

C08073-2018

SECURITIES AND EXCHANGE COMMISSION SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES REGULATION CODE AND SRC RULE 17.2(c) THEREUNDER

1. Date of Report (Date of earliest event reported)

Dec 3, 2018

2. SEC Identification Number

A200115151

3. BIR Tax Identification No.

219045668

4. Exact name of issuer as specified in its charter

Ferronoux Holdings, Inc.

5. Province, country or other jurisdiction of incorporation

Philippines

6. Industry Classification Code(SEC Use Only)

7. Address of principal office

6th Floor, Hanston Building, F. Ortigas, Jr. Road, Ortigas Center, Pasig City

Postal Code

1605

8. Issuer's telephone number, including area code

+63 917 8078815

9. Former name or former address, if changed since last report

AG Finance, Incorporated; 16/F Citibank Tower, 8741 Paseo de Roxas, Makati City; Unit 2205A East PSE Centre, Exchange Road, Ortigas Center, Pasig City

10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common	261,824,002

11. Indicate the item numbers reported herein

Item 9

The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.

Ferronoux Holdings, Inc.

FERRO

PSE Disclosure Form 4-4 - Amendments to By-Laws **References: SRC Rule 17 (SEC Form 17-C) and** **Section 4.4 of the Revised Disclosure Rules**

Subject of the Disclosure

Amendment to By-Laws

Background/Description of the Disclosure

Please be informed that the Company shall amend the following provisions in its By-Laws:

1. Article III, Section 1-a – Increasing the number of directors to nine (9) members;
2. Article III, Section 1-b - Modifying the qualifications for eligibility and designating a lead independent director
3. Article III, Section 10 - Creating the Corporate Governance Committee which shall include the functions of the Nomination Committee
4. Article III, Section 11 – Creating the Audit Committee
5. Article III, Section 12 - Creating the Board Risk Oversight Committee
6. Article III, Section 13 - Creating the Related Party Transaction Committee
7. Article III, Section 14 – Renumbering the section on creation of other committees
8. Article IV, Section 1 – Additional restriction on concurrently held positions
9. Article IV, Section 5 – Modifying the qualifications and duties and responsibilities of the Corporate Secretary.
10. Article IV, Section 7, 8 & 9 – Creating the positions of the Compliance Officer, Chief Audit Executive and Chief Risk Officer
11. Article IV, Section 10, 11 & 12 – Renumbering sections on Term of Office, Vacancies and Compensation

**Date of Approval by
Board of Directors**

Oct 5, 2018

**Date of Approval by
Stockholders**

Dec 3, 2018

**Other Relevant
Regulatory Agency, if
applicable**

N/A

Date of Approval by Relevant Regulatory Agency, if applicable	N/A
Date of Approval by Securities and Exchange Commission	TBA
Date of Receipt of SEC approval	TBA

Amendment(s)

Article and Section Nos.	From	To
Article III, Section 1-a	SEVEN (7) Directors	Increase the number of directors to nine (9) members
Article III, Section 1-b	Independent Directors	Modify the qualifications for eligibility and designating a lead independent director
Article III, Section 10	Nomination Committee	Create the Corporate Governance Committee which shall include the functions of the Nomination Committee 4
Article III, Section 11	Other Committees	Create the Audit Committee
Article III, Section 12	-	Create the Board Risk Oversight Committee
Article III, Section 13	-	Create the Related Party Transaction Committee
Article III, Section 14	-	Renumber the section on creation of other committees
Article IV, Section 1	Election/Appointment	Added restriction on concurrently held positions
Article IV, Section 5	The Secretary	Modify the qualifications and duties and responsibilities of the Corporate Secretary
Article IV, Sections 7	Term of Office	Create the position of the Compliance Officer
Article IV, Sections 8	Vacancies	Create the position of the Chief Audit Executive
Article IV, Sections 9	Compensation	Create the position of the Chief Risk Officer
Article IV, Sections 10, 11 & 12	-	Renumber sections on Term of Office, Vacancies and Compensation

Rationale for the amendment(s)

To comply with the Code of Corporate Governance for Publicly-Listed Companies (SEC Memorandum Circular No. 19, series of 2016).

The timetable for the effectivity of the amendment(s)

Expected date of filing the amendments to the By-Laws with the SEC	TBA
Expected date of SEC approval of the Amended By-Laws	TBA

Effect(s) of the amendment(s) to the business, operations and/or capital structure of the Issuer, if any

N/A

Other Relevant Information

Amended disclosure to indicate the date of the approval of the amendments to the By-Laws by the stockholders of the Corporation.

Filed on behalf by:

Name	Manuel Gonzalez
Designation	Corporate Secretary