

# 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)  
Apr 8, 2020
2. SEC Identification Number  
A200115151
3. BIR Tax Identification No.  
219-045-668-000
4. Exact name of issuer as specified in its charter  
Ferronoux Holdings, Inc. (formerly, AG Finance, Incorporated)
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 / (02) 8888-4762
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 7-1 - Notice of Annual or Special Stockholders' Meeting

*References: SRC Rule 17 (SEC Form 17-C) and  
Sections 7 and 4.4 of the Revised Disclosure Rules*

#### Subject of the Disclosure

Postponement of stockholders' meeting

#### Background/Description of the Disclosure

During the meeting of the Board of Directors on April 8, 2020, the Board of Directors resolved to postpone the schedule of the Annual Stockholders' Meeting (ASM) which, under the By Laws of the Corporation, is scheduled on the last Friday of June to August 25, 2020.

The foregoing postponement of the ASM is rendered necessary in order to be able to comply with the regulatory deadlines for the required notices and information statements that will be affected due to the enhanced community quarantine implemented by the Philippine government to stop the spread of COVID-19 virus.

#### Type of Meeting

- ☒ Annual  
☐ Special

Date of Approval by Board of Directors	Apr 8, 2020
Date of Stockholders' Meeting	Aug 25, 2020
Time	TBA
Venue	TBA
Record Date	TBA
Agenda	TBA

#### Inclusive Dates of Closing of Stock Transfer Books

Start Date	TBA
End Date	TBA

**Other Relevant Information**

Other details of the 2020 Annual Stockholders' Meeting of the Company are still being finalized. The Company will immediately provide the necessary disclosure and notices as soon these details are finalized.

In compliance with the Notice dated April 3, 2020 issued by the Securities Exchange Commission on the (1) Filing of SEC Form 17-LC, in lieu of a Written Request for Extension of Filing 17-A or 17-Q Reports; and (2) Filing of the Notice of Postponement of Annual Stockholders Meeting, attached is the certification issued by the Corporate Secretary of the Corporation attesting to the resolution of the board of directors with respect to the postponement of the ASM.

**Filed on behalf by:**

<b>Name</b>	Manuel Gonzalez
<b>Designation</b>	Corporate Secretary

## SECRETARY'S CERTIFICATE

I, **MANUEL Z. GONZALEZ**, Filipino, of legal age, with office address at 33rd Floor, The Orient Square Building, F. Ortigas, Jr. Road, Ortigas Center, Pasig City, after having been duly sworn in accordance with law, hereby certify that:

1. I am the duly appointed and incumbent Corporate Secretary and duly authorized representative of **FERRONOUX HOLDINGS, INC. (formerly, AG FINANCE, INC.)** with SEC registration number A200115151 (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Philippines with principal office address at the 6<sup>th</sup> floor, Hanston Building, F. Ortigas, Jr. Road, Ortigas Center, Pasig City,.

2. At the duly constituted meeting of the Board of Directors of the Corporation held on April 8, 2020, at which meeting the required quorum was present and acting throughout, the following resolutions were passed and approved by the affirmative vote of the members of the Board of Directors present at the meeting:

**"WHEREAS**, under the Amended By-Laws of **FERRONOUX HOLDINGS, INC.** (the '**Corporation**'), the Annual Stockholders' Meeting of the Corporation is scheduled to be held every last Friday of June of each year;

**"WHEREAS**, in order to abate the spread of COVID-19 virus in the country, the Philippine government has implemented the Enhanced Community Quarantine and Stringent Distancing Measures (the "Enhanced Community Quarantine") over the entire Metro Manila effective on March 17, 2020 and expiring on April 30, 2020;

**"WHEREAS**, due to the imposed Enhanced Quarantine, the postponement of the Annual Stockholders' Meeting of the Corporation is rendered necessary in order for the Corporation to comply with the regulatory deadlines for the required notices and information statements that will be affected by the Enhanced Community Quarantine;

**"RESOLVED, AS IT IS HEREBY RESOLVED**, that Board of Directors of the Corporation has approved the postponement of the 2020 Annual Stockholders' Meeting of the Corporation to August 25, 2020 or such other different date as the Board may deem to the best interest of the Corporation.

**"RESOLVED, FINALLY**, that the foregoing resolution shall continue to have full force and effect until the same are repealed, amended and/or superseded by a subsequent resolution to the contrary."

3. The Corporation will comply with the guidelines for the alternative filing of reports and/or documents through electronic mail (email) with the Securities and Exchange Commission (the Commission) through the Corporate Governance and Finance Department

(CGFD) issued on March 20, 2020 in light of the imposition of the Enhanced Community Quarantine (Quarantine) and Stringent Social Distancing Measures over Luzon to prevent the spread of the 2019 Coronavirus Disease (COVID-19).

4. The information contained in the SEC Form 17-C Report (the 17-C Report) submitted via email to the CGFD on April 8, 2020 is true and correct to the best of my knowledge.

5. On behalf of the Corporation, I hereby undertake to submit hard or physical copies of the 17-C Report with proper notarization and certification within ten (10) calendar days from the date of the lifting of the Enhanced Community Quarantine and resumption of the Commission's normal working hours.

6. I am fully aware that non-submission of hard or physical copies of reports as well certification that they refer to one and the same document submitted online, within ten (10) calendar days from the lifting of the Enhanced Community Quarantine and resumption of the Commission's normal working hours, shall invalidate the reports, applications, compliance, requests, and other documents submitted via email. Hence, the corresponding penalties under existing rules and regulations of the Commission shall apply without prejudice to the imposition of penalties under Section 54 of the Securities Regulation Code and other applicable existing rules and regulations for failure to comply with the order of the Commission.

7. I am executing this Certification on April 8, 2020 to attest to the truthfulness of the foregoing facts and for whatever legal purpose it may serve.

**IN WITNESS WHEREOF**, I have hereunto set my hand this day of \_\_\_\_\_ at Pasig City, Metro Manila Philippines.



**MANUEL Z. GONZALEZ**

Corporate Secretary

Driver's License No. N11-83-030082

**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. April 8, 2020  
Date of Report (Date of earliest event reported)
2. SEC Identification Number A20115151 3. BIR Tax Identification No. 219-045-668-000
4. Ferronoux Holdings, Inc. (formerly, AG Finance, Incorporated)  
Exact name of issuer as specified in its charter
5. Philippines 6.  (SEC Use Only)  
Province, country or other jurisdiction of incorporation Industry Classification Code:
7. 6<sup>th</sup> Floor, Hanston Building, F. Ortigas, Jr.  
Road, Ortigas Center, Pasig City 1605  
Address of principal office Postal Code
8. +63 917 8078815 / (02) 8888-4762  
Issuer's telephone number, including area code
9. AG Finance, Incorporated; 16/F Citibank Tower, 8741 Paseo de Roxas, Makati City; Unit  
2205A East PSE Centre, Exchange Road, Ortigas Center, Pasig City  
Former name or former address, if changed since last report
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<br>Outstanding and Amount of Debt<br>Outstanding |
|---------------------|---|
| <b>Common</b>       | 261,824,002   |
11. Indicate the item numbers reported herein: Item 9 (12)

**Item 9. Postponement of stockholders' meeting –**

During the meeting of the Board of Directors on April 8, 2020, the Board of Directors resolved to postpone the schedule of the Annual Stockholders' Meeting (ASM) which, under the By Laws of the Corporation, is scheduled on the last Friday of June to August 25, 2020.

The foregoing postponement of the ASM is rendered necessary in order to be able to comply with the regulatory deadlines for the required notices and information statements that will be affected due to the enhanced community quarantine implemented by the Philippine government to stop the spread of COVID-19 virus.

Other details of the 2020 Annual Stockholders' Meeting of the Company are still being finalized. The Company will immediately provide the necessary disclosure and notices as soon these details are finalized.

In compliance with the Notice dated April 3, 2020 issued by the Securities Exchange Commission on the (1) Filing of SEC Form 17-LC, in lieu of a Written Request for Extension of Filing 17-A or 17-Q Reports; and (2) Filing of the Notice of Postponement of Annual Stockholders Meeting, attached is the certification issued by the Corporate Secretary of the Corporation attesting to the resolution of the board of directors with respect to the postponement of the ASM.

**SIGNATURES**

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**FERRONOUX HOLDINGS, INC.**  
**(formerly, AG FINANCE, INCORPORATED)**

Issuer

Date: April 8, 2020

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**MANUEL Z. GONZALEZ**

Corporate Secretary