

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)
Oct 1, 2018
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	3,780

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 4-30 - Material Information/Transactions
References: SRC Rule 17 (SEC Form 17-C) and
Sections 4.1 and 4.4 of the Revised Disclosure Rules

Subject of the Disclosure

Preferred Shares Redemption Offer

Background/Description of the Disclosure

At the meeting of the Board of Directors held today, October 1, 2018, the Board authorized the Corporation to make an offer (the "Redemption Offer") to the outstanding preferred shareholders for the Corporation to acquire the remaining outstanding 3,780 preferred shares at the purchase price of Php2,500 per preferred share, or total purchase price of Php9,450,000 for all the outstanding preferred shares. The Redemption Offer is intended to provide the preferred shareholders a final chance to divest of their preferred shares in view of their previous inability to avail of the Exchange Offer in 2002. The Php2,500 purchase price is granted only to those who will accept the Corporation's current Redemption Offer.

The offer to the preferred shareholders shall be effective from October 8, 2018 to November 29, 2018. The terms and conditions of the offer to the preferred shareholders are summarized in the attached Offer Mechanics of this disclosure.

Other Relevant Information

Attached are Terms and Conditions of the Redemption Offer and Annexes.

Filed on behalf by:

Name	Brian Lim
Designation	Vice President & Senior Finance Officer

DMCI HOLDINGS, INC.

Offer to Preferred Shareholders

Background

- In 2002, the Corporation, extended to the then preferred shareholders, an offer to exchange their preferred shares (the “Exchange Offer”) under any of the four modes of valuation and payment presented to the preferred shareholders.
- A significant number of preferred shareholders availed of the Exchange Offer. However, to date, there remains as outstanding a total of 3,780 preferred shares.
- The Corporation recently received some inquiries from the remaining preferred shareholders of the Corporation on their options to divest of such preferred shares.
- At the meeting of the Board of Directors of the Corporation held on October 1, 2018, the Board of Directors authorized the Corporation to make an offer (the “**Redemption Offer**”) to the outstanding preferred shareholders for the Corporation to acquire the remaining outstanding 3,780 preferred shares at the purchase price of Php2,500 per preferred share, or total purchase price of Php9,450,000 for all such outstanding preferred shares.

Important Notes:

- The Redemption Offer is intended to provide the preferred shareholders a final chance to divest of their preferred shares in view of their previous inability to avail of the Exchange Offer in 2002.
- The Redemption Offer is the last exit mechanism that will be initiated by the Corporation for the preferred shareholders. The Corporation has no plans of launching any other offer to purchase the preferred shares which are not acquired during the Offer Period (i.e., from October 8, 2018 to November 29, 2018).
- The purchase price of Php2,500 is granted only to those who will accept the Corporation’s current Redemption Offer.

Information on the Offer:

No. of Outstanding Preferred Shares:	3,780 preferred shares ¹
Offer Price:	Php2,500 per preferred share
Offer Period:	October 8, 2018 to November 29, 2018
Customary selling charges ² , broker’s commission fee and any taxes thereon:	For the account of preferred shareholder

¹ The preferred shares constitute less than one percent (1%) of the Corporation’s outstanding capital stock

²The customary selling charges, which amount to 0.621% of the total transaction value, include (a) Stock Transaction Tax (0.600%), (b) Fees payable to the Securities Clearing Corporation of the Philippines (0.010%), (c) Stock Investment Protection Fund (0.001%), (d) SEC fees (0.005%) and (e) PSE transaction fees (0.005%). Broker’s commission fee and any taxes thereon shall be payable by the selling preferred shareholders to their broker.

Timeline

October 8 to November 29, 2018	Offer Period
November 29, 2018	<p>Deadline for the Preferred Shareholders to accept the offer.</p> <p>The following documents are required for the preferred shareholders to signify their acceptance of the offer:</p> <p><u>For Certificated Shares:</u></p> <ol style="list-style-type: none">(1) Confirmation of acceptance duly signed by the preferred shareholder (form attached as Annex A);(2) Special Power of Attorney (form attached as Annex B) or Board resolution (Annex C).(3) Proper Identification (e.g. passport, driver's license, SSS ID and similar IDs)(4) Duly endorsed stock certificate. <p>The above documents should be delivered by hand or by courier to:</p> <p>Stock Transfer Service, Inc. 34-D, Rufino Pacific Tower 6784 Ayala Avenue, Makati City Tel No. 403-2410 / 403-2412/ 403-3798, 403-9853 Attention: Mr. Michael C. Capoy / Mr. Ricardo D. Regala Mr. Paulo Herrera</p> <p><u>For Scripless Shares:</u></p> <ol style="list-style-type: none">1. Instruction to Brokers from Preferred Stockholder (form attached as Annex D)2. Form of Letter to Company's Broker from Participating Brokers Delivering Shares of their Clients (form attached as Annex E).

	<p>The above documents should be delivered by hand or by courier to:</p> <p>BDO Securities Corporation 20F BDO Corporate Center, South Tower, 7899 Makati Avenue, Makati City Attention: Mr. Donald S. Buensuceso</p> <p>Tel No.: +632 840 7080, 840-7000 loc. 33667</p>
December 5, 2018	Shares to be Crossed on the PSE
December 10, 2018	<p>Payment to preferred shareholders who accepted the offer</p> <p>Checks will be available for pick up at the office of Stock Transfer Services, Inc. 34-D, Rufino Pacific Tower 6784 Ayala Avenue, Makati City Tel No. 403-2410 / 403-2412 / 403-3798, 403-9853</p> <p>Look for: Mr. Michael C. Capoy / Mr. Ricardo D. Regala</p> <p>Checks not picked up by January 10, 2018 shall be sent by mail to the respective preferred shareholder, at the address indicated in their confirmation of acceptance.</p>

For any questions or concerns, please contact:

***Ms. Marie Joy Lagda
DMCI Holdings, Inc.
3/F Dacon Building 2281 Don Chino Roces Ave., Makati City
Tel No. 888-3000
Email: mhlagda@dmcinet.com***

CONFIRMATION OF ACCEPTANCE

I, [NAME], of legal age, [citizenship] and with address at [indicate address], hereby confirm that:

1. I am a preferred shareholder of DMCI Holdings, Inc. (the “Corporation”), owning [number] (_____) preferred shares with par value of Php1.00 per share (“Preferred Shares”);
2. In accordance with the resolution of the Board of Directors of the Corporation adopted on October 1, 2018 (the “Board Resolution”), I hereby agree to sell, assign, transfer and convey to the Corporation all of my Preferred Shares in the Corporation in consideration for the payment by the Corporation of the purchase price of Php2,500 per preferred share.
3. I hereby confirm that while a holder of the Preferred Shares, I received all amounts due to me from the Corporation by reason of my holding the Preferred Shares.
4. I have no other claims to the Corporation arising from my being a preferred shareholder of the Corporation.

Executed this ___ day of _____ 2018 in _____.

Preferred Shareholder

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)

_____) S.S.

On this ___ day of _____ 2018, before me, the undersigned Notary Public for and in the _____, Philippines, personally appeared [Name], whose identity I have confirmed through his [Passport No.] _____ issued on _____ at _____, known to me and to me known to the same person who executed the foregoing instrument and he acknowledged the same to be his free and voluntary act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal the day and year above written.

Doc. No. _____;
Page No. _____;
Book No. _____;
Series of 2018.

SPECIAL POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

I, **[NAME]**, of legal age, [Nationality], with address at _____, do hereby authorize the following:

- (1) Stock Transfer Service, Inc.;
- (2) BDO Securities;
- (3) DMCI Holdings, Inc.

to do and perform the following act and things:

- 1) To transfer in favor of DMCI Holdings, Inc. ("DMCI-HI") the legal and beneficial title over my (number) preferred shares ("Preferred Shares") in the books of DMCI-HI, in consideration of the purchase price of Php2,500 per preferred share, in accordance with the terms and conditions approved by the Board of Directors of DMCI-HI on October 1, 2018.
- 2) To cancel the stock certificates, representing the Preferred Shares, presently under my name, to cause the lodgement of the Preferred Shares with the designated broker of DMCI-HI, to cross the same on the PSE, and do such other acts which may be required to assign, transfer and convey the Preferred Shares in favor of DMCI-HI.
- 3) In general to do all other acts, deeds, matters, and things whatsoever, which may be requisite, necessary, or proper to carry out the above purposes, and to comply with the requirements of all authorities including the Securities and Exchange Commission and the Philippine Stock Exchange, as fully and effectually to all intents and purposes as I could do in my own proper person if personally present.

I further authorize the following to receive the check representing the purchase price for my Preferred Shares:

Name of Authorized Representative: _____

Specimen Signature of Authorized Representative: _____

IN WITNESS WHEREOF, this instrument has been signed this _____ 2018 at _____.

NAME

SIGNED IN THE PRESENCE OF:

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
_____) S.S.

On this _____ 2018, before me, the undersigned Notary Public for and in the _____, Philippines, personally appeared _____, whose identity I have confirmed through his [Passport No.] _____ issued on _____ at _____, known to me and to me known to the same person who executed the foregoing instrument and who acknowledged the same to be his free and voluntary act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal the day and year above written.

Doc. No. _____;
Page No. _____;
Book No. _____;
Series of 2018.

REPUBLIC OF THE PHILIPPINES)
_____ City _____) S.S.

SECRETARY'S CERTIFICATE

I, _____, of legal age, Filipino with address at _____, do hereby depose and state that:

1. I am the duly elected Corporate Secretary of [name of Preferred Shareholder] (the "Corporation"), a corporation duly organized and existing under the laws of the Republic of the Philippines with principal office address at _____;

2. At the meeting of the Board of Directors of the Corporation held on _____, where a quorum was present, the following resolutions were adopted and approved by vote of all directors present at the said meeting:

"RESOLVED, that the Board of Directors of the Corporation hereby authorizes the following:

- (1) Stock Transfer Service, Inc.;
- (2) BDO Securities;
- (3) DMCI Holdings, Inc.

to do and perform the following act and things:

- 1) To transfer in favor of DMCI Holdings, Inc. ("DMCI-HI") the legal and beneficial title over (number) preferred shares ("Preferred Shares") in the books of DMCI-HI, in consideration of the purchase price of Php2,500 per preferred share, in accordance with the terms and conditions approved by the Board of Directors of DMCI-HI on October 1, 2018.
- 2) To cancel the stock certificates, representing the Preferred Shares, presently under the Corporation's name, to cause the lodgement of the Preferred Shares with the designated broker of DMCI-HI, to cross the same on the PSE, and do such other acts which may be required to assign, transfer and convey the Preferred Shares in favor of DMCI-HI.
- 3) In general to do all other acts, deeds, matters, and things whatsoever, which may be requisite, necessary, or proper to carry out the above purposes, and to comply with the requirements of all authorities including the Securities and Exchange Commission and the Philippine Stock Exchange.

RESOLVED, FURTHER, to authorize the following representative to receive the check/ payment for the sale of the Preferred Shares of the Corporation:

Name of Authorized Representative: _____

Specimen Signature of Authorized Representative: _____

3. The foregoing resolutions are still in full force and effect.

IN WITNESS WHEREOF, this Certificate has been signed this _____ in Makati City, Philippines.

Corporate Secretary

SUBSCRIBED AND SWORN TO BEFORE ME, a Notary Public for and in the City of Makati, Philippines, this _____, by the affiant, whose identity I have confirmed through her Passport No. _____, issued on _____ at _____ bearing the affiant's photograph and signature, and who showed to me her Community Tax Certificate No. _____ issued at _____, on _____.

Doc. No. _____;
Page No. _____;
Book No. _____;
Series of 2018.

INSTRUCTION TO BROKERS

Name of Broker
Address

Re: Instruction to Sell DMCI-HI Preferred Shares

Gentlemen:

[Name of Preferred Shareholder] confirms its acceptance of the offer made by DMCI Holdings, Inc. ("DMCI-HI") to acquire our _____ Preferred Shares (the "Preferred Shares") in DMCI-HI, in consideration of the purchase price of Php2,500 per preferred share, in accordance with DMCI-HI's Board Resolution approved on October 1, 2018 and the mechanics of the transaction disclosed by DMCI-HI also on October 1, 2018.

You are hereby instructed to do such acts as may be necessary or required in order to assign, transfer and convey our Preferred Shares in favor of DMCI-HI on the Philippine Stock Exchange, and to comply with all the requirements of the applicable authorities, including the Securities and Exchange Commission (SEC) and the Philippine Stock Exchange (PSE).

Executed this ___ day of _____ 2018 in _____.

Preferred Shareholder

BDO Securities Corporation
20F South Tower
BDO Corporate Center
7899 Makati Avenue,
Makati City, Philippines

Re: Delivery of DMCI-HI Preferred Shares

Gentlemen:

[Name of Broker] is delivering _____ Preferred Shares (the "Preferred Shares") in DMCI Holdings, Inc. ("DMCI-HI") from our clients who have accepted the offer of DMCI-HI to acquire their respective preferred shares in consideration of the purchase price of Php2,500 per preferred share, pursuant to DMCI-HI's Board Resolution approved on October 1, 2018 and the mechanics of the transaction disclosed by DMCI-HI also on October 1, 2018.

Our clients commit to sell their preferred shares and authorize BDO Securities to sell these shares to DMCI-HI under the terms and conditions disclosed by DMCI-HI on October 1, 2018. It is understood that you will hold the shares in custodianship until such time that the preferred shares are transferred to DMCI-HI.

Executed this ___ day of _____ 2018 in _____.

Very truly yours,

Broker's/Custodian's Name

PDTC Account No.

By:

Signature over Printed Name
of Authorized Signatory/ies

Telephone Number :
Fax Number :

ACCEPTANCE AND CONFORME

BDO Securities Corporation hereby accepts _____ preferred shares of DMCI Holdings, Inc. ("DMCI-HI") from the foregoing broker and shall hold these shares in custody pursuant to DMCI-HI's Board Resolution approved on October 1, 2018 and the mechanics of the transaction disclosed by DMCI-HI also on October 1, 2018.

Duly accepted and with our conformity:

BDO Securities Corporation
Authorized Signatory

Date