



SECURITIES AND EXCHANGE COMMISSION

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1209 Trunk Line No:02-5322-7696 Email Us:www.sec.gov.ph/imessagemo@sec.gov.ph



The following document has been received:

Receiving: DONNA ENCARNADO

Receipt Date and Time: July 30, 2025 04:15:06 PM

Company Information

SEC Registration No.: 0000030939

Company Name: PHILIPPINE NATIONAL CONSTRUCTION CORPORATION

Industry Classification: F45300

Company Type: Stock Corporation

Document Information

Document ID: OST10730202583631127

Document Type: Current Report

Document Code: SEC_Form_17-C

Period Covered: July 30, 2025

Submission Type: Original Filing

Remarks: None

Acceptance of this document is subject to review of forms and contents

PHILIPPINE NATIONAL CONSTRUCTION CORPORATION

(Company's Full Name)

PNCC Complex, Km. 15 East Service Road, Bicutan, Parañaque City

(Company's Address)

846-3045

(Telephone Number)

December 31

Fourth Tuesday of the month of March

(Fiscal Year Ending)
(month and day)

(Annual Meeting)

2066

(Term Expiring On)

SEC Form 17-C: Notice of Annual or Special Stockholders' Meeting

(Form Type)

N.A.

(Amendment Designation, if applicable)

N.A.

(Period Ended Date)

N.A.

(Secondary License Type and File Number)

Cashier

LCU

DTU

30939

S.E.C Registration Number

Central Receiving Unit

File Number

Document I.D.

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. **30 July 2025**
Date of Report (Date of earliest event reported)
2. SEC Identification Number **30939** 3. BIR Tax Identification No. **000-058-330-000**
4. **PHILIPPINE NATIONAL CONSTRUCTION CORPORATION**
Exact name of issuer as specified in its charter
5. **Manila, Philippines** 6. (SEC Use Only)
Province, country or other jurisdiction of Industry Classification Code:
incorporation
7. **PNCC Complex, Km 15, East Service Road, Bicutan Parañaque City, Metro Manila....**
Address of principal office Postal Code
8. **(632) 846 3045**
Issuer's telephone number, including area code
9. **N/A**
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 | 174,444,759 |

11. Indicate the item numbers reported herein: **Item 4**

In a regular meeting of the Board held on 30 July 2025, approved the Notice and Agenda for the conduct of the 2025 Annual Stockholders' Meeting on 20 November 2025 at 3:00 P.M.

In relation thereto, the Board also approved and fixed the setting of record date to 29 August 2025 for the Annual Stockholders' Meeting on 20 November 2025 at 3:00 P.M. to be held at the PNCC Complex, KM 15 East Service Road, Bicutan, Parañaque City.

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.

PHILIPPINE NATIONAL CONSTRUCTION CORPORATION.
Issuer



JOHN BENEDICK R. DELA CRUZ
Corporate Secretary

Date **30 July 2025**



PHILIPPINE NATIONAL CONSTRUCTION CORPORATION

PROXY

The undersigned stockholder of PHILIPPINE NATIONAL CONSTRUCTION CORPORATION (the "Corporation") hereby constitutes and appoints _____ as proxy to represent the undersigned stockholder, and to vote all the shares registered in the name of the undersigned stockholder in the books of the Corporation at the meeting of the stockholders of the Corporation, and any adjournment thereof to be held on 20 November 2025.

The proxy is authorized to vote on all matters, which may properly be taken in the said meeting of stockholders.

This proxy shall be valid only for the said meeting of the stockholders, unless withdrawn by the undersigned stockholder by written notice filed with the Corporate Secretary of the Corporation. This proxy shall not be valid for meetings where the undersigned stockholder personally registers and attends the aforementioned meeting, and at any adjournment thereof.

Signed this Proxy this ___ day of _____ 2025.

By:

12 August 2025

Dear Stockholder,

NOTICE OF ANNUAL STOCKHOLDERS' MEETING

NOTICE IS HEREBY GIVEN that the annual meeting of stockholders of **PHILIPPINE NATIONAL CONSTRUCTION CORPORATION** will be held at PNCC Compound, KM 15 East Service Road, Bicutan, Paranaque City, on **Thursday, November 20, 2025 at 3:00 o'clock in the afternoon** with the following agenda:

1. Call to Order
2. Certification of Notice and Quorum
3. Reading and Approval of the Minutes of the Previous Stockholders' Meeting held on October 17, 2016
4. Reading and Approval of the Minutes of the Previous Stockholders' Meeting held on November 21, 2024
5. Ratification of all previous acts by the Board of Directors
6. Report of the President
7. Election of the Board of Directors including Independent Directors
8. Other Matters
9. Adjournment

Only stockholders of record at the close of business hours on 29 August 2025 are entitled to notice, and to vote at this meeting. Registration will start at 2:00 p.m. and will close at exactly 2:45 p.m. Please present any government issued ID as proof of identification such as driver's license, passport, postal ID, or SSS/GSIS ID. Aside from personal identification, representatives of corporate stockholders should present a notarized Secretary's Certificate indicating the representative's authority to represent the corporation. Beneficial owners whose shares are lodged with the Philippine Central Depository (PCD), or registered under the name of a broker, bank, or other fiduciary, must, in addition to the required proof of identification, present a notarized certification from the owner of record that he is the beneficial owner, indicating thereon the number of shares.

Should you be unable to attend the meeting, you may want to execute a proxy in favor of a representative. Proxies must be presented to the Corporate Secretary for inspection, validation, and record, at least three (3) business days prior to the Stockholders' Meeting. We enclose a proxy form for your convenience.

JOHN BENEDICK R. DELA CRUZ
Corporate Secretary

EXPLANATION OF AGENDA ITEMS FOR STOCKHOLDERS' APPROVAL

1. Call to Order and Certification of Notice and Quorum

The Corporate Secretary will certify the date the notice of the meeting was sent to all stockholders and the date of publication of the notice in newspaper of general circulation.

The Corporate Secretary will further certify the existence of a quorum. The stockholders present, in person or by proxy, representing a majority of the outstanding capital stock shall constitute a quorum for the transaction of business.

The following are the rules of conduct and procedures:

1. The polls are open for the stockholders to cast their votes manually.
2. A stockholder may vote manually using the ballot provided to him upon registration and placing the voted ballot in the ballot boxes located at the registration table.
3. Each outstanding share of stock entitles the registered holder to one vote.
4. In general, the stockholders act by the affirmative vote of stockholders representing at least a majority of the outstanding and voting capital stock present at the meeting.
5. For the amendment of the Third Article of the Articles of Incorporation and Section 4.01 of the By-Laws, the affirmative vote of stockholders representing at least two-thirds (2/3) of the outstanding capital stock is required.
6. For the approval of Voluntary Delisting with the Philippine Stock Exchange, the affirmative vote of the a] stockholders representing at least 2/3 of the entire membership of the Board, including the majority, b] stockholders owning at least 2/3 of the total outstanding and listed shares of PNCC.
7. The Election of the directors shall be by plurality of votes. Every stockholder shall be entitled to cumulate his vote.
8. The stockholders may cast their votes anytime during the meeting.
9. Voting shall be by ballot. Each ballot shall be signed by the stockholder voting, and shall state the number of shares voted by him. The votes will be counted manually. All votes received shall be tabulated by the Office of the Corporate Secretary, assisted by the appointed Commission on Election and the results of the tabulation shall be validated by Commission on Audit (COA) – Audit Team.
10. During the meeting, as the stockholders take up an item on the Agenda, the Corporate Secretary will report the votes already received and tabulated on that item.

2. Reading and Approval of the Minutes of the Previous Stockholders' Meeting held on 17 October 2016

Copy of the Minutes is posted in the PNCC Website www.pncc.ph. Printed copies are available for examination during office hours at the Office of the Corporate Secretary and included in the Information Statement as posted in the Company's website and in PSE EDGE prior to meeting date.

The Chairman will present to the stockholders for their approval of the minutes of the previous stockholders' meeting held on 17 October 2016.

Proposed Resolution:

"RESOLVED, that the minutes of the stockholders' meeting dated 17 October 2016 is hereby approved."

3. Reading and Approval of the Minutes of the Previous Stockholders' Meeting held on 21 November 2024

Copy of the Minutes is posted in the PNCC Website www.pncc.ph. Printed copies are available for examination during office hours at the Office of the Corporate Secretary and included in the Information Statement as posted in the Company's website and in PSE EDGE prior to meeting date.

The Chairman will present to the stockholders for their approval of the minutes of the previous stockholders' meeting held on 21 November 2024.

Proposed Resolution:

4. "RESOLVED, that the minutes of the stockholders' meeting dated 21 November 2024 is hereby approved."

5. Ratification of all previous acts by the Board of Directors

The Corporate Secretary will present to the stockholders the previous acts by the Board of Directors.

A resolution approving the previous acts by the Board will be presented to the stockholders for approval by the affirmative vote of the stockholders representing at least a majority of the outstanding voting stock present at the meeting.

Proposed Resolution:

“RESOLVED, that the previous acts by the Board, as they are hereby accepted and approved.”

6. Report of the President and Chief Executive Officer (CEO)

The President & CEO will deliver a report to the stockholders on the performance of the Company in 2024 and the outlook for 2025. Audited Financial Statements (AFS) as of December 31, 2024 (AFS) will be embodied in the Information Statement to be sent to the stockholders at least 15 business days prior to the meeting.

A resolution noting the report and approving the AFS will be presented to the stockholders for approval by the affirmative vote of the stockholders representing at least a majority of the outstanding voting stock present at the meeting.

Proposed Resolution:

“RESOLVED, that the President’s Annual Report and the Audited Financial Statements as of December 31, 2024 be, as they are hereby accepted and approved, and the Corporate Secretary is instructed to file the same as parts of these minutes.”

7. Election of the Board of Directors of the Corporation including the Independent Directors

Any stockholder may submit to the Corporate Governance Committee nominations to the Board not later than 30 July 2025. The Corporate Governance Committee will determine whether the nominees for directors, including the nominees for independent directors, have all the qualifications and none of the disqualifications to serve as members of the Board before submitting the nominees for election by the stockholders. The profiles of the nominees to the Board will be provided in the Information Statement and in the company website for examination by the stockholders.

The directors are elected by plurality of votes using the cumulative voting method. The eleven (11) nominees receiving the highest number of votes will be declared elected as directors of the company.

8. Other Matters

The Chairman will open the floor for comments and questions by the stockholders. Stockholders may raise other matters or issues that may be properly taken up at the meeting.