

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)
Mar 25, 2019
2. SEC Identification Number
AS095002283
3. BIR Tax Identification No.
004-703-376-000
4. Exact name of issuer as specified in its charter
DMCI Holdings, Inc.
5. Province, country or other jurisdiction of incorporation
Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office
3/F Dacon Bldg. 2281 Chino Roces Avenue, Makati City
Postal Code
1231
8. Issuer's telephone number, including area code
(632) 888 3000
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	13,277,470,000
Preferred	960

11. Indicate the item numbers reported herein
Item No. 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.



DMCI Holdings, Inc. DMC

PSE Disclosure Form 7-1 - Notice of Annual or Special Stockholders' Meeting *References: SRC Rule 17 (SEC Form 17-C) and Sections 7 and 4.4 of the Revised Disclosure Rules*

Subject of the Disclosure

Notice of Annual Stockholders' Meeting

Background/Description of the Disclosure

The Corporation will hold its Annual Stockholders' Meeting (ASM) on May 21, 2019, Tuesday, at 9:30am at the Main Lounge, Manila Polo Club, McKinley Road, Forbes Park, Makati City. The Record Date for the ASM is set on April 8, 2019. The Board has appointed Castillo Laman Tan Pantaleon and San Jose Law Offices (CLTPSJ) and Stock Transfer Service, Inc. (STSI) as Committee of Inspectors while the audit firm, Sycip, Gorres, Velayo & Co. (SGV) was appointed as Board of Canvassers.

The Board likewise approved the filing of the applications to the Securities Exchange Commission (SEC) and Optical Media Board (OMB) to authorize the distribution of Annual Stockholders meeting materials in USB or CD/DVD Format (electronic copy).

Type of Meeting

- Annual
 Special

Date of Approval by Board of Directors	Mar 7, 2019
Date of Stockholders' Meeting	May 21, 2019
Time	9:30 AM
Venue	Main Lounge, Manila Polo Club, McKinley Road, Forbes Park, Makati City
Record Date	Apr 8, 2019
Agenda	<ol style="list-style-type: none"> (1) Call to Order (2) Report on Attendance and Quorum (3) Approval of Minutes of Previous Stockholders' Meeting (4) Management Report for the year ended December 31, 2018 (5) Ratification of All Acts of the Board of Directors and Officers during the preceding year (6) Appointment of Independent Auditor (7) Election of Directors including the Independent Directors (8) Amendment of the Articles of Incorporation to Increase the Par Value of Preferred Shares from Php1.00 to Php1,000 per Preferred Share (9) Delisting of the 960 Outstanding Preferred Shares from the Philippine Stock Exchange (10) Other Matters (11) Adjournment

Inclusive Dates of Closing of Stock Transfer Books

Start Date	N/A
End Date	N/A

Other Relevant Information

Indicate the Agenda and rationale. Signed Notice of Meeting is attached.

Filed on behalf by:

Name	Brian Lim
Designation	Vice President & Senior Finance Officer



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

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Facsimile
(632) 816 - 7362
Website
www.dmciholdings.com

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

Dear Stockholders:

Please be notified that the annual meeting of stockholders of DMCI Holdings, Inc. (the "Corporation") will be held on May 21, 2019, at 9:30 A.M. at the Main Lounge, Manila Polo Club, McKinley Road, Forbes Park, Makati City, with the following agenda:

- (1) Call to Order
- (2) Report on Attendance and Quorum
- (3) Approval of Minutes of Previous Stockholders' Meeting
- (4) Management Report for the year ended December 31, 2018
- (5) Ratification of All Acts of the Board of Directors and Officers during the preceding year
- (6) Appointment of Independent Auditor
- (7) Election of Directors including the Independent Directors
- (8) Amendment of the Articles of Incorporation to Increase the Par Value of Preferred Shares from Php1.00 to Php1,000 per Preferred Share
- (9) Delisting of the 960 Outstanding Preferred Shares from the Philippine Stock Exchange
- (10) Other Matters
- (11) Adjournment

The minutes of the 2018 annual stockholders' meeting are posted on the Corporation's website. Copies thereof will be distributed to the stockholders during the May 21, 2019 annual stockholders' meeting.

Stockholders of record as of April 8, 2019 will be entitled to notice of and to vote at the said annual meeting or any adjournment or postponement thereof.

Deadline for submission of proxies is on May 11, 2019. Validation of proxies shall be held on May 16, 2019, 2:00 p.m. at the principal office of the Corporation.

On the day of the meeting, you, or your duly designated proxy, are hereby required to bring this Notice, and any form of identification (i.e. driver's license, company I.D. TIN card etc.) to facilitate registration. Registration starts at exactly 8:30 a.m. and closes at 9:15 a.m.

Makati City, Metro Manila,

March 22, 2019.

For the Board of Directors:



ATTY. NOEL A. LAMAN
Corporate Secretary

** DMCI Holdings, Inc. Dividend Policy: The Corporation is committed to provide reasonable economic returns to its shareholders with a dividend payout ratio of at least 25% of the preceding year's Consolidated Core Net Income, or the reported net income excluding all foreign exchange, mark-to-market gains and losses and non-recurring items. The Corporation may, from time to time, pay special dividends as a return of excess funds to shareholders as determined by the Board of Directors upon considering the investing and operating needs of the Corporation. The policy is subject to availability of retained earnings, and subject further to compliance with applicable laws, rules and regulations on dividend declarations.*

AGENDA DETAILS AND RATIONALE

1. Call to Order. The Chairman of the Board of Directors, Mr. Isidro A. Consunji, will call the meeting to order.
2. Certification of Notice and Quorum. The Corporate Secretary, Atty. Noel A. Laman, will certify that copies of the Notice were sent to the stockholders of record, and will certify the number of shares present at the meeting, for the purpose of determining the presence of quorum for the transaction of corporate business.
3. Approval/ratification of the minutes of the annual meeting of stockholders held on May 15, 2018. The minutes of the May 15, 2018 annual stockholders' meeting are posted on the company's website. Hardcopies will also be distributed during the meeting. The stockholders will be requested to approve the said minutes. The proposed resolution reads as follows:

"RESOLVED, That the stockholders of DMCI Holdings, Inc. (the "Corporation") hereby approve the minutes of the annual stockholders' meeting of the Corporation held on May 15, 2018."
4. Approval of the Management Report for the year ending December 31, 2018. The President will report on the performance of the company for the year 2018. The proposed resolution reads as follows:

"RESOLVED, That the stockholders of DMCI Holdings, Inc. (the "Corporation") hereby approve the Management Report for the year ending December 31, 2018."
5. Ratification of Acts of Directors and Officer. Resolutions, contracts, and acts of the board of directors and management for ratification refer to those passed or undertaken by them during the year and for the day to day operations of the Company as contained or reflected in the attached annual report and financial statements and more specifically identified in item 9 (2) of the Information Statement. The proposed resolution reads as follows:

"RESOLVED, That the stockholders of DMCI Holdings, Inc. approve, ratify and confirm all the acts, decisions and resolutions of the Board of Directors and officers of the Corporation made or undertaken from May 15, 2018 and until the date of this meeting as they are reflected in the books and records of the Corporation."
6. Appointment of Independent Auditors. The stockholders will be requested to approve

the appointment of SyCip, Gorres, Velayo & Co. as independent auditors of the Corporation. The proposed resolution reads as follows:

"RESOLVED, That the stockholders of DMCI Holdings, Inc. approve, ratify and confirm, as they do hereby, the appointment of SyCip Gorres Velayo & Co. as the external auditors of the Corporation for the current year."

7. Election of Directors. The profiles / business experience of the candidates to the Board of Directors are provided in the information statement. The candidates for this year are as follows:

Regular Directors:

ISIDRO A. CONSUNJI
CESAR A. BUENAVENTURA
JORGE A. CONSUNJI
HERBERT M. CONSUNJI
MA. EDWINA C. LAPERAL
LUZ CONSUELO A. CONSUNJI
MARIA CRISTINA C. GOTIANUN

Independent Directors:

HONORIO O. REYES-LAO
ANTONIO JOSE U. PERIQUET

8. Amendment of the Articles of Incorporation to Increase the Par Value of Preferred Shares from Php1.00 to Php1,000.00 per Preferred Share

The proposed resolution reads as follows:

"RESOLVED, That the stockholders of DMCI Holdings, Inc. (the "Corporation") hereby approve the amendment of the Articles of Incorporation of the Corporation to increase the par value of the Preferred Shares from Php1.00 to Php1,000 per Preferred Share, amending for the purpose the first paragraph of Article VII to read as follows:

SEVENTH: That the authorized capital stock of the Corporation is Twenty Billion Pesos (Php20,000,000,000.00), Philippine Currency, divided into Nineteen Billion Nine Hundred Million (19,900,000) Common Shares of the par value of One Peso (Php1.00) per Common Share and One Hundred Thousand Preferred Shares of the par value of One Thousand Pesos (Php1,000.00) per Preferred Share.

RESOLVED, FURTHER, to authorize the directors and officers of the Corporation to cause the filing of the corresponding documents with the Securities and Exchange Commission (SEC) to amend the Articles of Incorporation of the Corporation and to comply with all other requirements of the SEC."

9. Delisting of the 960 outstanding Preferred Shares from the Philippine Stock Exchange

The proposed resolution reads as follows:

"RESOLVED, That the stockholders of DMCI Holdings, Inc. (the "Corporation") hereby authorizes the delisting of the outstanding Preferred Shares of the Corporation from the Philippine Stock Exchange (PSE), and for the purpose, Mr. Isidro A. Consunji, President/CEO, or Mr. Herbert M. Consunji, EVP/CFO, are hereby authorized to sign, execute and deliver, any and all documents which may be required by the PSE."

10. Other Matters. The stockholders to propose such other matters.

11. Adjournment. After all the businesses have been considered, the meeting shall be adjourned.