

COVER SHEET

C S 2 0 0 6 0 4 4 9 4

S.E.C. Registration Number

M E T R O P A C I F I C I N V E S T M E N T S

C O R P O R A T I O N

(Company's Full Name)

1 0 F M G O B L D G . , L E G A Z P I C O R .

D E L A R O S A S T S . M A K A T I C I T Y

(Business Address : No./ Street / City Town / Province)

RICARDO M. PILARES III

Contact Person

8888-0888

Company Telephone Number

1 2

Month

3 1

Day

Fiscal Year

Form 17C

FORM TYPE

0 5

Month

2 9

Year

Annual Meeting

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS



METRO PACIFIC INVESTMENTS CORPORATION

18 February 2021

PHILIPPINE STOCK EXCHANGE

PSE TOWER

28th Street corner 5th Avenue

BGC, Taguig City

SECURITIES & EXCHANGE COMMISSION

G/F Secretariat Building

PICC Complex, Roxas Boulevard

Manila, 1307

Attention: **MR. JOSE VALERIANO B. ZUÑO**
OIC – HEAD, Disclosure Department

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

RE: SEC FORM 17-C
METRO PACIFIC INVESTMENTS CORPORATION (“MPIC”)

Metro Pacific Investments Corporation (“MPIC”) submits the attached SEC Form 17-C disclosing the sale of its indirect interest in Don Muang Tollway Public Company Limited (“DMT”).

Thank you.

Very truly yours,



RICARDO M. PILARES III

Vice President – Legal/Compliance Officer

Item 9. Other Items

On February 16, 2021, FPM Tollway (Thailand) Limited (“FPM Tollway”) (a 100% indirect subsidiary of Metro Pacific Tollways Corporation (“MPTC”)) and MPTC (a 99.9% subsidiary of Metro Pacific Investments Corporation), entered into share purchase agreements (the “SPAs”) with several parties (information about the purchasers are provided below) for the sale by FPM Tollway of 100% of its shareholdings in AIF Toll Roads Holdings (Thailand) Co., Ltd. (“AIF Toll Roads”). AIF Toll Roads owns approximately 24.95% of the outstanding shares of DMT. DMT is the operator of a major toll road facility in Bangkok, Thailand, which holds the concession for a 21.9 kilometer elevated toll road facility in Bangkok.

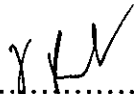
The filed PSE Disclosure Form 4-2 (Acquisition/Disposition of Shares of Another Corporation) is attached herewith as Annex “A”.

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.

METRO PACIFIC INVESTMENTS CORPORATION
MPIC or Issuer

18 February 2021
Date



.....
RICARDO M. PILARES III
Vice President - Legal/Compliance Officer

**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 17, 2021
2. SEC Identification Number
CS200604494
3. BIR Tax Identification No.
244-520-457-000
4. Exact name of issuer as specified in its charter
Metro Pacific Investments Corporation
5. Province, country or other jurisdiction of incorporation
Metro Manila, Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office
10th Floor, MGO Building, Legazpi cor. de la Rosa Streets, Legazpi Village, Makati City
Postal Code
0721
8. Issuer's telephone number, including area code
(632) 8888-0888
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 Shares of Stock	30,668,798,752

11. Indicate the item numbers reported herein
9

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.



Metro Pacific Investments Corporation

MPI

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

Sale of Indirect Interest in Don Muang Tollway Public Company Limited ("DMT")

Background/Description of the Disclosure

On February 16, 2021, FPM Tollway (Thailand) Limited ("FPM Tollway") (a 100% indirect subsidiary of Metro Pacific Tollways Corporation ("MPTC")) and MPTC (a 99.9% subsidiary of Metro Pacific Investments Corporation), entered into share purchase agreements (the "SPAs") with several parties (information about the purchasers are provided below) for the sale by FPM Tollway of 100% of its shareholdings in AIF Toll Roads Holdings (Thailand) Co., Ltd. ("AIF Toll Roads"). AIF Toll Roads owns approximately 29.45% of the outstanding shares of DMT. DMT is the operator of a major toll road facility in Bangkok, Thailand, which holds the concession for a 21.9 kilometer elevated toll road facility in Bangkok.

Date of Approval by Board of Directors

Feb 11, 2021

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

MPTC has decided to take advantage of the increased interest from third parties to acquire MPTC's entire shareholdings in DMT. The transaction will allow MPTC to realize a gain on its investment in DMT and benefit from the increased liquidity. The proceeds from the sale will be used to fund MPTC's other projects.

Details of the acquisition or disposition
Date

Feb 16, 2021

Manner

Sale of shares of stock.

Description of the company to be acquired or sold

AIF Toll Roads is a holding company incorporated under the laws of Thailand. It is not engaged in any business other than its ownership of 306,643,126 shares of stock, constituting approximately 29.45% of the outstanding shares of DMT.

DMT is the operator of a major toll road facility in Bangkok, Thailand, which holds the concession for a 21.9 kilometer elevated toll road facility in Bangkok.

The terms and conditions of the transaction
Number of shares to be acquired or disposed

15,830,434

Percentage to the total outstanding shares of the company subject of the transaction

100

Price per share

USD 9.428/share

Nature and amount of consideration given or received

The total purchase price for 100% of the shares of AIF Toll Roads is USD 149,250,000.00, which will be paid in cash on the closing of the transaction.

Principle followed in determining the amount of consideration

The purchase price was determined after an arm's length negotiation between FPM Tollway and the purchasers, after taking into account the AIF Toll Road's 29.45% interest in DMT, the value of the assets and business of DMT and in comparison to a previous offer received by FPM Tollways and MPTC.

Terms of payment

The full purchase price will be paid on closing.

Conditions precedent to closing of the transaction, if any

There are no conditions precedent to the closing of the transaction, which is expected to occur within a few days after the signing of the SPAs.

Any other salient terms

The SPAs include customary representations and warranties and indemnification undertakings in the event of a breach of representations and warranties.

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
Mr. Sombath Phanichewa (existing shareholder of DMT and Chairman of its Board of Directors)	N/A
Ademas Co. Ltd. (investment company incorporated under the laws of the British Virgin Islands and w	N/A
Mr. Wichai Wachirapong (member of the Wachirapong family who are engaged in various investments and	N/A
Mr. Wisess Wachirapong (member of the Wachirapong family who are engaged in various investments and	N/A
Mr. Supakit Wachirapong (member of the Wachirapong family who are engaged in various investments and	N/A
Mr. Sutthipong Wachirapong (member of the Wachirapong family who are engaged in various investments	N/A
Mr. Pumbodee Wachirapong (member of the Wachirapong family who are engaged in various investments an	N/A
Mr. Annop Limpraset (a Thai citizen engaged in various investments and businesses)	N/A
Mr. Walaiporn Somphakdee (a Thai citizen engaged in various investments and businesses)	N/A
Mr. Paway Chuengsapaisan (a Thai citizen engaged in various investments and businesses)	N/A

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

The transaction is expected to strengthen the balance sheet of MPTC.

Other Relevant Information

The purchase price per share of USD 9.428/share is equivalent to approximately PhP 452.85/share, using the exchange rate of USD 1.00 = PhP 48.032.

The purchase price is less than 10% of the total assets of MPIC.

We corrected the percentages of shares sold by AIF Toll Roads in DMT.

Filed on behalf by:

Name RICARDO III PILARES

2/17/2021

[Amend-2]Acquisition or Disposition of Shares of Another Corporation

Designation

Vice President for Legal and Compliance Officer

Mary Adelaine S. Reyes

From: ICTD Submission <ictdsubmission+canned.response@sec.gov.ph>
Sent: Thursday, February 18, 2021 1:11 PM
To: MPIC Compliance
Subject: Re: Metro Pacific Investments Corporation_Form 17C_18 Feb 2021

*****This is an External Email. Please be cautious in opening links even if it's from a trusted contact.*****

Dear Customer,

SUCCESSFULLY ACCEPTED
(subject to verification and review of the quality of the attached document)

Thank you.

SEC ICTD.