

# 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)  
Jul 28, 2022
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  
Metro Manila, Philippines
6. Industry Classification Code(SEC Use Only)  
[REDACTED]
7. Address of principal office  
4th Floor BDO Towers Paseo (formerly Citibank Center), 8741 Paseo de Roxas, Makati  
City  
Postal Code  
1227
8. Issuer's telephone number, including area code  
632-88314479
9. 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	3,014,820,305

11. Indicate the item numbers reported herein  
Item 9 Other Events

*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 4-24 - Results of Annual or Special Stockholders' Meeting

*References: SRC Rule 17 (SEC Form 17-C) and Section 4.4 of the Revised Disclosure Rules*

#### Subject of the Disclosure

Results of the Annual Stockholders' Meeting

#### Background/Description of the Disclosure

Results of the Annual Stockholders' Meeting held on July 28, 2022.

#### List of elected directors for the ensuing year with their corresponding shareholdings in the Issuer

Name of Person	Shareholdings in the Listed Company		Nature of Indirect Ownership
	Direct	Indirect	
Cesar C. Zalamea	1,000	0	-
Marianne Regina T. Dy	1	5,999,999	Lodged
Michael L. Escaler	1	0	-
Andrew Julian K. Romualdez	1,000	0	-
Augusto C. Serafica, Jr.	10,000	0	-
Ruby Sy	168,615,000	0	-
Anthony M. Te	27,000,500	55,629,100	Lodged
Carlos Alfonso T. Ocampo	1,000	0	-
Kwok Yam Ian Chan	1,000	0	-

**External auditor** Reyes Tacandong and Co.

#### List of other material resolutions, transactions and corporate actions approved by the stockholders

We advise that during the Annual Stockholders' Meeting of Marcventures Holdings, Inc. (the "Corporation") held on July 28, 2022, the following matters were approved:

1. Amendment of the By-Laws (Please see attached)

2. Election of the following Directors:

For Regular Directors:

- a. Cesar C. Zalamea
- b. Marianne Regina T. Dy
- c. Michael L. Escaler
- d. Andrew Julian K. Romualdez
- e. Augusto C. Serafica, Jr.
- f. Ruby K. Sy
- g. Antony M. Te

For Independent Directors:

- a. Carlos Alfonso T. Ocampo
- b. Kwok Yam Ian Chan

3. Approval of the appointment of Reyes Tacandong and Co. as the Corporation's external auditor for the current year 2022-2023.

**Other Relevant Information**

NONE.

**Filed on behalf by:**

<b>Name</b>	Maila Lourdes De Castro
<b>Designation</b>	Co-Assistant Corporate Secretary/Co-Compliance Officer/Corporate Information Officer/Data Privacy Officer/Vice-President and Head of Legal

# COVER SHEET

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SEC Registration Number

M	A	R	C	V	E	N	T	U	R	E	S	H	O	L	D	I	N	G	S	,	I	N	C	.
( F O R M E R L Y : A J O . N E T H O L D I N G S , I N C . )																								

(Company's Full Name)

U	N	I	T	4	-	3	4	T	H	F	L	R	.	B	D	O	T	O	W	E	R	S
P A S E O ( F O R M E R L Y : C I T I B A N K C E N T E R )																						
8 7 4 1 P A S E O D E R O X A S M A K A T I C I T Y																						

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

<b>MAILA G. DE CASTRO</b>
---------------------------

Contact Person

<b>8831-4479</b>
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Company Telephone Number

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Fiscal Year					

<b>SEC FORM 17C</b> (Results of the Annual Stockholders' Meeting held on July 28, 2022)
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FORM TYPE

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Annual Meeting					

<b>N/A</b>
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Secondary License Type, If Applicable

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Dept. Requiring this Doc.

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Amended Articles  
Number/Section

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Total No. of Stockholders

Total Amount of Borrowings			
<table border="1" style="width: 100%; text-align: center;"> <tr> <td><b>nil</b></td> </tr> </table> <p style="text-align: center;">Domestic</p>	<b>nil</b>	<table border="1" style="width: 100%; height: 20px;"> <tr> <td> </td> </tr> </table> <p style="text-align: center;">Foreign</p>	
<b>nil</b>			

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To be accomplished by SEC Personnel concerned

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\_\_\_\_\_  
LCU

\_\_\_\_\_  
Cashier

<b>STAMPS</b>
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Remarks = pls. 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. ....July 28, 2022.....  
Date of Report (Date of earliest event reported)
2. SEC Identification Number .... 12942..... 3. BIR Tax Identification No. .. 000-104-320-000..
4. .. Marcventures Holdings, Inc.....  
Exact name of issuer as specified in its charter
5. .... Metro Manila, Philippines..... 6.  (SEC Use Only)  
Province, country or other jurisdiction of incorporation Industry Classification Code:
7. ... 4th Floor BDO Towers Paseo, 8741 Paseo de Roxas, Makati City.... 1227.....  
Address of principal office Postal Code
8. .... +632 8831-4479.....  
Issuer's telephone number, including area code
9. .... N/A.....  
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<br>Outstanding and Amount of Debt Outstanding |
|---------------------------|--|
| ..... <u>Common</u> ..... | ..... <u>3,014,820,305</u> .....   |
11. Indicate the item numbers reported herein: .....Item No. 9 Other Events.....

**Item 9. Results of the 2022 Annual Stockholders' Meeting**

We advise that during the Annual Stockholders' Meeting of **Marcventures Holdings, Inc.** (the "Corporation") held on July 28, 2022, the following matters were approved:

(Please see attached)

**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.

..MARCVENTURES HOLDINGS, INC......  
Issuer

..... July 28, 2022.....  
Date



**MAILA LOURDES G. DE CASTRO/ Co-Asst. Corporate Secretary**  
.....  
Signature and Title\*

\* Print name and title of the signing officer under the signature.



July 28, 2022

**Philippine Stock Exchange**  
9<sup>th</sup> Floor, PSE Tower  
5<sup>th</sup> Avenue corner 28<sup>th</sup> Street  
Bonifacio Global City, Taguig City

Attention: **Ms. Janet A. Encarnacion**  
Head, Disclosure Department

Re: **Results of Annual Stockholders' Meeting and  
Organizational Meeting of the Board of Directors**

Gentlemen:

We advise that during the Annual Stockholders' Meeting of **Marcventures Holdings, Inc.** (the "**Corporation**") held on July 28, 2022, the following matters were approved:

1. Amendment of the By-Laws

**Article I, Section 1** - Changed the date of the annual stockholders' meeting ("ASM") from the last Friday of May to the last Friday of July; added the authority to hold the ASM by remote communication or *in absentia*.

**Article I, Section 2** - Added the authority of the chairman or an officer delegated by the Board to call special meetings of stockholders.

**Article I, Section 3** - Entirely new provision; Added a hold-over provision for directors if board elections are not held during the ASM.

**Article I, Section 4 (formerly Section 3)** - Added the authority of stockholders entitled to vote to vote and attend the meeting through remote communication or *in absentia*.

**Article 1, Section 5 (formerly Section 4)** - Added date as part of notice; Added that notice may be delivered to place of residence or by publication; notice must be given at least 21 days before meeting date.

**Article 1, Section 6 (formerly Section 5)** - Amendment to delete provision on appointing 2 (two) persons to act as inspectors of election; Rationale: Election inspectors would typically take charge of validation of proxies and tabulation of votes which, in our current practice, is being handled by the Office of the Corporate Secretary and the transfer agent, and is subject to the rules of the Securities and Exchange Commission. It seems to be cumbersome to have the stockholders appoint the 2 election inspectors.

**Article I, Section 6** - Amendments to the order of business during the ASM.

**Article I, Section 7** - Amendment to correct the sentence structure.

**Article II, Section 1** - Amendment to correct the sentence structure.

**Article II, Section 2** - Clarified the sufficiency of the majority vote of the quorum to approve a board resolution.

**Article II, Section 4** - Amendment to relax requirements for regular board meetings; Added authority to hold board meeting via remote communication or *in absentia*; Added authority of any two directors to call special meeting; board decisions may be done by referendum.

**Article II, Section 5** - Amendment to correct sentence structure and add clarity; removed the need for stockholders to accept the resignation of a director.

**Article II, Section 6** - Amendment to correct typographical error.

**Article III, Section 1** - Added the position of Senior Vice President; Senior Vice President given the authority to be designated as officer-in-charge in case of vacancy of presidency; Added a term of 1 year from date of election for officers.

**Article III, Section 2** - Amendment to correct the sentence structure.

**Article III, Section 4** - refined BOD's power and duty to fix the compensation of senior officers/executives; deleted the word "employees".

**Article III, Section 5** - Amendment to clarify scope of the powers and duties of the President.

**Article III, Section 6** - Amendment to include Senior Vice-President as officer; Increased requisite for officer-in-charge from Vice President to Senior Vice President.

**Article III, Section 7** - Amendment to correct the sentence structure.

**Article III, Section 8** - Amendment to correct the sentence structure.

**Article III, Section 9** - Amendment to add grounds for Assistant Treasurer or other similar officer to be designated as treasurer.



**Article III, Section 10** - Amendment to correct sentence structure; Amended the amount of capital investment expenses to require prior approval of the Board.

**Article III-A, Section 1** - Amendment to reflect the Revised Corporation Code provision; added authority to hold Executive Committee meetings by remote communication or *in absentia*.

**Article III-A, Section 3** - Entirely new provision; Added authority of the committee to fix the date, time, and place of its meetings; Added authority to hold meetings by remote communication or *in absentia*.

**Article IV, Section 1** - Inserted in parenthesis the numerical figure "2/3";

**Article IV, Section 2** - Amendment to correct sentence structure and clarify authority of the Board regarding bank depositaries, checks, and drafts.

**Article V, Section 1** - Amendment to include authority of Senior Vice-President designated by the Board to sign a certificate of stock.

**Article V, Section 2** - Amendment to clarify authority of Corporate Secretary in the provision.

**Article V, Section 3** - Amendment to clarify that the provision also applies to lost and stolen stock certificates.

**Article VI** - Inserted in parenthesis the numerical figure "2/3".

**Article VII** - Amendment to clarify the procedure of amending the by-laws as reflected in the Revised Corporation Code.

2. Election of the following Directors:

*For Regular Directors:*

- a. Cesar C. Zalamea
- b. Marianne Regina T. Dy
- c. Michael L. Escaler
- d. Andrew Julian K. Romualdez
- e. Augusto C. Serafica, Jr.
- f. Ruby K. Sy
- g. Antony M. Te

*For Independent Directors:*

- a. Carlos Alfonso T. Ocampo
- b. Kwok Yam Ian Chan

3. Approval of the appointment of Reyes Tacandong and Co. as the Corporation's external auditor for the current year 2022-2023.

We further advise that during the Organizational Meeting of the Board of Directors held immediately after the stockholders' meeting, the following matters were acted upon:

1. Election of the following officers for the year 2022 to 2023 to serve as such until their successors are duly elected and qualified:

Cesar C. Zalamea	:	Chairman of the Board
Roberto V. San Jose	:	Corporate Secretary
Ana Maria A. Katigbak	:	Assistant Corporate Secretary/ Compliance Officer/ Corporate Information Officer
Maila G. De Castro	:	Co-Assistant Corporate Secretary/ Co-Compliance Officer/ Corporate Information Officer/ Data Privacy Officer/ Vice-President and Head of Legal
Rolando S. Santos	:	Officer-in-Charge
Rolando S. Santos	:	Treasurer/ Senior Vice-President for Finance and Administration
Reuben F. Alcantara	:	Senior Vice-President for Marketing/ Business Development and Strategic Planning
Deborra C. Ilagan	:	Vice-President for Human Resources and Administration
Dale A. Tongco	:	Vice-President for Controllership

2. Election of the following Committee Chairmen and Members for the year 2022 to 2023 to serve as such until their successors are duly elected and qualified:

(a) Executive Committee ("Execom"):

Chairman:	Anthony M. Te ( <i>Non-Executive Director</i> )
Members:	Kwok Yam Ian Chan ( <i>Independent Director</i> ) Carlos Alfonso T. Ocampo ( <i>Independent Director</i> ) Andrew Julian K. Romualdez ( <i>Non-Executive Director</i> )

(b) Audit, Governance, Oversight and Related Party Transaction Committee:

Chairman:	Carlos Alfonso T. Ocampo ( <i>Independent Director</i> )
Members:	Augusto C. Serafica, Jr. ( <i>Non-Executive Director</i> ) Kwok Yam Ian Chan ( <i>Independent Director</i> )

(c) Nominations and Compensation Committee:

Chairman:	Cesar C. Zalamea
Members:	Augusto C. Serafica, Jr. ( <i>Non-Executive Director</i> ) Michael L. Escaler ( <i>Non-Executive Director</i> )

(d) Investment Committee:

Chairman: Augusto C. Serafica, Jr. (*Non-Executive Director*)

Member: Carlos Alfonso T. Ocampo (*Non-Executive  
Independent Director*)

Anthony M. Te (*Non-Executive Director*)

(e) Retirement Committee:

Chairman: Augusto C. Serafica, Jr. (*Non-Executive Director*)

Member: Carlos Alfonso T. Ocampo (*Independent Director*)

Andrew Julian K. Romualdez (*Non-Executive  
Director*)

Very truly yours,



**Maila G. De Castro**

Co-Assistant Corporate Secretary



Ref. No. MHI\_LEG2022\_CERT\_028

CERTIFICATION

I, **Maila G. de Castro**, Co-Assistant Corporate Secretary of Marcventures Holdings Inc. (the "Corporation") with SEC Registration Number 12942, and with principal office at 4<sup>th</sup> Floor BDO Towers Paseo (formerly Citibank Center) 8741 Paseo de Roxas, Makati City, Philippines, on oath state:

- 1. That upon instructions of the Corporation's Management, I have caused this SEC Form 17-C (Results of the Annual Stockholders' Meeting held on July 28, 2022) to be prepared;
2. That I read and understood its contents which are true and correct to the best of my personal knowledge and/or based on records;
3. That the Corporation will comply with the requirements set forth in SEC Notice dated 24 June 2020 for a complete and official submission of reports and/or documents through electronic mail; and,
4. That I am fully aware that the documents filed online which require pre-evaluation and/or processing fee shall be considered complete and officially received only upon payment of a filing fee.
5. That the e-mail account designated by the company pursuant to SEC Memorandum Circular No. 28, s.2020 shall be used by the company in its online submissions to CGFD.

IN WITNESS WHEREOF, I have hereunto set my hand this JUL 28 2022 day of \_\_\_\_\_, 2022.

Handwritten signature of Maila G. de Castro
Maila G. de Castro
Co-Asst. Corporate Secretary

SUBSCRIBED AND SWORN to before me this 28 day of JUL 2022, 2022, affiant exhibiting to me her valid identification, as follows:

Table with 3 columns: NAME, VALID IDENTIFICATION, DATE and/or PLACE OF ISSUE. Row 1: Maila G. de Castro, Driver's License No. N02-95-296472 expiring on 2026/10/18.

Doc. No. 171;
Page No. 26;
Book No. 1;
Series of 2022.

Notary Public
MARJORIE A. SANJUAN
Notary Public for Makati City
Appt. No. M-135 until 6/30/2022 per B.M. No. 1795, 9/28/2021
Roll of Attorneys No. 71296
IBP Membership No. 177402; 02/01/2022
PTOM: NMT-005700-011-044-00000-00 Makati City,
NICLE Compliant via VLS No. 160; 10/21/2018;
Pasig City: 10/21/2018