



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

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

Company Reg. No. A1996-10620

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

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the Amended By-Laws of

TKC STEEL CORPORATION

copy annexed, adopted on April 28, 2008 by majority vote of the Board of Directors and on July 18, 2008 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 29th day of August, Two Thousand Eight.

BENITO A. CATARAN

Director

Date: 7-8-2014 11:24:33 AM
Company Registration and Monitoring Department

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Page 1 of 8 pages
Verified by: [Signature] Date: AUG 13 2008

COVER SHEET

10620 S.E.C. Registration Number

TKC STEEL CORPORATION
(formerly) SQL WIZARD, INC.

(Company's Full Name)

3F CORINTHIAN PLAZA CONDO. 121
PASEO DE ROXAS, ST. MAKATI

(Business Address: No. Street City / Town / Province)

MA. HAZEL L. RABARA
Contact Person

632-09-05/10
Company Telephone Number

12 31
Month Day
Fiscal Year

AMENDED B/L
FORM TYPE

July
Month Day
Annual Meeting

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders
Total Amount of Borrowings
Domestic Foreign

To be Accomplished by SEC Personnel concerned

File Number LCU

Document I.D. Cashier

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BY-LAWS

OF

TKC STEEL CORPORATION
(formerly SQL* WIZARD, INC.)¹

Name of Corporation

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

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

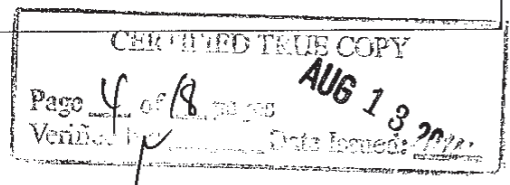
No shares of stock against which the corporation holds unpaid claim shall be transferable in the books of the corporation.

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

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

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¹ As amended per SEC Certificate dated 29 February 2007.



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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 every last Friday of July 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.

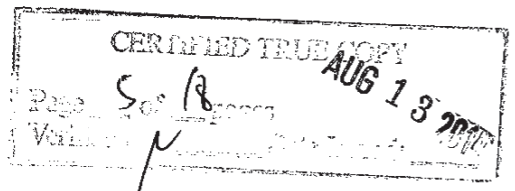
Section 4. Notice of Meeting - Notices for regular or special meetings of stockholders may be sent by the Secretary by personal delivery or by mail at least two (2) weeks prior to the date of the meeting to each stockholder of record at his last known post office address or by publication in a newspaper 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 and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At the reconvened meeting, any business may be transacted that might have been transacted on the original date of the meeting.

Section 5. Quorum - Unless otherwise provided by law, in all regular or special 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 amount of stock shall be present.

Section 6. Conduct of Meeting - Meeting of the stockholders shall be presided over by the Chairman of by the Board, or in his absence, the Vice-Chairman or 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.

² As approved by the Board of Directors in a meeting held on 28 April 2008 and by the stockholders in a meeting dated 18 July 2008



Section 7. Manner of Voting - At all meetings of stockholders, a stockholder 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 be 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 scheduled meeting or by their personal presence at the meeting.

Section 8. Fixing of Record Date - The Board of Directors shall set a record date which is at least thirty days prior to each meeting of stockholders of the Corporation for determination of the stockholders entitled to notice of such meeting and the number of shares which the stockholder is entitled to vote at such meeting.³

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:

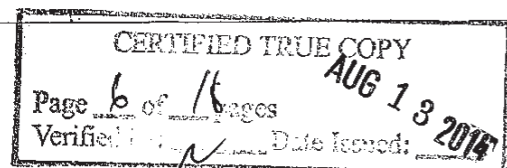
a) From time to time, to make and change rules and regulations not inconsistent with these by-laws for the management of the corporation's business and affairs;

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 proper or convenient.

c) To invest the funds, of the corporation in another corporation or business or for any other purposes, other than, those for which the corporation was organized, whenever in the judgement 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;

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³ As approved by the Board of Directors in a meeting held on 28 April 2008 and by the stockholders in a meeting dated 18 July 2008



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 and interest would thereby be promoted;

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

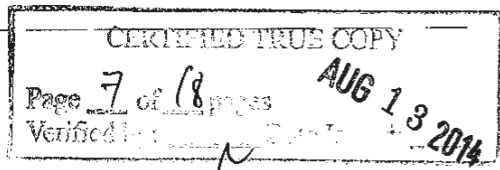
i) To prosecute, maintain defend, compromise or abandon any lawsuit in which the corporation or its officers are either plaintiffs or defendants in connection with the business of the corporation, and likewise, to grant installments for the payments or settlement of whatsoever debts are payment to the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

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

Section 2. Number and Term⁴. - The corporate powers of the corporation shall be exercised, and the property and business of the corporation shall be managed by its Board of Directors, consisting of such number of members as provided for in the Articles of Incorporation members, who shall be nominated by the Nomination Committee and elected at the annual meeting of the stockholders to serve for a term of ONE (1) YEAR until their successors shall have been duly elected and qualified, provided; however, that at least two (2) members of the

⁴ As approved by the Board of Directors in a meeting held on 28 April 2008 and by the stockholders in a meeting dated 18 July 2008



Board of Directors, or at least twenty percent (20%) of the total number of members thereof, whichever is the lesser, shall be independent as hereinafter defined.

Section 3. Qualifications⁵. - Each director shall possess all of the following qualifications:

- (a) a holder of at least one (1) share of stock of the Corporation;
- (b) at least a holder of a Bachelor's Degree, or to substitute for such formal education, must have adequate competency and understanding of business;
- (c) of legal age; and,
- (d) shall have proven to possess integrity and probity.

Section 4. -Disqualifications - The following persons shall be disqualified from being elected as members of the Board of Directors:

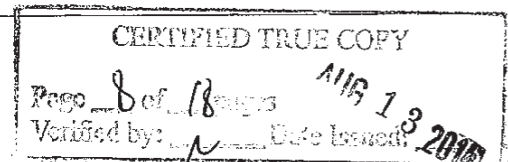
- (a) any person finally convicted judicially of an offense involving corruption, fraud, embezzlement, theft, estafa, counterfeiting, misappropriation, forgery, bribery, false oath, perjury, or other fraudulent acts;
- (b) any person finally found by the Securities and Exchange Commission (SEC) or a court or other administrative body to have willfully violated, or willfully aided, abetted, counseled, induced or procured the violation of, any provision of the Securities Regulation Code, the Corporation Code, or any other law administered by the SEC or the Bangko Sentral ng Pilipinas (BSP);
- (c) any person judicially declared to be insolvent;
- (d) any person finally found guilty by a foreign court or equivalent financial regulatory authority of acts, violations or misconduct similar to any of the acts, violations or misconduct listed in the foregoing paragraphs; and
- (e) conviction by final judgment of an offense punishable by imprisonment for a period exceeding six (6) years, or a violation of the Corporation Code, committed within five (5) years prior to the date of his election or appointment.

Section 5. Additional Requirements for Independent Directors - In addition to the foregoing qualifications disqualifications, a director nominated and elected as independent as required in the Section 2 of this Article, shall likewise meet the following requirements:

- (a) is not a director or officer of the Corporation or of its related companies or any of its substantial shareholders except when the same shall be an independent director of any of the foregoing;

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⁵ As approved by the Board of Directors in a meeting held on 28 April 2008 and by the stockholders in a meeting dated 18 July 2008

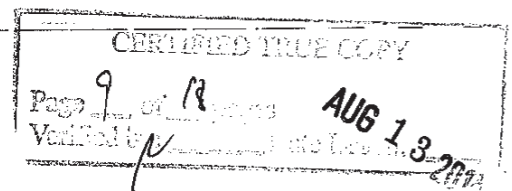


- (b) does not own more than two percent (2%) of the shares of the Corporation and/or of its related companies or any of its substantial shareholders;
- (c) is not a related to any director, officer or substantial shareholder of the Corporation, any of its related companies or any of its substantial shareholder. For this purpose, relatives include spouse, parent, child, brother, sister, and the spouse of such child, brother or sister;
- (d) is not acting as a nominee or representative of any director or substantial shareholder of the Corporation, and/or any of its related companies and/or any of its substantial shareholders, pursuant to a Deed of Trust or under any contract or arrangement;
- (e) has not been employed in any executive capacity by the Corporation, any, any of its related companies and/or by any of its substantial shareholder within the last two (2) years;
- (f) is not retained as professional adviser by the Corporation, and/or any of its related companies and/or any of its substantial shareholders within the last two (2) years;
- (g) is not retained, either personally or through his firm or any similar entity, as professional adviser, by the Corporation, any of its related companies and/or any of its substantial shareholders, either personally or through his firm; or
- (h) has not engaged and does not engage in any transaction with the Corporation and/or with any of its related companies and/or with any of its substantial shareholders, whether by himself and/or with other persons and/or through a firm of which he is a partner and/or a company of which he is a director or substantial shareholder, other than transactions which are conducted at arms length and are immaterial.

For purposes of the foregoing, a "related company" of the Corporation shall be any of the following: (i) its parent company, (ii) its subsidiaries, or (iii) subsidiaries of its parent company. Also, a "substantial shareholder" shall mean any person who, directly or indirectly, beneficially owns more than ten percent (10%) of any class of security issued by the Corporation.

Section 6. Vacancies – Any vacancy occurring in the Board of Directors other than by removal by the stockholders or 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, upon the nomination of the Nomination Committee, provided that specific slots for independent directors shall not be filled by unqualified nominees⁶; otherwise, the vacancy

⁶ As approved by the Board of Directors in a meeting held on 28 April 2008 and by the stockholders in a meeting dated 18 July 2008



must be filled by the stockholders at a regular or at any special meeting of stockholders called, for the purpose. A director so elected to fill a vacancy shall be elected only for the unexpired term of his predecessor in office. Any directorship to be

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

The vacancy resulting from the removal of a director by the stockholders in the manner provided by law may be filled by election at the same meeting of stockholders without further notice, or at any regular or at any special meeting of stockholders called for the purpose, after giving notice as prescribed in this by-laws.

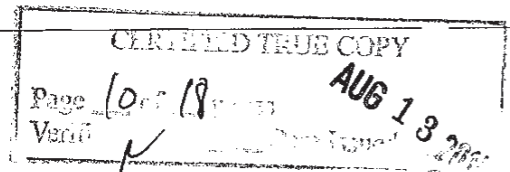
Section 7. Meetings - Regular meetings of the Board of Directors shall be held once every quarter of the year on such dates and at such times and places as the Chairman of the Board, or in his absence, the President, or upon the request of a majority of the directors and shall be held as such places as may be, designated in the notice.

Section 8. 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 9. 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. Every decision of at least a majority of the directors present at a meeting at which there is 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 valid be 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 10. Conduct of the Meetings - Meetings of the Board of Directors shall be presided over by the Chairman of the Board, or in his absence, the Vice-President or 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 to the meeting.

Section 11. 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.





ARTICLE III-A

NOMINATION COMMITTEE

Section 1. Nomination Committee. - The Nomination Committee shall have at least three (3) members, one of whom is an independent director. The Nomination Committee shall: (i) ensure that the Board of Directors has an appropriate balance of required industry knowledge, expertise, and skills needed to govern the Corporation towards achieving its intended goals and objectives; (ii) review and evaluate all candidates nominated to Officer positions in the Corporation that require Board approval prior to effectivity of such Officer appointments or promotions; and, (iii) shortlist, assess, and evaluate all candidates nominated to become a member of the Board.

Section 2. Nomination of Directors- Nomination of directors shall be conducted by the Nomination Committee prior to a stockholders' meeting.

All nominations shall be submitted to the Nomination Committee by any stockholder of record on or before January 30 of each year to allow the Nomination Committee sufficient time to assess and evaluate the qualifications of the nominees.

All recommendations for the nomination of independent directors shall be signed by the nominating stockholders together with the acceptance and conformity by the would-be nominees.

Section 3. List of Candidates. - After the nomination, the Committee shall prepare a List of Candidates which shall contain all the information about all the nominees for election as members of the Board of Directors, which list shall be made available to the SEC and to all stockholders through the filing and distribution of the Information Statement or Proxy Statement, or in such other reports as the Corporation will be required to submit to the SEC.

The name of the person or group of persons who recommended the nomination of the independent director(s) shall be identified in such report including any relationship with the nominee.

Only nominees whose names appear on the List of Candidates shall be eligible for election as directors. No other nominations for election as director shall be entertained after the List of Candidates shall have been prepared and finalized. No further nominations for election as director shall be entertained or allowed on the floor during the actual annual stockholders' meeting.

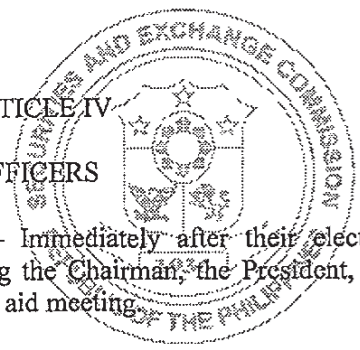
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⁷As approved by the Board of Directors in a meeting held on 28 April 2008 and by the stockholders in a meeting dated 18 July 2008

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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 aid 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,

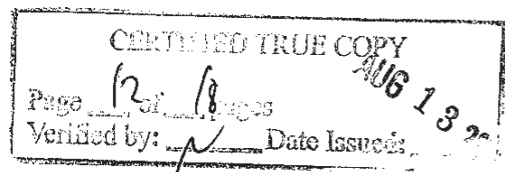
c) To have general supervision and management of the business affairs and property of the corporation;

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 statements of accounts of the corporation;

g) To prepare such statements 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, except as otherwise directed by the Board of Directors.
- j) To make reports, to the Board of Directors and stockholders;
- k) To sign; certificates of stock;
- l) To perform such other duties as are incident to his office or are entrusted to him by the Board of Directors. The President may assign the exercise or performance of any of the foregoing powers, duties and functions to any other officer(s), subject always to his supervision and control.

Section 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 and shall be the recorder, of the corporation's formal actions and transactions. He shall have the following specific powers and duties:

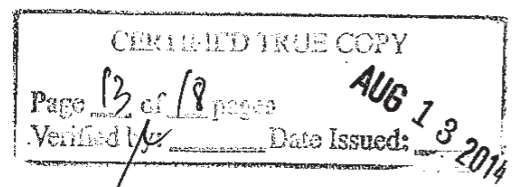
- a) To record or see to the proper recording of the minutes and transactions of all meetings of the directors and the stockholders and to maintain minute books of such meetings in the form and manner required by law;
- b) To keep or cause to be kept record books showing the details required by law with respect to the stock certificates of the corporation, including ledgers and transfer books showing all shares of the corporation subscribed, issued and transferred;
- c) To keep the corporate seal and affix to all papers and documents requiring, a seal and to attest by his signature all corporate documents requiring the same;
- d. To, attend to the giving and serving of all notices of the corporation required by law or these by laws to be given;
- e) To certify to such corporate acts, countersign corporate documents certificates and make reports or statements as may be required of him by law or by government rules and regulations.
- f) To act as the inspector at the election of directors and, as such, to determine the number of shares of stock outstanding and entitled to vote, the shares of stock represented at the meeting, the existing of a quorum, the validity and effect of proxies, and to receive votes, ballots

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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.

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 fiscal officer 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 disbursements in the books of the corporation.

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

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

d) To render an annual statement showing the financial 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.

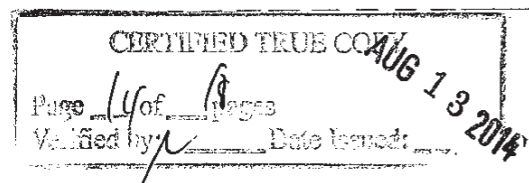
e) To prepare such financial reports, statements, certifications and other documents which may from time to time, be required by government rules and regulations and to submit the same to the proper government agencies.

f) 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

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

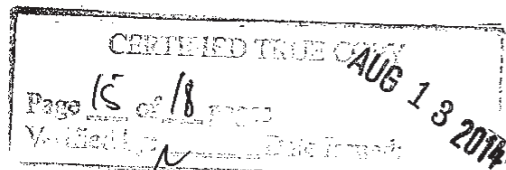
Section 2. Fiscal Year - The fiscal year of the corporation shall begin on the first day of January and end on the last day of December of each year

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

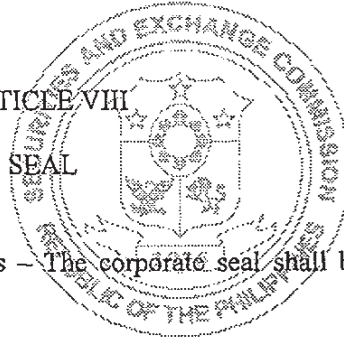
AMENDMENTS

Section 1. This 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 meeting.



ARTICLE VIII

SEAL



Section 1. Form and Inscriptions – The corporate seal shall be determined by the Board of Directors.

ARTICLE IX

ADOPTION CLAUSE

The foregoing by-laws was adopted by all the stockholders of the corporation on November 11, 1996 at the principal office of the corporation.

IN WITNESS WHEREOF, we, the undersigned stockholders present at said meeting and voting thereat in favor of the adoption of said by-laws, have hereunto subscribed our names this 11th day of November 1996 at Makati City.

(Note: 1. If filed with Articles of Incorporation, should be signed by all incorporators; 2. If filed after incorporation, should be signed by majority of the subscribers and should submit director's certificate for the adaption of the by-laws.)

(SGD) ALBERTO F. HERMOSO, JR.

(SGD) HERALDINA R. SALONGA

(SGD) NANETTE DE LEON

(SGD) ENRIQUE F. PELAEZ

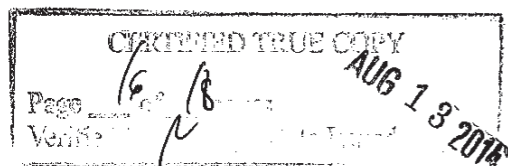
(SGD) HERMINEGILDO S. HERMOSO

Date: 7-8-2014 Time: 11:32:3 AM

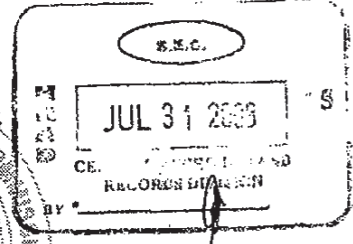
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User Name: dexter



DIRECTORS' CERTIFICATE




KNOW ALL MEN BY THESE PRESENTS:

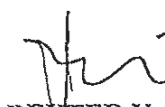
The undersigned, being the majority of the members of the Board of Directors, the Chairman and the Corporate Secretary of **TKC STEEL CORPORATION**, a corporation duly organized and existing under the laws of the Philippines, with principal office address at 16/F 88 Corporate Centre, Valero cor. Sedeno Sts., Makati City, Metro Manila, under oath, do hereby certify that the attached instrument is a true and correct copy of the Amended By-Laws of the Corporation reflecting the following amendments:

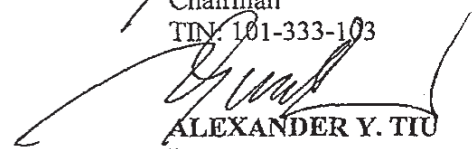
1. Article II, Section 1: change of regular meetings of stockholders to any day in July;
2. Article II, Section 8: fixing of record date;
3. Article III: inclusion of the qualifications of members of the Board of Directors including Independent Directors as required under SRC Rule 38 of the Securities Regulation Code; and,
4. Article III-A: procedure of nominations of directors.


The foregoing amendment to the By-Laws was approved and adopted by at least a majority of the members of the Board of Directors in a meeting held on April 28, 2008 and by the stockholders owning more than two-thirds (2/3) of the issued and outstanding capital stock of the Corporation in a meeting held on July 18, 2008 at the principal office of the corporation.

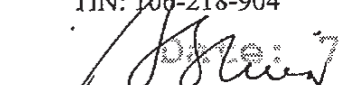
IN ATTESTATION OF THE ABOVE, this Certificate has been signed this 17th day of July 2008 at MAKATI CITY, Metro Manila.


BEN C. TIU
Chairman
TIN: 101-333-103


DEXTER Y. TIU
Director
TIN: 106-218-920


ALEXANDER Y. TIU
Director
TIN: 106-218-904


IGNATIUS F. YENKO
Director
TIN: 123-295-645

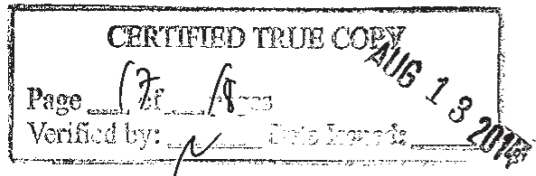

ANTHONY S. DIZON
Director
TIN: 130-475-597


PRUDENCIO SOMERA, JR.
Independent Director
TIN: 108-194-101

Date: 7-8-2014 Time: 11:32:22 AM

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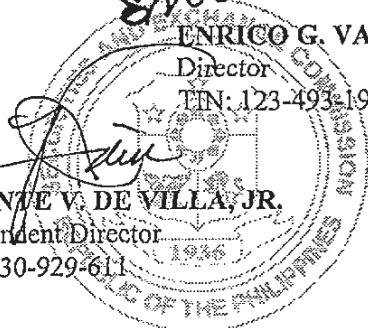
User Name: dexter



[Signature]
A. BAYANI K. TAN
 Director/Corporate Secretary
 TIN: 102-054-041

[Signature]
ENRICO G. VALDEZ
 Director
 TIN: 123-493-195

[Signature]
VICENTE V. DE VILLA, JR.
 Independent Director
 TIN: 130-929-611



SUBSCRIBED AND SWORN to before me this 17th day of JULY 2008 at **MAKATI CITY** Metro Manila, affiants having exhibited to me their Community Tax Certificates (CTC) and competent evidence of identity (CEI) as follows:

Name	CTC No. Date/Place Issued
BEN C. TIU	19458368/01.8.2008/Makati City
DEXTER Y. TIU	19323156/02.20.2008/Makati City
ALEXANDER Y. TIU	19287663/02.18.2008/Makati City
IGNATIUS F. YENKO	12231578/1.16.2008/Manila
ANTHONY S. DIZON	16383610/01.24.2008/Quezon City
PRUDENCIO SOMERA, JR.	
A. BAYANI K. TAN	01319225/03.20.2008/Manila
ENRICO G. VALDEZ	02242997/04.09.2008/Manila
VICENTE V. DE VILLA, JR.	07277801/5.9.2008/Quezon City

Doc. No. 357 ;
 Page No. 73 ;
 Book No. I ;
 Series of 2008.

[Signature]
MARIA RHODORA M. FERRER
 Notary Public for and in the City of Makati
 Appointment No. M-232 (2008-2009)
 Commission Expires on December 31, 2009
 2nd Floor, PHINSA Building
 166 Delacdo St., Legaspi Village
 Makati City, Metro Manila
 PTR No. 4347285 / January 9, 2005 / Pasig City
 IBP No. 736737 / January 10, 2008 / Bulacan
 Roll No. 54243

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Date: 7-8-2014 Time: 11:32:44 AM

www.sec.gov.ph

User Name: dexter

CERTIFIED TRUE COPY
 Page 13 of 18 pages
 Verified by: *[Signature]* Date Issued: 2014