-offs and counterclaims of every kind and nature which FORTUNE, FRCC and LRIC may have or may invoke under existing laws; 17-10-2008 Time: 4:2:6

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Plan of Merger Republic Cement Corporation Fortune Cement Corporation FR Cement Corporation FR Cement Corporation Page 3 of 7

ARTICLE II

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CONVERSION OF FORTUNE AND FRCC SHARES INTO REPUBLIC SHARES

- 2.1 <u>Capital Structure of REPUBLIC</u>. As of the date hereof, REPUBLIC has an authorized capital stock amounting to Eight Billion Pesos (Php8,000,000,000.00), consisting of Seven Million (7,999,978,500) common shares, with a par value of Php1.00 per share and Two Hundred Fifteen (215) redeemable preferred shares, with a par value of Php100.00 per share. As of the date hereof, REPUBLIC has an issued and outstanding capital stock of Five Billion Seven Hundred Eighty Six Million Five Hundred Seventy Four Thousand Sixty One (Php5,786,574,061.00) consisting of Five Billion Seven Hundred Sixty One Thousand Sixty One (5,786,561,061) common shares and One Hundred Thirty (130) redeemable preferred shares.
- 2.2 Capital Structure of FORTUNE. As of the date hereof, FORTUNE has an authorized capital stock amounting to Four Billion Two Hundred Thirty Two Million Pesos (Php4,232,000,000.00), consisting of Four Billion Two Hundred Million (4,200,000,000) common shares and Thirty Two Million (32,000,000) preferred shares, both classes of share with a par value of Php1.00 per share. As of the date hereof, FORTUNE has an issued and outstanding capital stock amounting to Three Billion Seven Hundred Eighty Three Million Hundred Twelve Thousand Five Seventy Seven Pesos (Php3,783,512,077.00) consisting of Three Billion Seven Hundred Fifty Two Million Three Hundred Fifty Three Thousand Five Hundred Seventy Seven (3,752,353,577) common shares and Thirty One Million One Hundred Fifty Eight Thousand Five Hundred (31,158,500) preferred shares.
- 2.3 <u>Capital Structure of FRCC</u>. As of the date hereof, FRCC has an authorized capital stock amounting to Two Billion Seven Hundred Fifteen Million Pesos (Php2,715,000,000.00), consisting of Twenty Million (20,000,000) common shares and Seven Million One Hundred Fifty Thousand (7,150,000) preferred shares, both classes of share with a par value of Php100.00 per share. As of the date hereof, FRCC has an issued and outstanding capital stock amounting to Two Billion Seven Hundred Fourteen Million Three Hundred Thirty Three Thousand Three Hundred Pesos (Php2,714,333,300.00) consisting of Twenty Million (20,000,000) common shares and Seven Million One Hundred Forty Three Thousand Three Hundred Thirty Three (7,143,333) preferred shares.
- 2.4 <u>Capital Structure of LRIC</u>. As of the date hereof, LRIC has an authorized capital stock amounting to Three Billion Pesos (Php3,000,000,000.00), consisting of Thirty Million (30,000,000) common shares, with a par value of Php100.00 pet share. As of the date hereof, LRIC has an issued and outstanding capital stock amounting to One Billion Pesos (Php1,000,000,000.00) consisting of Ten Million (10,000,000) common shares

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Plan of Merger Republic Cement Corporation Fortune Cement Corporation FR Cement Corporation Lloyds Richfield Industrial Corporation Page 4 of 7

2.5 Exchange of FORTUNE and FRCC Shares for REPUBLIC Shares -

Pursuant to the Merger, REPUBLIC shall issue to each FORTUNE minority shareholders 0.89 common shares for each FORTUNE share and 38.63 common shares for each FRCC shares, whether common or preferred held, provided that resulting fractional shares will be rounded down and will not be issued. REPUBLIC will not issue new shares to itself for its shares in FORTUNE, FRCC and LRIC.

Accordingly, REPUBLIC shall issue approximately 11,936,670 REPUBLIC common shares to FRCC's minority shareholder and approximately 25,304,160 REPUBLIC common shares to FORTUNE's minority shareholders from the proposed increase in capital stock from PhP8 billion, divided into 7,999,978,500 common shares and 215 redeemable preferred shares, both classes of shares having a par value of PhP1.00 per share to PhP8.05 billion, divided into 8,049,978,500 common shares and 215 redeemable preferred shares, both classes of shares having a par value of PhP1.00 per share to PhP8.05 billion, divided into 8,049,978,500 common shares and 215 redeemable preferred shares, both classes of shares having a par value of PhP1.00 per share on or after the Effective Date of the Merger, after complying with the requirements of the SEC.

ARTICLE III ARTICLES AND BY-LAWS OF MERGED ENTITY

- 3.1 <u>Articles of Incorporation</u> The Articles of Incorporation of the Merged Entity shall be the Articles of Incorporation of REPUBLIC.
- 3.2 <u>By-Laws</u>. The By-Laws of the Merged Entity shall be the By-Laws of REPUBLIC.

ARTICLE IV PRINCIPAL OFFICE BOARD OF DIRECTORS AND OFFICERS OF MERGED ENTITY

- 4.1 The principal office of REPUBLIC shall continue to be located in Metro Manila.
- 4.2 The directors and officers of REPUBLIC, the surviving corporation, shall upon the approval of the merger by the Securities and Exchange Commission, be the same as the directors and officers holding office immediately prior to the merger. Such directors and officers, however, may be changed as the stockholders and/or Board of Directors of REPUBLIC, as the surviving corporation, shall determine in accordance with law.

Date: 17-10-2008 Time: 4:2:8 PM

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Plan of Merger Republic Cement Corporation Fortune Cement Corporation FR Cement Corporation FR Cement Corporation Lloyds Richfield Industrial Corporation Page 5 of 7

ARTICLEV APPROVAL OF BOARD OF DIRECTORS AND STOCKHOLDERS

5.1 <u>Approval of Merger</u>. This plan has been approved by the stockholders representing at least 2/3 of the outstanding capital stock and by at least majority vote of the Board of Directors of REPUBLIC, FORTUNE, FRCC and LRIC at the respective Stockholders Meetings of REPUBLIC, FORTUNE, FRCC and LRIC held on May 30, 2007, and at the Special Meetings of the respective Boards of Directors of REPUBLIC, FORTUNE, FRCC and LRIC held on April 18, 2007. REPUBLIC, FORTUNE, FRCC and LRIC agree to cooperate in carrying out the provisions of this Plan to the end that upon the approval of the merger this Plan, may be duly consummated.

ARTICLE VI MISCELLANEOUS

- 6.1 <u>Amendment.</u> REPUBLIC, FORTUNE, FRCC and LRIC, by a majority vote of their respective board of directors, may amend, modify, or supplement this plan of merger in such manner as may be agreed upon by them in writing at any time before of after approval thereof by their respective stockholders as and when required by the regulatory agencies; provided, however, that no such amendment, modification or supplement after approval of this plan of merger by the stockholders of both shall substantially change the terms of merger.
- 6.2 <u>Further Assurances</u>. Each of REPUBLIC, FORTUNE, FRCC and LRIC has agreed to, from time to time, execute and deliver such other and further instruments and take all such other action as may be necessary or appropriate to more effectively effectuate the Merger

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Plan of Merger Republic Cement Corporation Fortune Cement Corporation FR Cement Corporation Lloyds Richfield Industrial Corporation Page 6 of 7

IN WITNESS WHEREOF, the undersigned corporations have caused their respective duly authorized representatives to sign this Plan of Merger on the 30th day of May 2007 at Makati City, Philippines.

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REPUBLIC CEMENT CORPORATION

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Me Mity Daries & Netourede Ruby Sarah S. NITORREDA Corporate Secretary

DIZON

FORTUNE CEMENT CORPORATION

FR CEMENT CORPORATION

LLOYDS RICHFIELD INDUSTRIAL CORPORATION

By:

John Reinier N.

President

Renato C. SUNICO President

Me nuty surch & hoursele

Ruby Sarah S. NITORREDA Corporate Secretary

By: Cirilo M./PEST NO II

Ungeta D.au Angela D. EDRALIN Corporate Secretary

resident

By: Girilo N. ESTANO I President

Date: 17-10-20 Angela D. EDRALIN 4:2:11 PM Corporate Secretary

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| | SIGNED ACH REPUBLIC OF THE PHILIPPINES Makati City BEFORE ME, a Notary Public fo | IN THE PRESENCE O NOWLEDGMENT | Plan of Merger Republic Cement Corporation Fortune Cement Corporation FR Cement Corporation Page 7 of 7 |
| | personally appeared the following: | unity Tax Certificate I | No. Date/Place Issued |
| | John Reinier H. Dizon [for and on behalf of Republic Cement Corporation] | 15101976 | January 5, 2007/Makati |
| | Renato C. Sunico [for and on behalf of Fortune Cement Corporation] | 08469402 | January 22, 2007/San Juan |
| | Ruby Sarah S. Nitorreda [for and on behalf of Republic Cement Corporation and Fortune Cement Corporation] | 17684579 | February 7, 2007/Makati |
| | Cirilo M. Pestano II [for and on behalf of FR Cement Corporation and Lloyds Richfield Industrial Corporat | 17684322 | February 5, 2007/Makati |
| | Angela D. Edralin [for and on behalf of FR Cement Corporation and Lloyds Richfield Industrial Corporat | 17689330 ion] | February 7, 2007/Makati |
| | all known to me and to me known foregoing instrument and they ack and voluntary act and deed and corporations represented herein. | wn to be the same nowledged before me the free and volum | persons who executed the that the same is their free stary act and deed of the |
| www.s(| WITNESS MY HAND AND SEAL a Doc. No Page No; Book No; Series of 2007. BOC. GOV. ph | t the date and at the p -10-2008 | ATTY. GERVACIO B. UKIULK, NOTARY PUEBC UNTL DECEMBER 31/2001 PTE NO. CO17551 APEL M=84/2007 TO 2008 PTE ME84/2007 TO 2008 |
| | | CER PAGE WEAT | TIFIED MACHINE COPT |

MARY MARGARET SAN PEDRO, being first duly sworn, deposes and states that:

She is the duly elected Treasurer of **REPUBLIC CEMENT CORPORATION** ("RCC"). FORTUNE CEMENT CORPORATION ("FCC") and FR CEMENT CORPORATION ("FRCC") (hereinafter, collectively referred to as the "Constituent Companies") duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with mailing address at the 25th Floor, The Salcedo Tower, 169 H.V. Dela Costa St., Salcedo Village, Makati City, Metro Manila;

CERTIFICATION

EXCHAN

In connection with the application for the approval of the merger among RCC, FCC, FRCC and Lloyds Richfield Industrial Corporation ("LRIC"), the Constituent Companies have sent notices by facsimile, courier or by registered mail to their respective trade suppliers and creditors as of January 31, 2007 at their addresses as appearing in our records, where available, advising them of the proposed merger between RCC, FCC, FRCC and LRIC.

The parties to the merger have also caused the publication on May 28, 2007 of the Notice of Merger in The Manila Times. Attached as Annex "A" is a copy of the Affidavit of Publication issued by Ms. Alice Pacis, the Accounting Supervisor of The Manila Times attesting to the foregoing.

In any event, said creditors are adequately protected inasmuch as under the terms of the Plan of Merger, any and all obligations falling due from FCC, FRCC and LRIC as of January 31, 2007 shall be assigned, transferred to and assumed by RCC as the surviving corporation. RCC shall be liable for all liabilities and obligations of FCC, FRCC and LRIC in the same manner as if RCC had itself incurred such liabilities and obligations, and any pending claim, action or proceeding brought by or against FCC, FRCC and LRIC may be prosecuted by or against RCC.

This Certification is being issued in support of the application with the Securities and Exchange Commission for approval of the merger among RCC, FCC, FRCC and LRIC.

IN WITNESS WHEREOF he has hereunto affixed her signature at the City of Makati, Metro Manila, this <u>ししい / しいひ</u>

MARGARET SAN PEDRO Treasurer

REPUBLIC OF THE PHILIPPINES) MAKATI CITY, METRO MANILA) S.S.

SUBCRIBED AND SWORN to before me this _____UN_0_8 2007 affiant exhibited to me her PM Community Tax Certificate No. 12626840 issued at the City of Makati, Metro Manila on January 15, 2007.

Doc. No. Page No. Book No. WWW . Se Series of 2007.

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JOCELYN B. SARMIENTO, being first duly sworn, deposes and states that:

She is the duly elected Treasurer of LLOYDS RICHFIELD INDUSTRIAL CORPORATION ("LRIC"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with mailing address at the 25th Floor, The Salcedo Tower, 169 H.V. Dela Costa St., Salcedo Village, Makati City, Metro Manila;

In connection with the application for the approval of the merger among Republic Cement Corporation ("RCC"), Fortune Cement Corporation ("FRCC"), FR Cement Corporation ("FRCC") and LRIC, LRIC has sent notices by facsimile, courier or by registered mail to its trade suppliers and creditors as of January 31, 2007 at their addresses as appearing in our records, where available, advising them of the proposed merger between RCC, FCC, FRCC and LRIC.

The parties to the merger have also caused the publication on May 28, 2007 of the Notice of Merger in The Manila Times. Attached as Annex "A" is a copy of the Affidavit of Publication issued by Ms. Alice Pacis, the Accounting Supervisor of The Manila Times attesting to the foregoing.

In any event, said creditors are adequately protected inasmuch as under the terms of the Plan of Merger, any and all obligations falling due from FCC, FRCC and LRIC as of January 31, 2007 shall be assigned, transferred to and assumed by RCC as the surviving corporation. RCC shall be liable for all liabilities and obligations of FCC, FRCC and LRIC in the same manner as if RCC had itself incurred such liabilities and obligations, and any pending claim, action or proceeding brought by or against FCC, FRCC and LRIC may be prosecuted by or against RCC.

This Certification is being issued in support of the application with the Securities and Exchange Commission for approval of the merger among RCC, FCC, FRCC and LRIC.

IN WITNESS WHEREOF he has hereunto affixed her signature at the City of Makati, Metro Manila, this <u>Joly (19, 2007</u>.

JOCELYN B. SARMIENTO Treasurer,

PTR. A.J. 0267924117 1017428ATI CITY TIN NO. 100-010-224

PAGE H OF 18

VERIFIER BY

ON LOZADA

NName: Jafargel

REPUBLIC OF THE PHILIPPINES) MAKATI CITY, METRO MANILA) S.S.

SUBCRIBED AND SWORN to before me this _______ 1UN 10-8 2007 _______ affiant exhibited to me her PM Community Tax Certificate No. 12626841 issued at the City of Makati, Merro Manila on January 15, 2007.

Doc. No. Page No. Book No. XII WWW . Series of 2007.

SECRETARY'S CERTIFICATE

RUBY SARAH S. NITORREDA, being first duly sworn, deposes and states that:

She is the duly elected Corporate Secretary of FORTUNE CEMENT CORPORATION (the "Corporation") duly organized and existing under and by virtue of the laws of the Republic of the Philippines and domiciled in the City of Makati, and as such Corporate Secretary, she has custody of the corporate records of said Corporation;

That the Corporation has an authorized capital stock of Four Billion Two Hundred Thirty Two Million Pesos (P4,232,000,000.00), divided into Four Billion Two Hundred Million (4,200,000,000) common shares, with a par value of One Peso (P1.00) per share and Thirty Two Million (32,000,000) preferred shares, with a par value of One Peso (P1.00) per share.

Based on the records in her custody, as of date hereof, the Corporation has a total issued and outstanding capital of Three Billion Seven Hundred Eighty Three Million Five Hundred Twelve Thousand Seventy Seven Pesos (PhP3,783,512,077.00), consisting of Three Billion Seven Hundred Fifty Two Million Three Hundred Fifty Three Thousand Five Hundred Seventy Seven (3,752,353,577) common shares and Thirty One Million One Hundred Fifty Eight Thousand Five Hundred (31,158,500) preferred shares, both classes of shares having a par value of One Peso (PhP1.00) per share.

As of June 30, 2007, the stockholders of the Corporation are as follows:

| Stockholder | Nationality | Class | No. of Shares | %age | |
|-------------------------------------|-------------|-----------|---------------|--------|----------|
| Republic Cement Corporation | Filipino | Common | 3,723,921,936 | | |
| | | Preferred | 31,158,500 | 99.24% | 2 |
| Minority Shareholders | Filipino | Common | 21,983,809 | 0.59% | t. |
| | Foreign | Common | 6,447,832 | 0.17% | 28,43164 |
| Total Issued and Outstanding Shares | | Common | 3,752,353,577 | | , , . |
| | | Preferred | 31,158,500 | | |

This Certification is being issued in support of the Corporation's application with the Securities and Exchange Commission for the merger of Republic Cement Corporation, Fortune Cement Corporation, FR Cement Corporation and Lloyds Richfield Industrial Corporation.

IN WITNESS WHEREOF she has hereunto affixed her signature at the City of Makati, Metro Manila, this 18 111 2007

Ma Mum Ruren A neterrely) RUBY SARAH S. NITORREDA Corporate Secretary

REPUBLIC OF THE PHILIPPINES) 18 JUL 2007 meaffiant exhibited to me her PM SUBCRIBED AND SWORN to before me this Community Tax Certificate No. 17684579 issued in the City of Makati, Metro Manila on February 7, 2007. Doc. No. COMP. 6. GURDULA MOTARY PUBLIC MISSICNWE. 130 (2086 - 2007) JINTH BEL. 31. 200. ROLL DA ATIORNEY NO. 25103 3. P. NO. 645/194 (17:2006 - 2007) B.C. EMEPT lafargel W MD. 3580482, JAN. 08. 2007 BUE208 OF Page No. Book No. Series of 2007. www.sec.gov.ph CERTIFIED MACHIN PAGE 4 OF 4 ERIFIED BY

SECRETARY'S CERTIFICATE

EXCHAN

ANGELA D. EDRALIN, being first duly sworn, deposes and states that.

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She is the duly elected Corporate Secretary of FR CEMENT CORPORATION (the "Corporation") duly organized and existing under and by virtue of the laws of the Republic of the Philippines and domiciled in Brgy. Dulumbayan, Teresa, Rizal, and as such Corporate Secretary, she has custody of the corporate records of said Corporation;

That the Corporation has an authorized capital stock of Two Billion Seven Hundred Fifteen Million Pesos (PhP2,715,000,000.00), divided into Twenty Million (20,000,000) common shares and Seven Million One Hundred Fifty Thousand (7,150,000) redeemable preferred shares, both classes of shares having a par value of One Hundred Pesos (PhP100.00) per share.

Based on the records in her custody, as of date hereof, the Corporation has a total issued and outstanding capital of Two Billion Seven Hundred Fourteen Million Three Hundred Thirty Three Thousand Three Hundred (PhP2,714,333,300.00), consisting of Twenty Million (20,000,000) common shares and Seven Million One Hundred Forty Three Thousand Three Hundred Thirty Three (7,143,333) redeemable preferred shares, both classes of shares having a par value of One Hundred Pesos (PhP100.00) per share.

As of the date of this Certification, the stockholders of the Corporation are as follows:

| Stockholder | Nationality | Class | No. of Shares | %age | |
|-----------------------------|-------------|-----------|---------------|-------|--|
| Republic Cement Corporation | Filipino | Common | 19,690,996 | | |
| | | Preferred | 7,143,333 | 98.86 | |
| FRC Holdings, Inc. | Filipino | Common | 309,000 | 1.14 | |
| Paul Benedict M. Abastillas | Filipino | Common | 1 | | |
| John Reinier H. Dizon | Filipino | Common | 1 | | |
| Cirilo M. Pestano II | Filipino | Common | 1 | | |
| Renato C. Sunico | Filipino | Common | 1 | | |

This Certification is being issued in support of the Corporation's application with the Securities and Exchange Commission for the merger of Republic Cement Corporation, Fortune Cement Corporation, FR Cement Corporation and Lloyds Richfield Industrial Corporation.

IN WITNESS WHEREOF she has hereunto affixed her signature at the City of Makati, Metro Manila, this

NG JULZING

unla D. Ediali

ANGELA D. EDRALIN Corporate Secretary

REPUBLIC OF THE PHILIPPINES) JUEZONICIT METRO MANILA) S.S. 16 JUL 2007 SUBCRIBED AND SWORN to before he this 10-2008 Time, affiant exhibited to me PM her Community Tax Certificate No. 17689330 issued in the Gity of Makati, Metro Manila on February 7, 2007. JOEL G. GORDOLA NOTARY PUBLIC MINISSION NO. 030 (2006-2007) UNTIL DEL. 51. 2014 ROLL DF ATTO NEY NO. 25105 1.8. P. ND. 645124 (2005-2007) J. C. C. P. T. T. NO. 5420(82) . C. F. C. T. 315 PRV Doc. No. Page No. Book No. lafargel Series of 2007. **JERIFIED** BY

SECRETARY'S CERTIFICATE

ANGELA D. EDRALIN, being first duly sworn, deposes and states that:

She is the duly elected Corporate Secretary of LLOYDS RICHFIELD INDUSTRIAL CORPORATION (the "Corporation") duly organized and existing under and by virtue of the laws of the Republic of the Philippines and domiciled in Bo. Dungo an, Danao City, Cebu, and as such Corporate Secretary, she has custody of the corporate records of said Corporation;

That the Corporation has an authorized capital stock of Three Billion Pesos (PhP3,000,000,000.00), divided into Thirty Million (39,000,000) common shares, with a par value of One Hundred Pesos (PhP100.00) per share.

Based on the records in her custody, as of date hereof, the Corporation has a total issued and outstanding capital of One Billion Pesos (PhP1,000,000,000,000), consisting of Ten Million (10,000,000) common shares, with a par value of One Hundred Pesos (PhP100.00) per share.

As of the date of this Certification, the stockholders of the Corporation are as follows:

| Stockholder | | Nationality | | Class | No. of Shares | | %age | |
|-----------------------------|--|-------------|--|--------|---------------|-----------|------|------|
| Republic Cement Corporation | | Filipino | | Common | | 9,999,995 | 9 | 9.99 |
| Paul Benedict M. Abastillas | | Filipino | | Common | | 1 | | |
| John Reinier H. Dizon | | Filipino | | Common | 9 | 1 | | |
| Ma. Ruby Sarah S. Nitorreda | | Filipino | | Common | | 1 | | |
| Cirilo M. Pestano II | | Filipino | | Common | | 1 | | |
| Renato C. Sunico | | Filipino | | Common | | 1 | | |

- This Certification is being issued in support of the Corporation's application with the Securities and Exchange Commission for the merger of Republic Cement Corporation, Fortune Cement Corporation, FR Cement Corporation and Lloyds Richfield Industrial Corporation.

IN WITNESS WHEREOF she has hereunto affixed her signature at the City of Makati, 1111 Metro Manila, this _ . 2

Edialin ANGENA D. EDRALIN **Corporate Secretary**

NOTAFY PUBLIC NOTAFY PUBLIC AMMISSION NO. 020 (2006-2007) UNTIL OEL. 31. 200. ROLL OF ATTERNEY NO. 25103 I.B.P. NO. 645154 (2006-2007).B.C. CHEPTER NO. 5480482: JAN. 53. 2077 DUETER AT COM

REPUBLIC OF THE PHILIPPINES) MAKATICITY, METRO MANILA) S.S.

16 JUL 2007

JUEL

JUE ZON LINE AND SWORN to before me this affiant exhibited to me her Community Tax Certificate No. 17689330 issued in the City of Makati, Metro Manila \mathbf{PM} on February 7, 2007. GORDOLA

Doc. No. Page No. Book No. Series of 2007

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Republic of the Philippines SECURITIES AND EXCHANGE COMMISSION Edsa, Mandaluyong, Metro Manita [0]17, 19. 18 I HEREBY CERTIFY that the foregoing is a true

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7.3 Annex C

Copy of ECC Change of Name



Republic of the Philippines Department of Environment and Natural Resources ENVIRONMENTAL MANAGEMENT BUREAU DENR Compound, Visayas Avenue, Diliman Quezon City 1116 Telephone Nos. (632)927-15-17, 928-37-25, Fax No.: (632) 920-22-58 Website, http://www.emb.gov.ph./Email.mail@emb.gov.ph

JUL 0 7 2017

MR. RENATO C. SUNICO President and CEO REPUBLIC CEMENT & BUILDING MATERIALS, INC. The Salcedo Tower, 169 H.V. dela Costa, Makati City

SUBJECT: REQUEST TO CHANGE THE NAME OF THE HOLDER OF ENVIRONMENTAL COMPLIANCE CERTIFICATES FROM REPUBLIC CEMENT CORP. (RCC) TO REPUBLIC CEMENT & BUILDING MATERIALS, INC. (RCBMI)

Dear Mr. Sunico:

This refers to your request for change of name of the holder of Environmental Compliance Certificates (ECCs) for the following projects from Republic Cement Corporation (RCC) to Republic Cement & Building Materials, Inc.;

- Waste Co-Processing Facility Project located at Brgy. Mapulo, Taysan, Batangas (ECC Ref. No. 0508-009-105C issued dated 11 August 2006);
- 3300 MTPD Kiln Line "D" Expansion Project Project located at Brgy. Dulumbayan, Teresa, Rizal (ECC Ref. No. 9508-008-105C issued on 08 May 1996);
- Cement Plant Expansion & 12 MW Power Plant Project located at Brgy. Mapulo, Taysan, Batangas (ECC Ref. No. 9605-002-105C) issued on 06 June 1997);
- Quarry Expansion Project located at Barangays Dulumbayan and Prenza, Teresa, Rizal (ECC Ref. No. 9906-013-302 issued on 05 January 2000); and
- 2.5 MMTPY Cement Manufacturing Complex, Quarrying, Power Plant, Wharf & Other Facilities Project located at Danao City and Carmen Municipality, Cebu Province (ECC Ref. No. 9906-014-105) issued on 26 September 2002)

Based on the evaluation of the submitted documents, the above subject request is hereby granted.

However, please be informed that per records of this Office, the project with Environmental Compliance Certificate (ECC Ref. No. 1309-0031) relative to the Cement Manufacturing and Waste Co-Processing Plant to Include Both Hazardous and Non-Hazardous Alternative Fuels and Raw Materials Project located at Barangay Bigte, Norzagaray, Bulacan

Page 11

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Protect the environment - Protect life -

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issued on 13 October 2015 has pending case before this Office, hence, transfer of ownership cannot be fully granted until such the said case be resolved.

Please be advised that the change of name shall carry the environmental liability and obligations of the former proponent of each of the above projects. Further, all other conditions stipulated in the above-cited ECC shall remain in force unless otherwise revised in writing. Any expansion and/or modification of approved operations shall be subjected to a new Environmental Impact Assessment (EIA) requirement.

Furthermore, as to submission of reports, please be informed of the Memorandum Circular No. 2016-001 "*Requiring online submission of Compliance Monitoring Report (CMR)*". Please visit our website at <u>www.emb.gov.ph</u>, register at CMR Online and submit your report within the prescribed period.

Thank you.

. . . *

Very truly yours,

JACQUEDINE A. CAANCAN In-charge, Office of the Director and concurrent Assistant Director

Department of Environment and Natural Resources IN MOMENTAL MANAGEMENT BUREAU Office of the Director

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Page 2

7.4 Annex D

Recent Aerial Photos of the Project Site









Figure PD Annex-4. Recent aerial photo of RCBM Teresa Plant – Agrofarm and Waste Dump Area.