

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

November 10, 2023

SECURITIES & EXCHANGE COMMISSION

7907 Makati Avenue, Salcedo Village

Barangay Bel-Air

Makati City, 1209

Attention: **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 (the "Company") submits the attached SEC Form 17-C disclosing the granting of the exemptive relief from the requirement to attach the Company's 2023 Q3 Report to the Definitive Information Statement.

Thank you.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Pilares III", written over the printed name.

RICARDO M. PILARES III

Vice President for Legal/Compliance Officer

Item 9. Other Items

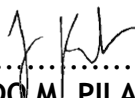
On November 10, 2023, the Securities and Exchange Commission (“SEC”) granted Metro Pacific Investment Corporation’s (the “Company”) request for exemptive relief from the requirement to attach the Company’s 2023 Q3 Report to the Definitive Information Statement (“DIS”) in relation to its 2023 Special Shareholders’ Meeting (“SSM”) scheduled on 04 December 2023. The Company undertook to make available in its website the 2023 Q3 Report no later than November 14, 2023. The SEC also advised the Company that any request for exemptive relief on the same matter for the next stockholders’ meeting will no longer be granted and the Company is strictly instructed to abide by the requirements of the 2015 SRC IRR and the Revised Rule 68 of the SRC.

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

November 10, 2023
Date


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



MARKETS AND SECURITIES REGULATION DEPARTMENT

09 November 2023

METRO PACIFIC INVESTMENTS CORPORATION

9F Tower 1, Rockwell Business Center,
Ortigas Ave. Pasig City, Philippines 1604

Attention: **MR. MANUEL V. PANGILINAN**
Chairman and President

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

Gentlemen:

This refers to your letter dated 09 November 2023¹ requesting the Commission to:

1. grant exemptive relief from the requirements under Part II, Item 5(C)(i) and (ii) of the Revised SRC Rule 68 that the 2023 Q3 Reports should be filed with the Definitive Information Statement (DIS) since the 2023 Special Stockholders' Meeting (SSM) is scheduled on 04 December 2023, which is beyond 135 days from the end of Metro Pacific Investments Corporation's (the "Company") fiscal year of 31 December 2022;
2. approve the DIS that the Company will submit to the Market and Securities Regulation Department (the "Department") without the 2023 Q3 Reports and allow the Company to distribute the DIS beginning 10 November 2023 (or earlier) prior to the availability of the 2023 Q3 Reports; and
3. approve and accept the Undertaking of the Company in the DIS to:
 - a) upload the 2023 Q3 Reports on the Company's website not later than 14 November 2023;
 - b) publish in two (2) newspapers of general circulation the notice and agenda of the 2023 SSM, with advice that the 2023 Q3 Reports will be available not later than 14 November 2023 in the Company's website; and
 - c) upon written request of a stockholder, furnish said stockholder free of charge either a printed or electronic copy of the Annual Report on SEC Form 17-A, the DIS, and the 2023 Q3 Reports of the Company.

In support of its request, the Company provided the following reasons:

(a) The 2023 Q3 Report would not yet be available by the time of the mandated dissemination of the DIS on or before 10 November 2023. The 2023 Q3 Report is still to be finalized considering the numerous subsidiaries and investee companies under the Company. The deadline for filing the 2023 Q3 Report is on 14 November 2023. The Company's timeline for the finalization and internal approval of the 2023 Q3 Report was determined in view of this deadline

¹Processing fees were paid on 09 November 2023.

✉ The SEC Headquarters, 7907 Makati Avenue
Salcedo Village, Bel-air, Makati City
☎ (+63 2) 8818 0921
🌐 www.sec.gov.ph | imessagemo@sec.gov.ph



(b) Under the Securities and Exchange's ("SEC's") Notice dated 16 February 2022, reporting companies are allowed, as an alternative mode, to distribute the DIS and other pertinent documents to the ASM by uploading electronic copies on the Company's website. Compliance with the foregoing shall be considered fulfillment of the requirements on the distribution of the documents as required under the SRC IRR, the Revised Corporation Code and other applicable SEC issuances. For this purpose, the Company undertakes to upload the 2023 Q3 Report on its website immediately after it files its 3Q 2023 Report on November 14, 2023 to ensure that the stockholders are sufficiently informed of its contents prior to the SSM.

(c) While the Company appreciates that fact that it continues to be a reporting entity after its common shares are delisted from the Philippine Stock Exchange, we wish to note at present the Company's public shareholders constitute only 2.8% of the Company's outstanding common shares. By publishing the 3Q 2023 Report on November 14, 2023, the remaining shareholders will nevertheless be given access to the Company's financial and operational updates for the 3Q 2023 twenty (20) days prior to the holding of the Company's SSM. This will give them sufficient time to review the same and ask questions during the SSM as may be relevant and necessary.

Relative thereto, the Quarterly Report is required to be filed with the DIS under the Revised Rule 68 of the Securities Regulation Code ("SRC"), to wit:

C. Information Statements (SEC Form 20-IS)

- (i) There shall be filed consolidated audited balance sheets or statements of financial position (except if not applicable), in comparative format, as of the end of each of the two most recent completed fiscal years. If the meeting date is beyond one hundred thirty-five (135) days from the company's fiscal year end, a separate interim unaudited balance sheet or statement of financial position as of the end of the most recent quarter with comparative figures as of the end of the preceding fiscal year shall likewise be filed.
- (ii) The Statement of Comprehensive Income, Statement of Cash Flows and Statement of Changes in Equity shall be in comparative format for the three most recent completed fiscal years or such shorter period as the company (including predecessors) has been in existence. **If the meeting date is beyond one hundred thirty-five (135) days from the company's fiscal year end, separate interim unaudited statements for the most recent quarter with comparative figures for period ending of the same quarter of the preceding year shall likewise be filed.** (emphasis supplied)

However, the pertinent provisions of Securities Regulation Code ("SRC") provide:

Section 72. Rules and Regulations; Effectivity. – 72.1. This Code shall be self-executory. To effect the provisions and purposes of this Code, the Commission may issue, amend, and rescind such rules and regulations and orders necessary or appropriate, including rules and regulations defining accounting, technical, and trade terms used in this Code, and prescribing the form or forms in which information required in registration statements, applications, and reports to the Commission shall be set forth. For purposes of its rules or regulations, **the Commission may classify persons, securities, and other matters within its jurisdiction, prescribe different requirements for different classes of persons, securities, or matters, and by rule or order, conditionally or unconditionally exempt any person, security, or transaction, or class or classes of persons, securities or transactions, from any or all provisions of this Code.** (emphasis supplied)

xxx.

In the implementation of the foregoing and in order to give effect to the intent of the SRC, the Commission adopted SRC Rule 72 embodying the procedure for filing of request for exemptive relief, which provides:

72.2.1 **Any person may seek relief from** any provision of the Code **and the rules adopted thereunder** by filing a letter-request which shall state the following:

72.2.1.1. the specific rule or order, requirement or prohibition from which relief is being sought;

72.2.1.2. the legal basis or justification for the exemption; and

72.2.1.3. the name address, and telephone number/s of the applicant

Based on our evaluation of your letter, we found that the applicant was able to sufficiently explain and provide justifications in its request for exemptive relief.

This Department finds merit in the justification of the Company that the 2023 Q3 Reports is not yet available by the time of the filing of the DIS and the mandated dissemination of the DIS by 10 November 2023 since the 2023 Q3 Report is still under finalization and internal approval of the 2023 Q3 Report considering the numerous subsidiaries and investee companies under the Company. Therefore, the 2023 Q3 Reports cannot be attached to the DIS prior such meeting.

This Department also recognizes that the deadline for the filing of the 2023 Q3 Reports is on 14 November 2023 and the Company is obliged to apply for exemption to ensure that the Company will be able to distribute the Definitive Information Statement within the period required by its by-laws, 2015 SRC IRR, and Manual of Corporate Governance. The company will violate provisions of laws and rules pertaining to the DIS requirements if the request will not be allowed.

We also took note of the undertaking of the Company to upload the 2023 Q3 Reports on the Company's website not later than 14 November 2023 or twenty (20) days before the 2023 SSM. This undertaking may still be considered sufficient time to inform the investing public regarding the contents of the 2023 Q3 reports.

In view thereof, the request for exemptive relief for the approval of the DIS without the 2023 Q3 Reports and the undertaking are hereby **GRANTED** subject to the following conditions:

1. This does not exempt the Company from providing the 2023 Q3 Reports no later than five (5) days before the scheduled stockholders meeting or no later than five (5) days before the cut-off period for submitting written questions/clarifications if the meeting will be conducted via remote communication or in absentia.
2. **Any request for exemptive relief of the same on the next stockholders meeting or in the future will no longer be granted and the Company is reminded to strictly abide with the requirements of 2015 SRC IRR and Revised Rule 68 of the SRC.**

Further, it is emphasized that this letter is without prejudice to the prerogative of this Department to act later against the subject entity, if warranted, to enforce the provisions of the SRC, the SRC-IRR, and other pertinent laws, rules, and regulations, as may be necessary and applicable under the circumstances.

Finally, in line with the continuing obligation to disclose material information, the Company is required to disclose the approval of this request through a current report (SEC Form 17-C).

Very truly yours,


VICENTE GRACIANO P. FELOMENIO, JR.
Director

From: [ICTD Submission](#)
To: [MPIC Compliance](#)
Subject: Re: Metro Pacific Investments Corporation_Form 17C_10 November 2023
Date: Friday, November 10, 2023 1:08:22 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.