

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 3 1

Month Day
Fiscal Year

17C

FORM TYPE

0 6 0 6

Month Day
Annual Meeting

Secondary License Type, If Applicable

Dept. Requiring this Doc.

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

STAMPS



METRO PACIFIC INVESTMENTS CORPORATION

May 29, 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 (“MPIC”) submits the attached SEC Form 17-C disclosing clarifications on the Tender Offer process.

Thank you.

Very truly yours,

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

RICARDO M. PILARES III

Vice President for Legal/Compliance Officer

Item 9. Other Items

We write in response to queries we received from investors relating to the application for voluntary delisting as contained in our disclosure dated April 27, 2023 (“**Previous Disclosure**”). The Previous Disclosure states in part:

“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.

x x x

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.”

We would like to clarify that shareholder approval for a voluntary delisting is separate from the shareholders’ decision to participate in the tender offer process. Accordingly, the shareholder approval to be obtained during the Annual Stockholders’ Meeting (“**ASM**”) on June 6, 2023, enables the tender offer to commence following the ASM.

The decision on proceeding with the delisting is subject to achieving the 95% tender offer acceptance threshold for voluntary delisting or obtaining exemptive relief from the PSE. Moreover, shareholders who vote in favor of delisting at the ASM are not obligated to tender their shares if they do not find the terms of the tender offer acceptable. These are separate decisions that shareholders have to consider.

The Company is extending the deadline for proxy submission from May 30, 2023, to June 2, 2023, to give shareholders more time to consider this particular agenda item. We acknowledge the requests for the independent third-party Valuation Report to be made public prior to the ASM and have communicated this to the bidders. We commit to promptly publish the Valuation Report via PSE EDGE and on the Company’s website as soon as it is made available to us.

Assuming that the voluntary delisting is approved by the shareholders on June 6, 2023, we understand that the bidders intend to begin the tender offer process immediately. The tender offer period will be for a minimum period of 20 business days.

For further information, please contact:

MPIC Investor Relations - investorrelations@mpic.com.ph

Maricris Aldover - Ysmael

VP Investor Relations

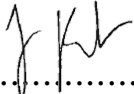
+632 8888 0888

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

May 29, 2023
Date



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

From: [ICTD Submission](#)
To: [MPIC Compliance](#)
Subject: RE: Metro Pacific Investments Corporation_17C_29 May 2023
Date: Monday, May 29, 2023 8:15:46 AM

*****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.