

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)
Apr 25, 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
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 4-2 - Acquisition/Disposition of Shares of Another Corporation
References: SRC Rule 17 (SEC Form 17-C) and
Section 4.4 of the Revised Disclosure Rules

Subject of the Disclosure

Acquisition of shares in Cemex Asian South East Corporation ("CASEC"), which owns 89.86% of CEMEX Holdings Philippines, Inc. ("CHP"), a publicly listed company.

Background/Description of the Disclosure

The Transaction involves the purchase of a total of 42,140,266 common shares (the "Sale Shares") equivalent to 100% of the total outstanding and issued capital stock of Cemex Asian South East Corporation (the "Target" or "CASEC") jointly by DMCI Holdings, Inc. ("DMC"), Semirara Mining and Power Corporation ("SCC") and Dacon Corporation ("Dacon") (collectively, the "Purchasers") with the proportion set out below from CEMEX Asia B.V. ("Seller"):

- (i) DMC shall purchase 23,915,631 Sale Shares;
- (ii) SCC shall purchase 4,689,339 Sale Shares; and
- (iii) Dacon shall purchase 13,535,296 Sale Shares.

Date of Approval by Board of Directors

Apr 25, 2024

Rationale for the transaction including the benefits which are expected to be accrued to the Issuer as a result of the transaction

The acquisition of CASEC will allow DMC to venture into the cement industry.

Details of the acquisition or disposition

Date

Apr 25, 2024

Manner

The Transaction shall be by way of acquisition by the Purchasers of the Sale Shares from the Seller. The Closing of the Transaction is subject to the approval by the Philippine Competition Commission ("PCC").

As a result of the Transaction, the Purchasers are required to conduct a mandatory tender offer (MTO) of the shares of CHP held by its minority shareholders who hold 10.14% of the total issued and outstanding capital stock of CHP. The Purchasers agreed to designate Dacon Corporation to be the bidder in the MTO. The completion of the MTO will be subject to obtaining approval by the PCC.

Description of the company to be acquired or sold

CASEC is in the business of investment holding.

The terms and conditions of the transaction

Number of shares to be acquired or disposed

23,915,631

Percentage to the total outstanding shares of the company subject of the transaction	56.75
Price per share	US\$7.25

Nature and amount of consideration given or received

The consideration shall be paid in cash upon Completion.

Principle followed in determining the amount of consideration

The consideration reflects the result of the negotiations and views on fair value of both the Purchasers and Seller, having regard to various valuation methodologies and multiple cross-checks.

Terms of payment

Payment shall be in cash upon Completion

Conditions precedent to closing of the transaction, if any

Completion is subject to the following conditions:

1. PCC approval of the transaction
2. Conduct of a Mandatory Tender Offer over CHP shares and compliance with the SRC and the SRC IRR
3. Customary closing conditions

Any other salient terms

The purchase price shall take into consideration the movement in net debt and working capital from the time the definitive agreements are executed until Completion Date.

Identity of the person(s) from whom the shares were acquired or to whom they were sold

Name	Nature of any material relationship with the Issuer, their directors/ officers, or any of their affiliates
1. CEMEX Asia B.V.	No material relationship

Effect(s) on the business, financial condition and operations of the Issuer, if any

Incorporating cement manufacturing into our portfolio strategically leverages DMCI Group's expertise. This acquisition introduces new revenue streams, diversifying our financial base and mitigating risks associated with the volatility of commodity prices.

Other Relevant Information

None

Filed on behalf by:

Name	Herbert Consunji
Designation	Executive Vice President & Chief Finance Officer