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SECURITIES AND EXCHANGE COMMISSION

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First Abacus Financial Holdings Corp.

9 January 2015

SECURITIES AND EXCHANGE COMMISSION
SEC Bldg. EDSA, Greenhills
Mandaluyong City, Metro Manila

Attention: **Atty. Justina F. Callangan**
Director
Corporate Governance Finance Department

Re: First Abacus Financial Holdings Corporation
(the "Corporation" or "FAF")
Consolidated changes in Annual Corporate
Governance Report for the year 2014

Gentlemen:

In compliance with SEC Memorandum Circular No. 12, Series of 2014, please see attached Secretary's Certificate on consolidated changes in the Corporation's annual corporate governance report for the year 2014.

Thank you for your kind attention.

Very truly yours,

A handwritten signature in black ink, appearing to read 'A. Respicio', is written over a horizontal line.

ANNA FRANCESCA C. RESPICIO
Assistant Corporate Secretary

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SECRETARY'S CERTIFICATE

ANNA FRANCESCA C. RESPICIO, of legal age, Filipino, with office address at 2704 East Tower, Philippine Stock Exchange Centre, Exchange Road, Ortigas Center, Pasig City, Metro Manila, being the duly elected and qualified Assistant Corporate Secretary of **FIRST ABACUS FINANCIAL HOLDINGS CORPORATION** (the "Corporation"), a corporation organized and existing under the laws of the Philippines, under oath, does hereby certify that the following items in the Corporation's Annual Corporate Governance Report have been amended to reflect the updates for the year 2014:

1. Item A (1) a: Composition of the Board; Attached as Annex "A" is the minutes of the Annual Stockholders' Meeting held on 25 September 2014.¹

DIRECTOR'S NAME	TYPE OF DIRECTORSHIP (ED) NON-EXECUTIVE (NED) OR INDEPENDENT DIRECTOR (ID)	IF NOMINATED BY THE PRINCIPAL	NOMINATOR IN THE LAST ELECTION (IF ID, STATE THE RELATIONSHIP WITH THE NOMINATOR)	DATE FIRST ELECTED	DATE LAST ELECTED (IF ID, STATE THE NUMBER OF YEARS SERVED AS ID)	RE-ELECTED WHEN (ANNUAL / SPECIAL MEETING)	NO. OF YEARS SERVED AS DIRECTOR
<i>Paulino S. Soo</i>	<i>ED</i>	<i>N/A</i>		<i>1994</i>	<i>25 Sept. 2014</i>	<i>A</i>	<i>20</i>
<i>Jack T. Huang</i>	<i>ED</i>	<i>N/A</i>		<i>1995</i>	<i>25 Sept. 2014</i>	<i>A</i>	<i>19</i>
<i>Vicente Co Chien, Jr.</i>	<i>NED</i>	<i>N/A</i>		<i>1995</i>	<i>25 Sept. 2014</i>	<i>A</i>	<i>19</i>
<i>Jimmy S. Soo</i>	<i>NED</i>	<i>N/A</i>		<i>1995</i>	<i>25 Sept. 2014</i>	<i>A</i>	<i>19</i>
<i>A. Bayani K. Tan</i>	<i>NED</i>	<i>N/A</i>		<i>1995</i>	<i>25 Sept. 2014</i>	<i>A</i>	<i>19</i>
<i>Ma. Therese G. Santos</i>	<i>ID</i>	<i>N/A</i>	<i>Jimmy S. Soo (no relation)</i>	<i>2006</i>	<i>25 Sept. 2014</i>	<i>A</i>	<i>8</i>
<i>Jimmy Chua Alabanza</i>	<i>ID</i>	<i>N/A</i>	<i>Paulino S. Soo (no relation)</i>	<i>2008</i>	<i>25 Sept. 2014</i>	<i>A</i>	<i>6</i>

2. Item A (1) d (ii): Directorship in Other Listed Companies

DIRECTOR'S NAME	NAME OF LISTED COMPANY	TYPE OF DIRECTORSHIP (EXECUTIVE, NON-EXECUTIVE, INDEPENDENT). INDICATE IF DIRECTOR IS ALSO THE CHAIRMAN.
<i>A. Bayani K. Tan</i>	<i>Asia United Bank</i>	<i>NED</i>

¹ For approval on the next stockholders' meeting.

3. Item C (2): Attendance of Directors.

BOARD	NAME	DATE OF ELECTION	NO. OF MEETINGS HELD DURING THE YEAR	NO. OF MEETINGS ATTENDED	%
Chairman	Paulino S. Soo	25 September 2014	3	3	100
Member	Jack T. Huang	25 September 2014	3	3	100
Treasurer	Vicente Co Chieng, Jr.	25 September 2014	3	3	100
Member	Jimmy S. Soo	25 September 2014	3	3	100
Corp. Sec.	A. Bayani K. Tan	25 September 2014	3	3	100
Independent	Ma. Therese G. Santos	25 September 2014	3	3	100
Independent	Jimmy Chua Alabanza	25 September 2014	3	3	100

4. Item D (3): Aggregate Remuneration.

REMUNERATION SCHEME	DATE OF STOCKHOLDERS' APPROVAL
<i>The remuneration scheme, as disclosed to the stockholders via SEC Form 20-IS, is ratified by the stockholders as part of the acts of the Board of Directors of the Company on the previous year during each annual stockholders' meeting.</i>	25 September 2014

5. Item E (2) a: Executive Committee. Attached as Annex "B" is an excerpt of the Organizational Meeting of the Board of Directors held on 25 September 2014.

Office	NAME	DATE OF APPOINTMENT	NO. OF MEETINGS HELD	NO. OF MEETINGS ATTENDED	%	LENGTH OF SERVICE IN THE COMMITTEE
Chairman	Paulino S. Soo	25 September 2014	None	=	100%	3
Member (ED)	Jack T. Huang	25 September 2014	None	=	100%	3
Member (NED)	Vicente Co Chien, Jr.	25 September 2014	None	=	100%	3
Member (ID)	Ma. Therese G. Santos	25 September 2014	None	=	100%	3

6. Item E (2) b: Audit Committee Attached as Annex "B" is an excerpt of the Organizational Meeting of the Board of Directors held on 25 September 2014.

OFFICE	NAME	DATE OF APPOINTMENT	No. OF MEETINGS HELD	No. OF MEETINGS ATTENDED	%	LENGTH OF SERVICE IN THE COMMITTEE
Chairman	Jimmy Chua Alabanza	25 September 2014	1	1	100%	3
Member (ED)	Jack T. Huang	25 September 2014	1	1	100%	3
Member (NED)	Vicente Co Chien, Jr.	25 September 2014	1	1	100%	3
Member (ED)	Paulino S. Soo	25 September 2014	1	1	100%	3
Member (NED)	Jimmy S. Soo	25 September 2014	1	1	100%	3

7. Item E (2) c: Nomination Committee. Attached as Annex "B" is an excerpt of the Organizational Meeting of the Board of Directors held on 25 September 2014.

OFFICE	NAME	DATE OF APPOINTMENT	No. OF MEETINGS HELD	No. OF MEETINGS ATTENDED	%	LENGTH OF SERVICE IN THE COMMITTEE
Chairman	Paulino S. Soo	25 September 2014	1	1	100%	3
Member (ED)	Jack T. Huang	25 September 2014	1	1	100%	3
Member (ID)	Ma. Therese G. Santos	25 September 2014	1	1	100%	3

8. Item E (2) d: Remuneration Committee. Attached as Annex "B" is an excerpt of the Organizational Meeting of the Board of Directors held on 25 September 2014.

OFFICE	NAME	DATE OF APPOINTMENT	No. OF MEETINGS HELD	No. OF MEETINGS ATTENDED	%	LENGTH OF SERVICE IN THE COMMITTEE
Chairman	Paulino S. Soo	25 September 2014	None			3

Member (NED)	Vicente Co Chien, Jr.	<u>25 September 2014</u>	None			<u>3</u>
Member (ID)	Ma. Therese G. Santos	<u>25 September 2014</u>	None			<u>3</u>

9. Item F (1) c: Period Covered by the Review

The period covered by the review is from 1 January 2014 up to 31 December 2014.

10. Item G (1) c: Period Covered by the Review

The period covered by the review is from 1 January 2014 up to 31 December 2014.

11. Item I (1) a: Holding 5% shareholding or more

SHAREHOLDER	NUMBER OF SHARES	PERCENT	BENEFICIAL OWNER
<i>PCD Nominee Corporation</i>	<u>815,058,000</u>	<u>68.31%</u>	
<i>Paulino S. Soo</i>	<u>133,000,000</u>	<u>11.15%</u>	

12. Item J (1) d (3): Notices to the AGM

a. Date of sending out notices: 4 September 2014

b. Date of the Annual/Special Stockholders' Meeting: 25 September 2014

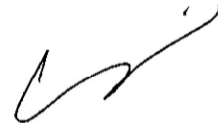
13. Item J (6) f (i): Stockholders Attendance. Please see minutes of the Annual Stockholders' Meeting held on September 25, 2014 attached as Annex "A"

TYPE OF MEETING	NAMES OF BOARD MEMBERS/OFFICERS PRESENT	DATE OF MEETING	VOTING PROCEDURE (BY POLL, SHOW OF HANDS, ETC.)	% OF SH ATTENDING IN PERSON	% OF SH IN PROX	TOTAL % OF SH ATTENDANCE
<i>Annual</i>	<i>Paulino S. Soo Jack T. Huang Vicente Co Chien, Jr. A Bayani K. Tan Jimmy S. Soo Ma. Therese G. Santos Jimmy Chua Alabanza</i>	<u>25 September 2014</u>	<i>Vica voce</i>	<u>11.15</u>	<u>58.23</u>	<u>69.38</u>

14. Item J (6) i: Definitive Information Statements and Management Report

Number of Stockholders entitled to receive Definitive Information Statements and Management Report and Other Materials	109
Date of Actual Distribution of Definitive Information Statement and Management Report and Other Materials held by market participants/certain beneficial owners	4 September 2014
Date of Actual Distribution of Definitive Information Statement and Management Report and Other Materials held by stockholders	4 September 2014

IN ATTESTATION OF THE ABOVE, this Certificate was signed this 9th day of January 2015 at Pasig City, Metro Manila.



ANNA FRANCESCA C. RESPICIO
Assistant Corporate Secretary

SUBSCRIBED AND SWORN to before me this 9th day of January 2015 at Pasig City, Metro Manila, affiant exhibiting to me her Community Tax Certificate No. 12567208 issued on 8 January 2015 at Manila and TIN 419-191-112 as her competent evidence of identity.

Doc. No. 16;
Page No. 7;
Book No. 02;
Series of 2015

ATTY. JOEL G. GORDOLA
NOTARY PUBLIC
COMMISSION EXPIRES DEC. 31, 2015
PTR NO. 0560683 1/05/2015, Q.C.
ROLL OF ATTORNEY NO. 25103

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MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING OF
FIRST ABACUS FINANCIAL HOLDINGS CORPORATION

Held on 25 September 2014 at 8:00 a.m.
At the Sky Lounge Tower 1, 27th Floor, The Linden Suites, 37 San Miguel Avenue, Ortigas
Center, Pasig City

CALL TO ORDER

The Chairman, Mr. Paulino S. Soo, called the meeting to order and presided over the same. The Corporate Secretary, Atty. A. Bayani K. Tan, recorded the minutes of the proceedings.

CERTIFICATION OF NOTICE AND QUORUM

Upon the request of the Chairman, the Secretary certified that notices of the meeting were sent to all stockholders of record as of 29 August 2014 in accordance with the provisions of the By-Laws. The Chairman instructed the Secretary to append the certificate of mailing of notices to the original minutes of the meeting.

The Secretary certified that, based on the register of attendees and proxies as tabulated by the Stock Transfer Agent, out of the One Billion One Hundred Ninety Three Million Two Hundred Thousand (1,193,200,000) shares of the total outstanding capital stock of the Corporation, there were present in person or by proxy Eight Hundred Twenty-Seven Million Seven Hundred Ninety-Five Thousand Seven Hundred Seventy (827,795,770) shares representing an attendance of 69.38% of the total outstanding capital stock of the Corporation. Accordingly, the Secretary certified that a quorum existed for the transaction of business at hand.

**APPROVAL OF THE MINUTES OF THE
PREVIOUS MEETING OF STOCKHOLDERS**

Upon motion duly made and seconded, the reading of the minutes of the Annual Stockholders' Meeting held on 10 October 2013 was dispensed with and the same was approved by the stockholders, as circulated.

**APPROVAL OF AUDITED
FINANCIAL STATEMENTS**

The Chairman directed the stockholders to the Annual Report which contains a summary of the operations and the audited financial statements of the Company as of December 31, 2013.

After further discussions, upon motion duly made and seconded, and there being no objections thereto, the 2013 Annual Report together with the Audited Financial Statements and accompanying notes were noted and approved.

**AMENDMENT OF ARTICLE THREE OF
THE ARTICLES OF INCORPORATION**

The Secretary briefly explained that the Securities and Exchange Commission, through Memorandum Circular No. 6, Series of 2014, directed all existing corporations and partnerships whose articles of incorporation or articles of partnership indicate only a general address as their principal office address to specify their complete address. Affected corporations and partnerships are given until December 31, 2014 to comply. In order to comply with the SEC's mandate, the amendment of Article Three of the Articles of Incorporation of the Corporation to reflect a specific principal office address was submitted for approval of the stockholders.

Upon motion duly made and seconded, the amendment of Article Three of the Articles of Incorporation as approved by the Board of Directors was likewise approved by the Stockholders.

RATIFICATION OF ALL ACTS OF THE BOARD OF DIRECTORS AND OFFICERS

Upon motion duly made and seconded, all acts of the Board of Directors, Officers and Management of the Corporation from the date of the last meeting of the stockholders up to the present were, in all respects, confirmed, ratified, and approved.

ELECTION OF DIRECTORS

The Chairman noted that, as disclosed in the Information Statement previously furnished to all shareholders, the Nomination Committee has endorsed the nomination of seven (7) stockholders to fill the seven (7) seats in the Board of Directors. The Chairman also noted that, in compliance with the SEC's Guidelines on the Nomination and Election of Independent Directors, the nomination of Ms. Marie Therese G. Santos and Mr. Jimmy Chua Alabanza as independent directors were passed upon and endorsed by the Nomination Committee. After the nominations were seconded, the following stockholders were elected as directors of the Corporation for 2014-2015 to serve as such until their successors are elected and duly qualified:

- (1) PAULINO S. SOO
- (2) JACK T. HUANG
- (3) VICENTE CO CHIEN, JR.
- (4) A. BAYANI K. TAN
- (5) JIMMY S. SOO
- (6) MARIE THERESE G. SANTOS
- (7) JIMMY CHUA ALABANZA

APPOINTMENT OF EXTERNAL AUDITOR

As recommended by the Corporation's Audit Committee and approved by the Board of Directors, and upon motion duly made and seconded, the auditing firm of Punongbayan and Araullo was re-appointed as the Corporation's external auditor for the year 2014-2015.

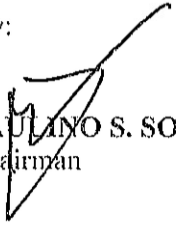
OTHER MATTERS

Upon motion duly made and seconded, the resolution made by the Board of Directors dated 16 September 2014 which authorized the Corporation to act as surety to secure the loan/credit accommodation of its subsidiary, Abacus Securities Corporation, with Metropolitan Bank & Trust Company in the aggregate principal amount of Two Hundred Fifty Million (Php250,000,000.00) including its extensions, renewals, or modifications, plus all interests and any or all penalties, costs, and expenses related thereto and certain persons to sign the Continuing Suretyship Agreement and all other related documents or instruments was confirmed, ratified, and approved by the stockholders present.

ADJOURNMENT

After the approval of the Board's resolution on the Suretyship Agreement, and there being no other matter to be discussed, the meeting was, upon motion duly made and seconded, adjourned.

Attested by:


PAULINO S. SOO
Chairman

A. BAYANI K. TAN
Corporate Secretary

SECRETARY'S CERTIFICATE

ANNA FRANCESCA C. RESPICIO, of legal age, Filipino, with office address at 2704 East Tower, Philippine Stock Exchange Centre, Exchange Road, Ortigas Center, Pasig City, Metro Manila, being the duly elected and qualified Assistant Corporate Secretary of **FIRST ABACUS FINANCIAL HOLDINGS CORPORATION** (the "Corporation"), a corporation organized and existing under the laws of the Philippines, under oath, does hereby certify that the following members of the Board of Directors were appointed as members of the following Board Committees during the Organizational Meeting of the Board of Directors on 25 September 2014:

Executive Committee

PAULINO S. SOO - Chairman
VICENTE CO CHIEN, JR.
JACK T. HUANG
MA. THERESE G. SANTOS

Audit Committee

JIMMY CHUA ALABANZA - Chairman
VICENTE CO CHIEN, JR.
JACK T. HUANG
JIMMY S. SOO
PAULINO S. SOO

Nomination Committee

PAULINO S. SOO - Chairman
JACK T. HUANG
MA. THERESE G. SANTOS

Compensation & Remuneration Committee

PAULINO S. SOO - Chairman
VICENTE CO CHIEN, JR.
MA. THERESE G. SANTOS

Risk Management Committee

JIMMY CHUA ALABANZA - Chairman
MA. THERESE G. SANTOS
JACK T. HUANG

IN ATTESTATION OF THE ABOVE, this Certificate was signed this 9th day of January 2015 at Pasig City, Metro Manila.


ANNA FRANCESCA C. RESPICIO
Assistant Corporate Secretary

SUBSCRIBED AND SWORN to before me this 9th day of January 2015 at Pasig City, Quezon City, affiant exhibiting to me her Community Tax Certificate No. 12567208 issued on 8 January 2015 at Manila and TIN 419-191-112 as her competent evidence of identity.

Doc. No. 110;
Page No. 1;
Book No. 1;
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ATTY. JOEL G. GORDOLA
NOTARY PUBLIC
COMMISSION EXPIRES DEC. 31, 2015
PTR NO. 0560683 1/05/2015, Q.C.
ROLL OF ATTORNEY NO. 25103