# 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 2, 2021

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

1000

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	7,520,983,658	

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.



# **JGS**

# **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**

Early Redemption of JG Summit's Ten-Year Bonds due 2024

#### Background/Description of the Disclosure

As communicated today to the Philippine Dealing and Exchange Corp. ("PDEX"), JG Summit Holdings, Inc. ("JG Summit") has exercised its option for early redemption and fully redeemed its Ten Year Fixed Rate Bonds due 2024 ("Bonds").

Attached is JG Summit's disclosure to PDEX which, pursuant to the requirements of PDEX, contains certifications from the Paying Agent and the Trustee, on the payment of the Bonds and the compliance of JG Summit to the Trust Indenture Agreement and Terms and Conditions of the Bonds, respectively.

### Other Relevant Information

N/A

#### Filed on behalf by:

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



43rd FLOOR ROBINSONS EQUITABLE TOWER ADB AVE. COR. POVEDA RD. ORTIGAS CENTER, PASIG CITY TEL. NO.: 8633-7631, 8637-1670, 8240-8801 FAX NO.: 8633-9387 OR 8633-9207

March 2, 2021

Philippine Dealing & Exchange Corp. (PDEX)
Philippine Dealing System Holdings Corp. & Subsidiaries
29<sup>th</sup> Floor, BDO Equitable Tower
8751 Paseo de Roxas, Makati City

Attention:

MR. ANTONINO A. NAKPIL

President and Chief Executive Officer

Re:

Disclosure on Early Redemption of JG Summit's Bonds due 2024

Dear Mr. Nakpil,

We write in response to your letter dated January 19, 2021 ("Letter") regarding the Notice of Exercise of Early Redemption of JG Summit Holdings Inc.'s ("JG Summit") Php 0.17634 Billion Fixed Rate 5.30% Bonds Due 2024 ("Bonds").

Please be advised that JG Summit has exercised its option for early redemption, and has fully redeemed the Bonds on March 1, 2021, in accordance with the Terms and Conditions of the Bonds.

In this regard, we confirm that:

- In accordance with the PDEX Trading Conventions and the PDEX Rules for the Fixed Income Securities Market, as Amended, the trading of the Bonds on PDEX has ceased on February 24, 2021, the Record Date of the Bonds.
- The Early Redemption Date of the Bonds was on February 27, 2021, the seventh anniversary of the Issue Date of the Bonds. However, since February 27, 2021 fell on a Saturday, the Early Redemption Date of the Bonds was moved to March 1, 2021, the immediately succeeding business day.
- JG Summit has remitted the Early Redemption Price of 101.5% of the principal amount of the Bonds, plus all accrued interest, to the Philippine Depository & Trust Corp. ("PDTC"), the appointed Registrar and Paying Agent for the Bonds, on March 1, 2021, for further transmission to the bondholders.
- The listing of the Bonds on PDEX has been terminated upon the full payment of the Bonds on March 1, 2021.

Applicable taxes on the Early Redemption of the Bonds, including any taxes that may be due as
a result of the application of the provisions of Revenue Regulations No. 14-2012 and its related
Revenue Memorandum Circulars, have been correctly deducted or withheld by JG Summit, and
any deficiency taxes that may be assessed in relation to the Early Redemption of the Bonds shall
be borne by JG Summit.

In compliance with the requirements in your Letter, we are submitting the following attached documents:

Annex	Document		
Α	Copy of the notice of intention to exercise optional redemption sent to PDEX last January 18, 2021		
В	Copy of the notice of intention to exercise optional redemption sent to Metropolitan Bank and Trust Company ("Trustee") last January 18, 2021		
С	Original certification from PDTC on the payment of the Bonds		
D	Original certification from the Trustee on JG Summit's compliance with the Trust Indenture Agreement and the Terms and Conditions of the Bonds.		

The notices of the intention to exercise optional redemption were disclosed to the bondholders through the facility of PDEX and sent to the bondholders via electronic and registered mail by the Trustee.

We hope that you will find everything in order. Thank you for your continued support.

Yours sincerely,

JG SUMMIT HOLDINGS, INC.

LANCE Y. GOKONGWEI

President and Chief Executive Officer



43rd FLOOR ROBINSONS EQUITABLE TOWER ADB AVE. COR. POVEDA RD. ORTIGAS CENTER, PASIG CITY TEL. NO.: 8633-7631, 8637-1670, 8240-8801 FAX NO.: 8633-9387 OR 8633-9207

January 18, 2021

Philippine Dealing & Exchange Corp.
Philippine Dealing System Holdings Corp. & Subsidiaries 29<sup>th</sup> Floor, BDO Equitable Tower 8751 Paseo de Roxas, Makati City

Attention:

ATTY. MARIE ROSE M. MAGALLEN-LIRIO

Head - Issuer Compliance and Disclosure Department

Re:

Early Redemption of JG Summit's Ten-Year Bonds due 2024

Dear Atty. Magallen-Lirio,

We write in connection with JG Summit Holdings Inc.'s ("JG Summit") Ten-Year Fixed Rate Bonds due February 2024.

We hereby give notice of our intention to exercise our option for early redemption on the seventh anniversary of the Issue Date of the bonds, at the early redemption price of 101.5%. In accordance with the "Description and Terms and Conditions of the Bonds – Redemption and Purchase" in the final prospectus, which is also attached as Annex A of the Trust Indenture Agreement dated February 7, 2014 between JG Summit and Metropolitan Bank & Trust Company – Trust Banking Group ("Trustee"), we have also given notice to the Trustee of our intention to exercise our option for early redemption.

Yours sincerely,

JG SUMMIT HOLDINGS, INC.

LANCE Y. GOKONGWEI

President and Chief Executive Officer



43rd FLOOR ROBINSONS EQUITABLE TOWER ADB AVE. COR. POVEDA RD. ORTIGAS CENTER, PASIG CITY TEL. NO.: 8633-7631, 8637-1670, 8240-8801 FAX NO.: 8633-9387 OR 8633-9207

January 18, 2021

Metropolitan Bank and Trust Company – Trust Banking Group
16th Floor Metrobank Center
35th Street corner 7th Street
Bonifacio Global City
Taguig City

Attention:

MR. DENNIS EDMUND E. BALAGTAS

Vice President

ATTY. JASMIN S. BILASANO Assistant Vice President

Re:

Early Redemption of JG Summit's Ten-Year Bonds due 2024

#### Ladies and Gentlemen:

We write in connection with the final prospectus dated February 20, 2014 covering JG Summit Holdings Inc.'s ("JG Summit") Ten-Year Fixed Rate Bonds due February 2024 ("Final Prospectus").

In accordance with the "Description and Terms and Conditions of the Bonds – Redemption and Purchase" in the Final Prospectus, which is also attached as Annex A of the Trust Indenture Agreement dated February 7, 2014 between JG Summit and Metropolitan Bank and Trust Company, we hereby give notice of our intention to exercise our option for early redemption on the seventh anniversary of the Issue Date of the bonds, at the early redemption price of 101.5%.

Yours sincerely,

JG SUMMIT HOLDINGS, INC.

LANCE Y GOKONGWEI

President and Chief Executive Officer

REPUBLIC OF THE PHILIPPINES) CITY OF MAKATI ) s.s.

#### CERTIFICATION

I, Ma. Theresa B. Ravalo, of legal age, Filipino and with office address at the 29th Floor BDO Equitable Tower, 8751 Paseo De Roxas, Makati City, after being duly sworn in accordance with the law, hereby certify as follows:

- 1. I am the President and Chief Executive Officer of the Philippine Depository & Trust Corp. ("PDTC"), a corporation duly organized and existing under the laws of the Philippines.
- 2. I have the authority to issue and deliver this Certification for and on PDTC's behalf.
- 3. That PDTC is a specialized entity duly licensed by the Securities and Exchange Commission and qualified by the Monetary Board, with capacity to act as and perform the responsibilities of a Registrar and Paying Agent of different types of bank or corporate issues.
- 4. That in a Paying Agency and Registry Agreement dated 07 February 2014, PDTC was appointed as the Registrar and Paying Agent for JG Summit Holdings, Inc. Fixed Rate Bonds Due 2024.
- 5. That in a written notice dated 18 January 2021, JG Summit Holdings, Inc. advised PDTC that it shall be exercising its option for early redemption.
- 6. That in its exercise of the early redemption, JG Summit Holdings, Inc. has credited payment for the Bonds to its Payment Account with PDTC on March 01, 2021 for further transmission to the Bondholders, and in accordance with the Terms and Conditions of the Bonds and its pertinent records, on March 01, 2021 PDTC has effected on behalf of JG Summit Holdings, Inc., payment for the amounts due in respect of the Early Redemption Payment to the account of the relevant Cash Settlement Banks, for further crediting to the accounts designated by the Bondholders.

MALTHERESA B. RAVALO

President and Chief Executive Officer

# MAKATI CITY

SUBSCRIBED AND SWORN TO before me in the City of Makati this March 2021, who is personally known to me, exhibited to me the following government-issued ID:

Name	Issued by/Validit	Government ID No.
Ma. Theresa B. Ravalo	SSS	33-4236456-6

Doc. No. Page No.

Series of 2021.

CIOB ORTIZUR. ARY DUBLIC CITY OF MAKATI UNIX DECEMBER 31, 2022 IBP NO. 75729-LIFET IME MENIBER MICLE COMPLIANCE NO. VI-0024812 APPOINTMENT NO. M-183 (2019-2000) PTR NO. 8531011 JAN. 4, 2024 MAKATI CITY ROLL NO. 40099 GROUND FLOOR 8747 PASEODE

ROXAS, LEPANTO BLDG

Republic of the Philippines )
City of Taguia ) S.S

## CERTIFICATION

We, **DENNIS EDMUND E. BALAGTAS** and **ATTY. JASMIN S. BILASANO**, both of legal age, Filipino citizens and with office address at the 16th Floor, Metrobank Center, 7th Avenue corner 35th Street, Bonifacio Global City, Taguig, Philippines, after being duly sworn in accordance with law, hereby certify as follows:

- We are the Vice President and Assistant Vice President, respectively of Metropolitan Bank and Trust Company – Trust Banking Group (Metrobank – Trust Banking Group), a universal banking corporation duly organized and existing under and by virtue of the laws of the Philippines and licensed to do trust business, with principal office at the 16th Floor, Metrobank Center, 7th Avenue corner 35th Street, Bonifacio Global City, Taguig, Philippines.
- 2. Metrobank Trust Banking Group has been appointed by JG Summit Holdings, Inc., in behalf of the Bondholders, as Trustee under the Trust Indenture Agreement dated February 7, 2014, to perform functions provided in the said indenture in relation to the 5.3% Fixed Rate Bonds Due 2024, for an aggregate principal amount of Thirty Billion Pesos Only (Php30,000,000,000).
- 3. In a letter dated January 18, 2021, JG Summit Holdings, Inc. formally notified Metrobank Trust Banking Group that it will exercise its early redemption option on the seventh anniversary of the Issue Date of the Bonds, at the early redemption price of 101.5%, as provided for in Annex A under the "Description of Terms and Conditions of the Bonds" of the Trust Indenture Agreement.
- 4. In a certification issued by the Philippines Depository & Trust Corporation (PDTC, the Registrar and Paying Agent) on March 1, 2021, PDTC confirms that:
  - (a) JG Summit Holdings, Inc. advised PDTC that it shall be exercising its Early Redemption Option on the Bonds in full; and
  - (b) JG Summit Holdings, Inc. has credited the payment for the Bonds to its Payment Account with PDTC on March 1, 2021, for further transmission to the Bondholders, in accordance with the Terms and Conditions of the Bonds and its pertinent records. On March 1, 2021, PDTC on behalf of JG Summit has effected the payment for the amounts due in respect of the Early Redemption Payment, to the account of the relevant Cash Settlement Banks, for further crediting to the designated accounts of the Bondholders.
- 5. We certify that the exercise of the early redemption option and the corresponding payments are in accordance with the Trust Indenture and the Terms and Conditions of the Bonds.

0 1 MAR 2021 this \_\_\_\_\_\_ of 1856 GITY

**IN WITNESS WHEREOF,** we have hereunto set our hands this City, Philippines.

DENNIS EDMUND E. BALAGTAS

Vice President

ATTY. JASMIN'S. BILASANO Assistant Vice President

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ANDRE RIA B./BUZETA-ACERO

Notary Public for Pasig, San Jian, and Pateros
Notarial Commission No. 248 extended
until June 30, 2021 pursuant to 8ar Matter No.3795
40th Floor Robinsons Equitable Tower, ADB Ave.
cor. Poveda Road, Ortigas Center, Pasig City 1605
Roll of Attorneys No. 55199
PTR No. 8540878/01-11-2021/Makati City

IBP Receipt No. 144096/01-05-2021/Rizal Chapter