

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)
Feb 10, 2023
2. SEC Identification Number
30939
3. BIR Tax Identification No.
058-330-000
4. Exact name of issuer as specified in its charter
Philippine National Construction Corporation
5. Province, country or other jurisdiction of incorporation
Metro Manila, Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office
PNCC Complex km 15, East Service Road, Bicutan, Parañaque City
Postal Code
1700
8. Issuer's telephone number, including area code
(632) 846-3045
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	174,444,759
11. Indicate the item numbers reported herein
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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.



Philippine National Construction Corporation PNC

PSE Disclosure Form 4-8 - Change in Directors and/or Officers (Resignation/Removal or Appointment/Election) *References: SRC Rule 17 (SEC Form 17-C) and Section 4.4 of the Revised Disclosure Rules*

Subject of the Disclosure

Appointment of new Directors and Officers.

Background/Description of the Disclosure

Please be informed that the Issuer received from the Office of the President of the Philippines the appointment letters of new directors signed by President Ferdinand Romualdez Marcos, Jr.

In a meeting held in the afternoon of 26 January 2023, the Board has elected the following as member of the PNCC Board of Directors and Officers:

Mr. Herculano C. Co, Jr. vice William T. Yu as Chairman
 Mr. Oscar T. Zaldivar vice Mohamad Taha A. Guinomla as Director
 Mr. Danilo S. Constantino vice Pedro B. Cabatingan, Jr. as Director
 Mr. Alex L. Sembrano vice Salvador B. Calanoy, IV as Director
 Mr. Mariano Jesus S. Averia vice Manuel Luis C. Antonio as Director
 Mr. Kevin Jordan DL. Mendoza vice Mariano Jesus S. Averia as Corporate Secretary
 Mr. John Benedick R. Dela Cruz vice Renato M. Monsanto as Assistant Corporate Secretary

Resignation/Removal or Replacement

Name of Person	Position/Designation	Effective Date of Resignation/Cessation of term (mmm/dd/yyyy)	Reason(s) for Resignation/Cessation
William T. Yu	Director	Jan/26/2023	Pursuant to the letter from the Office of the President of the Philippines dated 13 January 2023
Mohamad Taha A. Guinomla	Director	Jan/26/2023	Pursuant to the letter from the Office of the President of the Philippines dated 13 January 2023
Pedro B. Cabatingan, Jr.	Director	Jan/26/2023	Pursuant to the letter from the Office of the President of the Philippines dated 13 January 2023
Salvador B. Calanoy, IV	Director	Jan/26/2023	Pursuant to the letter from the Office of the President of the Philippines dated 13 January 2023

Manuel Luis C. Antonio	Director	Jan/26/2023	Pursuant to the letter from the Office of the President of the Philippines dated 13 January 2023
Mariano Jesus S. Averia	Corporate Secretary	Jan/26/2023	Pursuant to the letter from the Office of the President of the Philippines dated 13 January 2023

Election or Appointment

Name of Person	Position/Designation	Date of Appointment/Election (mmm/dd/yyyy)	Effective Date of Appointment Election (mmm/dd/yyyy)	Shareholdings in the Listed Company		Nature of Indirect Ownership
				Direct	Indirect	
Herculano C. Co, Jr.	Chairman	Jan/26/2023	Jan/26/2023	2	0	N/A
Oscar T. Zaldivar	Director	Jan/26/2023	Jan/26/2023	101	0	N/A
Danilo S. Constantino	Director	Jan/26/2023	Jan/26/2023	1	0	N/A
Alex L. Sembrano	Director	Jan/26/2023	Jan/26/2023	50	0	N/A
Mariano Jesus S. Averia	Director	Jan/26/2023	Jan/26/2023	25	0	N/A
Kevin Jordan DL. Mendoza	Corporate Secretary	Jan/26/2023	Jan/26/2023	0	0	N/A
John Benedict R. Dela Cruz	Assistant Corporate Secretary	Jan/26/2023	Jan/26/2023	0	0	N/A

Promotion or Change in Designation

Name of Person	Position/Designation		Date of Approval (mmm/dd/yyyy)	Effective Date of Change (mmm/dd/yyyy)	Shareholdings in the Listed Company		Nature of Indirect Ownership
	From	To			Direct	Indirect	
Renato M. Monsanto	Assistant Corporate Secretary	Administrative Support-Corporate Secretariat	Jan/26/2023	Jan/26/2023	0	0	N/A

Other Relevant Information

Please refer to the attached letter dated 26 January 2023.

Filed on behalf by:

Name	Kevin Jordan Mendoza
Designation	Corporate Secretary

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

4th Tuesday of the month of March

(Fiscal Year Ending)
(month and day)

(Annual Meeting)

2066

(Term Expiring On)

SEC Form 17-C : Item 4. Resignation, Removal or Election of Registrant's Directors or Officer

(Form Type)

N.A.

(Amendment Designation, if applicable)

N.A.

(Period Ended Date)

N.A.

(Secondary License Type and File Number)

LCU

Cashier

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. **9 February 2023**
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. **Metro Manila, Philippines** (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. Resignation, Removal or Election of Registrant's Directors or Officer

Please refer to the attached letter dated January 26, 2023.

SIGNATURES

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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



KEVIN JORDAN D.L. MENDOZA
Corporate Secretary

Date **9 February 2023**



**PHILIPPINE NATIONAL
CONSTRUCTION CORPORATION**

26 January 2023

SECURITIES AND EXCHANGE COMMISSION

SEC Headquarters, 7907 Makati Avenue
Salcedo Village, Brgy. Bel-Air, Makati City 1209

Attention: **DIRECTOR VICENTE GRACIANO P. FELIZMENIO, JR.**
Markets and Securities Regulation Department

THE PHILIPPINE STOCK EXCHANGE, INC.

6th Floor, PSE Tower
28th Street corner 5th Avenue
Bonifacio Global City, Taguig City

Attention: **MS. ALEXANDRA D. TOM WONG**
Officer-in-Charge, Disclosure Department

Gentlemen:

Please be informed that the Issuer received from the Office of the President of the Philippines the appointment letters of new directors signed by President Ferdinand Romualdez Marcos, Jr.

In a meeting held in the afternoon of 26 January 2023, the Board has elected the following as member of the PNCC Board of Directors:

Mr. Herculano C. Co, Jr. *vice* William T. Yu as Chairman
Mr. Oscar T. Zaldivar *vice* Mohamad Taha A. Guinomla as Director
Mr. Danilo S. Constantino *vice* Pedro B. Cabatingan, Jr. as Director
Mr. Alex L. Sembrano *vice* Salvador B. Calanoy, IV as Director
Mr. Mariano Jesus S. Averia *vice* Manuel Luis C. Antonio as Director
Mr. Kevin Jordan DL. Mendoza *vice* Mariano Jesus S. Averia as Corporate Secretary
Mr. John Benedick R. Dela Cruz *vice* Renato M. Monsanto as Assistant Corporate Secretary

Mr. Herculano C. Co, Jr. after obtaining his Bachelor of Science in Commerce degree (Major in Marketing) from the Colegio de San Juan de Letran in 1980, he earned some units from the College of Law, Ateneo De Manila University in 1980-81. He is also a recipient of Marketing Leadership Award by the Philippine Marketing Association.

Among his work experiences, he lists the following positions before his recent re-appointment as Chairman of the Board, Philippine National Construction Corporation (PNCC), to wit: Chairman, PNCC (a GOCC), Nov. 17, 2017- Aug 17, 2021; Chairman, Hero Agro-Industries Inc. (primarily engaged in milling, warehousing, wholesaling and retailing of palay and rice),

1982 – present; Vice-Chairman, Aurora Securities Inc. (stock brokerage engaged in the trading of securities), 1993- present; Chairman, ALHEED International Trading Corp. (engaged in import/export of agricultural machineries and allied products), 1995- present; Director, Santa Clara Shipping Corp. (RORO operator), 1996- present.

Mr. Oscar T. Zaldivar after obtaining his Bachelor of Arts degree from the University of the East, Manila in 1982, he pursued and obtained his Bachelor of Laws at Ateneo De Manila University in 1982, passed the Bar the same year with a rating of 81.2%, and was admitted to the Bar/IBP Chapter in 1983.

His first stint in the government service was at the Human Settlements Regulatory Commission as Assistant Project Officer IV in 1981-1982 doing administrative duties. With his admission to the Bar in 1983 and his promotion as Project Officer II /Acting Regional Technical Coordinator from May, 1983 to September, 1985 he took on higher administrative and legal responsibilities, until his transfer to the Department of Trade and Industry as Senior Trade Development Specialist from October 1985 to August 1987.

Responding to the challenge in the Department of Justice for the advancement and protection of legal rights of the less privileged sector of our society, he joined the Public Attorney's Office as Public Attorney II from August 3, 1987 to May 15, 1991.

The following day he went into private practice by joining Ageaoili & Associates/Offices as Member until his resignation after fifteen (15) years of litigation work.

Towards the year end 2006 public service beckoned again, this time in the Judiciary as Presiding Judge, Regional Trial Court in Cagayan City until his retirement in December, 2019,

Plt. Gen Danilo S. Constantino (Ret.) a graduate of Philippine Military Academy, Class of 1982, he held various positions both in the military and police service where he was designated either as a commander or a staff officer. Operations, intelligence, investigation, and community relations are among his fields of expertise. He obtained his Master's degree in Management from the Philippine Christian University, 1995-1996.

The training courses he underwent were: Basic Intelligence Course, Intelligence Training Group, C2, Camp Crame, Quezon City; PNP Officers Advance Course, PNP Training Center, Camp Castañeda, Silang, Cavite; Police Intelligence Officers Senior Executive Course, Intelligence Training Group, Camp Crame, Quezon City; Urban Patrol Tactics Course, Louisiana State Police Academy, Louisiana, USA; General FBI Course (201st Session), FBI National Academy, Virginia, USA.

Among his work experiences, he lists the last five (5) assignments in the PNP before his retirement as follows: Officer-in-Charge, Deputy Chief PNP for Administration, March 3, 2016-June 24, 2016, NHQ, Camp Crame, Quezon City; Deputy Chief PNP for Operations, August 11, 2015-June 24, 2016, NHQ, Camp Crame, Quezon City; The Chief Directorial Staff, April 23, 2016-August 10, 2016, NHQ, Camp Crame, Quezon City; Director, Directorate for Police

Community Relations, May 7, 2014-April 22, 2015; Regional Director, Police Regional Office 7, August 1, 2013-April 22, 2014, Camp Sergio Osmeña, Cebu City.

Alex L. Sembrano entered the Philippine Military Academy in 1978 where he graduated with the rank of Cadet Captain and designation of Regimental Finance Officer in 1982. Upon graduation, he was commissioned in the Philippine Navy as Ensign and served in various capacities on board several ships, the last of which was the BRP Ang Pangulo. After a year in the Navy, he requested and was transferred to the then Philippine Constabulary and was immediately sent to training with the PMA Class of 1983 in the Philippine Army Scout Ranger Training Center in Tanay, Rizal. Upon finishing as number two in the regular Scout Ranger #52, he volunteered and was accepted in the newly formed Philippine Constabulary Special Action Force (PC, SAF). After serving the PC, SAF for more than a year, he was assigned to the local command in Batangas and served in various positions, the last of which was as Company Commander of the PC Company based in Tanauan, Batangas from 1983 until the February 1986 People's Power revolution. He then served as aide-de-camp to the AFP Chief Fidel V. Ramos for a few months before returning to the PC SAF.

In 1988 he enrolled at the Asian Institute of Management and graduated with the degree of Master's in Business Management in 1990. He then was assigned as Project Officer at the Real Estate Department of the AFP, Retirement and Separation Benefit System (AFP, RSBS).

He resigned his commission in 1990 and joined Citibank N.A. as AVP in Credit Cards Collections, later on handling the Anti-Fraud Unit of the Bank. After a little over two years in the bank, he decided to get into business on his own and has served in various capacities as a partner, director and consultant to several corporations including Protectors of Assets and Personnel Services Inc., Linkonsult Inc., Asian Diamond Plans Inc., Great Pacific Travel Corp., Labor International Corp., Southpoint Driving Range, Ultrabus Corp., Readycom Inc., Alheed Corp., Jet Power Corp., Courier Options and General Services Inc., Shareholder in Ikinari Restaurant.

Mr. Mariano Jesus S. Averia a lawyer by profession, Mr. Averia is engaged in the active practice of law. His legal exposure is varied, having been involved in the litigation of civil, criminal, commercial, and labor cases. As a practicing lawyer, Mr. Averia prevailed in, and was unanimously upheld by the Philippine Supreme Court, in the case entitled "*Senator Robert S. Jaworski vs. Philippine Amusement and Gaming Corp. et al*", now reported in the Supreme Court Reports Annotated, Volume 419 SCRA 317. In the case of "*U-Bix Corporation vs. Projexx Creator, Inc. et al*", Mr. Averia again prevailed in the Supreme Court as counsel for Respondent Projexx Creator, Inc. which is now reported in 566 SCRA 284-289. In the case of *Wesleyan University-Philippines v. Guillermo T. Maglaya, Jr.*, (G.R. No. 212774; 23 January 2017), a labor case involving an issue on whether or not the Respondent is a corporate officer or an employee of the Petitioner, Mr. Averia prevailed at the National Labor Relations Commission (NLRC) and in the Court of Appeals, but graciously yielded to an enlightened decision of the Supreme Court after weeding out the conundrum involved in this case.

Mr. Averia took up Law at the Ateneo De Manila University (1981-1983) and graduated at the University of Santo Tomas-Faculty of Civil Law in 1987. Since then, Mr. Averia held various

positions in the private and Government sector before joining the Agcaoili & Associates and the PNCC. Among others, Mr. Averia was employed as: [1] Legal Aide, and later as Legal Officer, at the then Department of Education, Culture & Sports from 1988 to May 1990; [2] Associate Lawyer of the Singson Valdez Law Offices from June 1990 to June 1992; [3] Legislative Staff Officer at the Office of Senator Freddie N. Webb from July 1992 to January 1993; [4] Chief of Staff in the Office of Congressman Abdullah S. Mangotara from September 1996 to June 30, 1998; [5] Junior Partner at Delos Reyes Bonifacio Delos Reyes Law Office from September 1996 to December 2000; [6] Committee Secretary of the Senate Committee on Tourism chaired by then Senator Robert S. Jaworski from August 1998 to July 1999; and [7] as Committee Secretary of the Senate Committee on Environment & Natural Resources chaired by then Senator Robert S. Jaworski from August 1999 to January 2001.

Mr. Averia is currently a Partner of the Law Firm of Agcaoili & Associates where he started as a Senior Associate in 2001. Mr. Averia is the retained counsel of various business entities engaged in trading, banking, securities, and business process outsourcing (BPO). Mr. Averia was the Corporate Secretary of the Philippine National Construction Corporation (PNCC) from November 2017 to January 26, 2023. He was appointed Acting Director of PNCC on 26 January 2023.

Mr. Kevin Jordan D.L. Mendoza obtained his High School and College education from University of Santo Tomas in 2007 and 2011, respectively. He pursued his study of Law in San Beda College of Law – Mendiola and graduated from University of the East - Manila.

He worked in the Department of Budget and Management and Valenton Gramata Loseriaga Law Offices while studying in the College of Law. Eventually he passed the Philippine Bar Exam on year 2018.

His first stint in the government service as a lawyer was in the Department of Public Works and Highways – Public Private Partnership Service as Attorney III from year 2017 to 2019. Afterwards, he ventured private practice of law and becomes the Corporate Secretary of several construction and development companies in Metro Manila as well as in Region IV-A.

Finally, in 2021, he becomes the Chief of Staff of Acting Secretary/Undersecretary Atty. Ranibai Dilangalen of Department of Agrarian Reform before landing as the Legal Officer and Corporate Secretary of Philippine National Construction Corporation.


Mr. John Benedick R. Dela Cruz took up Law at University of Santo Tomas-Faculty of Civil Law (2012-2016) and graduated in 2017. He took the 2017 Philippine Bar and passed the Bar the same year with a rating of 80.0%, and was admitted to the Philippine Bar on 2018.

In 2018, Mr. Dela Cruz joined Algarra Law Offices as an Associate Lawyer. Being a new lawyer, he immediately engaged in the active practice of law particularly litigation of criminal, civil, commercial and labor cases for a period of four (4) years. He also became the legal consultant of a manpower services and various construction firms including his family's construction business.

On 2022, Mr. Dela Cruz resigned with the private law firm and joined Philippine National Construction Corporation as a legal officer of Corporate Legal Department on 2023. He was also appointed as Assistant Corporate Secretary on 26 January 2023.

Thank you.

Very Truly yours,



KEVIN JORDAN D.L. MENDOZA
Corporate Secretary