

# 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)  
May 10, 2018
2. SEC Identification Number  
39652
3. BIR Tax Identification No.  
004-844-938
4. Exact name of issuer as specified in its charter  
Medco Holdings, Inc.
5. Province, country or other jurisdiction of incorporation  
Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office  
31/F, Rufino Pacific Tower, 6784 Ayala Ave., Makati City, Metro Manila, Philippines  
Postal Code  
1229
8. Issuer's telephone number, including area code  
(632) 811-0465 to 66
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	3,159,292,441

11. Indicate the item numbers reported herein  
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 QR-1 - Quasi-Reorganization**  
*References: Rules on Quasi-Reorganization*  
*SRC Rule 17 (SEC Form 17-C)*

### Subject of the Disclosure

Equity Restructuring

### Background/Description of the Disclosure

The Board, in their Special Meeting on 31 May 2017, approved the decrease in the Corporation's authorized capital stock from Php700 million divided into 700 million common shares to Php35 million divided into 700 million common shares by reducing par value per share from Php1.00 to Php0.05 in order to reduce the Corporation's deficit.

Once the equity restructuring has been approved and completed, the Company shall then increase its Authorized Capital Stock from Php35 million divided into 700 million shares with par value of Php0.05 per share to Php470 million divided into 9.4 billion common shares with par value of Php0.05 per share.

The Company's issued and outstanding shares were not changed or affected by the decrease in par value.

<b>Date of Approval by Board of Directors</b>	May 31, 2017
<b>Date of Approval by Stockholders</b>	Nov 24, 2017
<b>Date of Approval by Securities and Exchange Commission</b>	Apr 24, 2018

### Rationale for quasi-reorganization

To reduce the Corporation's deficit.

<b>Amount of deficit that will be eliminated</b>	Php690,498,912
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### Adjustment(s) on the following

**Authorized Capital Stock (ACS)**

Type of Security / Stock Symbol	Before Capital Restructuring (current)	Decrease in ACS	Increase in ACS	After Capital Restructuring
Common stock/MED	Php700,000,000.00	Php665,000,000.00	Php435,000,000.00	Php470,000,000.00

#### Issued Shares

Type of Security / Stock Symbol	Before Capital Restructuring (current)	Decrease in ACS	Increase in ACS	After Capital Restructuring
Common stock/MED	700,000,000	none	2,459,292,441	3,159,292,441

#### Outstanding Shares

Type of Security / Stock Symbol	Before Capital Restructuring (current)	Decrease in ACS	Increase in ACS	After Capital Restructuring
Common stock/MED	700,000,000	none	2,459,292,441	3,159,292,441

#### Listed Shares

Type of Security / Stock Symbol	Before Capital Restructuring (current)	Decrease in ACS	Increase in ACS	After Capital Restructuring
Common stock/MED	700,000,000	none	2,459,292,441	3,159,292,441

#### Treasury Shares

Type of Security / Stock Symbol	Before Capital Restructuring (current)	Decrease in ACS	Increase in ACS	After Capital Restructuring
Common stock/MED	none	none	none	none

#### Par Value

Type of Security / Stock Symbol	Before Capital Restructuring (current)	Decrease in ACS	Increase in ACS	After Capital Restructuring
Common stock/MED	Php1.00	Php0.95	-	Php0.05

#### Movement in the total stockholders' equity account

##### ACS

Type of Security /Stock Symbol	Beginning Balance	Entries to record the decrease in ACS		Balance after decrease in ACS	Entries to record the increase in ACS		Balance after increase in ACS
		Dr	Cr		Dr	Cr	
Common stock/MED	Php700,000,000	Php665,000,000	-	Php35,000,000	-	Php435,000,000	Php470,000,000

#### Issued and Outstanding Shares

Type of Security /Stock Symbol	Beginning Balance	Entries to record the decrease in ACS		Balance after decrease in ACS	Entries to record the increase in ACS		Balance after increase in ACS
		Dr	Cr		Dr	Cr	
Common stock/MED	700,000,000	-	-	700,000,000	-	2,459,292,441	3,159,292,441

#### Treasury Shares

Type of Security /Stock Symbol	Beginning Balance	Entries to record the decrease in ACS		Balance after decrease in ACS	Entries to record the increase in ACS		Balance after increase in ACS
		Dr	Cr		Dr	Cr	

Common Stock/MED	-	-	-	-	-	-	-
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#### Additional Paid-In Capital

Beginning Balance	Entries to record the decrease in ACS		Balance after decrease in ACS	Entries to record the increase in ACS		Balance after increase in ACS
	Dr	Cr		Dr	Cr	
Php25,498,912	-	Php665,000,000	Php690,498,912	-	-	Php690,498,912

#### Deficit

Beginning Balance	Entries to record the decrease in ACS		Balance after decrease in ACS	Entries to record the increase in ACS		Balance after increase in ACS
	Dr	Cr		Dr	Cr	
(Php806,294,123)	-	Php665,000,000	(Php141,294,123)	-	-	(Php141,294,123)

#### Total Stockholders' Equity

Beginning Balance	Entries to record the decrease in ACS		Balance after decrease in ACS	Entries to record the increase in ACS		Balance after increase in ACS
	Dr	Cr		Dr	Cr	
(Php82,426,374)	-	-	(Php82,426,374)	-	Php122,964,622	Php40,538,248

#### Proposed timetable of the quasi-reorganization that includes the following

Expected date of filing the amendments to the Articles of Incorporation with the SEC	Dec 1, 2017
Expected date of SEC approval of the Amended Articles of Incorporation	Feb 2, 2018

#### Procedure(s) for updating stock certificates

##### Details of Stock Transfer Agent

Name	Professional Stock Transfer, Inc.
Address	10/F, Telecom Plaza, 316 Sen. Gil Puyat Ave., Makati City
Contact Person	Jenny C. Serafica

##### Inclusive dates when the old stock certificates can be replaced

Start Date	May 18, 2018
End Date	TBA

##### Documentary requirements

Individual Shareholders
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1. Submit a letter of request to change the stock certificate.
2. Surrender your old certificate to the office of Medco Holdings, Inc.'s stock transfer agent, Professional Stock Transfer, Inc. at the address and contact details stated above.
3. Submit photocopies of two (2) valid identification cards, one of which must be government-issued, with the photograph and specimen signature of the stockholder.
4. The new stock certificates may be released to you or your authorized representative upon presentation by the authorized representative of two (2) valid identification cards with photograph thereon, one of which must be government-issued, and an original-signed authorization letter from you.

#### Corporate Shareholders

In case of corporate shareholders, the following are the required documents to be submitted:

1. Photocopy of the Articles of Incorporation and by-laws
2. Latest General information sheet
3. Secretary's certificate naming the authorized representative(s) of the corporate stockholder with the corresponding specimen signature appearing thereon
4. Photocopy of each authorized representative's valid identification cards

<b>Date of availability of new stock certificates</b>	May 18, 2018
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#### Procedures in case of lost stock certificates

Procedure prescribed under Section 73 of the Corporation Code of the Philippines must be complied with.

#### Other Relevant Information

Please note that this disclosure pertains to a capital restructuring in connection with MED's recapitalization plan.

The report is hereby amended to reflect that the shareholders representing at least 2/3 of the outstanding capital stock of the Corporation approved the actions pertaining to the equity restructuring during the annual stockholders' meeting held on 24 November 2017.

These actions shall further be subject to SEC approval.

The report has further been amended in order to reflect that the Securities and Exchange Commission approved the amendments to the Articles of Incorporation on 24 April 2018.

The procedure for updating stock certificates is still being finalized and the same will be provided within two weeks from the date of this report.

It is noted that the dates indicated above on the replacement of old certificates and issuance of new certificates are still estimates and will still be subject to final determination. The report will be updated accordingly as soon as these dates have been determined with finality.

The Balances for Issued and Outstanding Capital Stock after the Increase in authorized capital stock (ACS) already reflect the shares of Bonham Strand Investments Ltd. and Mr. Xu Hanjiang. These shares were issued in connection with the Securities and Exchange Commission's approval of the Corporation's application for increase in capital.

The report was further amended in order to indicate in the Background of the Report that "the Company's issued and outstanding shares were not changed or affected by the decrease in par value."

#### Filed on behalf by:

<b>Name</b>	Mary Ann Miel
<b>Designation</b>	Chief Accountant

