



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

Ground Floor, Secretariat Building, PICC
City Of Pasay, Metro Manila

COMPANY REG. NO. A200115151

**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

FERRONOUX HOLDINGS, INC.

(Amending Articles III & VI thereof)

copy annexed, adopted on June 08, 2018 and October 05, 2018 by majority vote of the Board of Directors and on December 03, 2018 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 a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 15 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019, 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/lending company and time shares/club shares/membership certificates issuers or selling agents thereof; nor to operate a fiat money to virtual currency exchange. 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 set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 29th day of July, Twenty Nineteen.


DANIEL P. GABUYO

Assistant Director
SO Order 1188 Series of 2018

COVER SHEET

for Applications at COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

Amended AOI and By-Laws

SEC Registration Number

A 2 0 0 1 1 5 1 5 1

Former Company Name

F E R R O N O U X H O L D I N G S , I N C .
(F O R M E R L Y A G F I N A N C E)
[Empty space for former company name]

AMENDED TO:
New Company Name

[Empty space for new company name]

Principal Office (No./Street/Barangay/City/Town)Province)

6 T H F L O O R H A N S T O N B U I L D I N G
F . O R T I G A S J R . R D . O R T I G A S
P A S I G C I T Y 1 6 0 0
[Empty space for principal office address]

COMPANY INFORMATION

Company Email Address

[Empty space for company email address]

Company's Telephone Number/s

[Empty space for company telephone number]

Mobile Number

[Empty space for mobile number]

CONTACT PERSON INFORMATION

The designated person **MUST** be a Director/Trustee/Partner/Officer/Resident Agent of the Corporation

Name of Contact Person

Gwyneth S. Ong

Email Address

[Redacted email address]

Telephone Number/s

[Redacted telephone number]

Mobile Number

[Empty space for mobile number]

Contact Person's Address

[Redacted contact person's address]

Assigned Processor

To be accomplished by CRMD Personnel

Date

Signature

[Empty space for assigned processor date]

[Empty space for assigned processor signature]

Document I.D.

[Empty space for document I.D.]

Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

- ☐ Corporate and Partnership Registration Division
- ☐ Green Lane Unit
- ☐ Financial Analysis and Audit Division
- ☐ Licensing Unit
- ☐ Compliance Monitoring Division

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**AMENDED ARTICLES OF INCORPORATION
OF**

FERRONOUX HOLDINGS, INC.

[Formerly AG FINANCE INCORPORATED]

(As amended by the Board of Directors on 7 April 2017 and by the Stockholders owning at least two - thirds (2/3) of the outstanding capital stock on 11 December 2017)

KNOWN ALL MEN BY THESE PRESENTS:

THAT, WE, all of whom are residents of the Republic of the Philippines, have on this date voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Republic of the Philippines.

AND WE DO HEREBY CERTIFY:

FIRST: That the name of the said corporation shall be:

"FERRONOUX HOLDINGS, INC."

(As amended by the Board of Directors on 7 April 2017 and by the Stockholders owning at least two-thirds (2/3) of the outstanding capital stock on 11 December 2017)

SECOND: That the purpose for which said corporation is formed are:

PRIMARY

That the primary purpose or objects for which the Corporation is formed are:

To acquire by purchase, exchange, assignment, gift or otherwise, and to hold, own and use for investment or otherwise, and to sell, assign, transfer, exchange, lease, let, develop, mortgage, pledge, deal in, and with, and otherwise operate, enjoy and dispose of, any and all properties of every kind and description and whatsoever situated, as to and to the extent permitted by law, including but not limited to bonds, debentures, promissory notes, shares of stock, or other securities or obligations, created, negotiated or issued by any corporation, association, or other entity, foreign or domestic and while the owner, holder or possessors thereof, to exercise all the rights, powers and privileges of ownership or any other interest therein, including the right to receive, collect and dispose of, any and all dividends interest and income derived therefrom, and the right to vote on any proprietary or other interest, on an shares of the capital stock and u on an bonds debentures or other securities having voting power, so owned or held and provided that it shall not engage in the business of an open-end or close-end investment company as defined in the Investment Company Act (Republic Act 2629), or act as securities broker or dealer of securities. *(As amended by the Board of Directors on 6 March 2015 and by the Stockholders owning at least two-thirds (2/3) of the outstanding capital stock on 11 December 2017)*

SECONDARY

1. To purchase, acquire, own, lease, sell and convey real properties such as land, buildings, factories and warehouses and machinery, equipment and other personal properties as may be necessary or incidental to the conduct of the corporate business, and to pay in cash, shares

of its capital stock, debentures and other evidences of indebtedness, or other securities, as may be deemed expedient, for any business or property acquired by the corporation.

2. To borrow or raise money necessary to meet the financial requirements of its business by the issuance of bonds, promissory notes and other evidences of indebtedness, and to secure the repayment thereof by mortgage, pledge, deed or trust or lien upon the properties of the corporation or to issue pursuant to law shares of its capital stock, debentures and other evidences of indebtedness acquired by the corporation or for money borrowed in the prosecution of its lawful business.

3. To invest and deal with the money and properties of the corporation in such manner as may from time to time be considered wise or expedient for the advancement of its interests and to sell, dispose of or transfer the business, properties and goodwill of the corporation or any part thereof for such consideration and under such terms as it shall see fit to accept;

4. To aid in any manner any corporation, association, or trust estate, domestic or foreign, or any firm or individual, any shares of stock in which or any bonds, debentures, notes, securities, evidences of indebtedness, contracts or obligations of which are held by or for this corporation, directly or indirectly or through other corporations or otherwise.

5. To enter into any lawful arrangements for sharing profits, union of interest, unitization or farm-out agreement, reciprocal concession or cooperation with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, in the carrying of any business or transaction deemed, necessary, convenient or incidental to carrying out of any of the purposes of this corporation;

6. To acquire or obtain from any government or authority, national, provincial, municipal or otherwise, or any corporation, company or partnership or person such charter, contracts, franchise, privileges, exemption, licenses and concessions as may be conducive to any of the objects of the corporation;

7. To establish and operate one more branch offices or agencies and to carry on any or all of its operations and business without any restriction as to place or amount including the right to hold, purchase or otherwise acquire, lease, mortgage, pledge and convey or otherwise deal in and with real and personal property anywhere within the Philippines;

8. To conduct and transact any and all lawful business, and to do or cause to be done any one or more of the acts and things herein set forth as its purposes, within or without the Philippines, and in any and all foreign countries and to do everything necessary, desirable or incidental to the accomplishment of the purposes or the exercise of any one or more of the powers

herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation.

THIRD: That the place where the principal office of the corporation is, to be established or located is at 6th Floor, Hanston Building, F. Ortigas, Jr. Road, Ortigas Center, Pasig City. (As amended by the Board of Directors on 8 June 2018 and by the Stockholders owning at least two-thirds (2/3) of the outstanding capital stock on December 3, 2018.)

FOURTH: The term for which said corporation is to exist is fifty (50) years from and after the date of issuance of the Certificate of Incorporation.

FIFTH: The names, nationalities and addresses of the incorporators of said corporation are as follows:

Name	Nationality	Address
Mario M. Tongson		
Sharone O. King		
Dominador R. Aytona		
Lorna P. Pangilinan		
Maria Paz I. Diokno		
Fernando P. Po		
Valentin M. Panaguinton		

SIXTH: That the number of directors of said corporation shall be Nine (9) and the names, nationalities and residences of the directors who, are to serve until their successors are elected and qualified, as provided by the By-Laws, are as follows: (As amended by the Board of Directors on 5 October 2018 and by the Stockholders owning at least two-thirds (2/3) of the outstanding capital stock on December 3, 2018.)

Name	Nationality	Address
Mario M. Tongson		
Sharone O. King		
Dominador R. Aytona		
Lorna P. Pangilinan		
Maria Paz I. Diokno		
Fernando P. Po		
Valentin M. Panaguinton		

SEVENTH: That the authorized capital stock of the corporation is **FIVE HUNDRED FIFTY MILLION PESOS** (PhP 550,000,000.00) and said capital stock is divided into **FIVE HUNDRED FIFTY MILLION** (550,000,000.00) shares of common stock with a par value of **ONE PESO** (PhP 1.00) each. *(As amended on 29 June 2012).*

No stockholder of the Corporation, because of his/ its ownership of stock, has a preemptive right to purchase, subscribe for or take any part of any stock or of any other securities convertible into or carrying options or warrants to purchase stock of the Corporation. Any part of such stock of or other securities may, at anytime, be issued, optioned for sale, and sold or disposed of by the Corporation pursuant to resolution of the Board of Directors, to such person and upon such terms as such Board may deem proper, without first offering such stock or securities or any part thereof to existing stockholders. This restriction shall be printed on the stock certificates of the Corporation. *(As amended on 13 March 2013).*

EIGHTH: That at least 25% of the authorized capital stock has been subscribed and at least 25% of the total subscription has been paid as follows:

Name	Nationality	No. of Shares	Amount Subscribed	Amount Paid
Asian Silver Estates, Inc.		3,450,000	Php 3,450,000.00	Php 3,450,000.00
Axelerando Holdings, Inc.		1,499,998	Php 1,499,998.00	Php 1,499,998.00
Mario M. Tongson		10,000	Php 10,000.00	Php 10,000.00
Sharone O. King		10,000	Php 10,000.00	Php 10,000.00
Dominador R. Aytona		10,000	Php 10,000.00	Php 10,000.00
Lorna P. Pangilinan		10,000	Php 10,000.00	Php 10,000.00
Maria Paz I. Diokno		10,000	Php 10,000.00	Php 10,000.00
Fernando P. Go		1	Php 1.00	Php 1.00
Valentin M. Panaguinton		1	Php 1.00	Php 1.00
TOTAL		5,000,000	Php 5,000,000	Php 5,000,000

NINTH: No transfer of stock or interest which would reduce the stock ownership of Filipino citizens to less than the required percentage of the capital stock as provided by existing laws shall be allowed or permitted to be recorded in the proper books of corporation and this restriction shall be indicated in the stock certificates issued by the corporation.

TENTH: That **SHARONE O. KING** has been elected by the subscribers as Treasurer of the corporation to act as such until his/ her successor is duly elected and shall have qualified in accordance with the by-laws; and that, as such Treasurer, he / she has been authorized to receive for the corporation, and to issue in its name receipts for, all subscription paid in by the subscribers.

ELEVENTH: That the corporation manifests its willingness to change its corporate name in the event another person, firm or entity has acquired a prior right to use the said firm name or one deceptively or confusingly similar to it.

IN WITNESS WHEREOF, we have hereunto set our hands, this _____ day of
_____ at Makati City, Philippines.

SIGNED
MARIO M. TONGSON

SIGNED
SHARON O. KING

SIGNED
DOMINADOR R. AYTONA

SIGNED
LORNA P. PANGILINAN

SIGNED
MA. PAZ I. DIOKNO

SIGNED
FERNANDO P. GO

SIGNED
VALENTIN M. PANAGUITON

SIGNED IN THE PRESENCE OF:

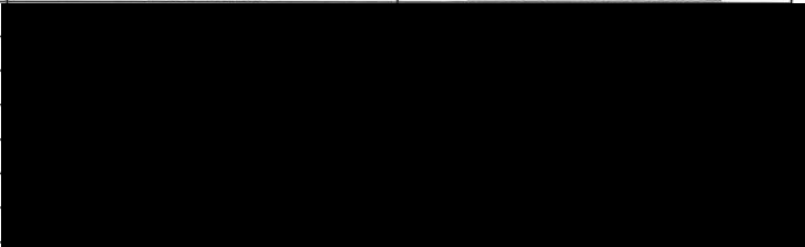
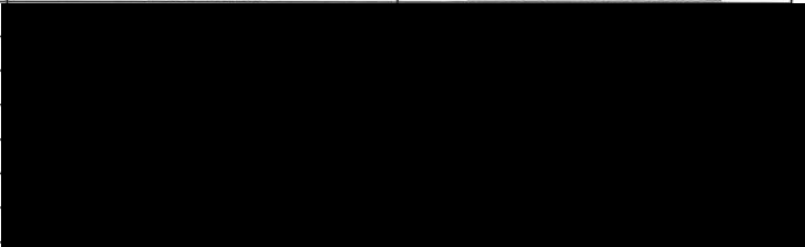
SIGNED (illegible)

SIGNED (illegible)

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
CITY OF MAKATI)S.S.

BEFORE ME, a Notary Public, in and for the City of Makati, Philippines, this 1st day of October 2001, personally appeared:

<u>NAME</u>	<u>CTC No.</u>	<u>Date & Place Issued</u>
Mario M. Tongson		
Sharone O. King		
Dominador R. Aytona		
Lorna P. Pangilinan		
Ma. Paz I. Diokno		
Fernando P. Go		
Valentin M. Panaguiton		

all known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation and they acknowledge to me that the same is their free and voluntary act and deed and of the corporation of which he represents.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal on the date and at the place first above-written.

MICHAEL REX O. CELIZ
Notary Public
Until 31 December 2001



Doc. No. 87;
Page No. 18;
Book No. XII;
Series of 2001.

REPUBLIC OF THE PHILIPPINES)
PASIG CITY) S.S.

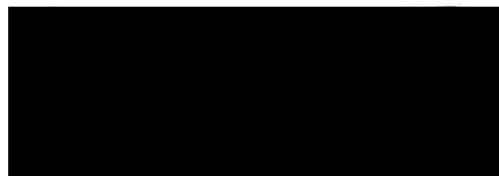
SECRETARY'S CERTIFICATE

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

1. I am the incumbent Corporate Secretary of **FERRONOUX HOLDINGS, INC.** (hereinafter, the "Corporation"), a corporation duly organized and existing under and by virtue of Philippine laws, with office address at 6th Floor, Hanston Building, F. Ortigas, Jr. Road, Ortigas Center, Pasig City.

2. To the best of my knowledge, no action or proceeding has been filed or is pending before any court involving an intra-corporate dispute and/or claim by any person or group against the Board of Directors, individual directors and/or major corporate officers of the Corporation as its duly elected and/or appointed directors and officers or vice versa.

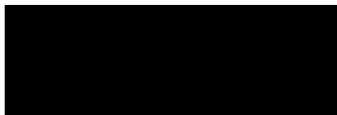
IN WITNESS WHEREOF, I have hereunto set my hand this day of JUL 10 2019 at Pasig City, Metro Manila Philippines.



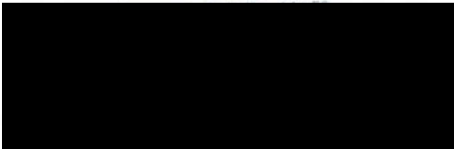
MANUEL Z. GONZALEZ
Corporate Secretary

SUBSCRIBED AND SWORN to before me this day of JUL 10 2019, affiant exhibited to me his Tax Identification No. 166-201-040.

Doc No.: 41 ;
Page No.: 10 ;
Book No.: I ;
Series of 2019.



ARLEO ANTONIO R. MAGTIBAY, JR.
Appointment No. 177 (2019-2020)
Notary Public for Pasig City, Pateros and San Juan
Until December 31, 2020



**DIRECTORS' CERTIFICATE OF AMENDMENT OF THE
ARTICLES OF INCORPORATION
OF**

FERRONOUX HOLDINGS, INC.



KNOW ALL MEN BY THESE PRESENTS:

The undersigned Corporate Secretary and at least a majority of the Board of Directors of **Ferronoux Holdings, Inc.** (the "Corporation") do hereby certify that, at the special meetings of the Board of Directors held on June 8, 2018 at 6th Floor, Hanston Building, F. Ortigas, Jr. Road, Ortigas Center, Pasig City, and on October 5, 2018, held at the same place, these amendments were unanimously approved, and at the annual meeting of the shareholders of the Corporation called for the purpose of amending the Articles of Incorporation held on December 3, 2018 at Club Filipino, Club Filipino Avenue corner Eisenhower Street, Greenhills, San Juan City, at which meeting, shareholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation were present or represented, the following resolutions were, by unanimous vote of the shareholders present/represented, ratified:

"RESOLVED, that the Corporation be hereby authorized to amend its Amended Articles of Incorporation to: (i) change its principal office from Metro Manila, Philippines to 6th Floor, Hanston Building, F. Ortigas, Jr. Road, Ortigas Center, Pasig City and (ii) to increase the number of directors from six (6) to nine (9);

"RESOLVED, FURTHER, to amend Article Third of the Articles of Incorporation of the Corporation to read as follows:

'THIRD: That the place where the principal office of the corporation is, to be established or located is at 6th Floor, Hanston Building, F. Ortigas, Jr. Road, Ortigas Center, Pasig City.'

"RESOLVED, FURTHER, to amend Article Sixth of the Articles of Incorporation of the Corporation to read as follows:

'SIXTH: That the number of directors of said corporation shall be Nine (9) and the names, nationalities and residences of the directors who, are to serve until their successors are elected and qualified, as provided by the By-Laws, are as follows:'

"RESOLVED, FINALLY, that any one (1) of the President, Corporate Secretary or any Director of the Corporation be authorized and empowered to submit or cause the submission of a copy of the Amended Articles of Incorporation of the Corporation, certified by a majority of the stockholders and the Corporate Secretary, to the Securities and Exchange Commission, to sign, execute and deliver any and all documents and deeds, and to do any and all acts, necessary and proper, to give the foregoing resolutions force and effect."

A copy of the Amended Articles of Incorporation embodying the foregoing amendments is hereto attached. *gr*

JUN 20 2019

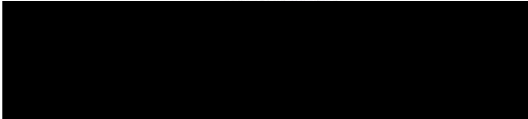
IN WITNESS WHEREOF, we have hereunto signed these presents on this _____ at
CITY OF MANILA, Philippines. *SC*



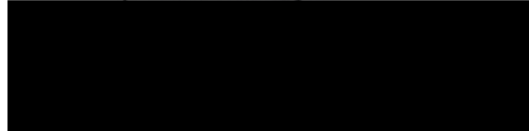
Michael C. Cosiquien
MICHAEL C. COSIQUIEN
Chairman



Jesus G. Chua, Jr.
JESUS G. CHUA, JR.
Vice Chairman



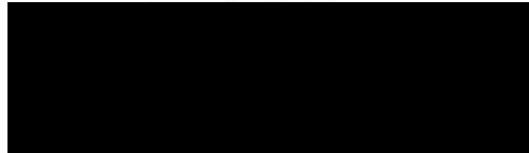
Yeric C. Cosiquien
YERIK C. COSIQUIEN
Director



Irving C. Cosiquien
IRVING C. COSIQUIEN
Director



Michelle Joan G. Tan
MICHELLE JOAN G. TAN
Director



Alfred S. Jacinto
ALFRED S. JACINTO
Independent Director



Mathew John Gonong Almogino
MATHEW JOHN GONONG ALMOGINO
Independent Director

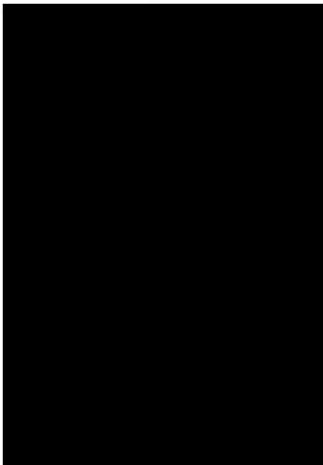


Manuel Z. Gonzalez
MANUEL Z. GONZALEZ
Corporate Secretary



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SUBSCRIBED AND SWORN to before me this JUN 20 2019, affiants exhibiting to me competent proofs of their identity, to wit:

<u>Name</u>	<u>Valid I.D.</u>
Michael C. Cosiquien	
Jesus G. Chua, Jr.	
Yerik C. Cosiquien	
Irving C. Cosiquien	
Michelle Joan G. Tan	
Alfred S. Jacinto	
Mathew-John Gonong Almogino	
Manuel Z. Gonzalez	

known to me and to me known to be the same persons who executed the foregoing instrument and acknowledged to me that the same is their free and voluntary act and deed.

WITNESS MY HAND AND SEAL, this JUN 20 2019 at _____, Philippines.

Doc. No. M1
Page No. 50
Book No. _____; 6
Series of 2019.



ATTY. JOHN EDWARD TRINIDAD ANG
Notary Public for Manila -UNTIL 12/31/2020
Notarial Commission No. 2018-117

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N

MARKETS & SECURITIES REGULATION DEPARTMENT

July 5, 2019

FERRONOUX HOLDINGS, INC.

16th Floor Citibank Tower
8741 Paseo De Roxas
Makati City
Tel. No. 833-0769
Fax No. 856-7976

ATTENTION: MICHAEL C. COSIQUIEN
President

Gentlemen:

This is in connection with your request for comment/or recommendation relative to your company's application for approval of the **amendment to its Articles of Incorporation** embodying the following:

1. **Third Article** on principal office address from Metro Manila, Philippines to 6th Floor, Hanston Building, F. Ortigas, Jr. Road, Ortigas Center, Pasig City and
2. **Sixth Article** to increase the number of directors from six (6) to nine (9).

We do not interpose any objection to your application provided that once the application has been approved, Ferronoux Holdings, Inc. shall file a duly accomplished **Current Report (SEC Form 17-C)** disclosing therein the Commission's approval of said amendment with the Commission's Central Receiving and Records Division, within five (5) days from the approval of the Amended Articles of Incorporation.

The company is also reminded to file an amended General Information Sheet (GIS) within seven (7) days after such change accrued or become effective.

However, considering that the amendment on the Articles of Incorporation and By-Laws relate to matters that of significance to good corporate governance practice, please refer the same to Corporate Governance and Finance Department for its comments.

Our Department nonetheless defers to the discretion of the Commission's Company Registration and Monitoring Department (CRMD) considering that it has primary jurisdiction over registration of corporations and partnerships in general, as well as amendments to Articles of Incorporation and By-laws. Furthermore, our comments or recommendations are limited merely to this Department's regulatory requirements and does not cover the substance of the application with respect to compliance with the Corporation Code of the Philippines, except for the foregoing observation.

This comment is without prejudice to the prerogative of this Department to act later against the subject entity, if warranted, to ensure full compliance with the provisions of the Securities Regulation Code, its implementing rules and regulations, and other pertinent laws, rules and regulations, as may be necessary and applicable under the circumstances.

Very truly yours,


VICENTE GRACIANO P. FELIMONIO, JR.
Director