

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. Date of Report (Date of earliest event reported)
Jan 10, 2018
2. SEC Identification Number
A20115151
3. BIR Tax Identification No.
219-045-668-000
4. Exact name of issuer as specified in its charter
AG Finance Incorporated
5. Province, country or other jurisdiction of incorporation
Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office
Unit 2205A East PSE Centre, Exchange Road, Ortigas Center, Pasig Clty
Postal Code
1605
8. Issuer's telephone number, including area code
(632)833-0769
9. Former name or former address, if changed since last report
N/A
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	261,824,002

11. Indicate the item numbers reported herein
item 9

The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.

AG Finance, Incorporated AGF

**PSE Disclosure Form 4-8 - Change in Directors and/or Officers
(Resignation/Removal or Appointment/Election)
References: SRC Rule 17 (SEC Form 17-C) and
Section 4.4 of the Revised Disclosure Rules**

Subject of the Disclosure

Change of Directors and officers

Background/Description of the Disclosure

Change of Directors and officers pursuant to the Share Purchase Agreement between RYM Management Corp. and ISOC Holdings Inc.

Resignation/Removal or Replacement

Name of Person	Position/Designation	Effective Date of Resignation/Cessation of term (mmm/dd/yyyy)	Reason(s) for Resignation/Cessation
Isidro C. Alcantara, Jr.	Chairman/President	01/10/2018	Sale of shares equivalent to 67% by RYM
Anthony M. Te	Vice Chairman/Director	01/10/2018	Sale of shares equivalent to 67% by RYM
Remegio C. Dayandayan Jr.	Director	01/10/2018	Sale of shares equivalent to 67% by RYM
Hermogene H. Real	Director/ Asst. Corp. Sec.	01/10/2018	Sale of shares equivalent to 67% by RYM
Ge Lin	Independent Director	01/10/2018	Sale of shares equivalent to 67% by RYM
Leddie D. Gutierrez	VP for Internal Audit	01/10/2018	Sale of shares equivalent to 67% by RYM
Reuben F. Alcantara	VP for Marketing	01/10/2018	Sale of shares equivalent to 67% by RYM
Rolando S. Santos	Treasurer	01/10/2018	Sale of shares equivalent to 67% by RYM
Diane Madelyn C. Ching	Corporate Secretary/ Corporate Information Officer/ Compliance Officer	01/10/2018	Sale of shares equivalent to 67% by RYM
Joanna Manzano	Compliance Officer	01/10/2018	Sale of shares equivalent to 67% by RYM

Election or Appointment

Name of Person	Position/Designation	Date of Appointment/Election (mmm/dd/yyyy)	Effective Date of Appointment Election (mmm/dd/yyyy)	Shareholdings in the Listed Company		Nature of Indirect Ownership
				Direct	Indirect	
Mr. Michael C. Cosiquien	Chairman/President	01/10/2018	01/10/2018	1	-	-
Mr. Jesus G. Chua, Jr.	Vice Chairman/ Director	01/10/2018	01/10/2018	1	-	-
Mr. Yerik C. Cosiquien	Director	01/10/2018	01/10/2018	1	-	-
Mr. Irving C. Cosiquien	Director	01/10/2018	01/10/2018	1	-	-
Ms. Michelle Joan G. Tan	Director	01/10/2018	01/10/2018	1	-	-
Mr. Alfred Jacinto	Independent Director	01/10/2018	01/10/2018	1	-	-
Mr. Erwin Terrell Y. Sy	Treasurer/ Chief Financial Officer	01/10/2018	01/10/2018	-	-	-
Atty. Allesandra Fay V. Albarico	Compliance Officer/ Chief Information Officer	01/10/2018	01/10/2018	-	-	-
Atty. Manuel Z. Gonzalez	Corporate Secretary	01/10/2018	01/10/2018	-	-	-
Atty. Gwyneth S. Ong	Asst. Corporate Secretary	01/10/2018	01/10/2018	-	-	-

Promotion or Change in Designation

Name of Person	Position/Designation		Date of Approval (mmm/dd/yyyy)	Effective Date of Change (mmm/dd/yyyy)	Shareholdings in the Listed Company		Nature of Indirect Ownership
	From	To			Direct	Indirect	
-	-	-	-	-	-	-	-

Other Relevant Information

Amended to include summary of relevant information and professional background of the new directors and officers of the Company. Please see attached.

Filed on behalf by:

Name	Allesandra Fay Albarico
Designation	Compliance Officer/Corporate Information Officer



101152018002046



SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills, Mandaluyong City, Metro Manila, Philippines
Tel: (632) 726-0931 to 39 Fax: (632) 725-5293 Email: mis@sec.gov.ph

Barcode Page

The following document has been received:

Receiving Officer/Encoder : Buen Jose Mose - COS
Receiving Branch : SEC Head Office
Receipt Date and Time : January 15, 2018 03:57:07 PM
Received From : Head Office

Company Representative

Doc Source

Company Information

SEC Registration No. A200115151
Company Name AG FINANCE INCORPORATED
Industry Classification LENDING INVESTOR ACTIVITIES
Company Type Stock Corporation

Document Information

Document ID 101152018002046
Document Type 17-C (FORM 11-C:CURRENT DISCL/RPT)
Document Code 17-C
Period Covered January 10, 2018
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Department CFD
Remarks

COVER SHEET

A 2 0 0 1 1 5 1 5 1

S.E.C. Registration Number

A G F I N A N C E I N C O R P O R A T E D

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(Company's Full Name)

U N I T 2 2 0 5 A E A S T T O W E R .

P H I L I P P I N E S T O C K E X C H A N G E

C E N T R E , E X C H A N G E R O A D .

O R T I G A S C E N T E R P A S I G C I T Y

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

G W Y N E T H S . O N G

Contact Person

687-1195

Company Telephone Number

1 2

Month

3 1

Day

Fiscal Year

SEC FORM 17-C
(Change in Directors
and Officers)

FORM TYPE

Any day in June

Annual Meeting

[Empty box]

Secondary License Type, If Applicable

[Empty box]

Dept. Requiring this Doc.

[Empty box]

Amended Articles
Number Section

[Empty box]

Total No. of Stockholders

Total Amount of Borrowings

[Empty box]

Domestic

[Empty box]

Foreign

To be accomplished by SEC Personnel concerned

[Empty grid]

File Number

LCU

[Empty grid]

Document I.D.

Cashier

STAMPS

Remarks = pls. Use black ink for scanning purposes.

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. January 10, 2018
Date of Report (Date of earliest event reported)

2. SEC Identification Number A20115151 3. BIR Tax Identification No. 219-045-668-000

4. AG FINANCE, INCORPORATED
Exact name of issuer as specified in its charter

5. Philippines 6. (SEC Use Only)
Province, country or other jurisdiction of incorporation Industry Classification Code:

7. Unit 2205A East PSE Centre, Exchange Road,
Ortigas Center, Pasig City 1605
Address of principal office Postal Code

8. (632) 8330769
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

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<u>Common</u>	<u>261,824,002</u>

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

Item 9. Other Events –

Please see the attached disclosure made by the Company regarding the resignation and election of directors and officers pursuant to the Share Purchase Agreement dated November 27, 2017 between RYM Business Management Corp. and ISOC Holdings, Inc. Also, kindly refer to the summary of relevant information and professional background of the new directors and officers of the Company provided herewith.

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.

Date: January 15, 2018
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AG FINANCE, INCORPORATED
Issuer



MANUEL Z. GONZALEZ
Corporate Secretary

Remarks

C00145-2018

- After a careful review of the relevant disclosures filed by AG Finance, Incorporated ("AGF") in relation to the Share Purchase Agreement between RYM Business Management Corp. and ISOC Holdings Inc., please be advised that these transactions may be covered by the Rules on Backdoor Listing. The Exchange will apprise the investing public of further developments on the matter. For your information and guidance.

**SECURITIES AND EXCHANGE COMMISSION
SEC FORM 17-C**

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AG Finance, Incorporated

AGF

PSE Disclosure Form 4-8 - Change in Directors and/or Officers (Resignation/Removal or Appointment/Election) References: SRC Rule 17 (SEC Form 17-C) and Section 4.4 of the Revised Disclosure Rules

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Election or Appointment

Name of Person	Position/Designation	Date of Appointment/Election (mmm/dd/yyyy)	Effective Date of Appointment	Shareholdings in the Listed Company	Nature of Indirect Ownership
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Name	Position	Date of Approval	Election (mmm/dd/yyyy)	Shareholdings	
				Direct	Indirect
Mr. Michael C. Cosiquien	Chairman/President	01/10/2018	01/10/2018	1	--
Mr. Jesus G. Chua, Jr.	Vice Chairman/ Director	01/10/2018	01/10/2018	1	--
Mr. Yerik C. Cosiquien	Director	01/10/2018	01/10/2018	1	--
Mr. Irving C. Cosiquien	Director	01/10/2018	01/10/2018	1	--
Ms. Michelle Joan G. Tan	Director	01/10/2018	01/10/2018	1	--
Mr. Alfred Jacinto	Independent Director	01/10/2018	01/10/2018	1	--
Mr. Erwin Terrell Y. Sy	Treasurer/ Chief Financial Officer	01/10/2018	01/10/2018	-	--
Atty. Allesandra Fay V. Albarico	Compliance Officer/ Chief Information Officer	01/10/2018	01/10/2018	-	--
Atty. Manuel Z. Gonzalez	Corporate Secretary	01/10/2018	01/10/2018	-	--
Atty. Gwyneth S. Ong	Asst. Corporate Secretary	01/10/2018	01/10/2018	-	--

Promotion or Change in Designation

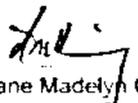
Name of Person	Position/Designation		Date of Approval (mmm/dd/yyyy)	Effective Date of Change (mmm/dd/yyyy)	Shareholdings in the Listed Company		Nature of Indirect Ownership
	From	To			Direct	Indirect	

Other Relevant Information

none

Filed on behalf by:

Name


Diane Madelyn Ching

Designation

Corporate Secretary, Corporate Information Officer and Compliance Officer

AG FINANCE, INCORPORATED
Directors and Executive Officers

Michael Cosiquien

- Michael is currently the Chairman of ISOC Holdings Inc.
- He has been the Chairman of the Megawide Construction Corp. since 2004, and the Chief Executive Officer since 2010.
- He has provided superior leadership in all aspects of the business as Chief Executive Officer of Megawide.
- Mr. Cosiquien holds a degree in Civil Engineering from the De La Salle University, and is a licensed Civil Engineer with over 20 years of professional engineering experience.

Jesus Chua

- He is currently the President of ISOC Holdings Inc.
- He has been the Chief Strategy officer for Megawide Construction Corp.
- He has served as Head of Southeast Asia Investment Banking at MUFG Financial Group, Singapore and has held senior roles at ABN AMRO/RBS in Hongkong, HSBC in New York.
- Mr. Chua graduated with an MBA from Harvard University and has studied at Stanford University and De La Salle University prior to that.

Yerik Cosiquien

- He is currently the Director of ISOC Holdings Inc.
- He has been a Director of Megawide Construction Corp. since 2004, where he also served as Corporate Secretary for seven years.
- He is also the General Manager of Cosmo Fortune Corp. and Senior Vice President of United Pacific Rise Corp.
- He is a Psychology and Economics graduate from the University of British Columbia.

Irving Cosiquien

- He has been a Director of Megawide Construction Corp. since 2004 and Treasurer since 2010.
- He is the Corporate Secretary at United Pacific Rise Corp. and has served as the General Manager of Megapolitan Marketing, Incorporated.
- He obtained his Bachelor of Science degree in Industrial Psychology from the De La Salle University.

Michelle Tan

- Michelle Tan is currently a sub-contractor of Megawide Construction Corporation, one of the prestigious construction companies in our land today, for almost 6years now.
- She has assisted in deploying skilled and non-skilled workers, screening qualified and efficient employees and handles labor cases as well.
- In addition, she had been a former Banker of United Coconut Planters Bank as Assistant Branch Manager for almost 5years.

Terrell Y. Sy

- Teri brings to ISOC over 8 years of Investment Banking experience.
- Prior to joining ISOC, Teri was a Principal at Fortman Cline Capital Markets, where he led deal teams in several marquee Philippine M&A deals totaling over US\$3.0 bn in the energy, infrastructure and logistics sectors.

- Teri is an honors graduate of the BS Management-Honors program of the Ateneo de Manila University.

Allesandra Fay V. Albarico

- Atty. Allesandra Fay V. Albarico was an Executive Assistant and Court Attorney at the Court of Appeals, *Pre-fest Lawyer* for the 2011 Bar Examinations (Supreme Court-Office of the Chairman), Associate at Dato Inciong & Associates, Legal Manager at Citicore Power Inc., and Legal Counsel at Megawide Construction Corporation.
- Atty. Albarico holds a degree in Bachelor of Arts major in Legal Management (*university scholar*).
- Atty. Albarico passed the 2010 Philippine bar examinations and was admitted to the Bar the following year. Atty. Albarico likewise holds a postgraduate law degree (LL.M.) and diploma in Leadership and Management Development Program.
- Atty. Albarico teaches Negotiable Instruments Law, Law on Sales, Agency, and Credit Transactions, Obligations and Contracts, Partnerships and Private Corporations, and Court Procedures. Atty. Albarico has earned the distinction of being an *Outstanding Professor* of the Our Lady of Fatima University.

Mathew John G. Almogino

- Mathew John G. Almogino is a lawyer specializing in corporate law and commercial litigation, and has previously served as a member of the board of directors of several corporations engaged in various industries such as transportation, construction, and real estate.
- Atty. Almogino is currently the General Counsel of Nippon Express Philippines Corporation, a Multinational Corporation with headquarters in Tokyo, Japan and which conducts business operations in 698 locations in 44 countries, specializing in Global Logistics, including International Freight Forwarding using multimodal transport, Storage, and Inventory Management.
- Atty. Almogino was also a former Senior Associate with Ocampo and Manalo Law Firm, a firm ranked by AsiaLaw, the Legal 500 and WorldLaw as one of the leaders in various practice areas such as corporate law, telecommunications and media, transportation, litigation and dispute resolution, and labor and employment.
- Atty. Almogino obtained his Bachelor of Arts from De La Salle University with a Major in Political Science and Minor in History, and his Bachelor of Laws from the San Sebastian College-Recoletos Institute of Law, where he also lectured on various subjects on Corporate Law after passing the Bar Examinations.

Alfred S. Jacinto

- Alfred S. Jacinto was admitted to the bar in 1994. He graduated with a degree in Bachelor of Science major in Mathematics and Bachelor of Laws in the University of the Philippines with a College and National Science and Technology Authority Scholarship.
- Atty. Jacinto started as an associate at the Pecabar Law Offices in 1993. He was a partner of the Ata Jacinto & Montales Law Offices before joining the Cayetano Sebastian (CASELAW) Law Offices in 2001. He is currently the Managing Director of CASELAW. His practice areas include litigation, energy, information technology, real estate, immigration, corporate and tax.
- Atty. Jacinto also served as consultant to the Joint Congressional Power Commission, Joint Congressional Oversight Committee on the Clean Water Act and the Office of Senator Pilar Cayetano.

• **Manuel Z. Gonzalez**

- He is a Senior Partner in the Martinez Vergara Gonzalez & Serrano Law Office since 2006 up to the present. Atty. Gonzalez was formerly a partner with the Picazo Buyco Tan Fider & Santos Law Office until 2006.
- Atty. Gonzalez has been involved in corporate practice and has extensive experience in securities, banking and finance law.
- Atty. Gonzalez serves as Director and Corporate Secretary to many corporations including to companies in the Century Pacific Group since 1995, Nomura Securities Philippines since 2006 and ADP Philippines, Inc. since 2010.
- Atty. Gonzalez graduated with honors and obtained a Bachelor of Arts degree in Political Science and Economics from New York University and he has also received a Bachelor of Laws from the University of the Philippines, College of Law.

Gwyneth S. Ong

- Atty. Ong is a Partner at Martinez Vergara Gonzalez and Serrano Law Office from 2015 up to the present, with extensive experience in a broad range of securities and capital market transactions.
- She graduated with a Bachelor of Science degree in Management major in Legal Management from the Ateneo de Manila University and a Bachelor of Laws degree from the University of the Philippines.