

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

PRELIMINARY INFORMATION STATEMENT

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

NOTICE OF SPECIAL SHAREHOLDERS' MEETING

Please be advised that a Special Meeting of the Shareholders of METRO PACIFIC INVESTMENTS CORPORATION (the “**Company**”) will be held on December 04, 2023 at 1:30 p.m.

The venue of the meeting is at the Multipurpose Hall, Meralco Compound, Ortigas Avenue, Brgy. Ugong, Pasig City. Shareholders may also opt to attend the meeting virtually through a link that will be provided by the Company. Shareholders who wish to attend the meeting, whether physically or virtually, must inform the Company’s Corporate Secretary by email to corsec@mpic.com.ph no later than November 28, 2023.

The following is the agenda of the Special Meeting of the Shareholders:

- I. Call to Order
- II. Certification of Notice and Quorum
- III. Amendment of the Seventh Article of the Amended Articles of Incorporation of the Company
- IV. Other Matters
- V. Adjournment

The Board of Directors has fixed the close of business on October 31, 2023 as the record date for the determination of shareholders entitled to notice of and to vote at the Special Shareholders’ Meeting.

Duly accomplished proxies shall be submitted on or before November 28, 2023 to the Office of the Corporate Secretary at 9th Floor, Tower 1, Rockwell Business Center, Ortigas Avenue, Pasig City and/or by email to corsec@mpic.com.ph. Validation of proxies is set on November 29, 2023.

Shareholders may vote electronically, subject to validation procedures.

The rules and procedures participating in the meeting physically and virtually and for casting their votes *in absentia* are set forth in the Information Statement.

Very truly yours,


RICARDO M. PILARES III
Corporate Secretary
Pasig City



AGENDA DETAILS AND RATIONALE

1. **Call to Order.** The Chairman of the Board of Directors and President, Mr. Manuel V. Pangilinan, will call the meeting to order.
2. **Certification of Notice and Quorum.** The Secretary of the Meeting will certify that copies of the notice were published and made available to the shareholders of record of the Company as of October 31, 2023 and will certify the number of attendees for the purpose of determining the existence of quorum to validly transact business.

Pursuant to Sections 23 and 57 of the Revised Corporation Code and SEC Memorandum Circular No. 6, Series of 2020, the Corporation has set up a designated web address which may be accessed by the shareholders to participate and vote *in absentia* on the agenda items presented for resolution at the meeting. A shareholder who votes *in absentia* as well as a shareholder participating by remote communication shall be deemed present for purposes of quorum.

The following are the rules and procedures for the conduct of the meeting:

- i. Shareholders may attend in person at the Multipurpose Hall, Meralco Compound, Ortigas Avenue, Brgy. Ugong, Pasig City with the option to attend virtually through a link that will be provided by the Company.
 - ii. Shareholders must notify the Company of their intention to participate in the meeting either in person or virtually to be included in determining quorum, together with the shareholders who voted *in absentia* and by proxy.
 - iii. Shareholders are encouraged to register online by sending an email to Company's Corporate Secretary by email to corsec@mpic.com.ph.
 - iv. The Company's Corporate Secretary will tabulate all votes received and an independent third party will validate the results.
 - v. The meeting proceedings shall be recorded in audio and video format.
3. **Amendment of Seventh Article of the Amended Articles of Incorporation of the Company.** The approval of shareholders shall be sought in relation to the following changes to the Amended Articles of Incorporation:
 - a) Increasing the par value of the Company's Common Shares from One Peso (Php 1.00) per Common Share to Five Hundred Pesos (Php 500.00) per Common Share, thereby resulting in the reduction in the number of the authorized Common Shares from Thirty Eight Billion Five Hundred Million (38,500,000,000) to Seventy Seven Million (77,000,000);
 - b) Increasing the par value of the Company's Class "A" Preferred Shares from One Centavo (Php 0.01) per Class "A" Preferred Share to Five Pesos (Php 5.00) per Class "A" Preferred Share, thereby resulting in the reduction of the number of the authorized Class "A" Preferred Shares from Twenty Billion (20,000,000,000) to Forty Million (40,000,000); and
 - c) Increasing the par value of the Company's Class "B" Preferred Shares from One Peso (Php 1.00) per Class "B" Preferred Share to Five Hundred Pesos (Php 500.00) per Class "B" Preferred Share, thereby resulting in the reduction in the number of the authorized Class "B" Preferred Shares from One Billion Three Hundred Fifty Million (1,350,000,000) to Two Million Seven Hundred Thousand (2,700,000).

The amended Seventh Article of the Amended Articles of Incorporation of the Company shall read as follows:

SEVENTH: That the authorized capital stock of the Corporation is Forty Billion Fifty Million Pesos (40,050,000,000.00) divided in to Seventy Seven Million (77,000,000) common shares with a par value of Five Hundred Pesos (Php 500.00) per share, Forty Million (40,000,000) Class A Preferred Shares with a par value of Five Pesos (Php 5.00) per share and Two Million Seven Hundred Thousand (2,700,000) Class B Preferred Shares with a par value of Five Hundred Pesos (Php 500.00) per share.

Class A Preferred Shares

The Class A Preferred Shares may be issued from time to time in one or more series as the Board of Directors may determine, and authority is hereby expressly granted to the Board of Directors to establish and designate each particular series of Class A Preferred Shares, to fix the number of shares to be included in each of such series, and to determine the cash dividend rate, the amount and the price, and the rate, period and manner of redemption, of the Class A Preferred Shares for each of such series. To the extent not set forth in this Article Seventh, the specific terms and restrictions of each series of the Class A Preferred Shares shall be specified in such resolutions (the "Enabling Resolutions for Class A Preferred Shares") as may be adopted by the Board of Directors prior to the issue of each series, which Enabling Resolutions for Class A Preferred Shares shall be filed with and approved by the Securities and Exchange Commission, and thereupon be deemed a part of these Articles of Incorporation.

Any issuance, sale or transfer of the Class A Preferred Shares shall be limited to Philippine nationals, as defined under existing laws.

The holders of Class A Preferred Shares of each series shall be entitled to receive cash dividends at such rate or amount as may be fixed in the Enabling Resolutions for Class A Preferred Shares but in no case to exceed 10% per annum. Such dividends shall be cumulative from and after the date of issue of the Class A Preferred Shares, whether or not in any period the amount thereof is covered by available unrestricted retained earnings. No dividends shall be declared or paid on the common shares unless the full accumulated dividends on all Class A Preferred Shares for all past dividend periods and for the then current dividend period shall have been declared and paid by the Corporation. The holders of Class A Preferred Shares shall not be entitled to any participation or share in the retained earnings remaining after dividend payments shall have been made on the Class A Preferred Shares.

The holders of Class A Preferred Shares shall be entitled to vote.

The Class A Preferred Shares shall be redeemable in such manner and within such period as may be fixed in the Enabling Resolutions for Class A Preferred Shares for such series. Any and all Class A Preferred Shares redeemed shall not be considered retired and may be re-issued by the Corporation.

In the event of liquidation, dissolution, bankruptcy or winding up of the affairs of the Corporation, the holders of Class A Preferred Shares shall be entitled to be paid in full or ratably to the extent that the remaining assets of the Corporation will permit, an amount equivalent to the issue price of such Class A Preferred Shares plus all accumulated and unpaid dividends up to the then current dividend period, before any assets of the Corporation shall be paid or distributed to the holders of the common shares.

Class B Preferred Shares

The Class B Preferred Shares may be issued from time to time in one or more series as the Board of Directors may determine, and authority is hereby expressly granted to the Board of Directors to establish and designate each particular series of Class B Preferred Shares, to fix the number of shares to be included in each of such series, and to determine the cash dividend rate, the amount and the price, and the rate, period and manner of conversion and redemption, of the Class B Preferred Shares for each

of such series. To the extent not set forth in Article Seventh of the Corporation's Articles of Incorporation, the specific terms and restrictions of each series of the Class B Preferred Shares shall be specified in such resolutions (the "Enabling Resolutions for Class B Preferred Shares") as may be adopted by the Board of Directors prior to the issue of each series, which Enabling Resolutions for Class B Preferred Shares shall be filed with and approved by the Securities and Exchange Commission, and thereupon be deemed a part of the Corporation's Articles of Incorporation.

The holders of Class B Preferred Shares of each series shall be entitled to receive cash dividends at such rate or amount as may be fixed in the Enabling Resolutions for Class B Preferred Shares but in no case to exceed 10% per annum. Such dividends shall be cumulative from and after the date of issue of the Class B Preferred Shares, whether or not in any period the amount thereof is covered by available unrestricted retained earnings. No dividends shall be declared or paid on the common shares or Class A Preferred Shares unless the full accumulated dividends on all Class B Preferred Shares for all past dividend periods and for the then current dividend period shall have been declared and paid by the Corporation. The holders of Class B Preferred Shares shall not be entitled to any participation or share in the retained earnings remaining after dividend payments shall have been made on the Class B Preferred Shares.

The holders of Class B Preferred Shares shall be entitled to vote.

The Class B Preferred Shares may be convertible to common shares of the Corporation at such rate, in such manner and within such period as may be fixed in the Enabling Resolutions for Class B Preferred Shares for such series.

The Class B Preferred Shares shall be redeemable in such manner and within such period as may be fixed in the Enabling Resolutions for Class B Preferred Shares for such series. Any and all Class B Preferred Shares redeemed, whether pursuant to a share conversion or otherwise, shall not be considered retired and may be re-issued by the Corporation.

In the event of liquidation, dissolution, bankruptcy or winding up of the affairs of the Corporation, the holders of Class B Preferred Shares shall be entitled to be paid in full or ratably to the extent that the remaining assets of the Corporation will permit, an amount equivalent to the issue price of such Class B Preferred Shares plus all accumulated and unpaid dividends up to the then current dividend period, before any assets of the Corporation shall be paid or distributed to the holders of the common shares or Class A Preferred Shares.

4. **Other Matters.** Shareholders may be requested to consider such other issues/matters as may be raised throughout the course of the meeting which are relevant to the agenda brought before the shareholders. The Company will entertain and endeavor to answer questions received from the shareholders on any matter brought up during the special shareholders' meeting during this portion of the meeting.
5. **Adjournment.** After all business has been considered and resolved, the Chairman shall declare the meeting adjourned.

WE ARE NOT SOLICITING YOUR PROXY

PROXY

The undersigned shareholder of METRO PACIFIC INVESTMENTS CORPORATION (the “**Company**”) hereby appoints _____ or in his absence, the Chairman of the meeting, as attorney-in-fact and proxy, with power of substitution, to present and vote all shares registered in the name of the undersigned shareholder of _____ shares, at the Special Meeting of Shareholders of the Company on December 04, 2023 and at any adjournments thereof for the purpose of acting on the proposal to approve the amendment of the Seventh Article of the Amended Articles of Incorporation of the Company.

Amendment of the Seventh Article of the Amended Articles of Incorporation of the Company

For

Against

Abstain

Instructions:

1. Shareholders who will not, are unable or do not expect to attend the meeting in person but would like to be represented thereat may choose to execute and send a proxy form (with supporting documents) to the Office of the Corporate Secretary (Atty. Ricardo M. Pilares III) at 9th Floor, Tower 1, Rockwell Business Center, Ortigas Avenue, Pasig City on or before November 28, 2023. Shareholders may likewise email a copy of the accomplished proxy form (with supporting documents) to corsec@mpic.com.ph.
2. All proxies submitted will be validated by the Office of the Corporate Secretary, the Company’s stock transfer agent and the independent tabulator on November 29, 2023.
3. The submitted proxy form is deemed revoked if the shareholder submits a written Notice of Revocation to the Corporate Secretary.
4. If the proxy form is returned without indicating the intended vote on the above matters, the proxy holder shall be deemed as being given full authority and discretion to vote the shares as he/she may deem fit.

Printed Name of Shareholder and Signature: _____

**SECURITIES AND EXCHANGE COMMISSION
SEC FORM 20-IS
INFORMATION STATEMENT PURSUANT TO SECTION 20
OF THE SECURITIES REGULATION CODE**

1. Check the appropriate box:

- Preliminary Information Statement
 Definitive Information Statement

2. Name of Registrant as specified in its charter **METRO PACIFIC INVESTMENTS CORPORATION**

3. **METRO MANILA, PHILIPPINES**

Province, country or other jurisdiction of incorporation or organization

4. SEC Identification Number: **CS200604494**

5. BIR Tax Identification Code: **244-520-457-000**

6. **9th Floor Tower 1, Rockwell Business Center, Ortigas Avenue, Barangay Ugong, Pasig City 1604**

Address of principal office and postal Code

7. Registrant's telephone number, including area code: **(63) 2 8888-0888**

8. Date, time and place of the meeting of security holders: December 04, 2023 at 1:30 p.m. Shareholders may attend (i) physically at the Multipurpose Hall, Meralco Compound, Ortigas Avenue, Brgy. Ugong, Pasig City, or (ii) virtually through a link that will be provided by the Company.

9. **November 13, 2023**

Approximate date on which the Information Statement is first to be sent or given to security holders

10. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA (information on number of shares and amount of debt is applicable only to corporate registrants):

Title of Each Class	Number of Shares of Common Stock Outstanding or Amount of Debt Outstanding*
Common Shares	28,695,934,752
Class A Preferred Shares	9,128,105,319

* Reported by the stock transfer agent as of October 17, 2023.

11. Are any or all of registrant's securities listed in a Stock Exchange?

Yes No

The Registrant's common shares are listed on the Philippine Stock Exchange.

**WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED
NOT TO SEND US A PROXY.**

A. GENERAL INFORMATION

Item 1. Date, time and place of meeting of security holders.

The Special Meeting of the Shareholders of Metro Pacific Investments Corporation (the “**Company**”) will be held on December 04, 2023, 1:30 p.m. at the Multipurpose Hall, Meralco Compound, Ortigas Avenue, Brgy. Ugong, Pasig City, 1604. Shareholders have the option to attend virtually through a link that will be provided by the Company.

The mailing address of the Company is at the 9th Floor Tower 1, Rockwell Business Center, Ortigas Avenue, Barangay Ugong, Pasig City 1604.

In accordance with the SEC Notice dated February 16, 2022, this Information Statement will be posted in the Company’s website (www.mpic.com.ph) no later than November 13, 2023.

Item 2. Dissenters' Right of Appraisal

Under Section 80 of the Revised Corporation Code, the following are the instances when a shareholder may exercise his appraisal right:

1. In case any amendment to the articles of incorporation has the effect of changing or restricting the rights of any shareholder or class of shares, or of authorizing preferences in any respect superior to those of outstanding shares of any class, or of extending or shortening the term of corporate existence;
2. In case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets of the Company;
3. In case of merger or consolidation; and
4. In case of investment of corporate funds for any purpose other than the primary purpose of the corporation.

In order that a dissenting shareholder may exercise his appraisal right, such dissenting shareholder must have voted against the proposed corporate action at the meeting. Within thirty (30) days after the date of the meeting at which meeting such shareholder voted against the corporate action, the dissenting shareholder shall make a written demand on the Company for the fair value of his/her shares which shall be agreed upon by the dissenting shareholder and the Company. If the proposed corporate action is implemented, the Company shall pay the dissenting shareholder upon surrendering the certificates of stock representing his/her shares, the fair value of said shares on the day prior to the date on which the vote was taken. If the dissenting shareholder and the Company cannot agree on the fair value of the shares within sixty (60) days from the date of shareholders’ approval of the corporate action, then the determination of the fair value of the shares shall be determined by three (3) disinterested persons, one (1) of whom shall be named by the dissenting shareholder, one (1) by the Company and a third to be named by the two (2) already chosen. The findings of the majority of the appraisers shall be final and their award shall be paid by the Company within thirty (30) days after such award is made. The procedure to be followed in exercising the appraisal right shall be in accordance with Sections 80 to 85 of the Revised Corporation Code.

The sole agenda item that will be taken up during the special meeting of the stockholders does not entitle a dissenting shareholder to a right of appraisal.

Item 3. Interest of Certain Persons In, or Opposition to Matters to be Acted Upon

None of the directors or officers or any of their respective associates has any substantial interest, direct or indirect, in any of the matters to be acted upon in the shareholders’ meeting.

None of the directors of the Company has informed the Company that he/she intends to oppose any action to be taken by the Company at the shareholders’ meeting.

B. CONTROL AND COMPENSATION INFORMATION

Item 4. Voting Securities and Principal Holders Thereof

As of October 17, 2023, the following common and preferred shares of stock of the Company were outstanding:

Class	Number of Outstanding Shares
Common	28,695,934,752
Class A Preferred Shares	9,128,105,319

Of the total outstanding common capital stock, as of October 17, 2023, 25,345,793,842 common shares or 88.32 percent are owned by Philippine nationals, while 3,350,140,910 common shares or 11.67 percent are owned by foreigners. All Class A Preferred shares are owned by a Philippine national. The record date for the purpose of determining the shareholders entitled to vote is October 31, 2023.

Holders of common and Class A Preferred shares of stock of the Company are entitled to vote on all matters to be voted upon by the stockholders. Stockholders entitled to vote are also entitled to cumulative voting in the election of directors. Section 23 of the Revised Corporation Code provides, in part, that: "...in stock corporations, every stockholder entitled to vote shall have the right to vote in person or by proxy the number of shares of stock standing, at the time fixed in the by-laws, in his own name on the stock and transfer book of the corporation, or where the by-laws are silent, at the time of the election; and said stockholder may vote such number of shares for as many persons as there are directors to be elected, or he may cumulate said shares and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or he may distribute them on the same principle among as many candidates as he shall see fit..."

As of October 17, 2023, the stock transfer agent of the Company reported that there are 1,154 holders of common shares of the Company. The top 20 shareholders of record, the number of common shares held and the percentage of the common shares outstanding and held by each shareholder of record of the Company as of October 17, 2023 are as follows:

Rank	Shareholder Name	Number of Common Shares	Percentage of Class
1	METRO PACIFIC HOLDINGS, INC.	13,834,041,265	48.21%
2	GT CAPITAL HOLDINGS, INC.	5,740,000,000	20.00%
3	GOVERNMENT SERVICE INSURANCE SYSTEM	3,442,854,398	12.00%
4	PCD NOMINEE CORPORATION (NON-FILIPINO)	3,349,883,721	11.67%
5	MIT-PACIFIC INFRASTRUCTURE HOLDINGS CORPORATION	3,248,211,671	11.32%
6	MIG HOLDINGS INCORPORATED	1,648,062,197	5.74%
7	PCD NOMINEE (FILIPINO)	466,591,056	01.63%
8	SOCIAL SECURITY SYSTEM	441,106,550	01.54%
9	SOCIAL SECURITY SYSTEM ASSIGNED TO EMPLOYEES' COMPENSATION FUND	120,819,750	nil
10	SOCIAL SECURITY SYSTEM ASSIGNED TO MANDATORY PROVIDENT FUND	89,623,000	nil

Rank	Shareholder Name	Number of Common Shares	Percentage of Class
11	SOCORRO P. LIM	2,221,900	nil
12	CINDY B. CAYANAN	858,000	nil
13	KENDRICK NGO OR CHARLENE ALCAZAR NGO	300,000	nil
14	RIZZA B. LATORRE	250,000	nil
15	FRANCIS GERALD ABERILLA	245,000	nil
16	KING LUN WONG	132,148	nil
17	MEDIACOM EQUITIES, INC.	105,000	nil
18	MYLENE R. CO	100,000	nil
19	ROSALIO M. SANTIAGO	100,000	nil
20	GUILD SECURITIES INC.	75,837	nil

Security Ownership of Record and Beneficial Owners of at least 5% of the Company's Securities as of October 17, 2023.

Security ownership of Record and Beneficial Owners of at least 5% of the Company's Securities					
Type of Class	Name and address of record owner and relationship with Issuer	Citizenship	Name of Beneficial Owner & Relationship with Record Owner	No. of Shares Held	Percent of class
Common Shares	Metro Pacific Holdings, Inc. 10 th Floor Net One Center, 26 th Street cor. 3 rd Avenue. Bonifacio Global City, Taguig City	Filipino	Metro Pacific Holdings, Inc. is both record and beneficial owner. Mr. Manuel V. Pangilinan is usually designated as its representative, with authority to vote its shares, at meetings of shareholders.	13,834,041,265	48.21%
Common	GT Capital Holdings, Inc. 43/F GT Tower International, Ayala Avenue cor. H.V. Dela Costa Street, Makati City	Filipino	GT Capital Holdings, Inc. is the record owner and the beneficial owner. Mr. Alfred V. Ty is usually designated as its representative, with authority to vote its shares, at meetings of shareholders.	5,740,000,000	20.00%

Common	Government Services Insurance System	Filipino	Government Services Insurance System (“GSIS”) is the record owner and the beneficial owner. GSIS, which was created under C.A. No. 186 and R.A. No. 8291, is a social insurance institution whose corporate powers and functions are vested in and exercised by its Board of Trustees.	3,442,854,398	12.00%
Common	PCD Nominee Corporation*	Foreign	Public ownership	3,349,883,721	11.67%
Common	Mit-Pacific Infrastructure Holdings Corporation 36 th Floor, GT Tower International, 6813 Ayala Avenue, Bel-Air, Makati City	Filipino	Mit-Pacific Infrastructure Holdings Corporation is the record owner and the beneficial owner. Mr. Yoshitoshi Iwami is usually designated as its representative, with authority to vote its shares, at meetings of shareholders.	3,248,211,671	11.32%
Common	MIG Holdings Incorporated 19F Liberty Center, 104 H.V. dela Costa Street, Salcedo Village, Makati City	Filipino	MIG Holdings Incorporated (“MIG”) is both record and beneficial owner. Mr. Manuel V. Pangilinan, the controlling shareholder of MIG, is usually designated as its representative, with authority to vote its shares, at meetings of shareholders.	1,648,062,197	5.74%
Class “A” Preferred Shares	Metro Pacific Holdings, Inc. 10 th Floor Net One Center, 26 th Street cor. 3 rd Avenue. Bonifacio Global City, Taguig City	Filipino	Metro Pacific Holdings, Inc. is both record and beneficial owner. Mr. Manuel V. Pangilinan is usually designated as its representative, with authority to vote its shares, at meetings of shareholders.	9,128,105,319	100%

Other than the abovementioned, the Company has no knowledge of any person who, as of October 17, 2023, was directly or indirectly the beneficial owner of, or who has voting power or investment power (pursuant to a voting trust or other similar agreement) with respect to, shares comprising more than five percent (5%) of the Company’s outstanding voting shares of stock.

Security Ownership of the Directors and Members of Management as of October 17, 2023

The following are the number of common shares of stock owned of record and/or beneficially by the directors and principal officers of the Company, and the percentage of shareholdings of each, as of October 17, 2023:

Type of Class	Name and Address of Owner	Amount and nature of Beneficial ownership		Citizenship	Percent of class
		Direct	Indirect		
Common	Manuel V. Pangilinan 15 Banaba Circle, South Forbes Park, Brgy. Forbes Park, Makati City	1*	1,648,062,197 ¹	Filipino	5.74%
Common	Jose Ma. K. Lim 315 Infante Street, Brgy. Little Baguio, San Juan City	1*	0	Filipino	0.00%
Common	June Cheryl A. Cabal-Revilla 111 Camia Street, Alabang, Muntinlupa City	1*	0	Filipino	0.00%
Common	Ray C. Espinosa Unit 25-H, One McKinley Place, 26 th Street cor. 3 rd Avenue, Brgy. Fort Bonifacio, Bonifacio Global City, Taguig	2*	0	Filipino	0.00%
Common	Ramoncito S. Fernandez 16 Brazil Street, Loyola Grand Villas, Quezon City	1*	0	Filipino	0.00%
Common	Augusto P. Palisoc Jr. 317 Apo Street, Ayala Alabang Village, Brgy. Ayala Alabang, Muntinlupa City	1*	0	British	0.00%
Common	Rogelio L. Singson 12 San Geronimo St, Magallanes Village, Makati City	1*	0	Filipino	0.00%
Common	Stanley H. Yang The Suites At One Bonifacio High Street, Taguig City	1*	0	Filipino	0.00%
Common	Francisco C. Sebastian 454 Ma. Cristina St., Ayala Alabang Village, Muntinlupa City	100*	0	Filipino	0.00%
Common	Alfred V. Ty 20/F GT Tower Ayala Avenue, Makati City 1226	1*	0	Filipino	0.00%
Common	Ramon S. Ang 617 Notre Dame Street, Wack Wack, Mandaluyong City	1*	0	Filipino	0.00%
Common	Yoshitoshi Iwami One Serendra, 11 th Avenue and McKinley Parkaway, Bonifacio Global City, Taguig City	1*	0	Japanese	0.00%
Common	Takehiko Ainoya 449-3-5002 Ichinotsubo, Nakahara- ku, Kawasaki-Shi, Kanagawa, Japan	1*	0	Japanese	0.00%
Common	Rodolfo G. del Rosario, Jr. 2 Bukidnon Street, Insular Village, Brgy. Hizon, Lanang, Davao City	1*	0	Filipino	0.00%
Common	Jose Arnulfo A. Veloso 1346 Palm Avenue, Dasmariñas Village, Makati City	1*	0	Filipino	0.00%
Common	Ricardo M. Pilares III	0	0	Filipino	0.00%

¹ The shares are owned by MIG Holdings Incorporated, a Philippine company controlled by Mr. Pangilinan.

Type of Class	Name and Address of Owner	Amount and nature of Beneficial ownership		Citizenship	Percent of class
		Direct	Indirect		
	309 & 310 Sandstone at Portico, Capt. Henry Javier Street, Brgy. Oranbo, Pasig City				
Common	Cristina S. Palma Gil-Fernandez 19/F Liberty Center 104 H.V. dela Costa Street Salcedo Village, Makati City	0	0	Filipino	0.00%
	Aggregate for above named officers and directors	314	1,648,062,197		5.74%

* Including at least one (1) qualifying share and shares under PCD, if any.

Changes in Control

The Company is not aware of any voting trust agreements or any other similar agreements which may result in a change in control of the Company. No change in control of the Company has occurred since the beginning of its last fiscal year.

Directors and Executive Officers

No action or matter with respect to the election of directors or executive officers of the Company will take place.

Independent Public Accountants

No action or matter with respect to the independent public accountants of the Company will be take place.

ISSUANCE AND EXCHANGE OF SECURITIES

Item 9. Authorization or Issuance of Securities Other than for Exchange

Following the voluntary delisting of the Company, and in view of completing the privatization (converting the Company from a public company to a non-public and non-reporting company), on October 17, 2023, the Board of Directors approved the reverse stock split or increase in par value for the shares in the Company ("Reverse Stock Split") and the corresponding amendment to the Seventh Article of MPIC's Articles of Incorporation, as follows:

1. Increasing the par value of MPIC's Common Shares from One Peso (Php 1.00) per Common Share to Five Hundred Pesos (Php 500.00) per Common Share, thereby resulting in the reduction in the number of the authorized common shares from thirty eight billion five hundred million (38,500,000,000) to seventy seven million (77,000,000);
2. Increasing the par value of MPIC's Class "A" Preferred Shares from One Centavo (Php 0.01) per Class "A" Preferred Share to Five Pesos (Php 5.00) per Class "A" Preferred Share, thereby resulting in the reduction of the number of the authorized Class "A" Preferred Shares from Twenty Billion (20,000,000,000) to Forty Million (40,000,000); and
3. Increasing the par value of MPIC's Class "B" Preferred Shares from One Peso (Php 1.00) per Class "B" Preferred Share to Five Hundred Pesos (Php 500.00) per Class "B" Preferred Share, thereby resulting in the reduction in the number of the authorized Class "B" Preferred Shares from one billion three hundred fifty million (1,350,000,000) to two million seven hundred thousand (2,700,000).

Item 10. Modification or Exchange of Securities

Reverse Stock Split

The Company proposes to increase the par value of the Company's Common Shares from One Peso (Php 1.00) per Common Share to Five Hundred Pesos (Php 500.00) per Common Share, Class "A" Preferred Shares from One Centavo (Php 0.01) per Class "A" Preferred Share to Five Pesos (Php 5.00) per Class "A" Preferred Share, and Class "B" Preferred Shares from One Peso (Php 1.00) per Class "B" Preferred Share to Five Hundred Pesos (Php 500.00) per Class "B" Preferred Share, thereby reducing the authorized common shares from Thirty Eight Billion Five Hundred Million (38,500,000,000) to Seventy Seven Million (77,000,000), number of the authorized Class "A" Preferred Shares from Twenty Billion (20,000,000,000) to Forty Million (40,000,000), and number of the

authorized Class “B” Preferred Shares from One Billion Three Hundred Fifty Million (1,350,000,000) to Two Million Seven Hundred Thousand (2,700,000) (the “Reverse Stock Split”), through the amendment of the Seventh Article of the Amended Articles of Incorporation of the Company. The Reverse Stock Split was approved by the Board of Directors of the Company during the meeting held on October 17, 2023.

The Reverse Stock Split shall be undertaken for the sole purpose of reducing the number of shareholders holding at least 100 shares each to less than 100, which is a requisite condition for the full privatization of the Company. Converting the Company to a non-public and non-reporting company is expected to streamline the Company’s shareholding structure, increase efficiency of operations, maximize productive use of manpower and resources, and generally reduce administrative costs.

Treatment of Fractional Shares

The Reverse Stock Split shall be effected through the increase in the par value of the Company’s common shares resulting in the fractionalization of shares, such that a shareholder’s shares in the Company may be reduced to less than one (1) share or that shareholders may end up owning more than one (1) share but with fractional shares (i.e., 2.33 shares). With respect to such shareholders with resulting fractional shares (“Affected Shareholders”), below is a summary of the mechanics for the treatment of their shares:

1. All resulting fractional shares of the Company shall be dropped and cancelled, and will be considered treasury shares. Affected shareholders (or those entitled to such fractional shares) shall be entitled to either be paid for their fractional shares in cash or be given an option to make additional subscription payment, in accordance with the paragraphs below.
2. Affected shareholders who will still own more than one (1) share in the Company AND with resulting fractional shares (i.e., 2.33 shares) shall be paid by MPIC only for their fractional shares (i.e., .33 share) in cash, in an amount equivalent to Php5.20 (the “Payout Price”) multiplied by the number of fractional shares in the Company standing in their name as of the date immediately preceding the date of approval by the SEC of the Reverse Stock Split (the “Cut-Off Date”). After such payment, such affected shareholders shall continue to own whole number of shares in the Company (i.e., 2 shares).
3. Affected shareholders whose shareholdings are reduced to less than one (1) share (the “Fractional Shareholders”) shall be entitled to one of the following options, each to be exercised under such terms and procedures as the Company may prescribe: (a) the Payout Option; or (b) the Differential Payment Option.

Payout Option

Fractional Shareholders shall be given the option (the “Payout Option”) to be paid for their fractional shares in cash, equivalent to the Payout Price (as computed above), as of the Cut-off Date. Thereafter, such Fractional Shareholder shall cease to be a shareholder in the Company.

Differential Payment Option

In addition and without prejudice to the Payout Option, Fractional Shareholders shall be given the option to remain as shareholders of the Company by paying the Corporation in cash the difference between the resulting par value of their fractional shares and the new par value of such shares (the “Differential Payment Option”). The Differential Payment Option shall be exercisable within 30 days from the date of approval by the SEC of the Reverse Stock Split (the “Effectivity Date”). Fractional Shareholders who will exercise the Differential Payment Option shall continue to own one (1) share in the Company.

4. Fractional Shareholders who (i) do not avail of the Differential Payment Option within 30 days from Effectivity Date; (ii) fail to avail of the Differential Payment Option in accordance with the procedures prescribed by the Company; (iii) do not qualify under the standards set by the Company for the exercise of the Differential Payment Option; or (iv) do not exercise any of the above options, to be deemed to have exercised the Payout Option and shall be paid the Payout Price for their fractional shares.

Shareholders are advised to consult their own tax advisors concerning the tax consequences of, and the tax reporting and payment obligations arising their receipt from the Company of cash payment pursuant

to the Payout Option.

Except for the foregoing amendments to the Seventh Article of the Amended Articles of Incorporation covering the Reverse Stock Split consisting of the increase in the par value of the Company's Common Shares, Class A Preferred Shares and Class B Preferred Shares, there will be no other change in the terms and features of the aforementioned shares of stock of the Company nor in the rights of the existing holders of said shares, resulting from the aforementioned modifications.

Item 11. Financial and Other Information

Not applicable.

Item 12. Mergers, Consolidations, Acquisitions and Similar Matters

No action or matter with respect to mergers, consolidations, acquisitions, and similar matters will be taken by the Company.

VOTING PROCEDURES

Manner of voting

Summary:

1. Each shareholder shall be entitled to one vote for each common share and for each Class "A" preferred share.
2. The sole item in the agenda, which is the Amendment of the Seventh Article of the Amended Articles of Incorporation of the Company, requires the affirmative vote of the shareholders representing at least two thirds (2/3) of the total outstanding shares of the Company.
3. Shareholders must notify the Company of their intention to participate in the meeting to be included in the determination of quorum.
4. A shareholder may vote: (a) electronically through the Company's Voting System through a link that will be provided by the Company, or (b) by submitting a proxy, which may be the Chairman of the meeting, or (c) voting onsite through a printed ballot to be provided by the Company, all of which are subject to validation procedures. A shareholder voting electronically shall be deemed present for purposes of quorum.
5. Proxies shall be in writing, signed and filed by the shareholder, substantially in the form provided in this Information Statement, and shall be received by the Office of the Corporate Secretary on or before the close of business on November 28, 2023.
6. All votes received shall be tabulated by the Office of the Corporate Secretary with the assistance of the Company's stock transfer agent. Inspectors from an independent third party appointed by the Board will also validate the results of voting. The Corporate Secretary shall report the results of voting during the meeting.
7. The detailed instructions for participation in the casting of votes are set forth in Annex "A" – Requirements and Procedures for Electronic Voting in Absentia.

Voting requirements

The vote of the shareholders representing at least two thirds (2/3) of the total outstanding common capital stock of the Company entitled to vote and represented in the meeting is required to approve the sole item in the agenda.

Method of counting votes

The Corporate Secretary will be responsible for counting votes based on the number of shares entitled to vote owned by the shareholders who are participating in the meeting by remote communication and are voting *in absentia* or represented by proxies at the Special Meeting of the Shareholders.

UPON THE WRITTEN REQUEST OF A SHAREHOLDER, THE COMPANY UNDERTAKES TO FURNISH SAID SHAREHOLDER A COPY OF THE INFORMATION STATEMENT FREE OF CHARGE, EXCEPT FOR EXHIBITS ATTACHED THERETO WHICH SHALL BE CHARGED AT COST. ANY WRITTEN REQUEST FOR A COPY OF THE ABOVE-MENTIONED DOCUMENTS SHALL BE ADDRESSED AS FOLLOWS:

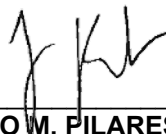
Metro Pacific Investments Corporation
9F Tower 1, Rockwell Business Center
Ortigas Avenue, Pasig City
Attention: RICARDO M. PILARES III

SIGNATURE PAGE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in the City of Pasig on the 20th day of October 2023.

METRO PACIFIC INVESTMENTS CORPORATION

By:



RICARDO M. PILARES III

Vice President for Legal/Compliance Officer/
Corporate Governance Officer/Corporate Secretary

From: [ICTD Submission](#)
To: [MPIC Compliance](#)
Subject: Re: Metro Pacific Investments Corporation_Preliminary Information Statement_20 October 2023
Date: Friday, October 20, 2023 10:22:00 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.