

SECURITIES AND EXCHANGE COMMISSION

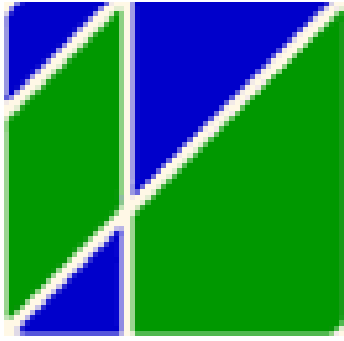
SEC FORM 17-C

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 29, 2023
2. SEC Identification Number
184044
3. BIR Tax Identification No.
350-000-775-860
4. Exact name of issuer as specified in its charter
JG SUMMIT 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
43rd Floor, Robinsons Equitable Tower, ADB Avenue corner Poveda Street, Ortigas Center, Pasig City, Metro Manila
Postal Code
1605
8. Issuer's telephone number, including area code
(632) 8633-7631 to 40
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	7,520,983,658
11. Indicate the item numbers reported herein
9

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.



JG Summit Holdings, Inc.
JGS

PSE Disclosure Form 4-4 - Amendments to By-Laws
*References: SRC Rule 17 (SEC Form 17-C) and
Section 4.4 of the Revised Disclosure Rules*

Subject of the Disclosure

Amendments to By-Laws

Background/Description of the Disclosure

Approval by the Board of Directors of the amendments to the following provisions of the By-Laws of JGS in order to increase the number of days on which written or printed notice of all annual meetings of stockholders, regular or special meetings must be transmitted to stockholders and directors, and to optimize the quorum at any meeting of the Board of Directors and the guidelines on the nomination and election of Independent Directors:

- a. Article II, Section 2
- b. Article II, Section 4
- c. Article III Section 5
- d. Article III, Section 6
- e. Article III, Section 12

Date of Approval by Board of Directors	Mar 29, 2023
Date of Approval by Stockholders	N/A
Other Relevant Regulatory Agency, if applicable	N/A
Date of Approval by Relevant Regulatory Agency, if applicable	N/A
Date of Approval by Securities and Exchange Commission	TBA
Date of Receipt of SEC approval	TBA

Amendment(s)

Article and Section Nos.	From	To
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Article II, Section 2	Please see attached.	Please see attached.	
Article II, Section 4	Please see attached.	Please see attached.	
Article III Section 5	Please see attached.	Please see attached.	
Article III, Section 6	Please see attached.	Please see attached.	
Article III, Section 12	Please see attached.	Please see attached.	

Rationale for the amendment(s)

To strengthen Corporate Governance compliance

The timetable for the effectivity of the amendment(s)

Expected date of filing the amendments to the By-Laws with the SEC	Apr 28, 2023
Expected date of SEC approval of the Amended By-Laws	TBA

Effect(s) of the amendment(s) to the business, operations and/or capital structure of the Issuer, if any

The proposed amendments to the By-Laws are not expected to have any adverse effect on the business, operations and/or capital structure of JGS.

Other Relevant Information

Please refer to the attached Amendments to the By-Laws approved by the Board of Directors on March 29, 2023.

Filed on behalf by:

Name	Maria Celia Fernandez-Estavillo
Designation	Senior Vice President, General Counsel and Corporate Secretary

JG SUMMIT HOLDINGS, INC.
Amendments to the By-laws
Approved on March 29, 2023

To increase the number of days on which written or printed notice of all annual meetings of stockholders, regular or special meetings must be transmitted to stockholders and directors, and to optimize the quorum at any meeting of the Board of Directors and the guidelines on the nomination and election of Independent Directors	
Present provisions in the By-Laws	Proposed amendments to the By-laws
Article II	Article II
MEETINGS OF STOCKHOLDERS	MEETINGS OF STOCKHOLDERS
SECTION 2. NOTICE OF REGULAR ANNUAL MEETINGS. Except as otherwise provided by law. written or printed notice of all annual meetings of stockholders, stating the place and time of the meeting and, if necessary, the general nature of the business to be considered, shall be transmitted by personal delivery, mail, telegraph, electronic mail, facsimile or cable to each stockholder of record entitled to vote thereat at his address last known to the Secretary of the Corporation, at least twenty (20) days before the date of the meeting. Except where expressly required by law, no publication of any notice of annual meeting of stockholders shall be required. If any stockholder shall, in person or by proxy, or by telegraph, electronic mail, cable or facsimile, waive notice of any meeting, whether before or after the holding of such meeting, notice thereof need not be given to him. The requirement for notice to the meeting shall be deemed waived if the stockholder shall be present thereat, whether in person, by proxy, or via remote communication, or shall have participated in voting in absentia. Notice of any adjourned meeting of the stockholders shall not be required to be given, except when expressly required by law.	SECTION 2. NOTICE OF REGULAR ANNUAL MEETINGS. Except as otherwise provided by law. written or printed notice of all annual meetings of stockholders, stating the place and time of the meeting and, if necessary, the general nature of the business to be considered, shall be transmitted by personal delivery, mail, telegraph, electronic mail, facsimile or cable to each stockholder of record entitled to vote thereat at his address last known to the Secretary of the Corporation, at least <u>twenty-eight (28)</u> days before the date of the meeting. Except where expressly required by law, no publication of any notice of annual meeting of stockholders shall be required. If any stockholder shall, in person or by proxy, or by telegraph, electronic mail, cable or facsimile, waive notice of any meeting, whether before or after the holding of such meeting, notice thereof need not be given to him. The requirement for notice to the meeting shall be deemed waived if the stockholder shall be present thereat, whether in person, by proxy, or via remote communication, or shall have participated in voting in absentia. Notice of any adjourned meeting of the stockholders shall not be required to be given, except when expressly required by law.
SECTION 4. NOTICE OF SPECIAL MEETINGS. Whenever stockholders are required or permitted to take any action at a meeting, a written notice of the meeting shall be given which shall state the place, date and time of the meeting, the purpose and purposes for which said meeting is called. The notice shall be given not less than twenty (20) days before the date of the meeting to each stockholder entitled to	SECTION 4. NOTICE OF SPECIAL MEETINGS. Whenever stockholders are required or permitted to take any action at a meeting, a written notice of the meeting shall be given which shall state the place, date and time of the meeting, the purpose and purposes for which said meeting is called. The notice shall be given not less than <u>twenty-eight (28) days</u> before the date of the meeting to each stockholder entitled

<p>vote at such meeting. Notices shall be sent by the Secretary by personal delivery, electronic mail, facsimile, telegraph, cable or by mailing the notice to each stockholder of record at his last known address or by publishing the notice in a newspaper of national circulation at least twenty (20) days prior to the date of the meeting. If mailed, such notice shall be deemed to be given when deposited in the Philippine mail postage prepaid, directed to the stockholder of record at his last known postal address. Only matters stated in the notice can be the subject of motion or discussions at the meeting. Such notice shall be deemed waived if such shareholder is present at the special meeting, in person or by proxy. Notice of special meetings may be waived in writing by any shareholder, in person or by proxy, or by telegraph, electronic mail, cable or facsimile, before or after the meeting. Such notice shall be deemed waived if such shareholder is present at the special meeting, whether in person, by proxy, or via remote communication, or shall have participated in voting in absentia. Notice of any adjourned meeting of the stockholders shall not be required to be given, except when expressly required by law.</p>	<p>to vote at such meeting. Notices shall be sent by the Secretary by personal delivery, electronic mail, facsimile, telegraph, cable or by mailing the notice to each stockholder of record at his last known address or by publishing the notice in a newspaper of national circulation at least twenty (20) days prior to the date of the meeting. If mailed, such notice shall be deemed to be given when deposited in the Philippine mail postage prepaid, directed to the stockholder of record at his last known postal address. Only matters stated in the notice can be the subject of motion or discussions at the meeting. Such notice shall be deemed waived if such shareholder is present at the special meeting, in person or by proxy. Notice of special meetings may be waived in writing by any shareholder, in person or by proxy, or by telegraph, electronic mail, cable or facsimile, before or after the meeting. Such notice shall be deemed waived if such shareholder is present at the special meeting, whether in person, by proxy, or via remote communication, or shall have participated in voting in absentia. Notice of any adjourned meeting of the stockholders shall not be required to be given, except when expressly required by law.</p>
<p style="text-align: center;">Article III</p> <p>SECTION 5. NOTICE OF MEETINGS. Notice of either regular or special meetings shall be given by the Secretary by posting the same in a postage-prepaid letter addressed to each member of the Board at his given address, or by delivering the same to him in person, or transmitted by telegraph, facsimile or cable to each director at least three (3) working days before the day on which the meeting is to be held. The notice of special meeting shall state the time and place of the meeting and the object thereof. Notice of any meeting of the Board need not be given to any director, if waived by him in writing, whether before or after such meeting is held or if he shall be present at the meeting, and any meeting of the Board shall be legal meeting without any notice thereof having been given to any director, if all the directors shall be present thereat.</p>	<p style="text-align: center;">Article III</p> <p>SECTION 5. NOTICE OF MEETINGS. Notice of either regular or special meetings shall be given by the Secretary by posting the same in a postage-prepaid letter addressed to each member of the Board at his given address, or by delivering the same to him in person, or transmitted by telegraph, facsimile or cable to each director at least five (5) working days before the day on which the meeting is to be held. The notice of special meeting shall state the time and place of the meeting and the object thereof. Notice of any meeting of the Board need not be given to any director, if waived by him in writing, whether before or after such meeting is held or if he shall be present at the meeting, and any meeting of the Board shall be legal meeting without any notice thereof having been given to any director, if all the directors shall be present thereat.</p>
<p>Article III Section 6 – QUORUM. A quorum at any meeting of the Board of Directors shall</p>	<p>Article III Section 6 – QUORUM. A quorum at any meeting of the Board of Directors shall</p>

<p>consist a majority of the number of directors fixed in the Articles of Incorporation. A majority of such quorum shall decide any question that may come before the meeting and shall be considered a valid corporate act, except for the election of officers which shall require the vote of a majority of all the members of the Board. In the absence of a quorum, a majority of the directors present may adjourn any meeting from time to time until a quorum be had. Notice of any adjourned meeting need not be given.</p>	<p>consist <u>2/3</u> of the number of directors fixed in the Articles of Incorporation. A majority of such quorum shall decide any question that may come before the meeting and shall be considered a valid corporate act, except for the election of officers which shall require the vote of a majority of all the members of the Board. In the absence of a quorum, a majority of the directors present may adjourn any meeting from time to time until a quorum be had. Notice of any adjourned meeting need not be given.</p>
<p>SECTION 12. GUIDELINES ON THE NOMINATION AND ELECTION OF INDEPENDENT DIRECTORS. The Corporation shall have at least two (2) independent directors or at least twenty percent (20%) of its board size, whichever is lesser. [xxx]</p>	<p>SECTION 12. GUIDELINES ON THE NOMINATION AND ELECTION OF INDEPENDENT DIRECTORS. The Corporation shall have at least three (3) independent directors or at least <u>one-third 1/3</u> of the members of the Board, whichever is higher. [xxx]</p>

COVER SHEET

184044

SEC Registration Number

JG SUMMIT HOLDINGS, INC.

(Company's Full Name)

43rd Floor, Robinsons Equitable Tower, ADB Avenue corner Poveda Road, Ortigas Center, Pasig City, Metro Manila

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

Atty. Maria Celia H. Fernandez-Estavillo
Corporate Secretary

(Contact Person)

8633-7631 to 40

(Company Telephone Number)

1 2 3 1

Month Day
(Fiscal Year)

17 - C

(Form Type)

last Thursday of May

Month Day
(Annual Meeting)

Board approval of amendments to By-Laws

Issuer of Securities under
SEC-BED Order No. 512, Series of 1993; SEC-BED Order No. 623, Series of 1993;
SEC-BED Order No. 693, Series of 1994; SEC-BED Order No. 966, Series of 1994; and
SEC-CFD Order No. 080, Series of 1998

(Secondary License Type, If Applicable)

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total No. of Stockholders

Domestic

Domestic

Foreign

Foreign

To be accomplished by SEC Personnel concerned

File Number

File Number

LCU

Document ID

Document ID

Cashier

Cashier

STAMPS

STAMPS

Remarks: Please use BLACK ink for scanning purposes.

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. **March 29, 2023**
Date of Report (Date of earliest event reported)

2. SEC Identification No. **184044** 3. BIR TIN: **350-000-775-860**

4. **JG SUMMIT HOLDINGS, INC.**
(Exact name of registrant as specified in its charter)

5. **Metro Manila, Philippines** 6. Industry Classification Code: _____
(Province, country or other jurisdiction of
incorporation)

7. **43rd Floor, Robinsons Equitable Tower, ADB Avenue corner Poveda Street,
Ortigas Center, Pasig City, Metro Manila 1605**
(Address of principal office) (Postal Code)

8. **(632) 8633-7631 to 40**
Issuer's telephone number, including area code

9. **NA**
(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

<u>Title of Each Class</u>	<u>Number of Shares of Common Stock Outstanding</u>
Common	<u>7,520,983,658</u>

SEC FORM 17-C

JG SUMMIT HOLDINGS, INC.

11. Item 9 – Other Events

Approval by the Board of Directors of the amendments to the following provisions of the By-Laws of JGS in order to increase the number of days on which written or printed notice of all annual meetings of stockholders, regular or special meetings must be transmitted to stockholders and directors, and to optimize the quorum at any meeting of the Board of Directors and the guidelines on the nomination and election of Independent Directors:

- a. Article II, Section 2
- b. Article II, Section 4
- c. Article III Section 5
- d. Article III, Section 6
- e. Article III, Section 12

SIGNATURES

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.

JG Summit Holdings, Inc.

(Issuer)



MARIA CELIA H. FERNANDEZ-ESTAVILLO
Corporate Secretary
(Signature and Title)

March 29, 2023
(Date)