

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)
Mar 31, 2016
2. SEC Identification Number
AS095002283
3. BIR Tax Identification No.
004-703-376
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
3/F Dacon Bldg. 2281 Chino Roces Avenue Makati City
Postal Code
1231
8. Issuer's telephone number, including area code
(632) 888 3000
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	3,780

11. Indicate the item numbers reported herein
Item No. 9



DMCI Holdings, Inc.

DMC

PSE Disclosure Form 4-30 - Material Information/Transactions
References: SRC Rule 17 (SEC Form 17-C) and
Sections 4.1 and 4.4 of the Revised Disclosure Rules

Subject of the Disclosure

Results of the Board of Directors' Meeting

Background/Description of the Disclosure

This is to inform the investing public that at the meeting of the Board of Directors held today, March 31, 2016, the Board approved the following:

1. Consolidated Financial Statements for the period ending December 31, 2015.
2. Increase in the Per Diem of the Board of Directors and Board Committees
3. Annual Stockholders' Meeting details
4. Amendments to Conflict of Interest Policy
5. Subject to stockholders ratification, the amendment of the Corporation's By-Laws to add the Corporate Governance Committee as one of the Board committees.
6. ENK Restructuring

Other Relevant Information

Please see attached full disclosure of the above items in SEC Form 17-C,

In addition to SEC Form 17-C are the Amended Conflict of Interest Policy and Amendments to By-Laws.

Filed on behalf by:

Name	Herbert Consunji
Designation	Chief Finance Officer

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 17-C
 FORM TYPE

0 7 2 9
 Month 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. March 31, 2016
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
Address of principal office
- 1231
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	13,277,470,000	Php13,277,470,000.00
Preferred Shares	3,780	3,780.00
TOTAL	13,277,473,780	Php13,277,473,780.00

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 today, March 31, 2016, the Board approved the following:

1. Consolidated Financial Statements for the period ending December 31, 2015.

<i>In Million Php</i>	Dec. 2015	Dec. 2014	% Inc/Dec
Revenue	57,204	56,561	1%
Core Net Income	12,305	10,256	20%
<i>One-time Gain</i>	530	519	2%
Total Net Income	12,835	10,775	19%

2. Increase in the Per Diem of the Board of Directors and Board Committees from Php 10,000.00 to:

Php80,000.00 per Board Meeting attendance
Php40,000.00 per Committee Meeting attendance

3. Annual Stockholders' Meeting

The Corporation will hold its Annual Stockholders' Meeting on July 27, 2016, Wednesday, at 9:30am at the Turf Room, Manila Polo Club, McKinley Road, Forbes Park, Makati City. The Record Date for the ASM is set on June 13, 2016. The Board has appointed Castillo Laman Tan Pantaleon and San Jose Law Offices (CLTPSJ) and Securities Transfers Services, Inc. (STSI) as Committee of Inspectors while the audit firm, Sycip, Gorres, Velayo & Co. (SGV) was appointed as Board of Canvassers.

The Board likewise approved the filing of the applications to the Securities Exchange Commission (SEC) and Optical Media Board (OMB) to authorize the distribution of Annual Stockholders meeting materials in CD Format (electronic copy).

4. Amendments to Conflict of Interest Policy (attached).

5. Subject to stockholders ratification, the amendment of the Corporation's By-Laws in order to:

- a. Add the **Corporate Governance Committee** as one of the Board committees.
- b. Add the composition and duties of the Corporate Governance Committee.

6. ENK Restructuring

The Company will dissolve/liquidate ENK plc, a wholly-owned subsidiary of the Company in the United Kingdom (UK). The transaction is part of the ongoing restructuring of the Company's nickel mining subsidiaries in order to simplify the structure of the nickel segment and liquidate non-operating subsidiaries.

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



Brian T. Lim
Finance Officer

March 31, 2016



CONFLICT OF INTEREST POLICY

(Amended March 2016)

Directors, Executive Officers and Employees owe a fiduciary duty to DMCI Holdings, Inc. (the "Company") that requires them to act in the best interest of the Company. Actual and potential conflicts of interest should be avoided or otherwise identified, disclosed, and explained in sufficient detail to enable valid judgments to be made on their adverse impact. The persons who are conflicted should not participate in the discussion and decision on the issue in question, nor be entitled to vote on any resolution where they are conflicted. Related party contracts should be disclosed in the annual report and should comply with required approvals under the Company's policy on related party transactions.

Conflict of Interest

Conflict of Interest occurs when a director's direct or indirect personal interest interferes in any way, or appears to interfere, with the interest of the Company as a whole. It refers to any situation in which an individual of corporation is in position to exploit a professional or official capacity in some way for their (or that of a related party) personal or corporate benefit.

Guidelines

The Board of Directors of the Company adopted the following Conflict of Interest Guidelines ("Guidelines") to serve as the guiding principles for directors, officers and employees of the Company, help them recognize and deal with ethical issues, provide mechanisms to report unethical conduct, and help foster a culture of honesty and accountability.

1. Directors, Officers and employees must never use or attempt to use his/her position to gain any improper personal benefit for him/herself, for his/her family, or any other person.

2. Directors, Officers and employees must disclose actions or interests that may be construed as conflict of interest.
3. Directors, Officers and employees may accept gifts provided that these are reasonable, of nominal value and appropriate for the occasion.
4. Directors, Officers and employees shall protect the Company's assets, ensure their efficient use and should be used for legitimate business purposes only and not for personal use, unless authorize by the Company.

Disclosure

Directors, Officers and Employees of the Company are obligated to disclose his or her own conflict of interest or any appearance of a conflict of interest. They shall report preferably in writing, to the Board or to their immediate supervisor, any pertinent details of conflict of interest. Supervisors are responsible for arriving at a decision after consulting with the appropriate higher level of management.

Accountability and Adherence to Guidelines

Directors, Officers and employees are expected to adhere with the principles set forth in the Guidelines. The CCO is responsible for determining appropriate actions to be taken in the event of violations of these Guidelines.

Monitoring and Reporting

Any violation of the Guidelines must be reported to the CCO through the designated helpdesk hotline or under the Company's Whistleblower Policy Reporting Channel.

AMENDMENTS TO THE CORPORATION'S BY-LAWS AS APPROVED BY THE BOARD OF DIRECTORS ON MARCH 31, 2016, SUBJECT TO STOCKHOLDERS' APPROVAL ON JULY 27, 2016

ARTICLE	FROM	TO
Article VI Sec. 1	The Board of Directors shall constitute Committees in aid of good corporate governance, namely: Audit Committee, Nomination Committee, Compensation Committee, and Risk Oversight Committee	The Board of Directors shall constitute Committees in aid of good corporate governance, namely: Audit Committee, Nomination Committee, Compensation Committee, Risk Oversight Committee and <u>Corporate Governance Committee.</u>
Article VI Sec. 6 (new provision)		<p><u>SECTION 6. Corporate Governance Committee. The Corporate Governance Committee shall be composed of at least three (3) members of the Board, majority of whom shall be independent directors of the Company. The Board shall designate one member, who must be an independent director, to serve as the Committee Chairman. It shall have the following duties and responsibilities:</u></p> <ul style="list-style-type: none"> • <u>Formulate policies that will promote compliance with all rules, laws, regulations and company policies</u> • <u>Review and implement the Company's corporate governance activities and programs</u> • <u>Monitor and facilitate the Company's compliance with all rules and policies</u> • <u>Conduct annual review of the effectiveness of the Officers and employees in fulfilling their responsibilities</u> • <u>Formulate policies that will promote compliance with all rules, laws, regulations and company policies</u> • <u>Review and implement the</u>

		<p><u>Company's corporate governance activities and programs</u></p> <ul style="list-style-type: none">• <u>Monitor and facilitate the Company's compliance with all rules and policies</u>• <u>Conduct an annual self-assessment on compliance with corporate governance principles, policies, and provisions.</u>
--	--	---