

## The Philippine Stock Exchange, Inc.

<input type="checkbox"/> Trading	<input type="checkbox"/> Public Advisory
<input type="checkbox"/> Disclosure	<input type="checkbox"/> Administrative / Technology Matters
<input type="checkbox"/> Listing	<input checked="" type="checkbox"/> Others: <u>SEC Notice</u>

**TO :** All Listed Companies

**SUBJECT :**

- Filing of SEC Form 17-LC, in lieu of a Written Request for Extension of Filing 17-A or 17-Q Reports**
- Filing of the Notice of Postponement of Annual Stockholders Meeting**

**DATE :** April 7, 2020

Please be advised that the Securities and Exchange Commission (“SEC”) has issued a notice (the “SEC Notice”) to all publicly listed companies (“PLCs”) and other companies with registered securities under the supervision of the SEC Markets and Securities Regulation Department (“concerned companies”) regarding the filing of SEC Form 17-LC, in lieu of a written request for extension of filing SEC Form 17-A or SEC Form 17-Q Reports, and the filing of the Notice of Postponement of the Annual Stockholders Meeting.

The said SEC Notice states that:

**1. Filing of SEC Form 17-LC, in lieu of a Written Request for Extension of Filing 17 -A or 17-Q Reports as Required in SEC MC No.5, Series of 2020**

Any of the concerned companies that may want to avail of the extended period for filing 17-A and 17-Q Reports pursuant to SEC Memorandum Circular No. 5, Series of 2020, issued on March 12, 2020, does NOT have to file a written request to the Commission through the Markets and Securities Regulation Department for an extension of time.

In lieu of a written request, the concerned company shall file the special disclosure form, SEC Form 17-LC, a copy of which can be found as an attachment for your reference. A PLC shall upload said Form via the PSE EDGE and the other concerned companies shall send the same through email to [msrd\\_covid19@sec.gov.ph](mailto:msrd_covid19@sec.gov.ph). The SEC Form 17-LC shall be filed not later than five (5) days before the regular filing deadline.

*Approved by the Commission En Banc on March 31, 2020.*

CTD/HRAD	MOD/TD	IRD	CMDD/CPIRD	OGC/CGO	COO
Tel. No. 876-4831/ 876-4755	Tel. No. 876-4899/ 876-4771	Tel. No. 876-4731	Tel. No. 876-4813/ 876-4857	Tel. No. 876-4871/ 876-4841	Tel. No. 876-4807



# MEMORANDUM

The Philippine Stock Exchange, Inc.

<input type="checkbox"/> Trading	<input type="checkbox"/> Public Advisory
<input type="checkbox"/> Disclosure	<input type="checkbox"/> Administrative / Technology Matters
<input type="checkbox"/> Listing	<input checked="" type="checkbox"/> Others: <u>SEC Notice</u>

## 2. Filing of the Notice of Postponement of the Annual Stockholders Meeting (“ASM”)

In lieu of filing an Affidavit of Postponement<sup>1</sup>, the concerned companies shall file a 17-C Report disclosing said postponement and attaching a Secretary’s Certificate reciting the resolution of the Board of Directors postponing the ASM.

For a PLC, the said report shall be uploaded through the PSE EDGE and for other concerned companies, email the report to [msrd\\_covid19@sec.gov.ph](mailto:msrd_covid19@sec.gov.ph). The same shall be considered compliant with the requirement under Rule 20.11.1.5 of the 2015 SRC IRR.

*Approved by the Commission En Banc on April 02, 2020.*

Attached is a copy of the said SEC Notice for your reference.

For your information and guidance.

(Original Signed)  
**ROEL A. REFRAN**  
Chief Operating Officer

<sup>1</sup> Rule 20.11.1.5 of the 2015 SRC IRR provides that:  
“No postponement of annual stockholders’ meeting shall be allowed except for justifiable reasons to be stated in writing signed **under oath** by the President or Secretary of the corporation.”

CTD/HRAD	MOD/TD	IRD	CMDD/CPIRD	OGC/CGO	COO
Tel. No. 876-4831/ 876-4755	Tel. No. 876-4899/ 876-4771	Tel. No. 876-4731	Tel. No. 876-4813/ 876-4857	Tel. No. 876-4871/ 876-4841	Tel. No. 876-4807



## NOTICE

**TO :** All Publicly Listed Companies (PLC); and  
Other Companies with Registered Securities under MSRSD's<sup>1</sup> Supervision  
(Collectively Referred to as "Concerned Companies")

**SUBJECT:** 1. Filing of SEC Form 17-LC, in lieu of a Written Request for Extension  
of Filing 17-A or 17-Q Reports

2. Filing of the Notice of Postponement of Annual Stockholders Meeting

**DATE :** April 03, 2020

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### **1. Filing of SEC Form 17-LC, in lieu of a Written Request for Extension of Filing 17 -A or 17-Q Reports as Required in SEC MC No.5, Series of 2020**

Any of the concerned companies that may want to avail of the extended period for filing 17-A and 17-Q Reports pursuant to SEC Memorandum Circular No. 5, Series of 2020, issued on March 12, 2020, does NOT have to file a written request to the Commission through the Markets and Securities Regulation Department for an extension of time.

In lieu of a written request, the concerned company shall file the special disclosure form, [SEC Form 17-LC](#), a copy of which can be found as an attachment for your reference. A PLC shall upload said Form via the PSE EDGE and the other concerned companies shall send the same through email to [msrd\\_covid19@sec.gov.ph](mailto:msrd_covid19@sec.gov.ph). The [SEC Form 17-LC](#) shall be filed not later than five (5) days before the regular filing deadline.

*Approved by the Commission En Banc on March 31, 2020.*

### **2. Filing of the Notice of Postponement of the Annual Stockholders Meeting ("ASM")**

In lieu of filing an Affidavit of Postponement<sup>2</sup>, the concerned companies shall file a 17-C Report disclosing said postponement and attaching a Secretary's Certificate reciting the resolution of the Board of Directors postponing the ASM.

For a PLC, the said report shall be uploaded through the PSE EDGE and for other concerned companies, email the report to [msrd\\_covid19@sec.gov.ph](mailto:msrd_covid19@sec.gov.ph). The same shall be considered compliant with the requirement under Rule 20.11.1.5 of the 2015 SRC IRR.

*Approved by the Commission En Banc on April 02, 2020.*

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<sup>1</sup> Markets and Securities Regulation Department

<sup>2</sup> Rule 20.11.1.5 of the 2015 SRC IRR provides that:

"No postponement of annual stockholders' meeting shall be allowed except for justifiable reasons to be stated in writing signed **under oath** by the President or Secretary of the corporation."



8. ....  
Former name, former address, and former fiscal year, if changed since last report.

9. Are any of the issuer's securities listed on a Stock Exchange?

Yes [ ] No [ ]

If yes, disclose the name of such Stock Exchange and the class of securities listed therein:

**PART I - REPRESENTATIONS**

If the subject report could not be filed **due to COVID19** and the issuer seeks relief from SRC Rule 17-1, the following should be completed. (Check box if appropriate)

**(a) The operation of the Company is. [ ] Domestic Only [ ] Domestic and Foreign**

**(b) The subject annual report on SEC Form 17-A [ ] and/or the subject quarterly report on SEC Form 17-Q [ ] will be filed within the period prescribed in SEC MC 5, series of 2020 or in any amendment thereto.<sup>1</sup>**

**PART II- OTHER INFORMATION**

(a) Name, address and telephone number, including area code, and position/title of person to contact in regard to this notification  
.....

**(b) Have all other periodic reports required under Section 17 of the Code and under Sections 25 and 177 of the Revised Corporation Code, during the preceding 12 months, or for such shorter period that the issuer was required to file such report(s), been filed? If the answer is no, identify the report(s).**

Yes [ ] No [ ] Reports: .....

**(c) The indicative date the company would convene the Annual Stockholders' Meeting: ..... 2020. Please provide reason if company could not provide an indicative date.**

**SIGNATURE**

Pursuant to the requirements of the SRC Rule 17-1, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

.....  
Registrant's full name as contained in charter

.....  
Signature and Title

Date .....

<sup>1</sup> For PLC with domestic operation only, the filing of 17\_A or 17-Q is extended until 30 June 2020. For PLC with foreign operation, the filing of said reports is extended until 30 June 2020 or 60 days from that date of lifting of travel restrictions/ban by the concerned government authorities, whichever comes later.