

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)

9 F T O W E R 1 R O C K W E L L B U S I N E S S
C E N T E R O R T I G A S A V E P A S I G 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 Day
Fiscal Year

3 1

17C

FORM TYPE

0 5

Month Day
Annual Meeting

2 6

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total Amount of Borrowings

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

26 April 2023

PHILIPPINE STOCK EXCHANGE

PSE TOWER
28th Street corner 5th Avenue
BGC, Taguig City

SECURITIES & EXCHANGE COMMISSION

7907 Makati Avenue, Salcedo Village
Barangay Bel-Air
Makati City, 1209

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 (“Company”) submits the attached SEC Form 17-C disclosing the receipt by the Company of the Notice of Intent to undertake a Tender Offer and approval by the Board of Directors of the Filing of an Application for Voluntary Delisting.

Thank you.

Very truly yours,

A handwritten signature in blue ink, appearing to read "R. Pilares III".

RICARDO M. PILARES III

Vice President for 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. **26 April 2023**
Date of Report (Date of earliest event reported)
2. SEC Identification Number **CS200604494**
3. BIR Tax Identification No. **244-520-457-000**
4. **METRO PACIFIC INVESTMENTS CORPORATION**
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. **9th Floor, Tower 1, Rockwell Business Center, Ortigas Avenue, Pasig City**
.....
Address of principal office
1604
Postal Code
8. **(632) 8888-0888**
Issuer's telephone number, including area code
9. **NA**
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 OF STOCK	28,695,934,752*

**as reported by the stock transfer agent as of 26 April 2023.*

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

Item 9. Other Items

On April 26, 2023, Metro Pacific Investments Corporation (“**MPIC**”) received the Tender Offer Notice from a consortium consisting of Metro Pacific Holdings, Inc. (“**MPHI**”), GT Capital Holdings, Inc. (“**GTCHI**”), Mit-Pacific Infrastructure Holdings, Inc. (“**MPIH**”) and MIG Holdings Incorporated (“**MIG**”) (MPHI, GTCHI, MPIH and MIG shall collectively be referred to as the “**Bidders**”) which states that they intend to make a tender offer (“**Tender Offer**”) for common shares of MPIC with a view to taking MPIC private through a voluntary delisting process. The Tender Offer shall cover all outstanding common shares of MPIC, other than the common shares owned by the Bidders and the qualifying common shares of the directors of MPIC (the “**Excluded Shares**”, and the shares subject of the Tender Offer, the “**Tender Offer Shares**”).

Under the Amended Voluntary Delisting Rules of the Philippine Stock Exchange (“**PSE**”), the voluntary delisting must be approved by: (a) at least two-thirds (2/3) of the entire membership of the board of directors, including the majority, but not less than two, of all of its independent directors; and (b) stockholders owning at least two-thirds (2/3) of the total outstanding and listed shares of the listed company and with the number of votes cast against the delisting proposal not more than ten percent (10%) of the total outstanding and listed shares of the listed company.

After receiving the Tender Offer Notice, a special meeting of the Board of Directors of MPIC was convened on April 26, 2023 (“**MPIC Board**”). The MPIC Board, including all four independent directors, unanimously approved a resolution authorizing the filing of an application for voluntary delisting with the PSE, subject to compliance with the Amended Voluntary Delisting Rules of the PSE. During the same meeting, the MPIC Board also unanimously approved to: (a) postpone the Annual Shareholders’ Meeting (“**ASM**”) to another date (from May 26, 2023 to June 6, 2023), and amend the record date of the shareholders entitled to notice and to vote during the ASM from April 26, 2023 to May 17, 2023, and (b) amend the agenda of the ASM to include the approval of the voluntary delisting of MPIC from the PSE as an agenda item.

Furthermore, to comply with the voluntary delisting requirements of the PSE, the Tendered Shares together with the Excluded Shares should constitute at least 95% of the total issued and outstanding capital stock of MPIC, or such percentage as the PSE may allow to effect the voluntary delisting of MPIC from the Main Board of the PSE. The Tender Offer Notice from the Bidders states that it is their intention to delist MPIC from the PSE and as such, the Bidders will not accept any Tendered Shares unless the threshold for voluntary delisting is achieved or an exemptive relief is obtained from the PSE.

Based on the Tender Offer Notice, the Bidders will offer to acquire the Tender Offer Shares shall be at Php 4.63 per common share (“**Tender Offer Price**”) on an all-cash basis, which represents a 22% premium over the one-year Volume Weighted Average Price (“**VWAP**”) of MPIC’s common shares. The Bidders stated in the Tender Offer Notice that they believe that the Tender Offer and voluntary delisting of MPIC will allow existing shareholders to sell their common shares and realize their investment, in cash, at a premium to the current trading price of the common shares. Furthermore, the Bidders informed MPIC that to comply with the voluntary delisting requirements of the PSE, an independent valuation report and fairness opinion shall be rendered to support the Tender Offer Price.

Upon receipt of a copy of the Tender Offer Report from the Bidders, MPIC will file a supplemental disclosure to the PSE and disclose a copy of the same.

Upon the successful delisting, MPIC intends to continue its business as currently conducted, particularly of owning and managing its portfolio of investments, as well as investing in other sectors of the economy, in the Philippines and other parts of South East Asia.

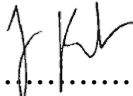
A copy of Form 4-30 (Material Transactions) will be filed to the Philippine Stock Exchange (PSE) is attached herewith as Annex "A".

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

26 April 2023
Date



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RICARDO M. PILARES III
Vice President for 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)

Apr 26, 2023

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

9th Floor, Tower 1, Rockwell Business Center, Ortigas Avenue, Pasig City

Postal Code

1604

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	28,695,934,752

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 4-30 - Material Information/Transactions References: SRC Rule 17 (SEC Form 17-C) and Sections 4.1 and 4.4 of the Revised Disclosure Rules

Subject of the Disclosure

Receipt by the Company of the Notice of Intent to undertake a Tender Offer ("Tender Offer Notice") and Approval by the Board of Directors of the Filing of an Application for Voluntary Delisting

Background/Description of the Disclosure

On April 26, 2023, Metro Pacific Investments Corporation ("MPIC") received the Tender Offer Notice from a consortium consisting of Metro Pacific Holdings, Inc. ("MPHI"), GT Capital Holdings, Inc. ("GTCHI"), Mit-Pacific Infrastructure Holdings, Inc. ("MPIH") and MIG Holdings Incorporated ("MIG") (MPHI, GTCHI, MPIH and MIG shall collectively be referred to as the "Bidders") which states that they intend to make a tender offer ("Tender Offer") for common shares of MPIC with a view to taking MPIC private through a voluntary delisting process. The Tender Offer shall cover all outstanding common shares of MPIC, other than the common shares owned by the Bidders and the qualifying common shares of the directors of MPIC (the "Excluded Shares", and the shares subject of the Tender Offer, the "Tender Offer Shares").

Under the Amended Voluntary Delisting Rules of the Philippine Stock Exchange ("PSE"), the voluntary delisting must be approved by: (a) at least two-thirds (2/3) of the entire membership of the board of directors, including the majority, but not less than two, of all of its independent directors; and (b) stockholders owning at least two-thirds (2/3) of the total outstanding and listed shares of the listed company and with the number of votes cast against the delisting proposal not more than ten percent (10%) of the total outstanding and listed shares of the listed company.

After receiving the Tender Offer Notice, a special meeting of the Board of Directors of MPIC was convened on April 26, 2023 ("MPIC Board"). The MPIC Board, including all four independent directors, unanimously approved a resolution authorizing the filing of an application for voluntary delisting with the PSE, subject to compliance with the Amended Voluntary Delisting Rules of the PSE. During the same meeting, the MPIC Board also unanimously approved to: (a) postpone the Annual Shareholders' Meeting ("ASM") to another date (from May 26, 2023 to June 6, 2023), and amend the record date of the shareholders entitled to notice and to vote during the ASM from April 26, 2023 to May 17, 2023, and (b) amend the agenda of the ASM to include the approval of the voluntary delisting of MPIC from the PSE as an agenda item.

Furthermore, to comply with the voluntary delisting requirements of the PSE, the Tendered Shares together with the Excluded Shares should constitute at least 95% of the total issued and outstanding capital stock of MPIC, or such percentage as the PSE may allow to effect the voluntary delisting of MPIC from the Main Board of the PSE. The Tender Offer Notice from the Bidders states that it is their intention to delist MPIC from the PSE and as such, the Bidders will not accept any Tendered Shares unless the threshold for voluntary delisting is achieved or an exemptive relief is obtained from the PSE.

Based on the Tender Offer Notice, the Bidders will offer to acquire the Tender Offer Shares shall be at Php 4.63 per common share ("Tender Offer Price") on an all-cash basis, which represents a 22% premium over the one-year Volume Weighted Average Price ("VWAP") of MPIC's common shares. The Bidders stated in the Tender Offer Notice that they believe that the Tender Offer and voluntary delisting of MPIC will allow existing shareholders to sell their common shares and realize their investment, in cash, at a premium to the current trading price of the common shares. Furthermore, the Bidders informed MPIC that to comply with the voluntary delisting requirements of the PSE, an independent valuation report and fairness opinion shall be rendered to support the Tender Offer Price.

Upon receipt of a copy of the Tender Offer Report from the Bidders, MPIC will file a supplemental disclosure to the PSE and disclose a copy of the same.

Other Relevant Information

Upon the successful delisting, MPIC intends to continue its business as currently conducted, particularly of owning and managing its portfolio of investments, as well as investing in other sectors of the economy, in the Philippines and other parts of South East Asia.

Please see attached SEC Form 17-C dated April 26, 2023 filed by MPIC.

From: [ICTD Submission](#)
To: [MPIC Compliance](#)
Subject: Re: Metro Pacific Investments Corporation_Form 17C_26 April 2023
Date: Wednesday, April 26, 2023 8:01:14 PM

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

Thank you for reaching out to ictdsubmission@sec.gov.ph. Your submission is subject for Verification and Review of the Quality of the Attached Document only for **Secondary Reports**. Official copy of the submitted document/report with Barcode Page (Confirmation Receipt) will be made available after 7 working days via order from receipt through the SEC Express System at <https://secexpress.ph/>. Or you may call 8737-8888 for further clarifications.

NOTICE

Please be informed that selected reports should be filed through **ELECTRONIC FILING AND SUBMISSION TOOL (EFAST)**. <https://cifss-ost.sec.gov.ph/user/login>

such as: **AFS, GIS, GFFS, LCFS, LCIF, FCFS, FCIF, IHFS, BDFS, PHFS etc. ANO, ANHAM, FS-PARENT, FS-CONSOLIDATED, OPC_AO, AFS WITH NSPO FORM 1,2,3 AND 4,5,6, AFS WITH NSPO FORM 1,2,3 (FOUNDATIONS)**

Further, pursuant to SEC Memorandum Circular No. 3, series of 2021, scanned copies of the printed reports with wet signature and proper notarization shall be filed in **PORTABLE DOCUMENT FORMAT (PDF)** Secondary Reports such as:

17-A, 17-C, 17-L, 17-Q, ICASR, ICA-QR, ICA-AR, 23-A, 23-B, I-ACGR, ACGR, Monthly Reports, Quarterly Reports, Letters, OPC(ALTERNATE NOMINEE),GIS-G, 52-AR, IHAR,AMLA-CF,NPM,NPAM, BP-FCLC, CHINESEWALL, 39-AR,36-AR, PNFS, MCG, S10/SEC-NTCE-EXEMPT, through email at

ictdsubmission@sec.gov.ph

FOR **MC28**, please go to SEC website:

<https://apps010.sec.gov.ph>

For your information and guidance.

Thank you and keep safe.