



11. Indicate the item numbers reported herein: **Item 9 - Other Events**

During the meeting of the Board of Directors of CEMEX Holding Philippines, Inc. ("CHP") held on April 2, 2019, the Board of Directors approved or confirmed, as the case may be, the following:

1. The Annual Meeting of Stockholders ("AMS") shall be held on June 5, 2019 (Wednesday) at the Mayuree 1 Grand Ballroom, DUSIT THANI MANILA, Ayala Centre, Makati City, Metro Manila, Philippines. However, if June 5, 2019 is declared a national holiday, the AMS shall instead be on June 6, 2019.
2. The AMS will start at 9:00am and registration for attendees will open at 8:00am.
3. The record date for determination of the stockholders entitled to notice of and to vote at the said AMS shall be May 10, 2019.
4. The deadline for the submission by stockholders of proxies or instruments authorizing their respective attorneys-in-fact to attend and vote during the AMS shall be on May 24, 2019 at 5:00pm. Said proxies or instruments must be submitted to the Corporate Secretary at the principal office of CHP.
5. Written nominations for individuals who shall stand for election to CHP's Board of Directors during the AMS must be submitted to the Corporate Secretary at the principal office of CHP no later than 5:00pm on April 17, 2019.

The Board of Directors also passed and approved the resolutions pertaining to the following matters which shall be included among the items on the agenda for the AMS for the approval of shareholders:

- (a) authorizing the amendment of the Seventh Article of the Amended Articles of Incorporation of the Corporation pertaining to the increase in authorized capital stock from Five Billion One Hundred Ninety Five Million Three Hundred Ninety Five Thousand Four Hundred Fifty Four Pesos (Php 5,195,395,454.00) divided into Five Billion One Hundred Ninety Five Million Three Hundred Ninety Five Thousand Four Hundred Fifty Four (5,195,395,454) common shares with a par value of One Peso (Php1.00) per share to Eighteen Billion Three Hundred Ten Million Three Hundred Ninety Five Thousand Four Hundred Fifty Four Pesos (Php 18,310,395,454) divided into Eighteen Billion Three Hundred Ten Million Three Hundred Ninety Five Thousand Four Hundred Fifty Four (18,310,395,454) common shares with a par value of One Peso (Php1.00) per share.

The rationale for the amendment is for the ability to raise equity capital including, but not limited to, a rights offering, that CHP may undertake, subject to the final decision and approval of the Board of Directors. CHP is potentially looking to raise up to US\$250m which would allow the Corporation to improve its capital structure, fully fund the ongoing Solid Cement plant expansion and provide balance sheet flexibility. This amendment is a result of the evaluation of different funding options communicated during CHP's 4Q'18 conference held in February.

Following this capital raising exercise, any unissued shares will be kept in the form of authorized but unissued share capital and CHP currently has no plans for any further fundraising."

- (b) authorizing the amendment of Section 1 of the Third Article of the Amended By-laws of the Corporation pertaining to the powers of the corporation to include the authority of



the Board of Directors to, for and on behalf of the Corporation, guarantee the obligations of, and provide financial support to, any of its subsidiaries and affiliates.

The rationale for the amendment is to give the Corporation flexibility to provide financial assistance or support to its subsidiaries and/or affiliates.

- (c) approving the audited Consolidated Financial Statements of CHP and its subsidiaries and the Separate Financial Statements of CHP, as at and for the years ended December 31, 2018 and December 31, 2017 (and CHP's SEC Form 17-A (the Annual Report) which shall be filed with the Securities and Exchange Commission, the Bureau of Internal Revenue and the Philippine Stock Exchange
- (d) approving the nomination of R.G. Manabat & Co. as the external auditor of CHP and its subsidiaries for the year 2019

The final agenda for the AMS will be confirmed in due course.

#### 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.

CEMEX HOLDINGS PHILIPPINES, INC.  
Issuer

2 April 2019  
Date

  
Jannette Virata Sevilla  
Corporate Secretary





## NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

Notice is hereby given that **CEMEX HOLDINGS PHILIPPINES, INC.** (the “Corporation”) will hold its Annual Meeting of Stockholders (“AMS”) on June 5, 2019 at 9:00 a.m. at the Mayuree 1 Grand Ballroom, DUSIT THANI MANILA, Ayala Centre, Makati City, Metro Manila, Philippines. However, if June 5, 2019 is declared a national holiday, the AMS shall instead be on June 6, 2019.

The Record Date for the determination of stockholders entitled to notice of, and to vote at, the said meeting is fixed at the close of trading hours on May 10, 2019.

Among the matters proposed to be taken up during this AMS are:

1. Approval of the 2018 Annual Report and the Audited Financial Statements as of December 31, 2018
2. Ratification and Approval of the Acts of the Board of Directors and Management since the Annual Meeting of Stockholders held on June 6, 2018
3. Election of the Board of Directors

Written nominations for members of the Corporation’s Board of Directors who shall stand for election during the AMS must be submitted to the Corporate Secretary at the principal office of CHP no later than 5:00pm on April 17, 2019. Only a stockholder entitled to notice of and to vote at the AMS for the election of directors shall be qualified to be nominated as a member of the Board of Directors of the Corporation.

4. Appointment of External Auditor of the Corporation for the year 2019
5. Amendment of the Seventh Article of the Amended Articles of Incorporation of the Corporation to the increase in authorized capital stock from Five Billion One Hundred Ninety Five Million Three Hundred Ninety Five Thousand Four Hundred Fifty Four Pesos (Php 5,195,395,454.00) divided into Five Billion One Hundred Ninety Five Million Three Hundred Ninety Five Thousand Four Hundred Fifty Four (5,195,395,454) common shares with a par value of One Peso (Php1.00) per share to Eighteen Billion Three Hundred Ten Million Three Hundred Ninety Five Thousand Four Hundred Fifty Four Pesos (Php 18,310,395,454) divided into Eighteen Billion Three Hundred Ten Million Three Hundred Ninety Five Thousand Four Hundred Fifty Four (18,310,395,454) common shares with a par value of One Peso (Php1.00) per share

The rationale for the amendment is for the ability to raise equity capital including, but not limited to, a rights offering, that the Corporation may-undertake, subject to the final decision and approval of the Board of Directors. The Corporation is potentially looking to raise up to US\$250m which would allow it to improve its capital structure, fully fund the ongoing Solid Cement plant expansion and provide balance sheet flexibility. This amendment is a result of the evaluation of different funding options communicated during CHP 4Q’18 conference held in February 2019.

Following this capital raising exercise, any unissued shares will be kept in the form of authorized but unissued share capital and the Corporation currently has no plans for any further fundraising.

6. Amendment of Section 1 of the Third Article of the Amended By-laws of the Corporation to include the authority of the Board of Directors to, for and on behalf of the Corporation, guarantee the obligations of, and provide financial support to, any of its subsidiaries and affiliates

The rationale for the amendment is to give the Corporation flexibility to provide financial assistance or support to its subsidiaries and/or affiliates.

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**THE FINAL AGENDA FOR THE MEETING WILL BE CONFIRMED IN DUE COURSE AND WILL BE CONTAINED IN THE INFORMATION STATEMENT.** The Information Statement is expected to be released on or before May 15, 2019.

The registration process for attendees of the AMS will start at 8:00 a.m. Stockholders are requested to present valid proof of identification, such as driver's license, passport, company ID or SSS/GSIS ID upon registration.

For more information regarding the Annual Meeting of Stockholders, please contact:

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*We are not soliciting your proxy.* However, in the event that you are unable to attend the meeting but wish to be represented thereat, kindly accomplish the proxy form which will be attached to the Information Statement and submit the same to the Office of the Corporate Secretary at the 34<sup>th</sup> Floor, Petron Mega Plaza Building, 358 Sen. Gil J. Puyat Avenue, Makati City on or before May 24, 2019 (Friday). For those Stockholders whose shareholdings are lodged with the Philippine Central Depository, please secure a certification from your respective brokers and send it to the Office of the Corporate Secretary at the 34<sup>th</sup> Floor, Petron Mega Plaza Building, 358 Sen. Gil J. Puyat Avenue, Makati City on or before May 24, 2019 (Friday). The proxies submitted shall be validated on or before May 31, 2019 (Friday) at the office of the Corporate Secretary.

Makati City, Philippines.

  
**JANNETTE VIRATA SEVILLA**  
Corporate Secretary