



11. Indicate the item numbers reported herein: Item 9

**CEMEX HOLDINGS PHILIPPINES, INC. (“CHP”) issues an Amended Notice to Stockholders for CHP’s Annual Meeting of Stockholders scheduled on 24 June 2020, (i) clarifying the meeting registration cut-off dates, the purpose for the request to send the physical signed Voting Ballots/Proxies and the availability of the recording of the 2020 AMS to stockholders, (ii) revising references to ECQ, and (iii) confirming that the re-appointment of CHP’s current external auditor for fiscal year 2020 was recommended and approved by the Board of Directors further to the favorable endorsement of CHP’s Audit Committee.**

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

22 May 2020  
Date

  
Jannette Virata Sevilla  
Compliance Officer

**AMENDED NOTICE OF ANNUAL MEETING OF STOCKHOLDERS  
WITH AGENDA**

Notice is hereby given that **CEMEX HOLDINGS PHILIPPINES, INC.** (the “Corporation”) will hold its Annual Meeting of Stockholders (“2020 AMS”) on June 24, 2020 at 2:00 p.m. and will be conducted online by remote communication.

The Record Date for the determination of stockholders entitled to notice of, and to vote at, the said meeting is May 22, 2020.

The agenda of the meeting is the following:

1. Call to Order
2. Certification of Notice and Determination of the Existence of Quorum
3. Approval of the Minutes of the Meetings of Stockholders held in 2019:
  - (a) Minutes of the Annual Meeting of Stockholders held on June 6, 2019
  - (b) Minutes of Special Meeting of Stockholders held on October 16, 2019
4. Presentation of the Report of the President & Chief Executive Officer
5. Approval of the Annual Report (SEC Form 17-A) for 2019 and the Audited Financial Statements as of December 31, 2019
6. Ratification and Approval of the Acts of the Board of Directors and Management since the Annual Meeting of Stockholders held on June 6, 2019
7. Election of the Members of the Board of Directors (including the independent directors)
8. Appointment of External Auditor of the Corporation for the year 2020
9. Amendments to Sections 4, 5, 7 and 8 of Article II, and Section 2 of Article III of the Amended By-laws of the Corporation
10. Consideration of such other matters as may properly come during the meeting

***PARTICIPATION ONLY VIA REMOTE COMMUNICATION.*** Stockholders can only participate in the meeting by remote communication. Stockholders as of the Record Date who intend to participate in the meeting should register for the meeting by notifying the Corporation by email at [chp.corporatesec@cemex.com](mailto:chp.corporatesec@cemex.com) by June 22, 2020 at noon. Stockholders as of the Record Date who are interested in casting their votes on any of the matters to be presented during the 2020 AMS must register on or before June 17, 2020 (at 5:00pm). For purposes of determination of the meeting quorum, only stockholders who have registered for the meeting on or before June 19, 2020 (at 5:00pm) will be considered in the computation of stockholders’ attendance.

***VOTES MAY BE CAST ONLY THROUGH VOTING BALLOTS/ PROXIES ON OR BEFORE JUNE 19, 2020.*** The deadline for the submission of the Voting Ballots/Proxies is on June 19, 2020 (at 5:00pm). For your convenience, a sample of a Voting Ballot/Proxy will be attached to the Definitive Information Statement (SEC Form 20-IS) for the 2020 AMS. Stockholders whose shareholdings are lodged with the Philippine Central Depository are reminded to secure a certification of your shareholdings from your respective stockbrokers.

***The Procedure for Participating in the Meeting and for Voting Through Remote Communication or In Absentia are set forth in Appendix 1 of this Notice.***

***WE ARE NOT SOLICITING YOUR PROXY.***

**An explanation of agenda items for stockholders’ approval is provided in Appendix 2 of this Notice.**

Makati City, Philippines, May 22, 2020.

A handwritten signature in cursive script, appearing to read 'Jannette Virata Sevilla', followed by a horizontal line.  
**JANNETTE VIRATA SEVILLA**  
Corporate Secretary

For more information regarding the Annual Meeting of Stockholders, please contact the Corporation’s Investor Relations Director, Mr. Pierre Co, at [chp.ir@cemex.com](mailto:chp.ir@cemex.com).

**ANNUAL MEETING OF STOCKHOLDERS FOR 2020****PROCEDURE FOR PARTICIPATING IN THE MEETING AND FOR VOTING  
THROUGH REMOTE COMMUNICATION OR IN ABSENTIA**

Only stockholders of CEMEX HOLDINGS PHILIPPINES, INC. (the “Corporation”) as of May 22, 2020 (the “Eligible Stockholder/s”) are entitled to participate in the Annual Meeting of Stockholders of the Corporation scheduled on June 24, 2020 (“the 2020 AMS”) and to vote on the matters to be presented during the AMS.

The procedure to facilitate the registration of Eligible Stockholders who are interested in participating in the 2020 AMS and voting is below:

1. Registration – Cut-off Dates

Eligible Stockholders who intend to *participate by attending the meeting through remote communication* must register for the meeting by notifying the Corporation and providing the information and documents listed in Item No. 2 through email at [chp.corporatesec@cemex.com](mailto:chp.corporatesec@cemex.com) on or before JUNE 22, 2020 AT NOON.

- For purposes of *determination of the meeting quorum*, only Eligible Stockholders who have registered for the meeting ON OR BEFORE JUNE 19, 2020 AT 5 P.M. will be considered in the computation of stockholders’ attendance.

Eligible Stockholders who intend to *cast their votes* on any of the matters to be presented during the 2020 AMS must register by notifying the Corporation and providing the information and documents listed in Item No. 2 on or before JUNE 17, 2020 AT 5 P.M. (which is two days prior to the Voting Deadline referred to in Item 4).

2. Requirements for Registration

Eligible Stockholders must provide by email the information required and upload the documents needed to complete their registration: *The file size should be no larger than 10 MB*

- (a) For individuals/natural persons
- (i) Full Name: First Name, Middle Name, Last Name
  - (ii) Birthdate
  - (iii) Address
  - (iv) Number of Shares owned as of May 22, 2020
  - (v) Active mobile number and/or landline-phone number
  - (vi) Current photograph of the Stockholder, with the face fully visible
  - (vii) Valid/unexpired government-issued ID<sup>1</sup> of the Stockholder containing a specimen signature of the Stockholder
  - (viii) Additional Documents:
    - If the Stockholder holds “scripless shares” (or holds shares under PCD Participant/Brokers Account), a copy of the letter from the broker confirming the stockholder’s full account name and reference/account number, and the corresponding number of shares owned as of May 22, 2020
    - (ix) For Eligible Stockholders with joint accounts: In addition to (i) to (viii), a scanned copy of an authorization letter signed by all joint stockholders, identifying who among them is authorized to cast the votes for the account
- (b) For corporate entities
- (i) Full Name
  - (ii) Address
  - (iii) Active mobile number and/or landline-phone number
  - (iv) Number of Shares owned as of May 22, 2020
  - (v) scanned copy of a notarized Secretary’s Certificate or other valid authorization in favor of the authorized representative of the corporate stockholder who is authorized to participate and vote (the “Authorized Representative”)
 

*\*If community quarantine restrictions are still prevailing, the Company will accept a scanned copy of the signed but unnotarized secretary’s certificate. However, the physical/printed signed original of the notarized secretary’s certificate must be sent to the Office of Company’s Corporate Secretary once the community quarantine restrictions are either lifted or relaxed allowing the notarization process of the document before the notary public.*
  - (vi) Current photograph of the Authorized Representative, with the face fully visible
  - (vii) Valid/unexpired government-issued ID<sup>1</sup> of the Authorized Representative containing a specimen

<sup>1</sup> Government-issued IDs include: Driver’s License, Passport, Unified Multi-Purpose ID (UMID), GSIS ID, company ID, PRC ID, IBP ID, iDOLE Card, OWWA ID, Comelec Voter’s ID, Senior Citizen’s ID, or Alien Certificate of Registration/Immigrant Certificate of Registration.

signature of the Authorized Representative

(viii) Additional Documents:

- If the corporate Stockholder holds “scripless shares” (or holds shares under PCD Participant/Brokers Account), a copy of the letter from the broker confirming the stockholder’s full account name and reference/account number, and the corresponding number of shares owned as of May 22, 2020

3. Upon successful registration, the Office of the Corporate Secretary will send a confirmation email to stockholders whose respective accounts have been verified. The confirmation email will include the dedicated meeting link with password and a sample Voting Ballot/Proxy form attached.

**ONLY ELIGIBLE STOCKHOLDERS WHO HAVE REGISTERED FOR THE MEETING AS ABOVEDESCRIBED ON OR BEFORE JUNE 19, 2020 AT 5 P.M. AND HAVE BEEN VALIDATED TO BE ELIGIBLE STOCKHOLDERS OF THE CORPORATION WILL BE CONSIDERED IN COMPUTING STOCKHOLDERS’ ATTENDANCE AT THE 2020 AMS AND FOR THE DETERMINATION OF QUORUM.**

4. Voting Procedure and Voting Deadline

- (a) Eligible Stockholders can only cast their votes on any of the matters to be presented during the 2020 AMS by way of Voting Ballot/Proxy forms submitted on or before JUNE 19, 2020 AT 5 P.M. (“Voting Deadline”). A sample Voting Ballot/Proxy form is included in the Definitive Information Statement.

**ONLY VOTING BALLOTS/PROXIES SIGNED BY THE ELIGIBLE STOCKHOLDER OR THE AUTHORIZED REPRESENTATIVE, AS THE CASE MAY BE, WHICH HAVE BEEN RECEIVED BY THE OFFICE OF THE CORPORATE SECRETARY ON OR BEFORE THE VOTING DEADLINE EITHER (i) BY DELIVERY OR MAIL AT THE 34<sup>TH</sup> FLOOR, PETRON MEGA PLAZA BUILDING, 358 SEN. GIL J. PUYAT AVENUE, MAKATI CITY OR (ii) BY EMAIL SENT TO [chp.corporatesec@cemex.com](mailto:chp.corporatesec@cemex.com) SHALL BE COUNTED.**

For the election of Directors, the Eligible Stockholder, or Authorized Representative or proxy, may vote for all nominees or cumulate his vote for one or some of the nominees, provided that the total number of allowable votes will not exceed the total number of shares held/owned by the Eligible Stockholder multiplied by 8 (i.e., the number of Board seats).

The *Chairman of the meeting*, by default, is authorized to cast the votes pursuant to the instructions in the proxy.

- (b) Voting will not be possible during the 2020 AMS.
- (c) For Eligible Stockholders holding “scripless shares” (or shares under PCD Participant/Brokers Account), the Stockholders must coordinate with their brokers for the execution of this type of proxy.
- (d) **For the purpose of inclusion in the corporate records in order to supplement the documents earlier provided by email, Stockholders are requested to send a physical/printed original of the completed/signed Voting Ballots/Proxies (with required support) soon after community quarantine restrictions have been either lifted or relaxed allowing the notarization process of the document before the notary public, to: The Corporate Secretary at 34<sup>th</sup> Floor Petron Mega Plaza, 358 Sen. Gil J. Puyat Avenue, Makati City, Metro Manila.**
- (e) After the Voting Deadline, the Eligible Stockholder may no longer change or revise the vote cast. However, if the vote was cast by proxy, the Eligible Stockholder may revoke the entire proxy at least five (5) days prior to the 2020 AMS and in such a case, the vote cast will not be counted.
- (f) The Corporate Secretary and the Corporation’s stock transfer agent and Corporate Secretary will tabulate all votes received and an independent third party will validate the results.

5. The proceedings of the 2020 AMS will be recorded. Subject to applicable provisions of the Revised Corporation Code, the recording will be made available to stockholders of the Corporation.

6. Stockholders who have questions or comments about the 2020 AMS or requests for clarification on the procedure for attending the 2020 AMS through remote communication, may send the questions, comments or requests by email to [chp.corporatesec@cemex.com](mailto:chp.corporatesec@cemex.com).

7. Data of each individual stockholder’s (or that of the corporate stockholder’s Authorized Representative) will be collected, stored, processed and used exclusively for the purposes of the 2020 AMS. Personal information will be processed in accordance with the Philippine Data Privacy Act of 2012 and applicable regulations.

**ANNUAL MEETING OF STOCKHOLDERS FOR 2020**  
**EXPLANATION OF AGENDA ITEMS**

**1. Call to Order**

The call is done to officially open the meeting. Pursuant to the Amended By-Laws of the Corporation, the President of the Corporation will act as Chairman of the Meeting.

**2. Certification of Notice and Determination of the Existence of Quorum**

The Corporate Secretary will certify the date when notices for the 2020 Annual Meeting of Stockholders were sent out to the stockholders of record. The Corporate Secretary will also certify to the existence of a quorum. Stockholders representing at least a majority of the outstanding capital stock, present in person or by proxy, shall constitute a quorum for the transaction of business.

**3. Approval of the Minutes of the Meetings of Stockholders held in 2019**

Copies of the minutes are posted on the Corporation's website at [www.cemexholdingsphilippines.com](http://www.cemexholdingsphilippines.com), and will be presented to the stockholders for approval. The resolutions that will be submitted for approval of the stockholders are as follows:

“RESOLVED, that the stockholders of the Corporation hereby approve the Minutes of the Annual Meeting of Stockholders held on June 6, 2019.”

“RESOLVED, that the stockholders of the Corporation hereby approve the Minutes of the Special Meeting of Stockholders held on October 16, 2019.”

**4. Report of the President and Chief Executive Officer**

The President and Chief Executive Officer, Mr. Ignacio Alejandro Mijares Elizondo, shall deliver to the stockholders a report on the 2019 operating and financial performance of the Corporation, as well as the outlook for 2020.

**5. Approval of the 2019 Annual Report and the Audited Financial Statements as of December 31, 2019**

The Audited Consolidated Financial Statements of the Corporation as at and for the years ended December 31, 2019 and 2018 (with the consolidated statements of comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flows for each of the 3 years in the period ended December 31, 2019) are integrated in the 2019 Annual Report (SEC Form 17-A) and, along with the Audited Separate Financial Statements of the Corporation as of December 31, 2019, is annexed to the Definitive Information Statement to be sent to the stockholders of record as at Record Date at least fifteen (15) days prior to the meeting. The 2019 Annual Report (SEC Form 17-A) with the audited consolidated financial statements will be posted at the Corporation's website at [www.cemexholdingsphilippines.com](http://www.cemexholdingsphilippines.com). The resolution that will be submitted for approval of the stockholders is as follows:

“RESOLVED, that the 2019 Annual Report and the Audited Financial Statements of the Corporation for the year ended December 31, 2019, be, as the same are, hereby approved.”

**6. Ratification and Approval of the Acts of the Board of Directors and Management since the Annual Meeting of Stockholders held on June 6, 2019**

The acts of the Board of Directors and Management since the last stockholders' meeting up to the current stockholders' meeting will be presented to the stockholders for ratification. A summary of transactions approved by the Board of Directors is provided in the Definitive Information Statement. The resolution that will be submitted for approval of the stockholders is as follows:

“RESOLVED, that all acts, resolutions, and deeds of the Board of Directors and Management of the Corporation during the period from the Annual Meeting of Stockholders held on June 6, 2019 up to the date of the Annual Meeting of Stockholders on June 24, 2020 be, as they are hereby confirmed, ratified, and approved.”

## 7. Election of the Members of the Board of Directors (including the independent directors)

The Final List of Candidates or Nominees for election as members of the Board of Directors is below:

1. Alejandro <b>Garcia</b> Cogollos	5. Alfredo S. <b>Panlilio</b>
2. Eleanor M. <b>Hilado</b>	6. Pedro <b>Roxas</b>
3. Sergio Mauricio <b>Menéndez</b> Medina	7. Antonio Ivan <b>Sanchez</b> Ugarte
4. Ignacio Alejandro <b>Mijares</b> Elizondo	8. Larry Jose <b>Zea</b> Betancourt

A brief description of the work experience of each of the candidates is provided in the Definitive Information Statement.

## 8. Appointment of External Auditor of the Corporation for the year 2020

Further to the favorable endorsement of the Audit Committee of the Corporation, the Board of Directors recommends the re-appointment of R.G. Manabat & Co. as the external auditor of the Corporation for fiscal year 2020. The resolution that will be submitted for approval of the stockholders is as follows:

“RESOLVED, that the accounting firm of R.G. Manabat & Co., be, as they are hereby, re-appointed as external auditor of the Corporation for the year 2020.”

## 9. Amendment of the Amended By-Laws

The Board of Directors recommends the amendments of Sections 4, 5, 7 and 8 of Article II, and Section 2 of Article III of the Amended By-laws of the Corporation 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.

The following proposed amendments, which were passed and approved by the Board of Directors during its meeting held on April 2, 2020, will be presented for the consideration and approval of the stockholders:

- (a) Section 4 of Article II of the Amended By-Laws of the Corporation:

‘Section 4. Notice of Meeting – Notices for regular or special meetings of stockholders may be sent by the Secretary by personal delivery 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 be 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 (v) as may otherwise be applicable, if by such other manner allowed by the Securities and Exchange Commission and other applicable laws and regulations. The notice shall state the place, date and time of the meeting, and the purpose or purposes for which the meeting is called.

‘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 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.’

(b) Section 5 of Article II of the Amended By-Laws of the Corporation:

‘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.**’

(c) Section 7 of Article II of the Amended By-Laws of the Corporation:

‘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.**’

(d) Section 8 of Article II of the Amended By-Laws of the Corporation:

‘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.**’

(e) Section 2 of Article III of the Amended By-Laws of the Corporation:

‘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 **entitled to vote** shall have the right 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.’

## 10. Consideration of such other matters as may properly come during the meeting

The Chairman of the Meeting will open the floor for comments and questions by the stockholders. The Chairman of the Meeting will decide whether matters raised by the stockholders may be properly taken up in the meeting or in another proper forum.