

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. **2 April 2020**
Date of Report (Date of earliest event reported)

2. SEC Identification Number **CS201518815** 3. BIR Tax Identification No. **009-133-917-000**

4. **CEMEX HOLDINGS PHILIPPINES, INC.**
Exact name of issuer as specified in its charter

5. **Metro Manila, Philippines**
Province, country or other jurisdiction of incorporation

6. (SEC Use Only)
Industry Classification Code:

7. **34th Floor Petron Mega Plaza Building, 358 Sen. Gil J. Puyat Avenue, Makati City, 1200 Philippines**
Address of principal office Postal Code

8. **+632 8849-3600**
Issuer's telephone number, including area code

9. **N/A**
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 Outstanding and Amount of Debt Outstanding
Common Shares	13,489,226,623¹



¹ Includes 8,293,831,169 common shares which were the subject of the stock rights offering conducted in January 2020 pursuant to a Notice of Confirmation of Exempt Transaction of the SEC which was issued on December 11, 2019, confirming that the stock rights offering is exempt from the registration requirements of the Securities Regulation Code (SRC) under SRC Section 10.1 (e) and (i).

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

During the meeting of the Board of Directors of CEMEX Holding Philippines ("CHP") held on 2 April 2020, the Board of Directors agreed to file with the Securities and Exchange Commission an extension of time to file the 2019 SEC Form 17-A (Annual Report) together with its 2019 Sustainability Report and the 2019 Audited Financial Statements on or before May 15, 2020, due to the constraints arising from the COVID-19 situation.

In view of the foregoing, the Board of Directors has postponed the date of the Annual Meeting of Stockholders from June 3, 2020 (the first Wednesday of June pursuant to the By-laws of CHP) to June 24, 2020. The following are the other relevant dates or details related to the holding of the Annual Meeting of Stockholders:

1. The date of the Annual Meeting of Stockholders ("AMS") is June 24, 2020 beginning at 9:00am.
2. The record date for determination of the stockholders entitled to notice of and to vote at the said AMS is May 22, 2020.
3. 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 June 14, 2020 (at 5:00pm).
4. 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 of CHP during the period from April 13, 2020 to May 8, 2020 (at 5:00pm),

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 consideration and approval of shareholders:

- (a) authorizing the amendment of Sections 4, 5, 7 and 8 Article II and Section 2 of Article III of CHP's latest Amended By-Laws (*See attached table for the revisions approved by the Board of Directors*)

The rationale for the amendments is to allow CHP's shareholders to vote through remote communication or in absentia, subject to the rules and regulations that may be issued by the Securities and Exchange Commission (SEC) from time to time and other applicable laws and regulations, and to align or update certain notification periods

- (b) 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, 2019 and December 31, 2018 and CHP's SEC Form 17-A the Annual Report for 2019
- (c) approving the nomination of R.G. Manabat & Co. as the external auditor of CHP and its subsidiaries for the year 2020

The other details and procedures to be observed in connection with the AMS, as well as 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 2020

Date


Jannette Virata Sevilla
Compliance Officer

Amendment to CHP By-Laws

Subject of the Disclosure

Amendment to Sections 4, 5, 7 and 8 Article II and Section 2 of Article III of the CEMEX HOLDINGS PHILIPPINES, INC. (CHP) latest **Amended By-Laws**

Background/Description of the Disclosure

To allow the Company's shareholders to vote through remote communication or in absentia, subject to the rules and regulations that may be issued by the Securities and Exchange Commission (SEC) from time to time and other applicable laws and regulations, and to align or update certain notification periods.

Article and Section Nos.	From	To
Article II Section 4	<p>Section 4. Notice of Meeting – Notices for regular or special meetings of stockholders may be sent by the Secretary by personal delivery or by mail at least thirty (30) business days prior to the date of the meeting to each stockholder of record at his last known address. The notice shall state the place, date and hour of the meeting, and the purpose or purposes for which the meeting is called.</p> <p>When the meeting of stockholders is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At the reconvened meeting, any business may be transacted that might have been transacted on the original date of the meeting.</p>	<p>Section 4. Notice of Meeting – Notices for regular or special meetings of stockholders may be sent by the Secretary by personal delivery <u>or courier service, or by postal mail, telefacsimile or electronic mail to stockholders of record entitled to vote at their respective addresses (as applicable) last known to the Secretary, or by publication in a newspaper of national circulation (if not otherwise disallowed or restricted by the Securities and Exchange Commission), or by such other manner as allowed by the Securities and Exchange Commission and other applicable laws and regulations. For regular meetings, the notice shall be sent at least twenty one (21) days prior to the date of the meeting, while for special meetings, notice shall sent at least seven (7) days prior to the date of the special meeting. The notice shall be deemed to have been given on the day (i) when delivered to the stockholder's physical address, if by personal delivery or courier service, or (ii) when deposited in the Makati Central Post Office, if by postal mail, or (iii) when sent, if by telefacsimile or electronic mail, (iv) on the date of publication, if by publication in a newspaper of national circulation, or (iv) as may otherwise be applicable, if by such other manner allowed by the Securities and Exchange Commission and other applicable laws and regulations.</u> The notice shall state the place, date and <u>time</u> of the meeting, and the purpose or purposes for which the meeting is called.</p> <p><u>In case of a postponement of a meeting of stockholders, notice of such postponement and the reason thereof shall be sent to all stockholders of record entitled</u></p>

to vote in the manner described herein at least fourteen (14) days prior to the re-scheduled date of meeting.

When the meeting of stockholders is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At the reconvened meeting, any business may be transacted that might have been transacted on the original date of the meeting

Notice to any meeting may be waived, expressly or impliedly, including through a stockholder's attendance at a meeting unless the stockholder's presence is for the express purpose of contending that the meeting is not lawfully convened.

Article II Section 5

Section 5. Quorum – Unless otherwise provided by law, in all regular or special meetings of stockholders, shareholders representing a majority of the outstanding capital stock must be present or represented in order to constitute a quorum. If no quorum is constituted, the meeting shall be adjourned until the requisite amount of stock shall be present.

Section 5. Quorum – Unless otherwise provided by law, in all regular or special meetings of stockholders, shareholders representing a majority of the outstanding capital stock must be present or represented in order to constitute a quorum. If no quorum is constituted, the meeting shall be adjourned until the requisite amount of stock shall be present. **Stockholders who participate through remote participation or in absentia, shall be deemed present for the purpose of determining the existence of a quorum.**

Article II Section 7

Section 7. Manner of Voting – At all meetings of stockholders, a stockholder may vote in person or by proxy. Unless otherwise provided in the proxy, such proxy shall be valid only for the meeting at which it has been presented to the Secretary. All proxies must be in the hands of the Secretary before the time set for the meeting. Proxies filed with the Secretary may be revoked by the stockholders either in an instrument in writing duly presented and recorded with the Secretary prior to a scheduled meeting, or by their personal presence at the meeting.

Section 7. Manner of Voting – At all meetings of stockholders, a stockholder **entitled to vote may vote in person, through remote communication, in absentia or be represented by proxy, subject to compliance with such rules and regulations as may be issued by the Securities and Exchange Commission from time to time and other applicable laws and regulations.** Unless otherwise provided in the proxy, such proxy shall be valid only for the meeting at which it has been presented to the Secretary. All proxies must be in the hands of the Secretary **at least ten (10) days prior to a regular meeting or at least four (4) days prior to a special meeting, or in accordance with such other period as may be indicated in the relevant notice for the meeting.** Proxies filed with the Secretary may be revoked by the stockholders either in an instrument in writing duly presented and recorded with the Secretary prior to a scheduled meeting, or by their personal presence at the meeting. **Voting shall be based on the number of shares of common**

stock owned by a stockholder and not per capita.

Article II Section 8

Section 8. Closing of Transfer Books or Fixing of Record Date – For the purpose of determining the stockholders entitled to notice of, or to vote at, any meeting of stockholders or any adjournment thereof or to receive payment of any dividend, the Board of Directors may provide that the stock and transfer books be closed for at least twenty (20) days immediately preceding such meeting.

Section 8. Closing of Transfer Books or Fixing of Record Date – For the purpose of determining the stockholders entitled to notice of, or to vote at, any meeting of stockholders or any adjournment thereof or to receive payment of any dividend, the Board of Directors may provide that the stock and transfer books be closed for at least twenty (20) days immediately preceding **a regular meeting and at least seven (7) days immediately preceding a special meeting.**

Article III Section 2

Section 2. Election and Term – The members of the Board of Directors shall be elected during each regular meeting of stockholders and shall hold office for one (1) year and until their successors are elected and qualified.

The Directors of the Corporation shall be elected by plurality vote at the annual meeting of the stockholders for that year at which a quorum is present. At each election for Directors every stockholder shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected, or to cumulate his votes by giving one candidate as many votes as the number of such Directors multiplied by the number of shares shall equal, or by distributing such votes as the same principle among any number of candidates.

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The Directors of the Corporation shall be elected by plurality vote at the annual meeting of the stockholders for that year at which a quorum is present. At each election for Directors, every stockholder **entitled to vote in person, through remote communication, in absentia, or be represented by proxy, subject to compliance with such rules and regulations as may be issued by the Securities and Exchange Commission from time to time and other applicable laws and regulations)** the number of shares owned by him for as many persons as there are directors to be elected, or to cumulate his votes by giving one candidate as many votes as the number of such Directors multiplied by the number of shares shall equal, or by distributing such votes as the same principle among any number of candidates.

