

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
 1 6 0 4

(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

September 20, 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: **MS. FRANCE ALEXANDRA TOM WONG**
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 indicative results of the Tender Offer.

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

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. **September 20, 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**

6.

(SEC Use Only)

Province, country or other jurisdiction of
incorporation

Industry Classification Code:

7. **9th Floor, Tower 1, Rockwell Business Center, Ortigas Avenue, Pasig City**

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Address of principal office

Postal Code 1604

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 20 September 2023.*

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

Item 9. Other Items

Metro Pacific Investments Corporation (“MPIC”) received a notice from the Bidders (the “Notice”) that based on the preliminary report of the Tender Offer Agent, as of September 19, 2023, a total of 5,464,753,560 MPIC common shares have been tendered, equivalent to 19.04% of MPIC’s total issued and outstanding listed shares. The total of Tendered Shares, Excluded Shares and other non-public shares is equivalent to 97.22% of MPIC’s total issued and outstanding listed shares and has exceeded the threshold required to complete the voluntary delisting. The Notice also stated that when the Tendered Shares are accepted and crossed, the Bidders expect MPIC’s public float to fall to 2.78% whilst the total of Tendered Shares, Excluded Shares and other non-public shares will be above the voluntary delisting threshold of at least 95% and the Bidders anticipate MPIC’s voluntary delisting around October 2023, subject to the voluntary delisting procedures of the PSE and all other applicable regulatory requirements.

The Bidders stated that the Tender Offer is now closed. The Cross Date is scheduled on September 26, 2023, while the Settlement Date is scheduled on September 28, 2023.


Please see attached Notice on the Preliminary Results of the Tender Offer from the Bidders.

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

September 20, 2023
Date


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

19 September 2023

**TO HOLDERS OF COMMON SHARES OF
METRO PACIFIC INVESTMENTS CORPORATION**

PRELIMINARY RESULTS OF THE TENDER OFFER

In connection with the tender offer to shareholders of Metro Pacific Investments Corporation (“**MPIC**”) for the voluntary delisting of MPIC from the Philippine Stock Exchange (“**PSE**”) (the “**Tender Offer**”) which is being undertaken by Metro Pacific Holdings, Inc., GT Capital Holdings, Inc., Mit-Pacific Infrastructure Holdings Corporation, and MIG Holdings Incorporated (collectively, the “**Bidders**”), please be advised that at the end of the Tender Offer period on 19 September 2023, based on the report of the Tender Offer Agent on the preliminary results of the Tender Offer, a total of 5,464,753,560 MPIC common shares were tendered which represent 19.04% of MPIC’s total issued and outstanding listed shares. The total of Tendered Shares, Excluded Shares¹ and other non-public shares, representing 97.22% of MPIC’s total issued and outstanding common shares, has exceeded the threshold required to complete the voluntary delisting. Please note that the foregoing results are only indicative and do not yet reflect the full results of the Tender Offer.

The Cross Date of the tendered shares will be on 26 September 2023 and Settlement Date will be on 28 September 2023.

On Cross Date, MPIC’s public float will fall to 2.78%, whilst the total of Tendered Shares, Excluded Shares and other non-public shares will be above the voluntary delisting threshold of at least 95%. Accordingly, the Bidders anticipate the voluntary delisting of MPIC around October 2023 with MPIC share trading being suspended from 26 September 2023 upon crossing of tendered shares, in accordance with voluntary delisting procedures of the PSE and all other applicable regulatory requirements.

Yours truly,

**METRO PACIFIC HOLDINGS, INC.
GT CAPITAL HOLDINGS, INC.
MIT-PACIFIC INFRASTRUCTURE HOLDINGS CORPORATION
MIG HOLDINGS INCORPORATED**

¹ Shares owned by the Bidders and the members of the Board of Directors with respect to their qualifying shares.

From: [ICTD Submission](#)
To: [MPIC Compliance](#)
Subject: Re: Metro Pacific Investments Corporation_Form 17C_20 September 2023
Date: Wednesday, September 20, 2023 7:19:52 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. 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.