

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)
Aug 20, 2024
2. SEC Identification Number
ASO95002283
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
DACON BLDG. 2281 CHINO ROCES AVENUE, MAKATI CITY
Postal Code
1231
8. Issuer's telephone number, including area code
(632) 88883000
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 |

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 4-3 - Amendments to Articles of Incorporation
References: SRC Rule 17 (SEC Form 17-C) and
Section 4.4 of the Revised Disclosure Rules

Subject of the Disclosure

Amendment to Articles of Incorporation

Background/Description of the Disclosure

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 5th anniversary of the issuance of Class B Preferred Shares, and every quarter after the 5th 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.

| | |
|--|--------------|
| Date of Approval by Board of Directors | Aug 20, 2024 |
| Date of Approval by Stockholders | TBA |
| Other Relevant Regulatory Agency, if applicable | N/A |
| Date of Approval by Relevant Regulatory Agency, if applicable | N/A |
| Date of Approval by Securities and Exchange Commission | TBA |
| Date of Receipt of SEC approval | TBA |

Amendment(s)

| Article No. | From | To |
|---------------------------|--------------------------|--------------------------|
| Please see attached file. | Please see attached file | Please see attached file |

Rationale for the amendment(s)

On April 25, 2024, DMCI Holdings, Inc. Dacon Corporation (Dacon) and Semirara Mining and Power Corporation (SMPC) executed a Share Purchase Agreement with CEMEX Asia B.V. for the purchase of its 100% equity interest (the "Transaction") in CASEC. CASEC owns 89.86% of the outstanding shares of Cemex Holdings Philippines, Inc. (CHP). DMCI Holdings, Inc. will acquire 56.75% stake in CASEC comprising of 23,915,631 shares. The Php10,000,000,000.00 that the Corporation will raise through the issuance of 10,000,000 Class B Preferred Shares to Dacon Corporation at the issue price of Php1,000 per share or total issue price of Php10,000,000,000.00 will be used by the Corporation to fund its share in the purchase price of CASEC.

The timetable for the effectivity of the amendment(s)

| | |
|---|-----|
| Expected date of filing the amendments to the Articles of Incorporation with the SEC | TBA |
| Expected date of SEC approval of the Amended Articles of Incorporation | TBA |

Effect(s) of the amendment(s) to the business, operations and/or capital structure of the Issuer, if any

None

Other Relevant Information

None

Filed on behalf by:

| | |
|--------------------|--|
| Name | Herbert Consunji |
| Designation | Executive Vice President & Chief Finance Officer |