

SECRETARY'S CERTIFICATE

I, **NOEL A. LAMAN**, of legal age, Filipino and with office address at the 4th Floor, The Valero Tower, 122 Valero Street, Salcedo Village, Makati City, after being sworn to in accordance with law, do hereby certify that:

1. I am the Corporate Secretary of **DMCI HOLDINGS, INC.** (the "Corporation"), a corporation organized and existing under and by virtue of the laws of the Republic of the Philippines, under SEC Certificate of Registration No. AS095-002283 with principal office address at 3rd Floor, Dacon Building, 2281 Don Chino Roces Avenue., Makati City.
2. The information contained in the hardcopy of the SEC 17-L for the Annual Report ended December 31, 2004 and that contained in the disk are one and the same.
3. I am executing this certification to attest to the truth of the foregoing and in compliance with the reportorial requirements of the Securities and Exchange Commission.

IN WITNESS WHEREOF, I have hereunto affixed my signature this ____ day of April 11, 2005 at Makati City.

(Original Signed)
NOEL A. LAMAN
Corporate Secretary

SUBSCRIBE AND SWORN to before me this 11 day of April, 2005 affiant exhibiting to me his/her Community Tax No. 14678254 issued at Makati City on January 25, 2005.

Notary Public
(Notarized)

Doc No. _____
Page No. _____
Book No. _____
Series of 2004

COVER SHEET

PSE CODE: HO- 115

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-L
FORM TYPE

0 7 2 8
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

SECURITIES AND EXCHANGE COMMISSION

Remarks: Please use BLACK ink for scanning purposes

SEC FORM 17-L

NOTIFICATION OF INABILITY TO FILE ALL OR
ANY PORTION OF SEC FORM 17-A OR 17-Q

Check One:

Form 17-A Form 17-Q

Period-Ended Date of required filing December 31, 2004

Date of this report April 15, 2005

Nothing in this Form shall be construed to imply that the Commission has verified any information contained herein.

1. SEC Identification Number AS095-002283 2. BIR Tax Identification No. 004-703-376

3. DMCI Holdings, Inc.

Exact name of issuer as specified in its charter

4. Philippines
Province, country or other jurisdiction of incorporation

5. Industry Classification Code: (SEC Use Only)

6. 3/F Dacon Building, 2281 Pasong Tamo Extension, Makati City 1231
Address of principal office Postal Code

7. (632) 888-3000
Issuer's telephone number, including area code

8. Not applicable
Former name, former address, and former fiscal year, if changed since last report.

9. Are any of the issuer's securities listed on a Stock Exchange?

Yes No

If yes, disclose the name of such Stock Exchange and the class of securities listed therein:

Philippine Stock Exchange - Common Class "A" Shares & Preferred Shares

Part I - Representations

If the subject report could not be filed without unreasonable effort or expense and the issuer seeks relief pursuant to SRC Rule 17-1, the following should be completed. (Check box if appropriate)

(a) The reasons described in reasonable detail in Part II of this Form could not be estimated without unreasonable effort or expense. [X]

(b) The subject annual report on SEC Form 17-A, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report on SEC Form 17-Q, or portion thereof, will be filed on or before the fifth day following the prescribed due date. [X]

(c) The accountant's statement or other exhibit required by paragraph 3 of SRC Rule 17-1 has been attached if applicable. [X]

Part II - Narrative

As of the date of this report, the Company's consolidated results of operations for the period ended December 31, 2004 are still being finalized. It is therefore not possible for the Company to meet the April 15 deadline or the filing of the Annual Report SEC Form 17-A. The reason for such delay is indicated in the attached letter of Sycip, Gorres, Velayo and Company, the Company's external auditors.

Part III - Other Information

(a) Name, address and telephone number, including area code, and position/title of person to contact in regard to this notification:

Herbert M. Consunji
Chief Finance Officer

Aldric G. Borlaza
Finance Officer

(same contact address and telephone number as the Corporation)

(b) Have all other periodic reports required under Section 17 of the Code and under Sections 26 and 141 of the Corporation Code of the Philippines during the preceding 12 months, or for such shorter period that the issuer was required to file such report(s), been filed? If the answer is no, identify the report(s).

Yes [X] No [] Reports:

(c) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

Yes [] No [X]

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

SIGNATURE

Pursuant to the requirements of the SRC Rule 17-1, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DMCI Holdings, Inc.
Issuer

Herbert M. Consunji
Chief Finance Officer

April 15, 2005

April 12, 2005

DMCI Holdings, Inc.
3rd Floor, Dacon Building
2281 Don Chino Roces Avenue
Makati City


Attention of MR. HERBERT M. CONSUNJI
Chief Finance Officer

Gentlemen:

This is to inform you that we are unable to complete the audit of DMCI Holdings, Inc. and subsidiaries (DMCI HI) as of and for the year ended December 31, 2004 on April 15, 2005 due to additional issues and disclosures, which may require additional time to be resolved. Among these includes the finalization of the Company's major subsidiaries and compliance with the required disclosures of the new Statements of Financial Accounting Standards/International Accounting Standards. In lieu of the foregoing, we estimate to complete the audited consolidated financial statements of DMCI HI on or before May 15, 2005.

Thank you.

Very truly yours,


Jessie D. Cabaluna
Partner