

COVER SHEET

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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
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Month Day
Fiscal Year

17C

FORM TYPE

0	6	0	6
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Month Day
Annual Meeting

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Secondary License Type, If Applicable

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Dept. Requiring this Doc.

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Amended Articles Number/Section

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Total No. of Stockholders

Total Amount of Borrowings

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Domestic

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Foreign

To be accomplished by SEC Personnel concerned

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File Number

LCU

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Document I.D.

Cashier

STAMPS



METRO PACIFIC INVESTMENTS CORPORATION

July 03, 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 the approval by the Board of Directors of Metro Pacific Investments Corporation (“MPIC”) of the filing of an application for Voluntary Delisting of its Common Shares from the Philippine Stock Exchange (“PSE”).

Thank you.

Very truly yours,

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

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

Item 9. Other Items

On July 3, 2023, Metro Pacific Investments Corporation (“MPIC”) received an updated Tender Offer Notice (“Updated 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”). The Updated Notice states that it supersedes the initial Tender Offer Notice that MPIC received from the Bidders on April 26, 2023 (“Initial Notice”).

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 common 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 common shares of the listed company.

After receiving the Updated Notice, a special meeting of the Board of Directors of MPIC was convened on the same day (“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 schedule the holding of a Special Stockholders’ Meeting (“SSM”) on August 8, 2023 with record date of July 18, 2023. The only agenda item to be submitted for the approval of the shareholders on the SSM is the approval of the voluntary delisting of MPIC from the PSE. Assuming the shareholders approve the resolution to delist MPIC from the PSE during the SSM, the Bidders will launch the Tender Offer immediately thereafter.

Upon the completion of the Tender Offer, and subject to obtaining the approval of the shareholders as described above, the minimum public ownership of MPIC is expected to fall below the prescribed minimum public float.

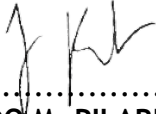
A copy of the Form DLR-1 (Voluntary Delisting) will be filed to the Philippine Stock Exchange (PSE) is attached herewith as Annex “A”.

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

July 03, 2023
Date



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

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 DLR-1 - Voluntary Delisting

References: Rules on Voluntary Delisting

Subject of the Disclosure

Approval by the Board of Directors of Metro Pacific Investments Corporation ("MPIC") of the filing of an application for Voluntary Delisting of its Common Shares from the Philippine Stock Exchange ("PSE")

Background/Description of the Disclosure

Approval of the Filing of a Petition for Voluntary Delisting of the common shares of MPIC from the Main Board of the PSE

Stock Symbol(s) of Affected Securities	MPI
Date of Approval by Board of Directors	Jul 3, 2023

Reason/Purpose of the Voluntary Delisting

On July 3, 2023, Metro Pacific Investments Corporation (“MPIC”) received an updated Tender Offer Notice (“Updated 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”). The Updated Notice states that it supersedes the initial Tender Offer Notice that MPIC received from the Bidders on April 26, 2023 (“Initial Notice”).

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Person(s) Proposing the Delisting

Metro Pacific Investments Corporation and the Bidders

Proposed Date of Delisting

TBA

Other Relevant Information

This serves as an update to the Company’s disclosure filed on April 27, 2023.

Please see attached SEC Form 17-C dated July 03, 2023.

From: [ICTD Submission](#)
To: [MPIC Compliance](#)
Subject: Re: Metro Pacific Investments Corporation_Form 17C_03 July 2023_Voluntary Delisting
Date: Monday, July 3, 2023 10:49:08 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. The Official Copy of the submitted document/report with Barcode Page (Confirmation Receipt) will be made available after 7 working days via order through the SEC Express at <https://secexpress.ph/>. For further clarifications, please call (02) 8737-8888.

----- NOTICE TO
COMPANIES -----

Please be informed of the reports that shall be filed only through ictdsubmission@sec.gov.ph.

Pursuant to SEC MC Circular No. 3 s 2021, scanned copies of the printed reports with wet signature and proper notarization shall be filed in PORTABLE DOCUMENT FORMAT (pdf) through email at ictdsubmission@sec.gov.ph such as the following SECONDARY REPORTS:

1. 17-A 6. ICA-QR 11. IHAR 16. 39-AR 21. Monthly Reports
2. 17-C 7. 23-A 12. AMLA-CF 17. 36-AR 22. Quarterly Reports
3. 17-L 8. 23-B 13. NPM 18. PNFS 23. Letters
4. 17-Q 9. GIS-G 14. NPAM 19. MCG 24. OPC (Alternate Nominee)
5. ICASR 10. 52-AR 15. BP-FCLC 20. S10/SEC-NTCE-EXEMPT

Further, effective 01 July 2023, the following reports shall be submitted through <https://efast.sec.gov.ph/user/login>.

1. FORM MC 18 7. Completion Report
2. FORM 1 - MC 19 8. Certificate-SEC Form MCG- 2009
3. FORM 2- MC 19 9. Certificate-SEC Form MCG- 2002, 2020 ETC.
4. ACGR 10. Certification of Attendance in Corporate Governance
5. I-ACGR 11. Secretary's Certificate Meeting of Board Directors (Appointment)
6. MRPT

Please be informed that the submission of the abovementioned eleven (11) reports through the ictdsubmission@sec.gov.ph shall no longer be accepted. For further information, please access this link Notice for guidance on the filing of reports:

Likewise, the following reports shall be filed through the Electronic Filing and Submission Tool (eFAST) at <https://efast.sec.gov.ph/user/login> :

1. AFS 7. IHFS 13. SSF
2. GIS 8. LCFS 14. AFS with Affidavit of No Operation

3. BDFS 9. LCIF 15. AFS with NSPO Form 1,2, and 3
4. FCFS 10. OPC_AO 16. AFS with NSPO Form 1,2,3 and 4,5,6
5. FCIF 11. PHFS 17. FS - Parent
6. GFFS 12. SFFS 18. FS – Consolidated

For the submission and processing of compliance in the filing of Memorandum Circular No. 28 Series of 2020, please visit this link – <https://apps010.sec.gov.ph/>

For your information and guidance.

Thank you.