

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. **29 June 2023**
Date of Report (Date of earliest event reported)
2. SEC Identification Number **026126** 3. BIR Tax Identification No. **000-121-507-000**
4. **Holcim Philippines, Inc.**
Exact name of issuer as specified in its charter
5. **Philippines**
Province, country or other jurisdiction of incorporation
6. (SEC Use Only)
Industry Classification Code:
7. **7th Floor, Two World Square, McKinley Hill, Fort Bonifacio, Taguig City** **1634**
Address of principal office Postal Code
8. **(632) 8581 1511**
Issuer's telephone number, including area code
9. **Not applicable**
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

Common

Number of Shares of Common Stock
Outstanding and Amount of Debt Outstanding
6,452,099,144

11. Indicate the item numbers reported herein: **Item 9 (Other Events)**
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Item 9 (Other Events)

On 29 June 2023, Holcim Philippines, Inc. (the “Company”) received notice from Holderfin B.V. (“Holderfin”) of its purchase from Sumitomo Osaka Cement Co., Ltd. (“Sumitomo”) of 594,952,725 common shares and representing 9.22% of the Company’s outstanding capital stock (the “Sumitomo Shares”, and the transaction the “Acquisition”). The Acquisition has been undertaken through a regular block sale, and closed on 29 June 2023. Post-Acquisition, Holderfin’s total shareholdings in the Company has increased from 18.11% to 27.33% of the Company’s outstanding capital stock.

Based on the Company’s Public Ownership Report as of March 31, 2023, the Company’s public ownership is at 14.27%. With Holderfin being a major shareholder and the Sumitomo Shares currently attributed to shares held by the public, the Acquisition will result in the Company’s public float decreasing to 5.05% of the Company’s outstanding common shares. Accordingly, Holderfin informed the Company that if the Company will be unable to issue additional shares to the public sufficient to raise its public float to the required level, Holderfin is prepared to make a tender offer for all outstanding common shares of the Company held by the public (“Tender Offer”) with the aim of subsequently conducting a voluntary delisting of the Company’s common shares from the Main Board of the PSE (“Voluntary Delisting”). Given Holderfin’s willingness to conduct the Tender Offer and Voluntary Delisting, the Company is carefully evaluating the feasibility and potential benefits of pursuing the Voluntary Delisting.

Under the PSE’s Amended Voluntary Delisting Rules, the voluntary delisting must be approved by: (a) at least two-thirds (2/3) of the entire membership of the board of directors, including the majority, but not less than two, of all of its independent directors; and (b) stockholders owning at least two-thirds (2/3) of the total outstanding and listed shares of the listed company and with the number of votes cast against the delisting proposal not more than ten percent (10%) of the total outstanding and listed shares of the listed company.

The Company is diligently working to pursue the specific requirements set forth by the PSE for a voluntary delisting. Additionally, we are committed in ensuring compliance with all the necessary disclosures that must accompany such a pursuit.

SIGNATURE

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.

HOLCIM PHILIPPINES, INC.
Issuer

29 June 2023
Date


BELINDA E. DUGAN
Corporate Secretary