

# SECURITIES AND EXCHANGE COMMISSION

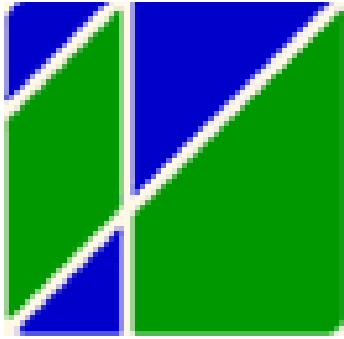
## SEC FORM 17-C

### 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)  
Oct 20, 2020
2. SEC Identification Number  
184044
3. BIR Tax Identification No.  
350-000-775-860
4. Exact name of issuer as specified in its charter  
JG SUMMIT HOLDINGS, INC.
5. Province, country or other jurisdiction of incorporation  
Metro Manila, Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office  
43rd Floor, Robinsons Equitable Tower, ADB Avenue corner Poveda Street, Ortigas Center, Pasig City, Metro Manila  
Postal Code  
1605
8. Issuer's telephone number, including area code  
(632) 8633-7631 to 40
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	7,162,841,657
11. Indicate the item numbers reported herein  
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.*



**JG Summit Holdings, Inc.**  
**JGS**

**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**

Amendments to Articles of Incorporation

**Background/Description of the Disclosure**

On August 14, 2020, the Board of Directors of of JG Summit Holdings, Inc. ("JGS") approved the amendment to Article Seventh of the Articles of Incorporation of JGS in order to:

- a. Re-classify the preferred non-voting shares into preferred voting shares
- b. Modify the dividend feature of the preferred voting shares

The proposed amendments to the Articles of Incorporation were approved by stockholders representing 85.77% of the total outstanding capital stock of JGS at the Special Meeting of Stockholders held via video conferencing on October 20, 2020.

<b>Date of Approval by Board of Directors</b>	Aug 14, 2020
<b>Date of Approval by Stockholders</b>	Oct 20, 2020
<b>Other Relevant Regulatory Agency, if applicable</b>	N/A
<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	Please see attached.	Please see attached.

**Rationale for the amendment(s)**

The amendment to Article Seventh of the Articles of Incorporation of JGS is being proposed in order to:

- a. Re-classify the preferred non-voting shares into preferred voting shares
- b. Modify the dividend feature of the preferred voting shares

The proposed amendment will allow for the issuance of preferred voting shares as payment of the stock dividend declared by the Board of Directors of JGS on August 14, 2020 and approved by the shareholders on October 20, 2020, subject to the approval of the Securities and Exchange Commission.

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

<b>Expected date of filing the amendments to the Articles of Incorporation with the SEC</b>	TBA
<b>Expected date of SEC approval of the Amended Articles of Incorporation</b>	TBA

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

The proposed amendment to the Articles of Incorporation is not expected to have any adverse effect on the business, operations and/or capital structure of JGS.

**Other Relevant Information**

Please refer to the attached Proposed Amendments to the Articles of Incorporation approved by the Board of Directors on August 14, 2020.

This disclosure is being amended in order to reflect the approval of the proposed amendments to the Articles of Incorporation by the stockholders.

**Filed on behalf by:**

<b>Name</b>	Maria Celia Fernandez-Estavillo
<b>Designation</b>	Senior Vice President, General Counsel and Corporate Secretary

**JG SUMMIT HOLDINGS, INC.**  
**Proposed Amendment to the Articles of Incorporation**  
**Approved by the Board of Directors on August 14, 2020**

<p>Amendment to Article Seventh of the Articles of Incorporation in order to:</p> <p>a. Re-classify the preferred non-voting shares into preferred voting shares</p> <p>b. Modify the dividend feature of the preferred voting shares</p>	
<p><b>Present provisions in the Articles of Incorporation</b></p>	<p><b>Proposed amendment to the Articles of Incorporation</b></p>
<p>SEVENTH: That the authorized capital stock of said corporation is FOURTEEN BILLION EIGHT HUNDRED NINETY MILLION EIGHT HUNDRED THOUSAND PESOS (P14,890,800,000.00) Philippine Currency, divided into TWELVE BILLION EIGHT HUNDRED FIFTY MILLION EIGHT HUNDRED THOUSAND (12,850,800,000) common shares with a par value of ONE PESO (P1.00) per share, with a total par value of Twelve Billion Eight Hundred Fifty Million Eight Hundred Thousand Pesos (P12,850,800,000.00), TWO BILLION (2,000,000,000) preferred shares with a par value of ONE PESO (P1.00) per share, with a total par value of Two Billion Pesos (P2,000,000,000.00) (“Preferred Non-Voting Shares”) and Four Billion (4,000,000,000) preferred shares with a par value of One Centavo (P0.01) per share, with a total par value of Forty Million Pesos (P40,000,000.00) (“Preferred Voting Shares”).</p> <p>No transfer of stock or interest which will reduce the ownership of Filipino citizens to less than the required percentage of the capital stock as provided by existing laws shall be allowed or permitted to be recorded in the proper books of the Corporation and this restriction shall be indicated in all the stock certificates issued by the Corporation.</p> <p>Provided further, that no shareholder of any class shall be entitled to any pre-emptive right to subscribe for, purchase or receive any part of the shares of the Corporation, whether</p>	<p>SEVENTH: That the authorized capital stock of said corporation is FOURTEEN BILLION EIGHT HUNDRED NINETY MILLION EIGHT HUNDRED THOUSAND PESOS (P14,890,800,000), Philippine Currency, divided into TWELVE BILLION EIGHT HUNDRED FIFTY MILLION EIGHT HUNDRED THOUSAND (12,850,800,000) common shares with a par value of ONE PESO (P1.00) per share, with a total par value of Twelve Billion Eight Hundred Fifty Million Eight Hundred Thousand Pesos (P12,850,800,000.00) <u>and TWO HUNDRED FOUR BILLION (204,000,000,000) preferred voting shares with a par value of One Centavo (P0.01) per preferred voting share, with a total par value of Two Billion Forty Million Pesos (P2,040,000,000.00) (“Preferred Voting Shares”).</u></p> <p>No transfer of stock or interest which will reduce the ownership of Filipino citizens to less than the required percentage of the capital stock as provided by existing laws shall be allowed or permitted to be recorded in the proper books of the Corporation and this restriction shall be indicated in all the stock certificates issued by the Corporation.</p> <p>Provided further, that no shareholder of any class shall be entitled to any pre-emptive right to subscribe for, purchase or receive any part of the shares of the Corporation, whether issued from its unissued capital or its treasury stock.</p>

issued from its unissued capital or its treasury stock.

The preferences, privileges, and voting powers of the Preferred Non-Voting Shares shall be as follows:

1. The Preferred Non-Voting Shares may be issued by the Board of Directors for such amount (not less than par), in such series, and purpose or purposes as shall be determined by the Board of Directors.
2. The Preferred Non-Voting Shares shall be non-convertible, non-voting, cumulative and non-participating.
3. The Preferred Non-Voting Shares may be redeemable at the option of the Corporation at any time, upon payment of their aggregate par or issue value, plus all accrued and unpaid dividends, on such terms as the Board of Directors may determine at the time of issuance. Preferred Non-Voting Shares so redeemed may be reissued by the Corporation upon such terms and conditions as the Board of Directors may determine.
4. The holders of Preferred Non-Voting Shares will have preference over holders of common stock in the payment of dividends and in the distribution of corporate assets in the event of dissolution, liquidation or winding up of the Corporation, whether voluntary or involuntary. In such an event, the holders of Preferred Non-Voting Shares shall be paid in full or ratably, insofar as the assets of the Corporation will permit, the par or issue value of each Preferred Non-Voting Shares held by them, as the Board of Directors may determine upon their issuance, plus unpaid cumulated dividends up to the current period, before any assets of the Corporation shall be paid or distributed to the holders of the common shares.

The preferences, privileges, and voting powers of the Preferred Voting Shares shall be as follows:

1. The Preferred Voting Shares shall be entitled to vote on all matters involving the affairs of the Corporation requiring the approval of stockholders. Each Preferred Voting Share shall have the same voting rights as a common share.
2. The Preferred Voting Shares shall be non-redeemable.
3. **The Preferred Voting Shares shall be entitled to: (a) cash and property dividends equivalent to 1/100 of cash and property dividends declared for common shares; and (b) stock dividends equivalent to the same rate declared for common shares.**
4. In the event of liquidation, dissolution, receivership or winding up of affairs of the Corporation, holders of Preferred Voting Shares shall be entitled to be paid in full at par, or ratably, in so far as the assets of the Corporation will permit, for each Preferred Voting Share held before any distribution is made to holders of common shares.
5. The Board of Directors shall be authorized to fix, implement, amend and provide such other terms and conditions of the Preferred Voting Shares as it shall deem fit.

5. The holders of Preferred Non-Voting Shares shall be entitled to the payment of current as well as any accrued or unpaid dividends on the Preferred Non-Voting Shares before any dividends can be paid to the holders of common shares.
6. The holders of Preferred Non-Voting Shares shall not be entitled to any other or further dividends beyond that specifically payable on the Preferred Non-Voting Shares.
7. The holders of Preferred Non-Voting Shares shall not be entitled to vote (except in those cases specifically provided by law) or be voted for.
8. The holders of Preferred Non-Voting Shares shall have no pre-emptive rights, options or any other similar rights to subscribe or receive or purchase any or all issues or other disposition of common or other preferred shares of the Corporation.
9. The Preferred Non-Voting Shares shall be entitled to receive dividends at a rate or rates to be determined by the Board of Directors upon their issuance.
10. The Board of Directors shall be authorized to fix, implement, amend and provide such other terms and conditions of the Preferred Non-Voting Shares as it shall deem fit.

The preferences, privileges, and voting powers of the Preferred Voting Shares shall be as follows:

1. The Preferred Voting Shares shall be entitled to vote on all matters involving the affairs of the Corporation requiring the approval of stockholders. Each Preferred Voting Share shall have the same voting rights as a common share.
2. The Preferred Voting Shares shall be non-redeemable.
3. The Preferred Voting Shares shall be entitled to dividends at the rate of 1/100 of common shares, such dividends

shall be payable out of the surplus profits of the Corporation so long as such Preferred Voting Shares are outstanding.

4. In the event of liquidation, dissolution, receivership or winding up of affairs of the Corporation, holders of Preferred Voting Shares shall be entitled to be paid in full at par, or ratably, in so far as the assets of the Corporation will permit, for each Preferred Voting Share held before any distribution is made to holders of common shares.
5. The Board of Directors shall be authorized to fix, implement, amend and provide such other terms and conditions of the Preferred Voting Shares as it shall deem fit.