

COVER SHEET

A S O 9 5 0 0 2 2 8 3

SEC Registration Number

D M C I H O L D I N G S , I N C .

(Company's Full Name)

3 R D F L R . D A C O N B L D G . 2 2 8 1

P A S O N G T A M O E X T . M A K A T I C I T Y

(Business Address: No., Street City / Town / Province)

HERBERT M. CONSUNJI

Contact Person

888-3000

Company Telephone Number

(Last Wednesday of July)

1 2

Month

3 1

Day

Fiscal Year

SEC Form 17-C

FORM TYPE

0 7

Month

2 6

Day

Annual Meeting

N.A.

Secondary License Type, If Applicable

C F D

Dept Requiring this Doc

Amended Articles Number / Section

Total No. of Stockholders

Total Amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document ID

Cashier

STAMPS

Remarks: Please use BLACK ink for scanning purposes

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. September 27, 2006
Date of Report (Date of earliest event reported)
2. SEC Identification Number AS095-002283
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 1231
Address of principal office Postal Code
8. (632) 888-3000
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

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common Shares, Php 1.00 Par	1,127,747,000
Preferred Shares, Php 1.00 Par	5,880
Common Shares, Php 1.00 Par	150,000,000

(1,127,747,000 Common shares are exempt under Section 6 (a)(4) of the RSA, and 74,719,200 underlying Common shares exempt under Section 6 (a)-7 of the RSA.)

11. Indicate the item numbers reported herein: Item 9

Item 4. Other Matters

At the Special Stockholders' Meeting of DMCI Holdings, Inc. ("the Corporation") held on September 27, 2006, the following amendments to the Amended By-Laws of the Corporation were approved by the Stockholders:

- a. Amendment of Article I, Section 3 (Transfer of Shares), paragraph 3, line 2, by placing the word "*claim*" before the word "*shall*".
- b. Amendment of Article I, Section 4 (Lost, Destroyed and Mutilated Certificates); line 12, by inserting the article "*the*" between "*to*" and "*issuance*"; the inclusion of the article "*the*" between the words "*of*" and "*replacement*"; and the introduction of the words "*stock certificates,*" between "*replacement,*" and "*equal*".
- c. Amendment of Article II, Section 4 (Notice of Special Meeting); in line 4, by inserting the word "*and*" between "*meeting,*" and "*the*"; also in line 4, by inserting the word "*or*" between "*purpose*" and "*purposes*"; similarly, in line 9, by deleting the words "*national circulation*" and in lieu thereof, the words "*general circulation*" are substituted.
- d. Amendment of Article II, Section 8 (Proxies); in the last two lines of the paragraph, the acronym "*SEC*" is added after the words "*Securities and Exchange Commission*".
- e. Amendment of Article III, Section 1 (Number, Term of Office, Manner of Election), by adding a new paragraph 3 to read as follows "*Provisions on independent directors shall be governed by Article IV of these Amended By-laws*".
- f. Amendment of Article III, Section 2 (Qualifications), by providing for the additional qualifications of directors.
- g. Amendment of Article III, Section 3 (Disqualifications), by providing a new penultimate paragraph to read as follows: "*The grounds for disqualification of directors shall be as set forth in the SEC Code of Corporate governance and the Corporation's Manual on corporate Governance.*"
- h. Amendment of Article III, by renumbering former Section 3, to read as Section 4 (Powers of the Board), of the Amended By-laws; the introduction of a new paragraph, dubbed as letter I, to read as follows: "*I. Such powers and functions as prescribed in the SEC Code of Corporate Governance and the Corporation's Manual on Corporate Governance.*"
- i. Amendment of Article III, by renumbering former Section 4, to read as Section 5, of the Amended By-laws (Composition and Term of Office).
- j. Amendment of Article III, by renumbering former Section 5, to read as Section 6 (Organizational Meeting), of the Amended By-laws; in line 5, the words "*Board of Directors*" are deleted and in lieu thereof, the word "*stockholders*" is substituted.
- k. Amendment of Article III, by renumbering former Section 6, to read as Section 7, of the Amended By-laws; and the introduction of new paragraphs 2 and 3 to the renamed Section 7.
- l. Amendment of Article III, by renumbering former Section 7, to read as Section 8 (Notice of Meetings), of the Amended By-laws.
- m. Amendment of Article III, by renumbering of former Section 8, to read as Section 9 (Quorum), of the Amended By-laws; in the first sentence of the new Section 9, the following proviso is added: "*...provided, however that an independent director shall always be in attendance*"; thereafter, the following is added: "*However, the absence of an independent director may not affect the quorum requirements if he is duly notified of the meeting but deliberately and without justifiable cause, fails to attend the meeting. To monitor compliance with the above requirement, the Corporation may, at the end of every fiscal year, provide the Securities and Exchange Commission sworn statement that the foregoing requirement has been complied with. The said certification may be submitted with the Corporation's current report or in a separate filing...*"
- n. Amendment of Article III, by renumbering former Section 9, to read as Section 10 (Conduct of the Meetings), of the Amended By-laws.
- o. Amendment of Article III, by renumbering former Section 10, to read as Section 11 (Resignations), of the Amended by-laws.
- p. Amendment of Article III, by renumbering former Section 11, to read as Section 12 (Vacancies), of the Amended by-laws; in line 5, the insertion of the words "*in a regular or special meeting*" between the words "*stockholders*" and "*called*."
- q. Amendment of Article III, by renumbering former Section 12, to read as Section 13 (Compensation), of the Amended By-laws.

