

# 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      3 1

Month      Day

Fiscal Year

**SEC Form 17-C**

FORM TYPE

0 7      3 1

Month      Day

Annual Meeting

N.A.

Secondary License Type, If Applicable

C F D

Dept Requiring this Doc

Amended Articles Number / Section

Total Amount of Borrowings

Total No. of Stockholders

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. November 18, 2013  
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

<u>Title of Each Class</u>	<u>No. of Shares Outstanding</u>	<u>Amount</u>
Common Shares	2,655,494,000	Php2,655,494,000.00
Preferred Shares	3,780	3,780.00
TOTAL	2,655,497,780	Php2,655,497,780.00

11. Indicate the item numbers reported herein: Item 9

**Item 9. Other Matters**

This is to inform the investing public on the Corporation's Guidelines relative to the distribution of Special Cash Dividends declared last November 14, 2013 for stockholders of record November 29, 2013.

Please find attached Advisory to Stockholders that includes the Guidelines and pertinent Annex documents.

**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

  
**Aldric G. Borlaza**  
Senior Finance Officer



November 18, 2013

# DMCI HOLDINGS, INC.

## ADVISORY TO STOCKHOLDERS Special Cash Dividends Declared on November 14, 2013

*Record Date:* November 29, 2013  
*Payment Date:* December 13, 2013  
*Dividend Amount:* Php1.20 per common share

### PART A. FOREIGN STOCKHOLDERS WITH SHARES UNDER PCD ACCOUNT

All **foreign stockholders with shares under PCD account** should coordinate with their respective brokers or custodian banks on their respective tax status and applicable withholding tax rate.

### PART B. FOREIGN STOCKHOLDERS WITH CERTIFICATED SHARES

**Foreign stockholders who hold certificated shares** of the company and who wish to avail of a tax exemption or a preferential tax rate, should submit to the company the documents listed below not later than December 6, 2013.

(1) FOR NON-RESIDENT FOREIGN STOCKHOLDERS (CORPORATE OR INDIVIDUAL) CLAIMING ENTITLEMENT TO A PREFERENTIAL TAX RATE ON DIVIDEND INCOME UNDER A TAX TREATY WITH THE PHILIPPINES.

- a. a filed complete application (together with the documentary requirements) for tax treaty relief prepared in accordance with the applicable BIR regulations, and duly received by the Bureau of Internal Revenue - International Tax Affairs Division ("BIR-ITAD"); and
- b. a signed and duly notarized / consularized (if issued abroad) indemnity undertaking in favor of DMCI Holdings, Inc., with a certification that the execution thereof was duly authorized by the said stockholder (*substantially in the form attached as Annex A hereof*).

(2) FOR NON-RESIDENT FOREIGN CORPORATIONS CLAIMING THE TAX SPARING RATE OF 15% under Section 28(B)(5)(b) of the NIRC:

- a. certified copy of a BIR ruling addressed to it confirming the application of the tax sparing rate of 15%; and
- b. a signed and duly notarized / consularized (if issued abroad) indemnity undertaking, in favor of DMCI Holdings, Inc., with a certification that the execution thereof was duly authorized by the said stockholder (*substantially in the form attached as Annex B hereof*).

(3) FOR STOCKHOLDERS CLAIMING TAX EXEMPTION in accordance with any provision of the NIRC or special law:

- a. certified copy of a BIR ruling addressed to it confirming the exemption claimed; and
- b. a signed and duly notarized / consularized (if issued abroad) indemnity undertaking, in favor of DMCI Holdings, Inc., with a certification that the execution thereof was duly authorized by the said stockholder (*substantially in the form attached as Annex C hereof*).

**Part C. TAX RATES ON DIVIDENDS**

The Dividends will be subject to the following final withholding tax rates:

Taxpayer	Final Withholding Tax Rate
Individual citizen	Ten percent (10%)
Individual resident alien	Ten percent (10%)
Non-resident alien individual	<ul style="list-style-type: none"> <li>a. Engaged in trade or business - Twenty percent (20%)</li> <li>b. Not engaged in trade or business - Twenty five percent (25%)</li> </ul>
Domestic corporation	Exempt
Resident foreign corporation	Exempt
Non-resident foreign corporation ("NRFC")	<ul style="list-style-type: none"> <li>a. Thirty percent (30%);</li> <li>b. If current BIR rulings or jurisprudence indicate that the tax sparing requirement under Section 28(B)(5)(b), NIRC, is complied with, i.e., that the country of residence of the NRFC allows a deemed paid tax credit of fifteen percent (15%) on taxes due from the NRFC - Fifteen percent (15%)</li> <li>c. Preferential tax rate under the applicable Tax Treaty</li> </ul>

**PART D. CONTACT INFORMATION**

For any questions on the foregoing, you may contact any of the following:

**Mr. Aldric G. Borlaza / Mr. Brian T. Lim**  
**Senior Finance Officer/ Finance Officer**  
 Tel. No. 888-3000 loc. 1554 or loc. 1024

**Atty. Noel A. Laman / Atty. Pilar Pilares-Gutierrez**  
**Corporate Secretary/ Assistant Corp. Secretary**  
 Tel No. 817-6791 to 95

*Annex A*  
*Indemnity - tax treaty*

(Date)

DMCI HOLDINGS, INC.  
3/F Dacon Building  
2281 Don Chino Roces Avenue Extension  
1231 Makati City, Philippines

Attention: Mr. Aldric G. Borlaza  
Senior Finance Officer

Re: Indemnity Undertaking - Special Cash Dividends

Gentlemen:

On \_\_\_\_\_, an application (copy enclosed) was submitted to the Philippine Bureau of Internal Revenue ("BIR") for a ruling confirming that the special cash dividends due from DMCI Holdings, Inc. (the "Company") to \_\_\_\_\_, [a citizen of \_\_\_\_\_ and residing in \_\_\_\_\_ / a corporation organized and existing under the laws of \_\_\_\_\_ and with principal place of business at \_\_\_\_\_] (the "Stockholder") in the amount of \_\_\_\_\_ (Php\_\_\_\_) pursuant to the declaration of the Board of Directors of the Company on November 14, 2013 (the "Dividends"), are subject to a withholding tax rate of \_\_\_\_\_ percent ( \_\_ %) pursuant to the tax treaty between \_\_\_\_\_ and the Republic of the Philippines (the "Ruling").

Pursuant to the applicable BIR regulations, including BIR Revenue Memorandum Order (RMO) No. 72-2010, a tax treaty relief application (TTRA) must be filed before the transaction (i.e., payment of dividends), together with all the supporting documents justifying the relief sought, as enumerated in the RMO. The undersigned stockholder (the Stockholder) anticipates that it may take some time for a Ruling to be issued by the BIR.

The Company, as the withholding agent of the Philippine government for the withholding of taxes due on dividends to nonresident alien individuals and foreign corporations, is made primarily responsible for the remittance of the correct amount of withholding taxes due on those dividends to the BIR. Further, penalties are imposed upon the Company under Philippine law for failure to do so.

The undersigned hereby requests the Company to withhold taxes based on the preferential tax treaty rate for remittance to the BIR. To induce the Company to withhold and remit the tax at the preferential tax treaty rate, in the event that the Ruling is denied or that a withholding tax rate higher than the preferential tax rate is determined to apply to the Dividends, the Stockholder agrees and acknowledges that [he/she/it] will be solely liable for, and will promptly pay when due, any taxes, fees, charges or other amounts (including interest and penalties) due to any authorities in the Philippines with respect to the Dividends. For this purpose, the Stockholder undertakes to pay to the Company whatever amounts may be required to pay for any shortfall in the amount of tax withheld and remitted. Furthermore, the Stockholder expressly authorizes the Company to pay over to

the Philippine tax authorities any amounts that the Company may hold belonging to the Stockholder to settle any deficiency tax liability of the Stockholder arising from the receipt of the Dividends.

Stockholder further agrees that it will indemnify and hold the Company and its shareholders, directors, officers, employees, agents and assignees harmless from and against any and all claims, losses, expenses, taxes, penalties or fines incurred in relation to the filings or payments of, or failure to file or pay, any amounts to the Philippine tax authorities due to or on account of the Dividends.

The Stockholder accepts the continuity of this indemnity undertaking which shall survive a transfer of shares. The Stockholder undertakes to submit a copy of the BIR Ruling to the Company, once issued, within five (5) days from receipt thereof.

The Stockholder hereby further represents, warrants and certifies, that all consents, permits and approvals required for the execution of this indemnity undertaking have been secured and are in full force and effect, and that the person signing this undertaking has been duly authorized to do so by the Stockholder.

(Name and signature of Stockholder or authorized representative)

Agreed and accepted on \_\_\_\_\_

DMCI HOLDINGS, INC.

By:

\_\_\_\_\_

(NOTARIAL ACKNOWLEDGMENT & CONSULARIZATION)

*Annex B*  
*Indemnity - tax sparing*

(Date)

DMCI HOLDINGS, INC.  
3/F Dacon Building  
2281 Don Chino Roces Avenue Extension  
1231 Makati City, Philippines

Attention: Mr. Aldric G. Borlaza  
Senior Finance Officer

Re: Indemnity Undertaking- Special Cash Dividends

Gentlemen:

This refers to the special cash dividends due from DMCI HOLDINGS, INC. (the "Company") to \_\_\_\_\_, [a corporation organized and existing under the laws of \_\_\_\_\_ and with principal place of business at \_\_\_\_\_] (the "**Stockholder**") in the amount of \_\_\_\_\_ (Php \_\_\_\_ ) pursuant to the declaration of the Board of Directors on November 14, 2013 (the "**Dividends**").

The Stockholder requests the Company to apply a withholding tax rate of fifteen percent (15 %) on the Dividends pursuant to Section 28(B)(5)(b) of the National Internal Revenue Code (the "**Tax Sparing Provision**"), which reduces from 30% to 15% the withholding tax on dividends received by a nonresident foreign corporation on the condition that the country of residence of the Stockholder will allow the latter a *credit* for taxes deemed to have been paid in the Philippines (but actually waived or spared) equivalent to 15%, representing the difference between the regular income tax rate of 30% and the 15% tax sparing rate.

In this connection, it hereby represents and warrants:

(a) That [*the country of residence of Stockholder*], in accordance with its laws now currently in force, fulfills the foregoing 'deemed paid tax credit' condition.

(b) That it shall comply with Revenue Memorandum Circular No. 80-91 and other applicable rulings and issuances of the BIR requiring the submission by the Stockholder of documents showing the actual amount credited by the foreign government against the foreign income tax due from the Stockholder in respect of the Dividends. The required documents may only be provided by the Stockholder after the payment of the Dividends and the filing of its own income tax return in its country of residence. It is only upon presentation of those documents to the Bureau of Internal Revenue ("BIR") that its entitlement to the tax sparing rate may be determined.

The Stockholder acknowledges that the Company, as withholding agent, is made primarily responsible for the remittance of the correct amount of withholding taxes due on the Dividends. Further, penalties are imposed upon the Company under Philippine law for failure to do so. In view thereof, the Stockholder undertakes:

(a) to indemnify and hold the Company and its shareholders, directors, officers, employees, agents and assignees harmless from and against any and all claims, losses, expenses, taxes, penalties or fines incurred in relation to the filings or payments of, or failure to file or pay, any amounts to the Philippine tax authorities due to or on account of the Dividends;

(b) in the event of an assessment issued by the BIR for the Company's failure to file or pay the correct amount of tax to the Philippine tax authorities on the basis of the Stockholder's representations stated herein, to be solely liable for, and promptly pay when due, any taxes, fees, charges or other amounts (including interest and penalties) due to any authorities in the Philippines with respect to the Dividends. For this purpose, the Stockholder undertakes to pay to the Company whatever amounts may be required to pay for any shortfall in the amount of tax withheld and remitted. Furthermore, the Stockholder expressly authorizes the Company to pay over to the Philippine tax authorities any amounts that the Company may hold belonging to the Stockholder to settle any deficiency tax liability of the Stockholder arising from the receipt of the Dividends; and

(c) to submit to the Company proof of compliance with RMC 80-91 and other applicable rulings and issuances of the BIR, including copies of documents provided to the BIR in connection therewith.

The Stockholder accepts the continuity of this indemnity undertaking which shall survive a transfer of shares.

The Stockholder hereby further represents, warrants and certifies, that all consents, permits and approvals required for the execution of this indemnity undertaking have been secured and are in full force and effect, and that the person signing this undertaking has been duly authorized to do so by the Stockholder.

(Name and signature of Stockholder or authorized representative)

Agreed and accepted on \_\_\_\_\_  
DMCI HOLDINGS, INC.

By:

\_\_\_\_\_

(NOTARIAL ACKNOWLEDGMENT & CONSULARIZATION)

*Annex C*  
*Indemnity - tax exemption*

(Date)

DMCI HOLDINGS, INC.  
3/F Dacon Building  
2281 Don Chino Roces Avenue Extension  
1231 Makati City, Philippines

Attention: Mr. Aldric G. Borlaza  
Senior Finance Officer

Re: Indemnity Undertaking - Special Cash Dividends

Gentlemen:

This refers to the special cash dividends due from DMCI HOLDINGS, INC. (the "Company") to \_\_\_\_\_, with principal place of business at \_\_\_\_\_] (the "**Stockholder**"), in the amount of \_\_\_\_\_ (Php\_\_\_\_) pursuant to the declaration of the Board of Directors of the Company November 14, 2013 (the "**Dividends**").

The Stockholder hereby represents and warrants to the Company that it falls within any one (1) of the following categories of taxpayers whose income in the Philippines are exempt from tax in accordance with the provisions of the National Internal Revenue Code of 1997, as amended (the "**Tax Code**") or any other special law or charter creating it (*please check and fill in the spaces below, as applicable*):

- An entity whose income from the Philippines is exempt from tax in accordance with Section 32 (B) (7) (a) of the Tax Code because it is:
  - The Government of: \_\_\_\_\_
  - A financing institution owned, controlled, or enjoying refinancing from the Government of: \_\_\_\_\_
  - An international or regional financial institution established by the Government of: \_\_\_\_\_
- A Government-owned or Controlled-Corporation, Agency or Instrumentality whose income in the Philippines are not subject to tax in accordance with Section 27 (C) of the Tax Code, a special law, or charter creating it.
- An entity which enjoys tax exemption specifically in accordance with a special law, or charter creating it.

Other than its tax-exempt status as mentioned above, the Stockholder further represents and warrants that its exemption from Philippine tax includes income arising from activities conducted for profit, or activities which are not in its ordinary course of business such as income from investments in domestic corporations.

The Stockholder acknowledges that the Company, as withholding agent, is made primarily responsible for the remittance of the correct amount of withholding taxes on the Dividends. Further, penalties are imposed upon the Company under Philippine law for failure to do so. In view thereof, the Stockholder hereby undertakes to:

(a) Submit proof satisfactory to the Company of its exemption from withholding tax on the Dividends, such as, but not limited to, a certification or certified true copy of a charter or special law (authenticated, if issued abroad) from the applicable government agency, and such other official documentation (certified, notarized/authenticated, as applicable) confirming its exemption from Philippine tax;

(b) Indemnify and hold the Company and its shareholders, directors, officers, employees, agents and assignees harmless from and against any and all claims, losses, expenses, taxes, penalties or fines incurred in relation to the filings or payments of, or failure to file or pay, any amounts to the Philippine tax authorities due to or on account of the Dividends; and

(c) In the event of an assessment issued by the BIR for the Company's failure to file or pay the correct amount of tax to the Philippine tax authorities on the basis of the Stockholder's representations stated herein, the Stockholder will be solely liable for, and will promptly pay when due, any taxes, fees, charges or other amounts (including interest and penalties) due to any authorities in the Philippines with respect to the Dividends. The Stockholder expressly authorizes the Company to pay over to the Philippine tax authorities any amounts that the Company may hold belonging to the Stockholder to settle any deficiency tax liability of the Stockholder arising from the receipt of the Dividends. Should the Company decide to settle all or part of the obligation with its own funds, the Stockholder undertakes to promptly reimburse the Company for costs expended in relation to the said assessment/s.

Based on the foregoing, the undersigned hereby requests the Company not to withhold taxes on the dividends to be distributed to the Stockholder. The Stockholder accepts the continuity of this indemnity undertaking which shall survive a transfer of shares.

The Stockholder hereby further represents, warrants and certifies, that all consents, permits and approvals required for the execution of this indemnity undertaking have been secured and are in full force and effect, and that the person signing this undertaking has been duly authorized to do so by the Stockholder.

(Name and signature of Stockholder or authorized representative)

Agreed and accepted on \_\_\_\_\_  
DMCI HOLDINGS, INC.  
By:

\_\_\_\_\_

(NOTARIAL ACKNOWLEDGMENT & CONSULARIZATION)