



MUSIC Semiconductors Corporation  
110 Excellence Ave. cor. Accuracy Drive, SEPZ 1  
Carmelray Industrial Park, Canlubang  
Laguna, Philippines 4028  
Tel. (049) 5491480 (NDD)  
63-49 5491480 (Int'l)  
Fax. (049) 5491024 (NDD)  
63-49 5491024 (Int'l)

September 22, 2005

**PHILIPPINE STOCK EXCHANGE**  
4<sup>th</sup> Floor Philippine Stock Exchange Centre  
Ortigas Center, Pasig City

Attention: Ms. Jurisita M. Quintos  
Senior Vice President – Operations

Ms. Janet Encarnacion  
OIC, Disclosure Group

Gentlemen:

In compliance with the continuing disclosure requirements of the Exchange, we report that on September 16, 2005, the Securities and Exchange Commission approved the amended Articles of Incorporation and By-Laws of the Corporation, both adopted on May 25, 2004 by a majority vote of the Board of Directors, as disclosed to the Philippine Stock Exchange on May 25, 2004 and on August 27, 2004 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock of the Corporation, as disclosed to the Philippine Stock Exchange on August 27, 2004.

Please refer to Annex "A" for the details of the amended Articles of Incorporation and By-Laws of the Corporation and the corresponding Certificates of filing from the SEC.

If you have any questions, please call us.

Very truly yours,

**MUSIC SEMICONDUCTORS CORPORATION**

By:

A handwritten signature in black ink, appearing to read 'J. Custodio', written over a horizontal line.

**JUAN B. CUSTODIO**  
Corporate Information Officer

**Annex "A"**

I. Articles of Incorporation

<i>Subject</i>	<i>As Amended</i>
Denial of Pre-emptive rights	<b><u>"The stockholders of the Corporation shall have no pre-emptive right to subscribe to or purchase any or all issues or dispositions of shares of any class of the Corporation."</u></b>

II. By-laws

<i>Subject</i>	<i>As Amended</i>
Closing of Stock and Transfer Book or Fixing of Record Date	"For the purpose of determining shareholders entitled to notice of, or to vote at, any meeting of stockholders or any adjournment thereof or to receive payment of any dividend, or of making a determination of stockholders for any other proper purpose, the Board of Directors may provide that the stock and transfer books be closed <b>for a period of at least twenty (20) days</b> preceding the date of the meeting."
Deadline for Submission, and Revocation, of Proxies	"x x x. All proxies must be in the hands of the Secretary <b>at least ten (10) days</b> prior to 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 <b>at least six (6) days</b> prior to a scheduled meeting or by their personal presence at the meeting."
Qualifications of the members of the Board; Nomination Procedure	Article III "Section 2. Qualifications of members of the Board – Any person having at least one share of stock registered in his name in the books of the Corporation may be nominated and elected to the Board of Directors, provided, however, that no person shall qualify or be eligible for nomination or election to the Board of Directors if he is engaged in any business which competes with or is antagonistic to that of the Corporation or any of its subsidiaries or affiliates. Without limiting the generality of the foregoing, a person shall be deemed to be so engaged:  i. If he is an officer, manager or controlling person of, or the owner (either of record or beneficial) of 20% or more of any outstanding class of shares of any corporation (other than one in which this Corporation owns at least 30% of the capital stock) engaged in business which the Board, by at least 2/3 vote, determines to be competitive or antagonistic to that of the Corporation or any of its subsidiaries or affiliates;  ii. If he is an officer, manager or controlling persons of, or the owner (either of record or beneficial) of 20% or more of any outstanding class of shares of, any corporation or entity engaged in any line of business of the Corporation or of any of its subsidiaries or affiliates, when in the judgment of the

	<p>Board, by at least 2/3 vote, the law against combinations in restraint of trade shall be violated by such person's membership in the Board of Directors; or</p> <p>iii. If the Board, in the exercise of its judgment in good faith, determines by at least 2/3 vote that he is the nominee of any person set forth in (i) or (ii) above.</p> <p>In determining whether or not a person is a controlling person, beneficial owner or the nominee of another, the Board may take into account such factors as business and family relationships.</p> <p>For proper implementation of this provisions, all nominations for election of Directors by the stockholders shall be submitted in writing to the Board of Directors and be received at the Corporation's principal place of business at least thirty (30) working days before the date of the regular or special meeting of stockholders for the purpose of electing directors.</p>
<p>Election of Independent Directors; Creation of Nomination Committee</p>	<p>Article III</p> <p>"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.</p> <p>The Corporation shall have such number of independent directors as may be required by applicable laws.</p> <p>The independent directors shall have all the qualifications and none of the disqualifications set forth in Section 38 of the Securities Regulation Code and its Implementing Rules and Regulations, as the same may be amended from time to time.</p> <p>A Nomination Committee is hereby created which may be organized from time to time upon determination of the Board of Directors. The Nomination Committee shall be composed of at least three (3) members, one of whom shall be an independent director. The Nomination Committee shall have the following functions: (a) formulate screening policies to enable the Committee to effectively review the qualification of the nominees for independent directors; and (b) conduct nominations for independent directors prior to the stockholders' meeting in accordance with the procedures set forth in Rule 38 of the Amended Implementing Rules and Regulations of the Securities Regulation Code, as the same may be amended from time to time.</p>
<p>Indemnification of Directors and Officers</p>	<p>"Indemnification- The Corporation shall indemnify every director or officer, his heirs, executors and administrators against all costs and expenses reasonably incurred by such persons in connection with any civil, criminal, administrative or investigative action, suit or proceeding (other than an action by the Corporation) to which he may be, or is, made a party by reason of his being or having been a director or officer of the Corporation, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding, to be liable for gross negligence or misconduct.</p> <p>In the event of a settlement or compromise, indemnification shall be provided only in connection with such matters covered by the settlement</p>

	<p>as to which the Corporation is advised by counsel that the person to be indemnified did not commit a breach of duty as such director or officer. The amount payable by way of indemnity shall be determined and paid only pursuant to a resolution adopted by a majority of the members of the Board of Directors.</p> <p>The costs and expenses incurred in defending the aforementioned action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized in the manner provided for in the preceding paragraph, upon receipt of an undertaking by or on behalf of the director or officer to repay such amount, unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article.”</p>
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REPUBLIC OF THE PHILIPPINES  
**SECURITIES AND EXCHANGE COMMISSION**  
SEC Building, EDSA, Greenhills  
City of Mandaluyong, Metro Manila

Company Reg. No. ASO92-000589

**CERTIFICATE OF FILING  
OF  
AMENDED BY-LAWS**

**KNOW ALL PERSONS BY THESE PRESENTS:**

**THIS IS TO CERTIFY that the Amended By-Laws of**

**MUSIC SEMICONDUCTORS CORPORATION**

copy annexed, adopted on May 25, 2004 by a majority vote of the Board of Directors and on August 27, 2004 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.

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 16<sup>th</sup> day of September, Two Thousand Five.



  
**BENITO A. CATARAN**  
Director  
Company Registration and Monitoring Department



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

Company Reg. No. ASO92-000589

**CERTIFICATE OF FILING  
OF  
AMENDED ARTICLES OF INCORPORATION**

**KNOW ALL PERSONS BY THESE PRESENTS:**

THIS IS TO CERTIFY that the amended articles of incorporation of the

**MUSIC SEMICONDUCTORS CORPORATION**  
[ Amending Article VII thereof ]

copy annexed, adopted on May 25, 2004 by a majority vote of the Board of Directors and on August 27, 2004 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980 and copies thereof are filed with the Commission.

Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing company, pre-need plan issuer, general agent in pre-need plans and time shares/club shares/membership certificates issuers or selling agents thereof. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

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 16<sup>th</sup> day of September, Two Thousand Five.



  
**BENITO A. CATARAN**  
Director  
Company Registration and Monitoring Department