

# 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)  
Apr 24, 2020
2. SEC Identification Number  
26986
3. BIR Tax Identification No.  
000846618
4. Exact name of issuer as specified in its charter  
D.M. WENCESLAO & ASSOCIATES INCORPORATED
5. Province, country or other jurisdiction of incorporation  
Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office  
3rd Floor Aseana Powerstation Building, Aseana Business Park, D. Macapagal  
Boulevard corner Bradco Avenue, Paranaque City  
Postal Code  
1714
8. Issuer's telephone number, including area code  
(632) 8854-5711
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	3,395,864,100
11. Indicate the item numbers reported herein  
Item 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.*



# D.M. Wenceslao & Associates, Incorporated

## DMW

### 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

Amendment of By Laws to Include Remote Communication as Means to Participate in Meetings and Delegation of Power to Amend By Laws to the Board of Directors

#### Background/Description of the Disclosure

On April 24, 2020, the Board of Directors ("Board") of D.M. Wenceslao & Associates Incorporated ("Corporation") approved the amendment of its By-Laws by to include remote communications as a means to participate in the meetings of the Board as well as meetings of the stockholders. The Board likewise approved the amendment to delegate the power to amend, repeal or alter the By-Laws of the Corporation to the Board of Directors.

Said amendments shall be subject to the approval of the stockholders during the Corporation's Annual Stockholders' Meeting for 2020.

<b>Date of Approval by Board of Directors</b>	Apr 24, 2020
<b>Date of Approval by Stockholders</b>	TBA
<b>Other Relevant Regulatory Agency, if applicable</b>	N/A
<b>Date of Approval by Relevant Regulatory Agency, if applicable</b>	N/A
<b>Date of Approval by Securities and Exchange Commission</b>	TBA
<b>Date of Receipt of SEC approval</b>	TBA

#### Amendment(s)

Article and Section Nos.	From	To
Article II, Section 3	Article II, Section 3. Place of Meeting. Stockholders meetings, whether regular or special, shall be held in the principal office of the corporation, or at any place designated by the Board of Directors in the city or municipality where the principal office of the corporation is located.	Article II, Section 3. Place and Conduct of Meeting. Stockholders meetings, whether regular or special, shall be held in the principal office of the corporation, or at any place designated by the Board of Directors in the city or municipality where the principal office of the corporation is located, or through remote communication which shall include, but is not limited to, teleconferencing, videoconferencing, and the like. If a stockholder intends to participate in a meeting through remote communication, he/she shall notify in advance the Presiding Officer and/or the Corporate Secretary of his/her intention to do so. The Corporate Secretary shall note such fact in the Minutes of the Meeting.

<p>Article II, Section 4</p>	<p>Article II, Section 4. Notice of Meeting. The corporate secretary shall send the notice of any regular or special meeting of the shareholders by personal delivery or by mail to each shareholder of record at his last known address or by publication in a newspaper of general circulation at least two weeks before the date of the meeting. This notice should state the place, date, and hour of the meeting, and the purpose for which the meeting is called. No failure or irregularity of notice of any regular meetings shall invalidate such meeting at which all the stockholders are present or represented without protest or challenge as to the legality or irregularity of said meeting, shall invalidate such meeting or any proceedings thereat.</p>	<p>Please see details in the Other Relevant Information portion.</p>
<p>Article II, Section 5</p>	<p>Article II, Section 5. Quorum. At the meeting of the stockholders, a majority of the subscribed capital stock of the corporation, whether represented in person or by proxy, shall constitute a quorum, unless otherwise provided by the Corporation Code. A majority of such quorum shall decide any question that may be brought before the meeting, save and except in those several matters, in which the laws of the Philippines, if any, expressly require the affirmative vote of a greater proportion. If no quorum is constituted, the meeting shall be adjourned until the requisite amount of stock shall be present or represented.</p>	<p>Please see details in the Other Relevant Information portion.</p>
<p>Article II, Section 7</p>	<p>Article II, Section 7. Voting - The stockholders may vote at all meetings the number of shares registered in their respective names, either in person or by proxy duly appointed as herein provided. Except in cases otherwise provided by statute, a majority of the votes cast by the stockholders present in person or by proxy at any meetings shall be sufficient for the adoption of any resolution.</p>	<p>Please see details in the Other Relevant Information portion.</p>

**Rationale for the amendment(s)**

Following the provisions of the Revised Corporation Code (RCC) and its implementing rules and regulations on conducting meetings via remote communication, the Corporation's By-laws shall be updated to explicitly include provisions on conducting meetings via remote communication which are allowed under the RCC and relevant implementing rules issued by the Securities and Exchange Commission (SEC).

**The timetable for the effectivity of the amendment(s)**

<p><b>Expected date of filing the amendments to the By-Laws with the SEC</b></p>	<p>TBA</p>
<p><b>Expected date of SEC approval of the Amended By-Laws</b></p>	<p>TBA</p>

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

N/A

**Other Relevant Information**

## ARTICLE II, SECTION 4:

TO:

Article II, Section 4. Notice of Meeting. The corporate secretary shall send the notice of any regular or special meeting of the shareholders by personal delivery, by mail, electronic mail, or such other manner as may be allowed by the Securities and Exchange Commission (SEC) to each shareholder of record at his last known address or by publication in a newspaper of general circulation at least twenty (21) days prior to the meeting. This notice should state the place, date, and hour of the meeting, and the purpose for which the meeting is called. No failure or irregularity of notice of any regular meetings shall invalidate such meeting at which all the stockholders are present or represented without protest or challenge as to the legality or irregularity of said meeting, shall invalidate such meeting or any proceedings thereat.

## ARTICLE II, SECTION 5:

TO:

Article II, Section 5. Quorum. At the meeting of the stockholders, a majority of the subscribed capital stock of the corporation, whether represented in person or by proxy, shall constitute a quorum, unless otherwise provided by the Corporation Code. A majority of such quorum shall decide any question that may be brought before the meeting, save and except in those several matters, in which the laws of the Philippines, if any, expressly require the affirmative vote of a greater proportion. If no quorum is constituted, the meeting shall be adjourned until the requisite amount of stock shall be present or represented.

A stockholder who participates through remote communication or in absentia shall be deemed present for the purpose of determining quorum.

## ARTICLE II, SECTION 7:

TO:

Article II, Section 7. Voting - The stockholders may vote at all meetings the number of shares registered in their respective names, on the date fixed by the Board of Directors, either in person, through a proxy duly appointed, or through remote communications or in absentia subject to compliance with the rules and regulations as may be issued by the Securities and Exchange (SEC).

Except in cases otherwise provided by statute, a majority of the votes cast by the stockholders present in person or by proxy at any meetings shall be sufficient for the adoption of any resolution.

**Filed on behalf by:**

<b>Name</b>	Mark Gorriceta
<b>Designation</b>	Chief Information Officer