



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. August 20, 2024  
Date of Report (Date of earliest event reported)
2. SEC Identification Number ASO95-002283
3. BIR Tax Identification No. 004-703-376
4. DMCI Holdings, Inc.  
Exact name of issuer as specified in its charter
5. Philippines  
Province, country or other jurisdiction of incorporation
6.  (SEC Use Only)  
Industry Classification Code:
7. 3/F Dacon Building, 2281 Don Chino Roces Avenue, Makati City  
Address of principal office
- 1231  
Postal Code
8. (632) 8888-3000  
Issuer's telephone number, including area code
9. Not applicable  
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

<u>Title of Each Class</u>	<u>No. of Shares Outstanding</u>	<u>Amount</u>
Common Shares	13,277,470,000	Php13,277,470,000.00
Preferred Shares	960	960.00
TOTAL	13,277,470,960	Php13,277,470,960.00

11. Indicate the item numbers reported herein: Item 9

## Item 9. Other Matters

This is to inform the investing public that at the meeting of the Board of Directors held on August 20, 2024, the Board approved the following:

1. Subject to stockholders' approval, amendment of the Articles of Incorporation ("AOI") to Reclassify 10,000,000 Preferred Shares into Class B Preferred Shares, with the following terms:
  - a) Par value of Php1.00 per share
  - b) Dividend rate fixed at 4% of the issue value per year, to be paid out on a quarterly basis (or 1% of issue value per quarter)
  - c) Term is perpetual unless redeemed at the sole option of DMCI Holdings, Inc. at issue price. The option to redeem may be exercised in one or more installments beginning on the 5<sup>th</sup> anniversary of the issuance of Class B Preferred Shares, and every quarter after the 5<sup>th</sup> anniversary.
  - d) Conversion price shall be set at a 30% premium over the volume weighted average price of the common share over the 30 trading days immediately preceding the conversion date (the "Conversion Price")
  - e) Class B Preferred Shareholder shall be given the option to convert the shares into common shares at the Conversion Price.
2. Subject to stockholders' approval and approval by the Securities and Exchange Commission of the amendment of the Articles of Incorporation reclassifying 10,000,000 unissued preferred shares into Class B Preferred Shares, the issuance of 10,000,000 Class B Preferred Shares to Dacon Corporation by way of private placement at the issue price of Php1,000 per share, or total issue price of Php10,000,000,000, payable in one lump sum or in installments, provided that full payment shall be made not later than the closing date for the purchase of shares in Cemex Asian South East Corporation.
3. Subject to stockholders' approval, the amendment of the Bylaws of the Corporation to change the schedule of the annual stockholders' meeting from the 3<sup>rd</sup> Tuesday of May to the 2<sup>nd</sup> Tuesday of May
4. Special Stockholders' Meeting

The Corporation will hold a Special Stockholders' Meeting (SSM) on **October 15, 2024, Tuesday, at 9:30 a.m. via remote communication**. The Record Date for the SSM is set on September 6, 2024. 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, Punongbayan & Araullo (P&A) was appointed as Board of Canvassers.

The Board likewise approved the following:

- a) Filing of the application to the Securities Exchange Commission (SEC) to authorize the distribution of Annual Stockholders meeting materials using the Quick Response (QR) Code.
- b) Distribution of Notice of Annual Stockholders' Meeting through publication in the business section of two (2) newspapers of general circulation in print and online format for two (2) consecutive days. Provided that the last publication of the Notice of ASM shall be made not later than twenty-one (21) days prior to scheduled ASM

## 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.

DMCI Holdings, Inc.  
Issuer



**JOSEPH ADELBERT V. LEGASTO**  
Deputy Chief Financial Officer

August 20, 2024