

# 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)

Dec 19, 2018

2. SEC Identification Number

12942

3. BIR Tax Identification No.

000-104-320-000

4. Exact name of issuer as specified in its charter

Marcventures Holdings, Inc.

5. Province, country or other jurisdiction of incorporation

Manila, Philippines

6. Industry Classification Code(SEC Use Only)

7. Address of principal office

4th Floor, Citibank Center, Paseo de Roxas, Makati City

Postal Code

1227

8. Issuer's telephone number, including area code

(+632)831-4479

9. Former name or former address, if changed since last report

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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	3,014,820,305

11. Indicate the item numbers reported herein

item 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.*

# Marcventures Holdings, Inc.

## MARC

**PSE Disclosure Form 4-3 - Amendments to Articles of Incorporation**  
**References: SRC Rule 17 (SEC Form 17-C) and**  
**Section 4.4 of the Revised Disclosure Rules**

**Subject of the Disclosure**

Amendment of Articles of Incorporation to Increase the Capital Stock

**Background/Description of the Disclosure**

The Stockholders of MARCVENTURES HOLDINGS, INC. (the 'Corporation') approve the amendment of the Seventh Article of the Articles of Incorporation to increase the Corporation's authorized capital stock from Php4.0 Billion to an amount of up to Php7.0 Billion and to create a class of up to 100,000,000 non-voting, non-participating, cumulative, and redeemable Preferred Shares with a par value of Php10.00 per share or aggregate par value of Php1,000,000,000, thereby amending the Seventh Article as follows:

SEVENTH. That the authorized capital stock of the corporation is SEVEN BILLION PESOS (P7,000,000,000.00) and said capital stock is divided into:

(a) SIX BILLION (6,000,000,000) common shares with a par value of One Peso (P1.00) each share or an aggregate par value of SIX BILLION PESOS (P6,000,000,000.00); AND

(b) ONE HUNDRED MILLION (100,000,000) Preferred Shares with a par value of TEN PESOS (P10.00) each share or an aggregate par value of ONE BILLION PESOS (P1,000,000,000.00)

<b>Date of Approval by Board of Directors</b>	TBA
<b>Date of Approval by Stockholders</b>	Dec 19, 2018
<b>Other Relevant Regulatory Agency, if applicable</b>	none
<b>Date of Approval by Relevant Regulatory Agency, if applicable</b>	N/A
<b>Date of Approval by Securities and Exchange Commission</b>	TBA
<b>Date of Receipt of SEC approval</b>	TBA

**Amendment(s)**

Article No.	From	To

SEVENTH	FOUR BILLION PESOS (P 4,000,000,000)	SEVEN BILLION PESOS (P7,000,000,000.00) and said capital stock is divided into: (a) SIX BILLION (6,000,000,000) common shares with a par value of One Peso (P1.00) each share or an aggregate par value of SIX BILLION PESOS (P6,000,000,000.00); AND (b) ONE HUNDRED MILLION (100,000,000) Preferred Shares with a par value of TEN PESOS (P10.00) each share or an aggregate par value of ONE BILLION PESOS (P1,000,000,000.00)
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**Rationale for the amendment(s)**

To raise funds for the Corporation for capital expenditure, expansion of operations, repayment of loans and operational expenses

**The timetable for the effectivity of the amendment(s)**

Expected date of filing the amendments to the Articles of Incorporation with the SEC	TBA
Expected date of SEC approval of the Amended Articles of Incorporation	TBA

**Effect(s) of the amendment(s) to the business, operations and/or capital structure of the Issuer, if any**

It may dilute the shareholdings of existing stockholders

**Other Relevant Information**

Only Common Shares shall have full voting rights.

The Preferred Shares shall have the following features, which shall be printed on the relevant stock certificates issued by the Corporation:

1. Issuance

The issue value of Preferred Shares shall be determined by the Board of Directors of the Corporation and such issue value shall not be less than the par value. The Preferred Shares may be issued in different series.

2. Non-Voting Except in Cases Provided by Law

Holders of Preferred Shares shall have no voting rights except in cases specifically provided by law.

3. Dividends

Holders of the Preferred Shares shall be entitled to receive out of the unrestricted retained earnings of the Corporation, when and as declared by the Board of Directors of the Corporation, cumulative dividends at a rate to be determined by the Board of Directors at the time of issuance of the Preferred Shares or at the time of declaration of the dividends, and shall be payable before any dividends shall be paid to holders of the Common Shares. Holders of the Preferred Shares shall not be entitled to participate with holders of the Common Shares in any further dividends payable by the Corporation.

4. Redemption

The Corporation may, by resolution of its Board of Directors, redeem the Preferred Shares in accordance with its terms. Once redeemed, the Preferred Shares shall become treasury shares which may be reissued or resold upon resolution by the Board of Directors.

5. Non-Convertible

The Preferred Shares shall not be convertible to any shares of stock of the Corporation of any class now or hereafter authorized.

6. Preference in Liquidation

In the event of any dissolution or liquidation or winding up, whether voluntary or involuntary, of the Corporation, except in connection with a merger or consolidation, holders of the Preferred Shares shall be entitled to be paid in full, or pro rata insofar as the assets and properties of the Corporation will permit, the par value of each Preferred Share before any distribution shall be made to holders of the Common Shares, and shall not be entitled to any other distribution. Thereafter, the holders of Common Shares shall be entitled to be paid in full, or pro rata insofar as any remaining assets and properties of the Corporation will permit, the par value of each Common Share.

After the distributions pursuant to the above paragraph shall have been made, the remaining assets and properties of the Corporation shall be distributed pro rata to the holders of Common Shares.

7. No Preemptive Rights

That no holder of Preferred Shares shall because of his ownership of stock, have a pre-emptive right to purchase, subscribe for or take any part of any stock or of any other securities convertible into or carrying options or warrants to purchase stock of the Corporation, whether out of the unissued authorized capital stock or any future increases thereof. Any part of such stock or other securities may at any time be issued, optioned, optioned for sale, and sold or disposed of by the Corporation pursuant to resolution of its Board of Directors, to such persons and upon such terms as such Board may deem proper, without first offering such stock or securities or any part thereof to existing stockholders.”

**Filed on behalf by:**

<b>Name</b>	Diane Madelyn Ching
<b>Designation</b>	Asst. Corporate Secretary/Compliance Officer