

REPUBLIC OF THE PHILIPPINES SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills City of Mandaluyong, Metro Manila

COMPANY REG. NO. CS201000985

CERTIFICATE OF FILING

KNOW ALL PERSONS BY THESE PRESENTS:

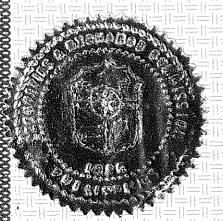
This is to certify that the Amended By-Laws of

PHOENIX SEMICONDUCTOR PHILIPPINES CORP.

of Directors and on April 01, 2015 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate Secretary and majority of the said Board was approved by the Commission on this date pursuant to the provisions of Section 48 of the Corporation Code of the Philippines Batas Pambansa Blg. 68, approved on May 1, 1980, and copies thereof are filed with the Commission.

of this Commission to be affixed to this Certificate at Mandaluyong City,

Metro Manila, Philippines, this _______ day of May, Twenty Fifteen.



Company Registration and Monitoring Department

AMENDED BY-LAWS

OF

PHOENIX SEMICONDUCTOR PHILIPPINES CORP.

ARTICLE I

SUBSCRIPTION, ISSUANCE AND TRANSFER OF SHARES

- **Section 1. Subscriptions** 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. Certificate** 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 Article 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 countersigned 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 transferrable 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 under Section 73 of the Corporation Code.

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 at the principal office on the first business day of April of each year.
- **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 outstanding capital stock. (b) 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 Notices for regular or special meetings of stockholders may be sent by the Secretary by personal delivery or by mail at least two (2) weeks prior to the date of the meeting to each stockholder of record at his last known post office address or by publication in a newspaper of general 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 deliberations at such meeting. When the meeting of stockholders is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the 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 acted 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 meeting 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 of stock shall be present.
- Section 6. Conduct of Meeting- Meeting of the Stockholders shall be presided over by the Chairman of the Board, or in his absence, the 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, shall act as Secretary of every meetings, but if not present the chairman of the meeting shall appoint a 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 stockholder, a stockholders may vote in person or by proxy executed in writing by the stockholders 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 in the hands of the secretary 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, prior to a scheduled meeting or by their personal presence at the meeting.

Section 8. Closing of Transfer Books of Fixing of Record Date- The Board of Directors may, at its discretion, provide that the stock and transfer book be closed for a specific period or, in the alternative, fix in advance a date as the record date, for the purpose of determining the stockholders entitled to notice of, or to vote at, any meeting of the stockholders or any adjournment or postponement thereof, or to receive payment of any dividends, or of making a determination of the stockholders for any purpose, subject only to any mandatory period of book closure or record date as may be provided by applicable laws, rules and regulations. 1

ARTICLE III

BOARD OF DIRECTORS

Section 1. Powers 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 property or convenient;
- c) To invest the funds of the corporation in another corporation or business or for any purposes other than those for which the corporation was organized.

¹Amendments approved by the vote of (a) at least a majority of the Board of Directors at a meeting held on March 3, 2015, and (b) stockholders representing at least a majority of the outstanding capital stock of the corporation at a meeting held on April 1, 2015, both held at Clark Freeport Zone, Pampanga.

whenever in the judgment of the board of Directors the interests of the corporation would thereby be promoted, subject to such stockholders' approval 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 stockholder 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 make provisions of the discharge of the obligations of the corporation as they mature, including payment for any property, or in stocks, bonds, debentures, or other securities of the corporation lawfully issued for the purpose;
- 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;
- To prosecute, maintain, defend, compromise or abandon any lawsuit in which the corporation or its officers are either plaintiffs or defendants in connection with the business of the corporation, and likewise, to grant installments for the payments or settlement of whatsoever debts are 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 the 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; and
- k) To implement these by-laws and to act on any matter not covered by these bylaws, provided such matter does not require the approval or consent of the stockholders under any existing laws, rules or regulation.

Section 2. 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.

Section 3. 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 the 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 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 any regular or at any special meeting of stockholders called for the purpose, after giving notice as prescribed in this by-laws.

Section 4. Meetings – Regular meetings of the Board of Directors shall be held 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.

Section 5. 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. A director may waive this requirement, either expressly or impliedly.

Section 6. 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.

Section 7. 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 President or if none of the foregoing is in office and present and acting, by any other director chosen by the Board. The Secretary, shall act as secretary of every meeting, if not present, the Chairman of the meeting shall appoint a secretary of the meeting.

Section 8. Compensation – By resolution of the Board, each director, shall receive a reasonable 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

percent (10%) 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 stock holders representing at least a majority of the outstanding capital stock at a regular or special meeting of the stockholders.

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ARTICLE IV

OFFICERS

Section 1. Election/ Appointment – Immediately after their election, the Board of Directors shall formally organize by electing the Chairman, the President, one or more Vice-President, the Treasurer, and, the Secretary, at said meeting.

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. President – The President, who shall be a director, shall be the Chief Executive Officer 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 of the Board of Directors;
- b) To initiate and develop corporate objectives and policies 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 statement 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 require the approval of the Board of Directors;
- j) To make reports to the Board of Directors and stockholders:
- k) To sign certificates of stock;
- 1) 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 4. The Vice-President(s) – If one or more vice-presidents are appointed, he/they shall have such powers and shall perform such duties as may from time to time, be assigned to him/them by the Board of Directors or by the President.

Section 5. The Secretary – The Secretary must be a resident and a citizen of the Philippines. He shall be the custodian of and shall maintain the corporate books and record shall be the recorder of the corporation's formal actions and transactions. He shall have the following specific powers and duties.

- a) To record or see to the proper recording of the minutes and transactions of all meetings of the directors and then 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 affix the corporate seal to all papers and documents requiring a seal, and to attest by his signature all corporate documents requiring the same;

- d) To attend 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.
- 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 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; and
- g) 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.

Section 6. The Treasurer – The Treasurer of the corporation shall be its chief fiscalofficer and the custodian of its funds, securities and property. The Treasurer shall have the following duties:

- a) To keep full and accurate accounts of receipts and disbursement in the books of the corporation;
- b) To have full 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 condition of the corporation and such other financial reports as the Board of Directors, the Chairman, or the President may, from time to time require;
- e) To prepare such financial reports, statements, certifications and other documents which may, from time to time, be required by government rules and regulations and to submit the same to the government agencies;

- f) To keep the corporate seal; and
- g) To exercise such powers and perform such duties and functions as may be assigned to him by the President.
- **Section 7. 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 qualified. Such officers may however be sooner removed for cause.
- **Section 8. Vacancies** If any position of the officers becomes vacant by reason of death, resignation, 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.
- **Section 9. 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.

ARTICLE V

OFFICES

The principal office of the corporation shall be located at the place stated in Article III of the Articles of Incorporation. 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.

ARTICLE VI

AUDIT OF BOOKS, FISCAL YEAR AND DIVIDENDS

- **Section 1. External Auditors** At the regular stockholder's 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 first day of January and end 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 law and applicable rules and regulations.

ARTICLE VII

AMENDMENTS

These by-laws may be amended or repealed 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 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 VIII

SEAL

The corporate seal shall be determined by the Board of Directors.

[Signature page follows.]

IN WITNESS WHEREOF, we, the undersigned stockholders have adopted the foregoing by-laws and hereunto affixed our signature this 22nd day of January 2010 at Makati City.

DONGJOO KIM
Korean Passport No. M22234727
[Original Signed]

KYUHO HAN Korean Passport No. KN0896970 [Original Signed]

EMMANUEL C. PARAS
TIN 106-198-170
[Original Signed]

MARIETTA A. TIBAYAN
TIN 173-119-845
[Original Signed]

HIYASMIN H. LAPITAN TIN 208-226-889 [Original Signed]

APR 2 2 2015

DIRECTORS' CERTIFICATE

WE, the undersigned, being at least a majority of the members of the Board of Directors and the Corporate Secretary of **PHOENIX SEMICONDUCTOR PHILIPPINES CORP.** (the "Corporation"), a corporation organized and existing under and by virtue of the laws of the Philippines with principal office at Panday Pira Avenue corner Creekside Road, Clark Freeport Zone, Pampanga, Philippines, do hereby certify that:

- 1. On March 3, 2015, a Regular Meeting of the Board of Directors of the Corporation was held at the principal office of the Corporation. At least a majority of the members of the Board of Directors participated at the meeting, thereby constituting a quorum in accordance with law and the Corporation's By-laws.
- 2. At the meeting, the Board of Directors approved the amendment of Article II, Section 8 of the Corporation's By-laws, in the following resolutions:

"RESOLVED, That, the Board of Directors of PHOENIX SEMICONDUCTOR PHILIPPINES CORP. (the "Corporation") approve and recommend to the stockholders, as it hereby approves and recommends to the stockholders, the amendment in its entirety of Article II, Section 8 of the Corporation's By-laws, such that, amended, Article II, Section 8 of the Corporation's By-laws shall read as follows, with such change or changes as may be introduced to them by the Philippine Securities and Exchange Commission ("SEC");

"Section 8. Closing of Transfer Book or Fixing of Record Date-The Board of Directors may, at its discretion, provide that the stock and transfer book be closed for a specific period or, in the alternative, fix in advance a date as the record date, for the purpose of determining the stockholders entitled to notice of, or to vote at, any meeting of the stockholders or any adjournment or postponement thereof, or to receive payment of any dividends, or of making a determination of the stockholders for any purpose, subject only to any mandatory period of book closure or record date as may be provided by applicable laws, rules and regulations.

RESOLVED, FURTHER, That, any director or officer of the Corporation or any of its legal counsel be, as he or she is hereby, authorized and empowered to arrange for the submission to and approval by the SEC of the application for the amendment of the Corporation's By-Laws, and to that end, to sign, execute and deliver any and all documents and to do all acts necessary or appropriate, to implement the foregoing resolutions."

- 3. At the same meeting, the Board of Directors designated that the venue for the 2015 Annual Stockholders' Meeting of the Corporation shall be at the Vegas Function Room, Widus Hotel & Casino, Clarkfield Freeport Zone, Pampanga, in accordance with Article II, Section 3 of the Corporation's By-laws which states that "[s]tockholders' 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."
- 4. On April 1, 2015, the Annual Meeting of the Stockholders of the Corporation was held at the Vegas Function Room, Widus Hotel & Casino, Clarkfield Freeport Zone, Pampanga. Stockholders representing at least majority of the outstanding capital stock of the Corporation participated in person

or by proxy at the meeting, thereby constituting a quorum in accordance with law and the Corporation's By-laws.

- 5. At the stockholders' meeting, the amendment of Article II, Section 8 of the Corporation's Bylaws, as recommended by the Board of Directors with such change or changes as may be introduced to them by the Philippine Securities and Exchange Commission, was approved by stockholders, representing at least majority of the outstanding capital stock of the Corporation in accordance with law and the Corporation's By-laws.
- 6. The attached Amended By-Laws is a true and correct copy of the Corporation's Amended By-Laws amended as stated.

IN WITNESS WHEREOF, this Certificate has been signed by at least the majority of the Directors and the Corporate Secretary of the Corporation in ______, Pampanga this 1st day of April 2015.

[signature page follows.]

J/m/ BYEONGCHUN

BYEONGCHUN LEE Chairman of the Board

TIN: 400-737-746

KYUHO HAN

Director

TIN: 292-850-426-0007

CARLOS R. ALINDADA

Independent Director TIN:105-332-794-000

MARIETTA A. TIBAYAN

Corporate Secretary TIN:173-119-845-000 DONGJOO KIM

Director

TIN: 292-741-679-000=

SANGHOON

Director

TIN: 292-742-72-000

MARY DELIA G. TOMACRUZ

Independent Director TIN: 110-834-640-000

SIGNED IN THE PRESENCE OF:

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REPUBLIC OF THE PHILIPPINES) MAGANACAT CITY PAMPANGA) S.S.

SUBSCRIBED AND SWORN to before me this 1st day of April 2015 in the place named above, by the affiants exhibiting to me their identification documents as follows:

Name	Competent Evidence of Identity	Date & Place of Issue
Byeongchun Lee	TIN No. 400-737-746-000	
Dongjoo Kim	TIN No. 292-741-679-000	
Kyuho Han	TIN No. 292-850-426-000	
Sanghoon Ha	TIN No. 292-742-172-000	
Carlos R. Alindada	TIN No. 105-332-794-000	
Mary Delia G. Tomacruz	TIN No. 110-834-640-000	/
Marietta A. Tibayan	TIN No. 173-11/9-845-000	

Doc No. 101; Page No. 72; Book No. 11; Series of 2015. REGINA S. SALONGA NOTARY PUBLIC-ANGELES CITY Until Dec. 31, 2016 Villa Rivera-Jocson, Mabiga

Mabalacat, Pampanga
PTF No. 8861027/01-05-15/Mabt, City Pamp.
IBP O.R. No. 961956/01-05-15
Roll No. 59578/Page No. 16/Book No. XXV
Commission No. 2014-489