



SECURITIES AND EXCHANGE
COMMISSION

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MARKET REGULATION DEPT

BY: *J. Arday* TIME: *2:05 PM*

February 22, 2019

SECURITIES AND EXCHANGE COMMISSION
G/F Secretariat Bldg., PICC Complex
Roxas Blvd., Pasay City

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

PHILIPPINE STOCK EXCHANGE
6/F PSE Tower, BGC
Taguig City

Attention: MR. JOSE VALERIANO V. ZUÑO
Head, Disclosure Department

RE: PRELIMINARY INFORMATION STATEMENT

Gentlemen:

For submission is the Preliminary Information Statement of Cosco Capital, Inc.

On February 14, 2019, the Board of Directors of the Company has approved to amend the Second Article of its Articles of Incorporation to include the following in the Secondary Purposes:

h. "to act as joint or solidary obligor, mortgagor, guarantor, or surety for principal and accessory security obligations incurred or to be incurred by subsidiaries, affiliates, sister companies and other corporations".

The amendment will be submitted to the approval of the stockholders by written assent in accordance with Section 16 of the Corporation Code of the Philippines.

Very truly yours,


Candy H. Dacanay - Datuon
Assistant Corporate Secretary

SECURITIES AND EXCHANGE COMMISSION
SEC FORM 20-IS
INFORMATION SHEET

PURSUANT TO SECTION 20 OF THE SECURITIES REGULATION CODE

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Check the appropriate box:

- Preliminary Information Statement
 Definitive Information Statement
 Additional Materials

Name of Registrant as specified in its charter:

Cosco Capital, Inc.

Province, country or other jurisdiction of the Company or organization:

Manila, Philippines

SEC Identification Number:

147669

BIR Tax Identification Code:

000-432-378

Address of principal office:

No. 900 Romualdez St., Paco, Manila 1007

Registrant's telephone number, include area code:

(632) 822-8801 to 04

Date, time and place of the meeting of security holders:

Not Applicable

Approximate date on which the Definitive Information Statement (including Proxy Form and other solicitation materials) are first to be sent or given to security holders:

March 25, 2019

Name of Person Filing the Statement / Solicitor:

Cosco Capital, Inc.

No. 900 Romualdez St., Paco, Manila 1007

(632) 882-8801 - 04

Securities registered pursuant to Sections 8 and 12 of the Code (information on number of shares and amount of debt is applicable only to corporate registrants):

Authorized Capital Stock: P10 billion at P1.00 par value per share

No. of shares outstanding as of record date – 7,258,102,364 common shares

No. of Votes Entitled: One (1) vote per share

Are any or all of registrant's securities listed on a Stock Exchange:

Yes No

If yes, disclose the name of such Stock Exchange:

Philippine Stock Exchange

And the class of securities listed therein: common shares

February 22, 2019

Dear Cosco Shareholder:

On February 14, 2019, the Board of Directors of Cosco Capital, Inc. (“Cosco” and/or the “Company”) approved to amend the Second Article of its Articles of Incorporation to include in its Secondary Purposes the power *“to act as joint or solidary obligor, mortgagor, guarantor, or surety for principal and accessory security obligations incurred or to be incurred by subsidiaries, affiliates, sister companies and other corporations.”*

It is the experience of Cosco that, as a holding company, its operations are intimately connected with the business of its subsidiaries. Companies with whom its subsidiaries deal by contract or otherwise ordinarily rely not only on the credit of the subsidiaries but also of Cosco. Ventures of subsidiaries with other corporations usually require borrowing from banks and financial institutions secured by collateral securities, not only of the subsidiaries but also of Cosco. Such corporations and banks usually ask Cosco to secure the obligations of its subsidiaries or their co-venturers either as co-signer, guarantor, surety, mortgagor or pledgor. The Primary and Secondary Purposes in the Articles of Incorporation of Cosco do not expressly provide for such power so that such acts when done by Cosco may be interpreted as *ultra vires*. There is, therefore, a need to amend the Articles of Incorporation of Cosco by adding such power in its Secondary Purposes.


The details of the “Proposed Amendment” are in the attached Information Statement. We hope to receive your affirmative vote on this “Proposed Amendment”. Enclosed herewith is the form in which you may indicate your vote and submit to the address below not later than April 15, 2019:

THE CORPORATE SECRETARY
Cosco Capital, Inc.
No. 900 Romualdez St., Paco, Manila
Philippines 1007

Thank you very much.

Very truly yours,

COSCO CAPITAL, INC.

By: 
LEONARDO B. DAYAO
President

INFORMATION STATEMENT

GENERAL INFORMATION

Written Assent of Stockholders

Cosco Capital, Inc. (“Cosco” and/or the “Company”) is submitting the “Proposed Amendment” on the Second Article of the Articles of Incorporation of the Company to the stockholders for their approval by written assent in accordance with Section 16 of the Corporation Code of the Philippines. No stockholders’ meeting will be held for this purpose.

The Company’s mailing address is at No. 900 Romualdez St., Paco, Manila, Philippines 1007.

The Definitive Information Statement and the Written Assent Form will be sent on or before March 25, 2019 to all stockholders as of March 15, 2019.

Dissenters’ Right of Appraisal

The “Proposed Amendment” on the Articles of Incorporation of the Company will not entitle any shareholder of the Company to exercise his appraisal right as provided under Section 81, Title X of the Corporation Code of the Philippines.

Interest of Certain Persons in Matters to be Acted Upon

No current director or officer nor any associate thereof of the Company has any substantial interest, direct or indirect, by security holdings or otherwise in the matter being submitted for the written assent of the stockholders of the Company.

No director of the Company has given information that he intends to oppose the “Proposed Amendment”.

CONTROL AND COMPENSATION INFORMATION

Voting Securities and Principal Holders Thereof

As of February 21, 2019, the Company has the following outstanding common shares: 7,258,102,364. Each share is entitled to one (1) vote. All stockholders of record as of March 15, 2019 are entitled to vote on the “Proposed Amendment”.

Section 16 of the Corporation Code of the Philippines provides that the Articles of Incorporation of the Company may be amended by majority vote of the board of directors and the vote or written assent by stockholders representing at least two-thirds of the outstanding capital stock of the Company.

Security Ownership of Certain Record and Beneficial Owners

Owners of more than 5% of the Company's common shares, as of February 21, 2019, are as follows:

<i>Title of Class</i>	<i>Name, Address of record owner</i>	<i>Relationship with the Company</i>	<i>Name Beneficial Owner and Relationship with Record Owner</i>	<i>Citizenship</i>	<i>Number of Shares held</i>	<i>Percent</i>
Common	Lucio L. Co, No. 2 Pili Avenue, South Forbes Park, Makati City	Chairman	Direct and Indirect	Filipino	2,344,493,492	32.30%
Common	Susan P. Co, No. 2, Pili Avenue, South Forbes Park, Makati City	Vice-Chairman	Direct and Indirect	Filipino	1,780,182,230	24.53%
Common	The Hongkong and Shanghai Banking Corporation, 12/F The Enterprise Center, Tower One, 6766 Ayala Avenue, Makati City	Stockholder			567,000,413	7.81%*

*As of December 31, 2018.

In the table below are the holdings of the Directors and Executive Officers of the Company as of February 21, 2019:

<i>Title of Class</i>	<i>Name of Beneficial Owner</i>	<i>Nature of Beneficial ownership</i>	<i>Citizenship</i>	<i>Number of shares</i>	<i>Percent of Outstanding Voting Shares</i>
Common	Lucio L. Co	Direct	Filipino	2,344,493,492	32.30%
Common	Susan P. Co	Direct	Filipino	1,780,182,230	24.53%
Common	Leonardo B. Dayao	Direct	Filipino	650,982	0.01%
Common	Levi B. Labra	Direct	Filipino	100	0.00%
Common	Roberto Juanchito T. Dispo	Direct	Filipino	100	0.00%
Common	Robert Y. Cokeng	Direct	Filipino	8,155,000	0.11%

Common	Oscar S. Reyes	Direct	Filipino	54,264	0.00%
Common	Atty. Bienvenido E. Laguesma	Direct	Filipino	100	0.00%

Voting Trust Holders of 5% or More

To the extent known to the Company, there is no person or group of persons holding more than 5% of the common shares by virtue of a voting trust or similar agreement as there has been no voting trust agreement which has been filed with the Company and the Securities and Exchange Commission.

Changes in Control

There have been no arrangements that have resulted in a change in control of the Company during the period covered by this report.

THE PROPOSED AMENDMENT

The “Proposed Amendment” to the Articles of Incorporation of the Company is quoted in italics below:

Primary Purpose

To invest in, purchase, or otherwise acquire and own, hold, use, sell, assign, transfer, mortgage, pledge, exchange, or otherwise dispose of real and personal property of every kind and description, including shares of stock, bonds, debentures, notes, evidences of indebtedness, and other securities or obligations of any corporation or corporations, association or associations, domestic or foreign, for whatever lawful purpose or purposes the same may have been organized and to pay therefore in money or by exchanging shares of stock of this corporation or any other corporation, while the owner or holder of any such real or personal property, stocks, bonds, debentures, contracts, or obligations, to receive, collect and dispose of the interest, dividends, and income arising from such property; and to possess and exercise in respect thereof all the rights, powers and privileges of ownership, including all voting powers of any stock so owned; to carry on and manage the general business of any company.

Secondary Purposes

- (a) To engage in the management, supervision or control of business enterprises of all kinds, the operations and transactions of any company or undertaking and to manage and administer lands, buildings, whether real or personal, and in general, to act as agent, attorney-in-fact, or in any representative capacity as may be permitted by law, except the management of funds, securities, portfolio and other similar assets of

any firm or entity.

- (b) To engage in the assay of all kinds of ores, minerals, oil, for umpiring the development and for export or import; to prepare flowsheets for the beneficiation or ores.
- (c) To engage in the business of general builders and constructors of roads, bridges, terminals, landing fields, docks, piers, government and private buildings.
- (d) To undertake dredging and drilling operations and to dredge or otherwise obtain out of the waters, navigable or non-navigable as may be permitted by law, sand, gravel and deposits found in or beneath said waters and to acquire and make the same available for commercial purposes.
- (e) To own, acquire, construct, maintain and operate plants, factories and buildings which are necessary in the production and manufacturing of all kinds of goods, wares and merchandise of all kinds and descriptions which within the commerce of men.
- (f) Subject to existing laws, to hold, purchase or otherwise acquire or be interested in, and to sell or otherwise dispose of, shares or capital stocks, bonds, or other evidences of debts issued or created by any other corporation, partnership or company, domestic or foreign, governmental or otherwise, and while the owner and holder of any such shares of stock, to exercise all the rights and privileges of ownership, including the right to vote thereon and exercise all the rights to pertaining thereto.
- (g) To carry on in the Philippines or elsewhere the business of exploration, discovery, development and exploitation of mineral oils, petroleum and in its natural state, rock or carbon oils, natural gas and all kinds of ores, metals, minerals and natural resources and the products and by-products thereof; to process, manufacture, refine, prepare for market, buy, sell and transport the same in crude, or raw or refined condition; to buy, sell, exchange, lease, acquire thru Service Contracts, Participating Agreements and all other forms of contracts of concessions dealing in lands, mines and minerals rights and claims, to conduct all business appertaining thereto; to purchase, lease, acquire, or otherwise, to own, hold and maintain, and to mortgage, pledge, lease, royalties and permits, lands and real estate of all kinds, and the oil, gas and mineral rights and interests by and to enter into acquire, carry out and execute contracts for drilling wells and installation of rigs, platforms, machinery and equipment; to construct, erect, and build, to purchase, lease or otherwise acquire, to own, manage, or in any manner dispose of or encumber, pipelines, plants, refineries, stations, systems, tank cars, vessels, appliances, machinery, structures, equipment and facilities of all kinds for manufacturing, treating, processing, concentrating, distilling, and in any manner dealing in gas, petroleum and other oils, minerals and volatile substances, asphalt, bitumen and bituminous substances and

other similar products of every kinds and character for any and all purposes whatsoever; to carry on and conduct the general business of mining, to acquire and perform all powers conferred by law on said mining business, within and outside of the Philippines, and including that of domestic and foreign concessions or contracts of every kind and nature; and generally to do and perform all or any of the matters aforesaid, and all other acts and things which in the judgment of this Company may be requisite for its purpose or incidental thereto; to achieve without security, register its shares for public offering, issue warrants, bonds, debentures and other negotiable and transferable instruments, secured or unsecured for such amounts of in exchange of properties or rights as may be found advisable as well as to farm-out or firm-in rights and interests as generally practiced in the mining industry.

h. "to act as joint or solidary obligor, mortgagor, guarantor, or surety for principal and accessory security obligations incurred or to be incurred by subsidiaries, affiliates, sister companies and other corporations".

FINANCIAL AND OTHER INFORMATION

The Audited Consolidated Financial Statements of the Company for the year ending December 31, 2017 and the unaudited financial statements for the period ended September 30, 2018 were already submitted to the Securities and Exchange Commission through SEC Form 17-A and 17-Q dated April 16, 2018 and November 14, 2018, respectively.

VOTING PROCEDURES

The written assent of the shareholders representing at least two-thirds of the outstanding capital stock of the Company shall be required for the approval of the "Proposed Amendment" in the Second Article of the Articles of Incorporation.

Stockholders as of March 15, 2019 shall be entitled to one vote for each share of stock recorded in the Stock and Transfer Books of the Company. In accordance with Section 16 of the Corporation Code of the Philippines, votes may be taken through written assent of the stockholders representing at least two-thirds of the outstanding capital stock of the Company.

A Written Assent Form will be sent to stockholders together with the Definitive Information Statement on or before March 25, 2019. It must be signed by the stockholder or by his duly authorized representative. The Written Assent Form must be accompanied with proxy instrument duly executed by the stockholder in favor of his representative or, in case of Corporation/Association/Partnership stockholder, a Board Resolution issued by the Corporate Secretary authorizing a representative.

Duly accomplished Written Assent Form together with the proxy and/or board resolution must be submitted to:

The Corporate Secretary
Cosco Capital, Inc.
No. 900 Romualdez St., Paco, Manila,
Philippines 1007

on or before April 15, 2019.

The counting of votes based on the number of shares of valid Written Assent Form will be conducted by the Corporate Secretary and the Stock Transfer Agent, RCBC – Trust Department, on April 16, 2019.

UNDERTAKING

Upon the written request of the stockholder, the Company undertakes to furnish such stockholder with copy of the SEC 17-A and 17-Q without any fee.

Stockholder may send their request to the Office of the Corporate Secretary, Cosco Capital, Inc., No. 900 Romualdez St., Paco, Manila, Philippines, 1007.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and behalf, I certify that the information set forth in this report are true, complete and correct.

February 22, 2019, Manila, Philippines.

Cosco Capital, Inc.

By:



Mr. Leonardo B. Dayao
President



Atty. Jose S. Santos, Jr.
Corporate Secretary