

C07195-2022

## 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)  
Sep 27, 2022
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) 88110465
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 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**

Tender Offer of Shares

**Background/Description of the Disclosure**

Please be informed that Pursuant to Section 19.5 of the 2015 Securities Regulation Code Implementing Rules and Regulations, Bonham Strand Investments Ltd. has announced today, 27 September 2022 through publication in a newspaper of general circulation, its intention to make a mandatory tender offer for the shares of Medco Holdings, Inc. at a tender offer price of Php0.05 per share.

The announcement was published on 27 September 2022 in the Business Mirror, a national newspaper of general circulation. Attached as Annex "A" is a copy of the published notice.

**Other Relevant Information**

None

**Filed on behalf by:**

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

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

672  
(as of 30 June 2022)  
Total No. of Stockholders

Total Amount of Borrowings  
Domestic Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

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. **27 September 2022**  
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 30 June 2022)*

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

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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

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# MEDCO Holdings, Inc.

## MED

**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**

Tender Offer of Shares

**Background/Description of the Disclosure**

Please be informed that Pursuant to Section 19.5 of the 2015 Securities Regulation Code Implementing Rules and Regulations, Bonham Strand Investments Ltd. has announced today, 27 September 2022 through publication in a newspaper of general circulation, its intention to make a mandatory tender offer for the shares of Medco Holdings, Inc. at a tender offer price of Php0.05 per share.

The announcement was published on 27 September 2022 in the Business Mirror, a national newspaper of general circulation. Attached as Annex "A" is a copy of the published notice.

**Other Relevant Information**

None

27 September 2022

**TO ALL SHAREHOLDERS OF  
MEDCO HOLDINGS, INC.**

This is to announce that a mandatory tender offer will be conducted by Bonham Strand Investments Ltd. for common shares of stock of Medco Holdings, Inc. ("MED") which are listed in the Philippine Stock Exchange (PSE). The tender offer will cover all outstanding common shares of MED other than those held by the Bidder, Citivest Asia Limited and the members of the Board of Directors and the officers of MED. As of 31 August 2022, MED has an authorized capital stock of Four Hundred Seventy Million Pesos (₱470,000,000.00) divided into Nine Billion Four Hundred Million (9,400,000,000) Common Shares with a par value of Five Centavos (₱0.05) per share. Out of the authorized capital stock, a total of Three Billion One Hundred Fifty-Nine Million Two Hundred Ninety-Two Thousand Four Hundred Forty-One (3,159,292,441) Common Shares are outstanding and fully paid-up.

The following are the principal stockholders of MED:

- (i) Bonham Strand Investments Ltd. (the "Bidder"), holding 2,201,179,241 common shares equivalent to 69.67% of the total outstanding shares of MED; and
- (ii) Citivest Asia Limited, holding 322,314,874 common shares equivalent to 10.20% of the total outstanding shares of MED.

On 24 April 2018, the Securities and Exchange Commission (SEC) approved the decrease in MED's authorized capital stock from ₱700,000,000 divided into 700,000,000 common shares to ₱35,000,000 divided into 700,000,000 common shares by reducing the par value per share from ₱1.00 to ₱0.05. On 24 April 2018, the SEC approved MED's application for increase of its capital stock from ₱35,000,000 divided into 700,000,000 common shares to ₱470,000,000 divided into 9,400,000,000 shares. The Bidder subscribed to a total of 2,201,179,241 common shares issued out of MED's increase in authorized capital stock at a subscription price of ₱0.05 per share which was paid through the assignment of debts by MED to the Bidder amounting to ₱110,058,962.05 pursuant to a Subscription Agreement dated 31 May 2017.

As a result of the foregoing subscriptions by the Bidder of new shares in MED, the Bidder holds, directly and indirectly, approximately 69.67% of the total issued and outstanding capital stock of MED.

This subscription resulted in the Bidder acquiring control over at least 51% voting shares in MED, and triggers a mandatory tender offer under Section 19 of the Securities Regulation Code and the 2015 Implementing Rules and Regulations thereof.

The offer price for the tender offer will be Php0.05 per share.

The terms and conditions of the tender offer shall be announced separately and sent to the shareholders of MED together with the tender offer report under SEC Form 19-1, which will contain further information and instructions to shareholders who intend to tender their shares.

Very truly yours,

**BONHAM STRAND INVESTMENTS LTD.**