



101072016000949



SECURITIES AND EXCHANGE COMMISSION

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S.E.C. Registration Number

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(Company's Full Name)

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(Business Address: No. Street City / Town / Province)

ANNA FRANCESCA C. RESPICIO

Contact Person

632-0905

Company Telephone Number

1	2	3	1
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Month Day
Fiscal Year

S	e	p	t	.
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Month Day
Annual Meeting

L E T T E R

FORM TYPE

N / A

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings

Domestic

Foreign

To be Accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

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First Abacus Financial Holdings Corp.

6 January 2016

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 2015

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 2015.

Thank you for your kind attention.

Very truly yours,


ANNA FRANCESCA C. RESPICIO
Assistant Corporate Secretary

REPUBLIC OF THE PHILIPPINES)
 QUEZON CITY, METRO MANILA) S.S.

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 2015:

1. Item A (1) a: Composition of the Board; Attached as Annex "A" is the minutes of the Annual Stockholders' Meeting held on 15 October 2015.¹

DIRECTOR'S NAME	TYPE [(ED), (NED) OR (ID)]	IF NOMINEE, IDENTIFY 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)	ELECTED WHEN (ANNUAL/SPECIAL MEETING)	NO. OF YEARS SERVED AS DIRECTOR
Paulino S. Soo	ED	N/A		1994	15 Oct. 2015	A	21
Jack T. Huang	ED	N/A		1995	15 Oct. 2015	A	20
Vicente Co Chien, Jr.	NED	N/A		1995	15 Oct. 2015	A	20
Jimmy S. Soo	NED	N/A		1995	15 Oct. 2015	A	20
A. Bayani K. Tan	NED	N/A		1995	15 Oct. 2015	A	20
Ma. Therese G. Santos	ID	N/A	Jimmy S. Soo (no relation)	2006	15 Oct. 2015	A	9
Jimmy Chua Alabanza	ID	N/A	Paulino S. Soo (no relation)	2008	15 Oct. 2015	A	7

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

DIRECTOR'S NAME	NAME OF LISTED COMPANY	TYPE OF DIRECTORSHIP [(ED), (NED) OR (ID)] INDICATE IF DIRECTOR IS ALSO THE CHAIRMAN.
A. Bayani K. Tan	I-Remit, Inc. Asia United Bank Discovery World Corporation Belle Corporation Premium Leisure Corporation TKC Metals Corporation ² COAL Asia, Inc.	NED

¹ For approval on the next stockholders' meeting.

² Formerly TKC Steel Corporation

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	15 Oct. 2015	4	4	100%
Member	Jack T. Huang	15 Oct. 2015	4	4	100%
Treasurer	Vicente Co Chieng, Jr.	15 Oct. 2015	4	4	100%
Member	Jimmy S. Soo	15 Oct. 2015	4	4	100%
Corp. Sec.	A. Bayani K. Tan	15 Oct. 2015	4	4	100%
Independent	Ma. Therese G. Santos	15 Oct. 2015	4	3	75%
Independent	Jimmy Chua Alabanza	15 Oct. 2015	4	3	75%

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>	15 October 2015

5. Item E (2) a: Executive Committee. Attached as Annex "B" is the minutes of the Organizational Meeting of the Board of Directors held on 15 October 2015.

OFFICE	NAME	DATE OF APPOINTMENT	NO. OF MEETINGS HELD	NO. OF MEETINGS ATTENDED	%	LENGTH OF SERVICE IN THE COMMITTEE
Chairman	Paulino S. Soo	15 Oct. 2015	None	-	-	4
Member (ED)	Jack T. Huang	15 Oct. 2015	None	-	-	4
Member (NED)	Vicente Co Chien, Jr.	15 Oct. 2015	None	-	-	4
Member (ID)	Ma. Therese G. Santos	15 Oct. 2015	None	-	-	4

6. Item E (2) b: Audit Committee Attached as Annex "B" is the minutes of the Organizational Meeting of the Board of Directors held on 15 October 2015.

OFFICE	NAME	DATE OF APPOINTMENT	NO. OF MEETINGS HELD	NO. OF MEETINGS ATTENDED	%	LENGTH OF SERVICE IN THE COMMITTEE
Chairman	Jimmy Chua Alabanza	15 Oct. 2015	1	1	100	4
Member (ED)	Jack T. Huang	15 Oct. 2015	1	1	100	4
Member (NED)	Vicente Co Chien, Jr.	15 Oct. 2015	1	1	100	4
Member (ED)	Paulino S. Soo	15 Oct. 2015	1	1	100	4
Member (NED)	Jimmy S. Soo	15 Oct. 2015	1	1	100	4

7. Item E (2) c: Nomination Committee. Attached as Annex "B" is the minutes of the Organizational Meeting of the Board of Directors held on 15 October 2015

OFFICE	NAME	DATE OF APPOINTMENT	NO. OF MEETINGS HELD	NO. OF MEETINGS ATTENDED	%	LENGTH OF SERVICE IN THE COMMITTEE
Chairman	Paulino S. Soo	<u>15 Oct. 2015</u>	1	1	100	<u>4</u>
Member (ED)	Jack T. Huang	<u>15 Oct. 2015</u>	1	1	100	<u>4</u>
Member (ID)	Ma. Therese G. Santos	<u>15 Oct. 2015</u>	1	1	100	<u>4</u>

8. Item E (2) d: Remuneration Committee. Attached as Annex "B" is the minutes of the Organizational Meeting of the Board of Directors held on 15 October 2015.

OFFICE	NAME	DATE OF APPOINTMENT	NO. OF MEETINGS HELD	NO. OF MEETINGS ATTENDED	%	LENGTH OF SERVICE IN THE COMMITTEE
Chairman	Paulino S. Soo	<u>15 Oct. 2015</u>	None	-	-	<u>4</u>
Member (NED)	Vicente Co Chien, Jr.	<u>15 Oct. 2015</u>	None	-	-	<u>4</u>
Member (ID)	Ma. Therese G. Santos	<u>15 Oct. 2015</u>	None	-	-	<u>4</u>

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

The period covered by the review is from 1 January 2015 up to 31 December 2015.

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

The period covered by the review is from 1 January 2015 up to 31 December 2015.

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

SHAREHOLDER	NUMBER OF SHARES	PERCENT	BENEFICIAL OWNER
PCD Nominee Corporation	<u>850,279,000</u>	<u>71.26%</u>	
Paulino S. Soo	133,000,000	11.15%	

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

a. Date of sending out notices: 23 September 2015

b. Date of the Annual/Special Stockholders' Meeting: 15 October 2015

13. Item J (6) f (i): Stockholders Attendance. Please see minutes of the Annual Stockholders' Meeting held on 15 October 2015 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 PROXY	TOTAL % OF SH ATTENDANCE
Annual	Paulino S. Soo Jack T. Huang Vicente Co Chien, Jr. A Bayani K. Tan Jimmy S. Soo	<u>15 October 2015</u>	Vica voce	<u>11.15</u>	<u>63.62</u>	<u>74.77</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	<u>23 September 2015</u>
Date of Actual Distribution of Definitive Information Statement and Management Report and Other Materials held by stockholders	<u>23 September 2015</u>

IN ATTESTATION OF THE ABOVE, this Certificate was signed this 6th day of January 2016 at Quezon City City, Metro Manila.

ANNA FRANCESCA C. RESPICIO
Assistant Corporate Secretary

SUBSCRIBED AND SWORN to before me this 6th day of January 2016 at 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. 69 ;
Page No. 16 ;
Book No. II ;
Series of 2016.

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IANABELLE P. LAYNO
Notary Public for Quezon City
Adm. Matter No. NP-246 (2015-2016)
Commission Expires on December 31, 2016
No. 71 Scout Trazon Street
Brgy. South Triangle, Quezon City
PTR No. 0712237 / 01.21.15 / Quezon City
T. LRN No. 012742 / 03.26.14 / Quezon Chapter
Roll of Attorneys No. 63260

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

Held on 15 October 2015 at 8:00 a.m.
At the La Colina Function Room, The Valle Verde Country Club
Capt. Henry P. Javier, Bo. Oranbo, 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 15 September 2015 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 Ninety-Two Million Two Hundred Nineteen Thousand (892,219,000) shares representing an attendance of 74.77% 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 25 September 2014 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 31 December 2014.

After further discussions, upon motion duly made and seconded, and there being no objections thereto, the 2014 Annual Report together with the Audited Financial Statements and accompanying notes were noted and approved.

**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 were elected as directors of the Corporation for 2015-2016 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 (Independent Director)
- (7) JIMMY CHUA ALABANZA (Independent Director)

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 2015-2016.

ADJOURNMENT

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

MINUTES OF THE ORGANIZATIONAL MEETING
OF THE BOARD OF DIRECTORS OF

FIRST ABACUS FINANCIAL HOLDINGS CORPORATION

Held on 15 October 2015 at 8:00 a.m.
At the La Colina Function Room, The Valle Verde Country Club
Capt. Henry P. Javier, Bo. Oranbo, Pasig City

PRESENT:

PAULINO S. SOO
JACK T. HUANG
VICENTE CO CHIEN, JR.
A. BAYANI K. TAN
JIMMY S. SOO

ABSENT:

MA. THERESE G. SANTOS
JIMMY CHUA ALABANZA

CALL TO ORDER

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

CERTIFICATION OF QUORUM

Majority of the members of the Board being present, the Corporate Secretary certified that a quorum existed for the transaction of business at hand.

**ELECTION OF OFFICERS
AND COMMITTEE MEMBERS**

Upon nominations duly made and seconded, the Board elected the following persons to the positions set forth opposite their names to serve as such for the ensuing year and until their successors shall have been duly elected and qualified:

Paulino S. Soo	-	Chairman
Jack T. Huang	-	President
Vicente Co Chien, Jr.	-	Treasurer
A. Bayani K. Tan	-	Corporate Secretary
Anna Francesca C. Respicio	-	Asst. Corporate Secretary
Melanio C. Dela Cruz	-	Compliance Officer

The following directors were likewise elected as members of the different Board committees pursuant to the Corporation's By-Laws and Manual of Corporate Governance, to serve as such for the ensuing year and until their successors shall have been duly elected and qualified:

Executive Committee

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

ORIGINAL

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

ADJOURNMENT

There being no other business to transact, the meeting was thereupon adjourned.

PAULINO S. SOO

JACK T. HUANG

VICENTE CO CHIEN, JR.

A. BAYANI K. TAN

JIMMY S. SOO

ATTESTED BY:

A. BAYANI K. TAN
Corporate Secretary