



108082018003761



# SECURITIES AND EXCHANGE COMMISSION

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## Company Information

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SEC Registration No. A199904544  
Company Name ABS-CBN HOLDINGS CORP.  
Industry Classification  
Company Type Stock Corporation

## Document Information

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Document ID 108082018003761  
Document Type Statement of Changes in the Beneficial Ownership  
Document Code 23B  
Period Covered July 31, 2018  
No. of Days Late 0  
Department CFD  
Remarks HOSKING PARTNERS LLP

A 1 9 9 9 0 4 5 4 4

S.E.C. Registration Number

A B S C B N H O L D I N G S C O R P

(Company's Full Name)

25TH F L O O R A C C R A L A W

T O W E R 2ND A V E C O R 30TH S T

C R E S C E N T P A R K W E S T

B O N I F A C I O G L O B A L C I T Y

T A G U I G C I T Y

CHRISTIANNE GRACE F. SALONGA

Contact Person

8308000

Company Telephone Number

1 2

3 1

SEC FORM 23-B

Calendar Year

FORM TYPE

Month

Day

Dept. Requiring this Doc.

Not Applicable

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

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**FORM 23-B**

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 23 of the Securities Regulation Code

Check box, if no longer subject to filing requirement

|   |  |   |  |
|---|--|---|--|
| 1. Name and Address of Reporting Person<br><b>Hosking Partners LLP</b><br>(Last) (First) (Middle) |  | 2. Issuer Name and Trading Symbol<br>ABS-CBN Holdings Corporation (ABSP PM) | 7. Relationship of Reporting Person to Issuer<br>(Check all applicable)<br>Director Officer <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/><br>Other (specify below) <input type="checkbox"/> |
| 3. Tax Identification Number<br>Jul-18  |  | 5. Statement for Month/Year   |  |
| 4. Citizenship<br>UK Corporate  |  | 6. If Amendment, Date of Original (Month/Year)                              |  |

  

| Table 1 - Equity Securities Beneficially Owned |                                      |   |            |   |                  |  |
|--|--------------------------------------|---|------------|---|------------------|--|
| 1. Class of Equity Security                    | 2. Transaction Date (Month/Day/Year) | 4. Securities Acquired (A) or Disposed of (D) |            | 3. Amount of Securities Owned at End of Month |                  | 5. Nature of Indirect Beneficial Ownership |
|  |                                      | Amount  | (A) or (D) | %   | Number of Shares |  |
| N/A  |                                      | N/A   |            |   | N/A              | N/A  |
|  |                                      |   |            |   |                  |  |
|  |                                      |   |            |   |                  |  |
|  |                                      |   |            |   |                  |  |
|  |                                      |   |            |   |                  |  |
|  |                                      |   |            |   |                  |  |
|  |                                      |   |            |   |                  |  |
|  |                                      |   |            |   |                  |  |
|  |                                      |   |            |   |                  |  |

(Print or Type Responses)

**If the change in beneficial ownership is 50% of the previous shareholdings or is equal to 5% of the outstanding capital stock of the issuer, provide the disclosure requirements set forth on page 3 of this form.**

Reminder: Report on a separate line for each class of equity securities beneficially owned directly or indirectly.  
 (1) A person is directly or indirectly the beneficial owner of any equity security with respect to which he has or shares:  
 (A) Voting power which includes the power to vote, or to direct the voting of, such security, and/or  
 (B) Investment power which includes the power to dispose of, or to direct the disposition of, such security.  
 (2) A person will be deemed to have an indirect beneficial interest in any equity security which is:  
 (A) held by members of a person's immediate family sharing the same household,  
 (B) held by a partnership in which such person is a general partner,  
 (C) held by a corporation of which such person is a controlling shareholder, or  
 (D) subject to any contract, arrangement or understanding which gives such person voting power or investment power with respect to such security.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., warrants, options, convertible securities)

| 1. Derivative Security  | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Yr) | 4. Number of Derivative Securities Acquired (A) or Disposed of (D) |            | 5. Date Exercisable and Expiration Date (Month/Day/Year) | 6. Title and Amount of Underlying Securities      | 7. Price of Derivative Security | 8. No. of Derivative Securities Beneficially Owned at End of Month | 9. Ownership Form of Derivative Security, Direct (D) or Indirect (I) * | 10. Nature of Indirect Beneficial Ownership                       |
|---|--|------------------------------------|--|------------|--|---|---------------------------------|--|--|---|
|   |  |                                    | Amount   | (A) or (D) |  |   |                                 |  |  |   |
| Philippine Depository Receipts issued by ABS-CBN Holdings Corporation | Please see below                                       | 2-Jul-18                           | 77,000   | A          | Please see below   | Common Shares of ABS-CBN Broadcasting Corporation | 24.20                           |  | I  | Discretionary Investment Manager for underlying client portfolios |
| Philippine Depository Receipts issued by ABS-CBN Holdings Corporation | Please see below                                       | 2-Jul-18                           | 77,000   | D          | Please see below   | Common Shares of ABS-CBN Broadcasting Corporation | 24.20                           |  | I  | Discretionary Investment Manager for underlying client portfolios |
| Philippine Depository Receipts issued by ABS-CBN Holdings Corporation | Please see below                                       | 6-Jul-18                           | 21,400   | A          | Please see below   | Common Shares of ABS-CBN Broadcasting Corporation | 22.00                           |  | I  | Discretionary Investment Manager for underlying client portfolios |
| Philippine Depository Receipts issued by ABS-CBN Holdings Corporation | Please see below                                       | 6-Jul-18                           | 21,400   | D          | Please see below   | Common Shares of ABS-CBN Broadcasting Corporation | 22.00                           |  | I  | Discretionary Investment Manager for underlying client portfolios |
| Philippine Depository Receipts issued by ABS-CBN Holdings Corporation | Please see below                                       | 31-Jul-18                          | 281,600  | A          | Please see below   | Common Shares of ABS-CBN Broadcasting Corporation | 23.35                           |  | I  | Discretionary Investment Manager for underlying client portfolios |
| Philippine Depository Receipts issued by ABS-CBN Holdings Corporation | Please see below                                       | 31-Jul-18                          | 281,600  | D          | Please see below   | Common Shares of ABS-CBN Broadcasting Corporation | 23.35                           |  | I  | Discretionary Investment Manager for underlying client portfolios |
|   |  |                                    |  |            |  |   |                                 | 39,380,245   |  |   |

Explanation of Response:

Each Philippine Deposit Receipt ("PDR") is exercisable upon payment of the Exercise Price of P0.10 and will entitle the PDR holder (the "Holder"), as permitted by Philippine law, to either the delivery of or, sale of and payment of proceeds from the sale of, one common share of ABS-CBN Broadcasting Corporation ("Underlying Common Share") that is owned by the Issuer. Delivery of Shares to Non-Philippine Persons is not permitted; therefore, on exercise of a PDR, the Underlying Common Share will only be delivered to Philippine Persons designated by the Holder or otherwise sold on its behalf in the open market, in each case through an Eligible Broker. PDRs may be exercised at any time until such date in respect of which the Issuer has given at least 45 days prior notice as being the termination date in accordance with the terms and conditions of the PDRs of the Issuer dated 5 October 1999.

Note: File three (3) copies of this form, one of which must be manually signed. Attach additional sheets if space provided is insufficient.

**DISCLOSURE REQUIREMENTS  
IN CASE OF MATERIAL CHANGES IN BENEFICIAL OWNERSHIP  
(50% INCREASE/DECREASE OR EQUIVALENT TO 5% OF THE OUTSTANDING CAPITAL STOCK OF ISSUER)**

**Item 1. Security and Issuer**

State the title of the class of equity securities to which this Form relates and the name and address of the principal executive offices of the issuer of such securities.

**Item 2. Identity and Background**

If the person filing this Form is a corporation, partnership, syndicate or other group of persons, state its name, the province, country or other place of its organization, its principal business, the address of its principal office and the information required by (d) and (e) of this Item. If the person filing this statement is a natural person, provide the information specified in (a) through (f) of this Item with respect to such person(s).

- a. Name;
- b. Residence or business address;
- c. Present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted;
- d. Whether or not, during the last five years, such person has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) and, if so, give the dates, nature of conviction, name and location of court, any penalty imposed, or other disposition of the case;
- e. Whether or not, during the last five years, such person was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction, domestic or foreign, and as a result of such proceeding was or is subject to any order, judgment or decree, not subsequently reversed, suspended or vacated, permanently or temporarily enjoining, barring, suspending or otherwise limiting involvement in any type of business, securities, commodities or banking; and
- f. Citizenship.

**Item 3. Purpose of Transaction**

State the purpose or purposes of the acquisition of securities of the issuer. Describe any plans or proposals which the reporting persons may have which relate to or would result in:

- a. The acquisition by any person of additional securities of the issuer, or the disposition of securities of the issuer;
- b. An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the issuer or any of its subsidiaries;
- c. A sale or transfer of a material amount of assets of the issuer or of any of its subsidiaries;
- d. Any change in the present board of directors or management of the issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board;
- e. Any material change in the present capitalization or dividend policy of the issuer;
- f. Any other material change in the issuer's business or corporate structure;
- g. Changes in the issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the issuer by any person;
- h. Causing a class of securities of the issuer to be delisted from a securities exchange;
- i. Any action similar to any of those enumerated above.

**Item 4. Interest in Securities of the Issuer**

a. State the aggregate number and percentage of the class of securities identified pursuant to Item 1 beneficially owned (identifying those shares which there is a right to acquire within thirty (30) days from the date of this report) by each person named in Item 2. The abovementioned information should also be furnished with respect to persons who, together with any of the persons named in Item 2, comprise a group.

- b. For each person named in response to paragraph (a), indicate the number of shares as to which there is sole power to vote or to direct the vote, shared power to vote or to direct the vote, sole or shared power to dispose or to direct the disposition. Provide the applicable information required by Item 2 with respect to each person with whom the power to vote or to direct the vote or to dispose or direct the disposition is shared.
- c. Describe any transaction in the class of securities reported on that were effected during the past sixty (60) days by the persons named in response to paragraph (a). The description shall include, but not necessarily be limited to: (1) the identity of the person who effected the transaction; (2) the date of the transaction; (3) the amount of securities involved; (4) the price per share or unit; and (5) where or how the transaction was effected.
- d. If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than five (5%) percent of the class, such person should be identified.
- e. If the filing is an amendment reflecting the fact that the reporting person has ceased to be the beneficial owner of more than five (5%) percent of the class of securities, state the date on which such beneficial ownership was reduced.

**Item 5.**

**Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer**

Describe any contract, arrangement, understanding or relationship among the person named in Item 2 and between such persons and any person with respect to any securities of the issue, including but not limited to transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies, naming the person with whom such contracts, arrangements, understandings or relationships have been entered into. Include such information for any of the securities that are pledged or otherwise subject to a contingency the occurrence of which would give another person voting power or investment power over such securities except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

**Item 6.**

**Material to be Filed as Exhibits**

Copies of all written agreements, contracts, arrangements, understandings, plans or proposals relating to:

- a. the acquisition of issuer control, liquidation, sale of assets, merger, or change in business or corporate structure or any other matter as disclosed in Item 3; and
- b. the transfer or voting of the securities, finder's fees, joint ventures, options, puts, calls, guarantees of loans, guarantees against losses or the giving or withholding of any proxy as disclosed in Item 5.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Report is true, complete and accurate. This report is signed in the City of ..... ON ....., 20.....

By:  .....  
**CHRISTIANNE GRACE F. SALONGA**  
 Authorized Representative

AB 977896

396  
NINE  
SIX

PHILIPPINE EMBASSY }  
CONSULAR SECTION } SS  
London, United Kingdom }

I, the undersigned, Consul of the Republic of the Philippines in and for the United Kingdom of Great Britain and Northern Ireland, duly Commissioned and qualified, do hereby confirm that I verily believe that J. CROOK of the Foreign and Commonwealth Office before whom the foregoing instrument has been authenticated is an officer duly authorized to legalize the document in the said office and that the signature appearing therein is genuine.

For the contents of the foregoing document, the undersigned assumes no responsibility.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Embassy of the Philippines, London, United Kingdom this 7<sup>th</sup> day of SEPTEMBER 2017.



  
**MYLA GRACE R. GENIA C. MACAHILIG**  
Consul

Validity of this Certification shall follow the validity of the attached/underlying document."

Document No. : 8270  
Service No. : 22655  
Office Receipt No. : 0149  
Fee : £23.00



TO ALL TO WHOM THESE PRESENTS SHALL COME, I, **RICHARD MARK REINGOLD**, of the City of London, England **Notary Public of England and Wales**, duly authorised and appointed by Royal Authority, DO HEREBY CERTIFY that the attached Special Power of Attorney, granted by HOSKING PARTNERS LLP (the "LLP") has, in my presence, been signed and delivered, on its behalf, by Simon Thomas Studdy Hooper (Designated Member of the LLP), as a Deed on the 1<sup>st</sup> September 2017 at 30 Orange Street, London WC2H 7HH, England.

ISSUED under my signature and seal in London, England this first day of September in the year two thousand and seventeen.

A handwritten signature in black ink, appearing to read "R. M. Reingold", written over a horizontal dashed line.

**Richard Mark Reingold**  
Notary Public  
England and Wales





**APOSTILLE**

(Convention de La Haye du 5 octobre 1961)

|  |   |
|--|---|
| <b>1. Country:</b><br>Pays / Pais: United Kingdom of Great Britain and Northern Ireland  |   |
| <b>This public document</b><br>Le présent acte public / El presente documento público  |   |
| <b>2. Has been signed by</b><br>a été signé par Richard Mark Reingold<br>ha sido firmado por   |   |
| <b>3. Acting in the capacity of</b><br>agissant en qualité de Notary Public<br>quien actúa en calidad de   |   |
| <b>4. Bears the seal / stamp of</b><br>est revêtu du sceau / timbre de The Said Notary Public<br>y está revestido del sello / timbre de          |   |
| <b>Certified</b><br>Attesté / Certificado  |   |
| <b>5. at</b><br>á / en London  | <b>6. the</b><br>le / el día 04 September<br>2017   |
| <b>7. by</b><br>par / por Her Majesty's Principal Secretary of State<br>for Foreign and Commonwealth Affairs                                     |   |
| <b>8. Number</b><br>sous no / bajo el numero APO-518148  |   |
| <b>9. Seal / stamp</b><br>Sceau / timbre<br>Sello / timbre<br> | <b>10. Signature</b> J. Crook<br>Signature<br>Firma<br> |

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## SPECIAL POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

**HOSKING PARTNERS LLP**, a limited liability partnership organized and existing under the laws of England and Wales, with address at St. Vincent House, 30 Orange Street, London WC2H 7HH, United Kingdom (hereinafter the "**Hosking**"), acting through Simon Hooper, of legal age and acting in his official capacity as a Partner of Hosking, has made, constituted and appointed, and by these presents, does make, constitute and appoint, **ANGARA ABELLO CONCEPCION REGALA & CRUZ LAW OFFICES** and any one of its lawyers, including **Francisco Ed. Lim, Elaine Patricia S. Reyes-Rodolfo, Christianne Grace F. Salonga, and Norlegen L. Bayona**, signing singly, with office address at the 22<sup>nd</sup> Floor, ACCRALAW Tower, Second Ave. corner 30th Street, Crescent Park West, Bonifacio Global City, Taguig, Philippines, as Hosking's true and lawful attorneys-in-fact, for it and its name, place and stead, to do and perform the following delegated authority and powers in connection with its holding of Philippine Depository Receipts issued by ABS-CBN Holdings Corporation (the "PDRs"):

1. to act for and on behalf of Hosking in the Philippines for the purpose of complying with the disclosure and/or regulatory requirements imposed by the Philippine Securities and Exchange Commission ("SEC") and/or the Philippine Stock Exchange ("PSE") in connection with the PDRs, including the signing and filing of the SEC Form 23-B and such other reports as may be required by the SEC and the PSE, and any and all amendments and/or supplements thereto; and
2. to sign, execute and deliver any and all documents and papers and to perform any and all such acts as may be necessary and appropriate in relation to and in order to fully carry out the foregoing.

Hosking further gives and grants to the attorneys-in-fact full power and authority to do and perform any and all other acts and things necessary and proper to be done to effectively and successfully carry out the above-mentioned acts as fully as Hosking could or might lawfully do if present, with full power of delegation and revocation, and hereby ratifies and confirms all that the attorneys-in-fact shall lawfully do or cause to be done by virtue thereof.

Hosking irrevocably and unconditionally undertakes to indemnify the attorneys-in-fact against all costs, claims, expenses and liabilities howsoever incurred by said attorneys-in-fact as a result of the exercise or purported exercise in good faith of any power conferred by this Special Power of Attorney.

**IN WITNESS WHEREOF**, the duly authorized representative of the Company has affixed his signature hereto this 1 day of September 2017.

**HOSKING PARTNERS LLP**

By:



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Name: Simon Hooper  
Title: Partner

