

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. **25 April 2024**
Date of Report (Date of earliest event reported)

2. SEC Identification Number **CS201518815** 3. BIR Tax Identification No. **009-133-917-000**

4. **CEMEX HOLDINGS PHILIPPINES, INC.**
Exact name of issuer as specified in its charter

5. **Metro Manila, Philippines**
Province, country or other jurisdiction of incorporation

6. (SEC Use Only)
Industry Classification Code:

7. **34th Floor Petron Mega Plaza Building, 358 Sen. Gil J. Puyat Avenue, Makati City, 1200 Philippines**
Address of principal office Postal Code

8. **+632 8849-3600**
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 Shares	13,489,226,623¹

¹ Includes 8,293,831,169 common shares which were the subject of the stock rights offering conducted in January 2020 pursuant to a Notice of Confirmation of Exempt Transaction of the SEC which was issued on December 11, 2019, confirming that the stock rights offering is exempt from the registration requirements of the Securities Regulation Code (SRC) under SRC Section 10.1 (e) and (i).

11. Indicate the item numbers reported herein: **Item 9**

Attached is the press release of Cemex Holdings Philippines, Inc. (“CHP”) dated 25 April 2024, regarding the disclosure earlier made about the signing of an agreement dated April 25, 2024 between Cemex Asia B.V. (the “Seller”) and DMCI Holdings, Inc., Semirara Mining and Power Corporation and Dacon Corporation (together, the “Buyers”) for the sale of the Seller’s 42,140,266 common shares, representing 100% of the outstanding share capital, in Cemex Asian South East Corporation (“CASEC”), for a consideration of US\$ 305.6 million. CASEC owns approximately 89.86% of the total issued and outstanding shares of stock of CHP.

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.

CEMEX HOLDINGS PHILIPPINES, INC.
Issuer

25 April 2024
Date


Jannette Virata Sevilla
Compliance Officer

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MANILA, PHILIPPINES. APRIL 25, 2024 – CEMEX HOLDINGS PHILIPPINES, INC. ("CHP") (PSE: CHP) announced today that its indirect parent, Cemex Asia B.V. (the "Seller"), has signed an agreement with DMCI Holdings, Inc., Semirara Mining and Power Corporation and Dacon Corporation (together, the "Buyers") for the sale of its 42,140,266 common shares, representing 100% of the outstanding share capital in Cemex Asian South East Corporation ("CASEC"), for a consideration of US\$ 305.6 million. CASEC, in turn, owns approximately 89.86% of CHP, a company listed on The Philippine Stock Exchange, Inc.

The Seller currently expects to finalize this transaction before year-end 2024, subject to the satisfaction of various pre-completion conditions, including, but not limited to, the approval by the Philippine Competition Commission, completion taking place under agreements for the sale and purchase of shares pursuant to which the Seller would indirectly dispose of its 40% interest in each of APO Land & Quarry Corporation and Island Quarry and Aggregates Corporation, and the fulfillment of any mandatory tender offer requirement by the Buyers to the shareholders of CHP.

Pending the closing of the transaction, CHP's operations are expected to continue in the ordinary course attending to all relevant clients, suppliers, and other stakeholders.

CHP, a listed company on the Philippine Stock Exchange, is one of the leading cement producers in the Philippines, based on annual installed capacity. CHP produces and markets cement and other building materials in the Philippines through direct sales using its extensive marine and land distribution network. Moreover, CHP's cement manufacturing subsidiaries have been operating in the Philippines with well-established brands, such as "APO," "Island," and "Rizal," all having a multi-decade history in the country. For more information please visit: www.cemexholdingsphilippines.com

CHP is an indirect subsidiary of Cemex, S.A.B. de C.V., a global construction materials company that is building a better future through sustainable products and solutions. Cemex is committed to achieving carbon neutrality through relentless innovation and industry-leading research and development. Cemex is at the forefront of the circular economy in the construction value chain, and is pioneering ways to increase the use of waste and residues as alternative raw materials and fuels in its operations with the use of new technologies. Cemex offers cement, ready-mix concrete, aggregates, and urbanization solutions in growing markets around the world, powered by a multinational workforce focused on providing a superior customer experience, enabled by digital technologies. The shares of Cemex, S.A.B. de C.V. are listed on the Mexican Stock Exchange and the New York Stock Exchange. For more information please visit: www.cemex.com

For more information on CHP, please visit: www.cemexholdingsphilippines.com.

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Except as the context otherwise may require, references in this press release to “CHP,” “we,” “us,” or “our,” refer to CEMEX Holdings Philippines, Inc. (PSE: CHP) and its consolidated entities. The information contained in this press release contains forward-looking statements within the meaning of securities laws. We intend these forward-looking statements to be covered by any applicable safe harbor provisions for forward-looking statements within the meaning of securities laws. These forward-looking statements and information are necessarily subject to risks, uncertainties, and assumptions, including but not limited to statements related to CHP’s, Cemex, S.A.B. de C.V.’s and its affiliates and/or the Buyers’ plans, objectives, expectations (financial or otherwise), and typically can be identified by the use of words such as “may,” “assume,” “might,” “should,” “could,” “continue,” “would,” “can,” “consider,” “anticipate,” “estimate,” “expect,” “envision,” “plan,” “believe,” “foresee,” “predict,” “potential,” “target,” “strategy,” “intend,” “aimed”, or other similar terms. Although CHP believes that its expectations are reasonable, it can give no assurance that these expectations will prove to be correct, and actual results may vary materially from results anticipated by forward-looking statements due to various factors. These forward-looking statements reflect, as of the date on which such forward-looking statements are made, or unless otherwise indicated, our current expectations and projections about future events based on our knowledge of present facts and circumstances and assumptions about future events. These statements necessarily involve risks, uncertainties, and assumptions that could cause actual results to differ materially from those anticipated in this press release. Among others, such risks, uncertainties, and assumptions that could cause results to differ, or that otherwise could have an impact on us or the transactions described herein, include those discussed in CHP’s, Cemex, S.A.B. de C.V.’s and/or any of the Buyers’ most recent annual report and those detailed from time to time in their filings with the Philippine Securities and Exchange Commission or other authorities, which factors are incorporated herein by reference, including, but not limited to: the impact of pandemics, epidemics or outbreaks of infectious diseases and the response of governments and other third parties, which could adversely affect, among other matters, the ability of operating facilities to operate at full or any capacity, supply chains, international operations, availability of liquidity, investor confidence and consumer spending, as well as the availability of, and demand for, products and services; the cyclical activity of the construction sector; exposure to other sectors that impact businesses, such as, but not limited to, the energy sector; availability of raw materials and related fluctuating prices of raw materials, as well as of goods and services in general, in particular increases in prices as a result of inflation; volatility in pension plan asset values and liabilities, which may require cash contributions to the pension plans; the impact of environmental cleanup costs and other remedial actions, and other liabilities relating to existing and/or divested businesses; ability to secure and permit aggregates reserves in strategically located areas; the timing and amount of federal, state and local funding for infrastructure; changes in the level of spending for private residential and private nonresidential construction; changes in effective tax rate; competition in the markets in which products and services are offered; general political, social, health, economic and business conditions and any significant economic, health, political or social developments, as well as any inherent risks to international operations; the regulatory environment, including environmental, energy, tax, labor, antitrust, and acquisition-related rules and regulations; ability to satisfy obligations under material debt agreements; the availability of short-term credit lines or working capital facilities, which can assist in connection with market cycles; loss of reputation of brands; ability to fully integrate newly acquired businesses, achieve cost-savings from cost-reduction initiatives, implement pricing initiatives for products and ability to generally meet business strategy goals; the increasing reliance on information technology infrastructure for sales, invoicing, procurement, financial statements and other processes that can adversely affect sales and operations in the event that the infrastructure does not work as intended, experiences technical difficulties or is subjected to cyber-attacks; changes in the economy that affect the demand for consumer goods; climate change, in particular reflected in weather conditions, including but not limited to, excessive rain and snow, and disasters such as earthquakes and floods, that could affect facilities or markets; trade barriers, including tariffs or import taxes and changes in existing trade policies or changes to, or withdrawals from, free trade agreements; availability and cost of trucks, railcars, barges and ships, as well as their licensed operators and drivers, for transport of materials; labor shortages and constraints; terrorist and organized criminal activities, as well as geopolitical events, such as war and armed conflicts, including the current war between Russia and Ukraine and conflicts in the Middle East; declarations of insolvency or bankruptcy, or becoming subject to similar proceedings; and, natural disasters and other unforeseen events (including global health hazards such as COVID-19). Many factors could cause CHP’s, Cemex, S.A.B. de C.V.’s and its affiliates and/or the Buyers’ expectations, expected results, and/or projections expressed in this press release, not being reached and/or not producing the expected benefits and/or results, as any such benefits or results are subject to uncertainties, costs, performance, and rate of implementation of technologies, some of which are yet not proven. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, the results, transactions, performance or achievements expressly or implicitly anticipated by the forward-looking statements, or otherwise could have an impact on the transactions described herein. Forward-looking statements should not be considered guarantees of future outcomes. Any or all forward-looking statements may turn out to be inaccurate and the factors identified above are not exhaustive. Accordingly, undue reliance on forward-looking statements should not be placed, as such forward-looking statements speak only as of the dates on which they are made. These factors may be revised or supplemented and the information contained in this press release is subject to change without notice, but CHP is not under, and expressly disclaims, any obligation to update or correct the information contained in this press release or revise any forward-looking statement that it may make from time to time, whether as a result of new information, future events or otherwise, or to reflect the occurrence of anticipated or unanticipated events or circumstances. Readers should review future reports filed by us with the Philippine Securities and Exchange Commission.