MARKETS AND SECURITIES REGULATION DEPARTMENT

IN THE MATTER OF:

SFA SEMICON PHILIPPINES CORPORATION
(the "Petitioner")

SEC MSRD Order No. 111-2025
Series of 2025
Petition for Voluntary Revocation

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ORDER

Before this Commission is a *Petition for Voluntary Revocation of Registration of Securities and Certificate of Permit to Sell Securities to the Public* (the "Petition") filed by **SFA SEMICON PHILIPPINES CORPORATION** (the "Company" or "SSP") on 30 May 2025.[1]

In support of the *Petition,* the Company submitted the following documentary requirements set forth under Rule 13.2 of the Amended 2015 Implementing Rules and Regulations of the Securities Code (2015 SRC Rules), viz:

1. Verified Petition for Revocation of Registration;
2. Board Resolution approving the revocation, certified under oath by its Corporate Secretary and attested to by its President;
3. List of Stockholders indicating their respective shareholdings as of 30 April 2025;
4. Notice of Filing of Petition for Voluntary Revocation of Registration of Securities, reciting the facts supporting the said Petition; and
5. Copy of the official receipt representing payment of the prescribed filing fees;

Pursuant to Rule 13.2.3.1 of the 2015 SRC Rules, the *Notice of Filing of Petition for Voluntary Revocation* was published once by the Company in *BusinessWorld*, a national newspaper of general circulation, on 05 June 2025[2].

In view of the foregoing, the Commission En Banc, in its meeting dated 18 November 2025, resolved to **GRANT** the *Petition for Voluntary Revocation of Order of Registration of Securities and Certificate of Permit to Sell* of **SFA SEMICON PHILIPPINES CORPORATION,** and accordingly, the Company is hereby **RELIEVED** of its reporting obligations under Section 17.2 of the Securities and Regulation Code unless it still qualifies as a public company, subject to the following conditions:

[1] The Company paid the assessment fees on 30 May 2025.
[2] See Copy of page S2/3 of BusinessWorld dated 05 June 2025 and the Affidavit of Publication executed by Leo N. Alisgar, Billing and Collection Manager of BusinessWorld likewise dated 05 June 2025.

1. Notwithstanding the revocation, the parties shall promptly inform this Department in writing of any pertinent updates or developments concerning the appraisal rights process.

2. The Company shall continue to adhere strictly to the ongoing appraisal process in accordance with the established *Timeline* and *Guidelines* provided by the Company.

3. The Company shall maintain full transparency with its stockholders by timely disclosing all developments related to the appraisal process. Further, the Company shall obtain the vote or written assent of the stockholders representing at least two-thirds (2/3) of the outstanding capital stock approving the fair value of the dissenting shares prior to the release or payment thereof to the dissenting stockholders.

4. Any dispute arising from the appraisal process shall be resolved through the mechanisms provided under Title X, Sections 80 to 85 of the Revised Corporation Code, as may be applicable, and related laws and regulations, and the Company shall not unilaterally take actions that may prejudice the rights of the Dissenting Minority Stockholders.

The foregoing is without prejudice to the prerogative of this Department to take such further action as may be warranted against the Company, its officers, and directors, in order to ensure full compliance with the provisions of the Revised Corporation Code, Securities Regulation Code, its implementing rules and regulations, and all other applicable laws, rules, and regulations.

Let a copy of this Order of Revocation be published once in a national newspaper of general circulation at the expense of the Company, and/or uploaded at the Commission's website.

Makati City, November 18, 2025.

ATTY. OLIVER O. LEONARDO
Director