

3 9 6 5 2

SEC Registration Number

M E D C O H O L D I N G S , I N C .

(Company's Full Name)

3 1 s t F L O O R R U F I N O P A C I F I C T O W E R 6 7 8 4 A Y A L A A V E N U E M A K A T I C I T Y

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

Pauline C. Tan

(Contact Person)

(02) 8811-0465

(Company Telephone Number)

1 2 3 1

Month Day (Fiscal Year)

1 7 - C

(Form Type)

2nd Friday of May

Month Day (Annual Meeting)

N/A

(Secondary License Type, If Applicable)

SEC-MSRD

Dept. Requiring this Doc.

N/A

Amended Articles Number/Section

674 (as of 28 February 2023)

Total No. of Stockholders

Total Amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

Document ID

Document ID

Cashier

STAMPS

Remarks: Please use BLACK ink for scanning purposes.

Securities and Exchange Commission
Current Report Under Section 17 of the Securities Regulation Code ("SRC")
and SRC Rule 17.2 (c) Thereunder

SEC FORM 17-C

1. **31 March 2023**
Date of Report
2. SEC Identification Number: **39652**
3. BIR Tax Identification No.: **004-844-938**
4. **Medco Holdings, Inc.**
Name of issuer as specified in the charter
5. **Philippines**
Country of Incorporation
6. (SEC Use Only)
Industry Classification Code:
7. **31st Floor, Rufino Pacific Tower, 6784 Ayala Avenue, Makati City, Philippines**
Address of Principal Office
8. **(632) 8811-0465 to 66**
Registrant's Telephone Number
9. **N/A**
Former name or former address
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

1229
Postal Code

Titles of Each Class

Common Shares

**Number of Shares Outstanding and
Amount of Debt Outstanding**

3,159,292,441

(as of 28 February 2023)

11. Item number reported herein: Item 9 – Other Events

Please see attached disclosure submitted by Medco Holdings, Inc. to the Philippine Stock Exchange .

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.

MEDCO HOLDINGS, INC.

By:



JONAS S. KHAW
Corporate Secretary

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 31, 2023

2. SEC Identification Number

39652

3. BIR Tax Identification No.

004-844-938-000

4. Exact name of issuer as specified in its charter

Medco 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

31st Floor, Rufino Pacific Tower, 6784 Ayala Ave., Makati City

Postal Code

1229

8. Issuer's telephone number, including area code

(632) 8811-0465

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	3,159,292,441

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.

MEDCO Holdings, Inc.

MED

PSE Disclosure Form 7-1 - Notice of Annual or Special Stockholders' Meeting

References: SRC Rule 17 (SEC Form 17-C) and Sections 7 and 4.4 of the Revised Disclosure Rules

Subject of the Disclosure

2023 Annual Stockholders' Meeting of Medco Holdings, Inc. (MED) to be held at 10:00 a.m. on Friday, 12 May 2023.

Background/Description of the Disclosure

In accordance with the guidance of the SEC dated March 14, 2022 on virtual corporate meetings as a means to foster stakeholder participation, MED's Board of Directors has approved on 31 March 2023 in accordance with SEC rules a virtual stockholders' meeting for 2023. The Board approved the following matters:

- (1) dispense with the physical attendance of stockholders at the Annual Stockholders' Meeting to be held on 12 May 2023;
- (2) only allow attendance online by remote communication and by voting in absentia (either in person or by proxy), or by appointing the Chairman of the meeting as proxy; and,
- (3) approve specific procedures for participating in the Annual Stockholders' Meeting through remote communication and for casting their votes in absentia in accordance with the regulations set forth by the SEC. The specific procedures for participating in the Annual Stockholders' Meeting through remote communication and voting in absentia are set forth in the Notice of Meeting dated 31 March 2023 for the Annual Stockholders' Meeting on 12 May 2023 (a copy of which is attached in this disclosure).

Type of Meeting

- Annual
- Special

Date of Approval by Board of Directors	Mar 31, 2023
Date of Stockholders' Meeting	May 12, 2023
Time	10:00 a.m.
Venue	To be conducted virtually online at www.medco.com.ph/asm
Record Date	Apr 19, 2023
Agenda	<p>I. Call to Order;</p> <p>II. Certification of Notices and Quorum;</p> <p>III. Approval of the minutes of the annual meeting of stockholders held on 13 May 2022;</p> <p>IV. Approval of the Annual Report and the Audited Financial Statements as of December 31, 2022;</p> <p>V. Approval and Ratification of the acts, contracts, investments and resolutions of the Board and management of the Corporation since the last annual meeting on 13 May 2022;</p> <p>VI. Election of the members of the Board of Directors for the year 2023. The procedure for the nomination and election of directors is set forth in Item 5 of the Information Statement;</p> <p>VII. Re-appointment of Punongbayan and Araullo, the Philippine representative of Grant Thornton International, as external auditors of the Corporation for the year 2023; and</p> <p>VIII. Other matters.</p>

Inclusive Dates of Closing of Stock Transfer Books

Start Date	N/A
End Date	N/A

Other Relevant Information

For the purpose of the meeting, only stockholders of record as of 19 April 2023 are entitled to attend and vote in the said meeting. In accordance with the guidance of the SEC dated March 14, 2022 on virtual corporate meetings as a means to foster stakeholder participation, the Corporation's Board of Directors has approved on 31 March 2023 in accordance with SEC rules a virtual stockholders' meeting for 2023. The meeting will be held online by remote communication and voting will be in absentia. The specific procedures for participating in the meeting through remote communication and voting in absentia are set forth below.

Stockholders who intend to attend and participate in the virtual meeting in person or through proxy shall first submit on or before 27 April 2023 via email to MEDSHMeeting@medco.com.ph the scanned copy of their Letter of Intent to attend and participate via proxy or by remote communication and a copy of the stockholder's valid government-issued ID showing photo and personal details. Once validated, a registered stockholder will receive via email the proxy form and voting ballot. Stockholders must submit on or before 5:00 p.m. on 2 May 2023 via email to MEDSHMeeting@medco.com.ph their duly accomplished proxy form and/or voting ballot. Validation of proxies shall be on 4 May 2023 at 5:00 p.m. at the office of the Corporation. Only stockholders who have notified the Corporation of their intention to participate in the virtual meeting and have registered themselves or their proxies, will be included in the determination of a quorum. We are not soliciting your proxy. All agenda items indicated in the Notice of the Meeting will be set out in the voting ballot and the stockholder may vote as follows:

- a. For all items, except for Election of Directors, the stockholder has the option to vote: For, Against, or Abstain. The vote is considered cast for all the stockholder's shares.
- b. For the Election of Directors, a stockholder entitled to vote: (i) may vote such number of shares owned by it for as many persons as there are Directors to be elected; or (ii) may cumulate said shares and give one candidate as many votes as the number of Directors to be elected multiplied by the number of their shares; or (iii) may distribute them on the same principle among as many candidates as may be seen fit.
- c. The Corporation's stock transfer agent and Office of the Corporate Secretary will tabulate all votes received and will validate the results.
- d. Except for the Election of Directors, all the items in the Agenda for the approval by the stockholders will need the affirmative vote of stockholders representing at least a majority of the issued and outstanding voting stock present at the meeting. For the Election of Directors, the top seven (7) nominees with the most number of votes are elected.

Registered stockholders will receive the meeting link and password to log on to the meeting two (2) days before the stockholders' meeting. We encourage all registered stockholders to log onto the meeting link 45 minutes before the meeting starts, to avoid any technical difficulty. The meeting will start promptly at 10:00 a.m. on 12 May 2023. The meeting shall be recorded in audio and video format and copies shall be posted by the Company in its website. The procedures for voting and participation in the meeting through remote communication are also discussed further in the Information Statement which shall be made available to the public not later than 20 April 2023 through PSE Edge and the Corporation's website at www.medco.com.ph/asm. For any questions or inquiries, including request for assistance in the registration process, please contact our Office of the Corporate Secretary through MEDSHMeeting@medco.com.ph.



MEDCO HOLDINGS, INC.

Notice of Annual Meeting of Stockholders

Dear Stockholder:

You are cordially invited to attend the Annual Meeting of the Stockholders of Medco Holdings, Inc. (the "Corporation") which will be held on 12 May 2023, Friday, at 10:00 a.m. The meeting will be held and conducted virtually online at www.medco.com.ph/asm by remote communication and voting will be in absentia. The agenda for the meeting is as follows:

- I. Call to Order;
- II. Certification of Notices and Quorum;
- III. Approval of the minutes of the annual meeting of stockholders held on 13 May 2022;
- IV. Approval of the Annual Report and the Audited Financial Statements as of December 31, 2022;
- V. Approval and Ratification of the acts, contracts, investments and resolutions of the Board and management of the Corporation since the last annual meeting on 13 May 2022;
- VI. Election of the members of the Board of Directors for the year 2023. The procedure for the nomination and election of directors is set forth in Item 5 of the Information Statement;
- VII. Re-appointment of Punongbayan and Araullo, the Philippine representative of Grant Thornton International, as external auditors of the Corporation for the year 2023; and
- VIII. Other matters.

For the purpose of the meeting, only stockholders of record as of 19 April 2023 are entitled to attend and vote in the said meeting. In accordance with the guidance of the SEC dated March 14, 2022 on virtual corporate meetings as a means to foster stakeholder participation, the Corporation's Board of Directors has approved on 31 March 2023 in accordance with SEC rules a virtual stockholders' meeting for 2023. The meeting will be held online by remote communication and voting will be in absentia. The specific procedures for participating in the meeting through remote communication and voting in absentia are set forth below.

Stockholders who intend to attend and participate in the virtual meeting in person or through proxy shall first submit **on or before 27 April 2023** via email to MEDSHMeeting@medco.com.ph the scanned copy of their Letter of Intent to attend and participate via proxy or by remote communication and a copy of the stockholder's valid government-issued ID showing photo and personal details. Once validated, a registered stockholder will receive via email the proxy form and voting ballot. Stockholders must submit **on or before 5:00 p.m. on 2 May 2023** via email to MEDSHMeeting@medco.com.ph their duly accomplished proxy form and/or voting ballot. Validation of proxies shall be on 4 May 2023 at 5:00 p.m. at the office of the Corporation. Only stockholders who have notified the Corporation of their intention to participate in the virtual meeting and have registered themselves or their proxies, will be included in the determination of a quorum. We are not soliciting your proxy. All agenda items indicated in the Notice of the Meeting will be set out in the voting ballot and the stockholder may vote as follows:

- a. For all items, except for Election of Directors, the stockholder has the option to vote: For, Against, or Abstain. The vote is considered cast for all the stockholder's shares.
- b. For the Election of Directors, a stockholder entitled to vote: (i) may vote such number of shares owned by it for as many persons as there are Directors to be elected; or (ii) may cumulate said shares and give one candidate as many votes as the number of Directors to be elected multiplied by the number of their shares; or (iii) may distribute them on the same principle among as many candidates as may be seen fit.
- c. The Corporation's stock transfer agent and Office of the Corporate Secretary will tabulate all votes received and will validate the results.
- d. Except for the Election of Directors, all the items in the Agenda for the approval by the stockholders will need the affirmative vote of stockholders representing at least a majority of the issued and

outstanding voting stock present at the meeting. For the Election of Directors, the top seven (7) nominees with the most number of votes are elected.

Registered stockholders will receive the meeting link and password to log on to the meeting two (2) days before the stockholders' meeting. We encourage all registered stockholders to log onto the meeting link 45 minutes before the meeting starts, to avoid any technical difficulty. The meeting will start promptly at 10:00 a.m. on 12 May 2023. The meeting shall be recorded in audio and video format and copies shall be posted by the Company in its website. The procedures for voting and participation in the meeting through remote communication are also discussed further in the Information Statement which shall be made available to the public not later than 20 April 2023 through PSE Edge and the Corporation's website at www.medco.com.ph/asm. For any questions or inquiries, including request for assistance in the registration process, please contact our Office of the Corporate Secretary through MEDSHMeeting@medco.com.ph.

Medco Holdings, Inc.

By:

A handwritten signature in black ink, appearing to read 'Pauline C. Tan', is written over a light blue rectangular background.

PAULINE C. TAN
Assistant Corporate Secretary

Makati City, Philippines, 31 March 2023