

C08732-2019

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)

Dec 12, 2019

2. SEC Identification Number

A199908874

3. BIR Tax Identification No.

202995796

4. Exact name of issuer as specified in its charter

DFNN Inc.

5. Province, country or other jurisdiction of incorporation

Philippines

6. Industry Classification Code(SEC Use Only)

7. Address of principal office

L2 - L5 14th Fl., Philippine Stock Exchange Tower, 5th Ave. cor. 28th St., BGC, Taguig
City, Philippines

Postal Code

1634

8. Issuer's telephone number, including area code

(02) 8 396 - 5370 loc. 104

9. Former name or former address, if changed since last report

None

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	324,620,008

11. Indicate the item numbers reported herein

None

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.



DFNN, Inc.

DFNN

PSE Disclosure Form 4-2 - Acquisition/Disposition of Shares of Another Corporation

***References: SRC Rule 17 (SEC Form 17-C) and
Section 4.4 of the Revised Disclosure Rules***

Subject of the Disclosure

Subscription of additional shares of DCG Inc. (a subsidiary of DFNN Inc.)
(amending the Background / Description and Other Relevant Information by updating the status)

Background/Description of the Disclosure

DFNN Inc. subscription of an additional 1,810,000 shares.

**Date of Approval by
Board of Directors**

Nov 27, 2019

Rationale for the transaction including the benefits which are expected to be accrued to the Issuer as a result of the transaction

Maintain majority control of the DCG Inc.

Details of the acquisition or disposition

Date	Dec 12, 2019
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Manner

Subscription of an additional 1,810,000 outstanding shares of capital stock of DCG Inc.

Description of the company to be acquired or sold

DCG Inc. is engaged in the business of information technology services such as specifically providing software development and customer support services to third parties, as well as providing research and development. Further, DCG Inc. is engaged in providing administrative services to third parties.

The terms and conditions of the transaction

Number of shares to be acquired or disposed	1,810,000
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Percentage to the total outstanding shares of the company subject of the transaction	43.1
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Price per share	1.00
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Nature and amount of consideration given or received

Cash

Principle followed in determining the amount of consideration

Contractual Agreement

Terms of payment

Cash

Conditions precedent to closing of the transaction, if any

None

Any other salient terms

None

Identity of the person(s) from whom the shares were acquired or to whom they were sold

Name	Nature of any material relationship with the Issuer, their directors/ officers, or any of their affiliates
None	None

Effect(s) on the business, financial condition and operations of the Issuer, if any

None

Other Relevant Information

Previously, DCG was in the process of increasing its authorized capital stock from 500,000 to 15,000,000 shares with a total of 4,200,000 shares to be subscribed. DFNN Inc. subscribed to an additional 1,810,000 DCG Inc. shares, and increasing its shareholdings from 499,995 to 2,309,995 out of the 4,200,000 total subscribed shares. As a result of the subscription, the percentage of ownership of DFNN Inc. is 55% while the percentage of ownership of its partners is 45%. On 12 December 2019, the Securities and Exchange Commission released the Certificate of Approval of Increase of Capital of DCG Inc.

Filed on behalf by:

Name	Cyrus Richard Montesa
Designation	Chief Legal Counsel/Chief Compliance Officer