



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

The SEC Headquarters
7907 Makati Avenue, Salcedo Village,
Barangay Bel-Air, Makati City, 1209, Metro Manila

COMPANY REG. NO. 9142

CERTIFICATE OF FILING
OF
AMENDED ARTICLES OF INCORPORATION

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the amended articles of incorporation of the

METRO GLOBAL HOLDINGS CORPORATION
(Amending Articles II Primary Purpose and VII thereof)

copy annexed, adopted on September 24, 2018 by a majority vote of the Board of Directors and on November 22, 2018 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Assistant Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 15 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019 and copies thereof are filed with the Commission.

Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing company, pre-need plan issuer, general agent in pre-need plans and time shares/club shares/membership certificates issuers or selling agents thereof. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed to this Certificate at The SEC Headquarters, 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, 1209, Metro Manila, Philippines, this 1st day of February, Twenty Twenty-Four.

GERARDO F. DEL ROSARIO

Director

Company Registration and Monitoring Department

BA/iao

COVER SHEET

9 1 4 2
SEC Registration No.

METRO GLOBAL HOLDINGS
CORPORATION

(Company's Full Name)

MEZZANINE FLOOR, RENAISSANCE
TOWER, MERALCO AVE., PASIG

(Business Address: No. Street City/ Town/ Province)

ALICE ODCHIGUE-BONDOC
Contact Person

6336205 loc. 113
Company Telephone Number

APPLICATION FOR AMENDMENT OF
ARTICLES OF INCORPORATION

1 2 3 1
Month Day
fiscal year

FORM TYPE

1st Thursday of March
Month Day
annual meeting

Listed

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/ Section

Total Amount of Borrowings
Domestic Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Dociment I.D.

Cashier

STAMPS

1-10-2010
Clearance
from MSRD
CGFD
ARUN

**AMENDED
ARTICLES OF INCORPORATION
of
METRO GLOBAL HOLDINGS CORPORATION**

KNOW ALL MEN BY THESE PRESENTS:

That we, a majority of whom are residents of Philippines, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Philippines :

AND WE DO HEREBY CERTIFY :

FIRST: That the name of the Corporation shall be :

"METRO GLOBAL HOLDINGS CORPORATION"

SECOND: That the purposes for which the said Corporation is formed are the following:

PRIMARY PURPOSE

To, acquire by purchase, exchange, assignment, gift or otherwise, and to hold, own and use for investment or otherwise, and to sell, assign, transfer, exchange, lease, let, develop, mortgage, pledge, traffic, deal in, and with, and otherwise operate, manage, enjoy and dispose of any and all properties of every kind and description and wherever situated, as and to the extent permitted by law, including but not limited to, buildings, solar, wind and other renewable energy generation facilities, tenements, warehouses, factories, edifices, and structures and other improvements; to acquire by purchase or lease, or otherwise, lands and interest in lands, and to own, hold, improve, develop, manage any real property so acquired and to erect or cause to be erected on any lands owned, held or occupied by the corporation, buildings or other structures now or after erected on any lands so owned held or occupied; to acquire or otherwise deal in bonds, debentures, promissory notes, shares of capital stock, or other securities or other securities or obligations, created, negotiated or issued by any corporation, association, or other entity, foreign or domestic and while the owner, holder, or possessor thereof, to

exercise all the rights, powers, and privileges of ownership or any other interest therein, including the right to receive, collect and dispose of, any and all rentals, dividends, interests and income, derived therefrom, and the right to vote on any proprietary or other interests, on any shares of the capital stock, and upon any bonds, debentures, or other securities having voting power, so owned or held; and provided that it shall not engage in the business of an open-end or close-end investment company as defined in the Investment Company Act (Republic Act No. 2629) or act as securities broker or dealer. *(As Amended on 22 November 2018).*

SECONDARY PURPOSE

Subject to the provisions of the Corporation Code and other applicable laws, to invest its funds in any other corporation or business or for any other purpose other than the above-stated primary purpose.

And in pursuance of above stated purposes, the Corporation shall have the power:

- (a) To prospect for mine extract, dig for, or otherwise obtain from earth, petroleum and rocks or carbon oils, natural gas, and other volatile minerals, chemicals substances and salts, as well as others minerals of whatever nature whether similar or dissimilar to these listed herein, and to manufacture, refine, prepare for market, buy, sell and transport and otherwise deal with petroleum and other minerals of whatever nature similar or dissimilar to these listed herein, and to manufacture, refine, prepare for market, buy, sell and transport and otherwise deal with petroleum and other minerals of whatever nature whether similar or dissimilar thereto, their products, compounds, and derivatives and other mineral and chemical substances, in crude or refined condition.
- (b) To acquire petroleum, gas and oil lands, leaseholds, franchises, privileges, concessions and other interests in real estate and gas, oil and other rights.
- (c) To construct and maintain conduits, pipelines, and lines of tubing for the public generally as well as for the use of said Corporation, and to lay, rig, buy, lease, sell and otherwise contract for, and operate said

conduits, pipelines and lines to tubings, as well as storage tanks, railways, tramways, roadways and tracks, for the purpose of transporting and storing oil and gas, and of operating a general pipeline and storage business.

- (d) To buy, sell, charter, operate and maintain tank steamers and other vessel of all kinds for the transportation of merchandise dealt in by the Corporation.
- (e) To construct and maintain telegraph and telephone lines necessary or convenient in the operation of the business of the Company.
- (f) To extract and otherwise obtain and prepare for market such other valuable minerals, chemicals or other materials as may be discovered in the course of developing the lands of the Company.
- (g) To construct, maintain, and operate gas wells, oil wells, and refineries, and to buy, sell, and otherwise deal in gas, oils, and salts and their derivatives or products.
- (h) To carry on in connection with any or all of the aforementioned purposes the business of importing, buying, selling, and otherwise dealing with equipment, machinery, supplies and accessories and to transact all business properly connected with or incidental to any or all of said objects and purposes.
- (i) To purchase, lease, or otherwise acquire such real and personal property in any part of the Philippines or elsewhere, as the purposes for which the Corporation is formed may permit, and as may be reasonably required for the transaction of its lawful business; and to hold, maintain, conduct, use and operate and to lease, sell, mortgage, or otherwise dispose of any such real or personal property of any character owned in any manner held it, upon any terms.
- (j) To purchase or otherwise acquire the whole or any part of the goodwill, property and assets, and to undertake all or any part of the

business, property and liabilities of any person, partnership, corporation or other associations, carrying on any business similar to that for which this Corporation is authorized to carry on, or possessed of property suitable for the purpose of the Corporation, and to pay for the same in cash, or in stock, bonds or other securities of the Corporation or otherwise.

- (k) To buy or otherwise acquire any inventions, improvements and processes relating to the refining of petroleum or the processing of its products, secured under letters, patents or licenses in respect to the same, and to use, exercise, develop and sell such inventions, improvements and processes and to grant licenses of the things respecting the same.
- (l) to borrow or raise money for the purpose of the Corporation by making, issuing, accepting, indorsing and executing promissory notes, bills of exchange, bonds, debentures, certificates of indebtedness and other negotiable instrument but not exclusive of such other means or manner as the Corporation's Board of Directors shall think fit; and to secure the payment of said obligations or any of them by mortgage, pledge, letter of hypothecation, or other liens or charges upon all or any part of the undertakings, revenues, rights and property of the Corporation, and to exchange or vary from time to time any of such securities and to redeem, on any terms, the debts or obligations secured by them before the same shall fall due, if it shall see fit so to do.
- (m) To purchase, invest in, purchase or otherwise acquire the stocks, bonds and other securities or evidences of indebtedness of any other association or corporation, domestic or foreign, owning property necessary for its business and to issue in exchange therefor in cash, or otherwise, to hold for investment or otherwise, own, use, sell,

deal-in, dispose of, and turn to account any such stocks, bonds or other securities, and while the owner or holder thereof to exercise all the rights and power of ownership, including the right to vote thereon for any purposes; to do any acts or things necessary or proper for the protection or development of any such association or corporation or for the preservation, improvement or enhancement of the value of any such stock, bonds or other securities, or any acts or things designed for any such purpose; and to control and manage the affairs, and take over and carry on all or any part of the business or property of any such association or corporation provided that they are such as may be lawfully acquired and conducted by a corporation organized under the laws of the Philippines.

- (n) To sell all or part of the rights, property, or undertakings of the Corporation for such consideration as the Corporation may deem fit and in particular for shares, debentures or securities of any other corporation.
- (o) To make and enter into contracts and arrangements of every name and nature in furtherance of the purposes of the Corporation with the Government of the Republic of the Philippines or with any foreign corporation or with any other corporation or association, public or private.
- (p) To register the Corporation, or to secure a license to do business, in any foreign country or place.
- (q) To do all such the other things as are incidental or conducive to the attainment of the above objects or any of them, or which may be conveniently carried on and done in connection therewith, or which may be calculated directly indirectly to enhance the value of, or render profitable any business or property of the Corporation, always provided that nothing shall be done in connection with any of the

above objects which are prohibited by any laws of the Philippines now or hereafter existing.

- (i) Without in any particular limiting the powers and provided that the Corporation shall have the power to make and perform contracts of any kind and description with any person, firm or corporation, whether public or private, without limit as to amount, and particularly, but not by way of limitation, to make and perform contracts creating rights, easements and other privileges respecting any of the property, real or personal, or any kind owned by the Corporation; to have one or more office out of the Philippines, and to conduct its business and exercise its powers in any part of the Philippines, or in any other country; and in carrying on its business and for the purpose of attaining or furthering its purpose or powers to do any and all other powers which a natural person could do and exercise and which now or hereafter may be authorized by law.

The foregoing clauses shall be construed both as objects and powers of the Corporation, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the general powers of the Corporation.

THIRD: That the place where the principal office of the Corporation is to be established or located in Mandaluyong, Metro Manila.

FOURTH: That the term for which said Corporation is to exist is fifty (50) years from and after the date of incorporation, ^{which} which is hereby extended for another fifty (50) years or up to September 17, 2054. (As amended on September 30, 2002; August 19, 2004)

FIFTH: That the names and residences of the incorporators of said Corporation are as follows:



Name	Residence
1. Chester A. Baird	Manila
2. Vicente J. Francisco	Quezon City
3. Baroness Anna J. Vom Hagen	Manila
4. Bethea A. Martin	Manila
5. Proceso Sebastian	Manila

SIXTH: That the number of said Corporation shall be NINE (9) and that the names and residences of the directors of the Corporation who are to serve until their successors are elected and qualified as provided by the by-laws, are as follows:

Name	Nationality	Residence
1. John W. Buckley	American	New York, New York, USA
2. Louis W. Storms	- do -	Houston, Texas, USA
3. Chester A. Baird	- do -	Manila
4. Vicente J. Francisco	Filipino	Quezon City
5. Baroness Anna J. Vom Hagen	American	Manila
6. Bethea A. Martin	American	Manila
7. Proceso Sebastian	Filipino	Manila

SEVENTH: That the capital stock of the said Corporation is FIVE BILLION PESOS (5,000,000,000.00), Philippine Currency, divided into FIVE BILLION (5,000,000,000) shares with a par value of One Peso (1.00), Philippine Currency, per share. (As Amended on 22 November 2018).

Unless otherwise determined by the Board of Directors, no holder of the capital stock of this Corporation shall be entitled, as a matter of right, to purchase or subscribe for any stock of any class which the Corporation may issue or sell,

whether out of the capital stock now or hereafter authorized to be issued by the Corporation or out of the shares of the Corporation acquired by it after the issue thereof.

No transfer of shares of stock of the Corporation which will reduce the stock ownership of Filipino citizens to less than the minimum percentage of the outstanding capital stock required by law to be owned by Filipino citizens shall be allowed or permitted to be recorded in the books of the Corporation. Any transfer made in violation hereof shall be null and void and shall not be registrable in the books of the Corporation.

These restrictions shall be indicated in all stock certificates to be issued by the Corporation.

EIGHT: That the amount of said capital stock which has been actually subscribed is EIGHTY ONE THOUSAND FIVE HUNDRED (81,500,000) PESOS, and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names:

Name	Residence	No. of Shares	Amount of Capital Stock Subscribed
1. John W. Buckley	New York, N.Y., USA	80,000	80,000.00
2. Louis W. Storms	Houston, Texas, USA	1,000	1,000.00
3. Chester A. Baird	Manila	100	100.00
4. Vicente J. Francisco	Quezon City	100	100.00
5. Baroness Anna J. Vom Hagen	Manila	100	100.00
6. Bethea A. Martin	Manila	100	100.00
7. Proceso Sebastian	Manila	100	100.00
		<hr/> 81,000	<hr/> 81,500.00

NINTH: That the following persons have paid on the shares of capital stock for which they have subscribed in the amounts set out after their respective names:

Name	Residence	Amount Paid on Subscription
1. John W. Buckley	New York, N.Y., USA	20,000.00
2. Louis W. Storms	Houston, Texas, USA	1,000.00
3. Chester A. Baird	Manila	100.00
4. Vicente J. Francisco	Quezon City	100.00
5. Baroness Anna J. Vom Hagen	Manila	100.00
6. Bethea A. Martin	Manila	100.00
7. Proceso Sebastian	Manila	100.00
TOTAL		21,500.00

TENTH: That BETHEA A. MARTIN has been elected by the subscribers as Treasurer of the Corporation to act as such until his successor is duly elected and qualified, in accordance with the by-laws, and that as such Treasurer he has been authorized to receive for the Corporation and to receipt in its name for all subscriptions paid in by said subscribers.

IN WITNESS WHEREOF, we have hereunto set out hands this 9th day of September, 1954, in the City of Manila, Philippines

(Sgd.) Chester A. Baird
Chester A. Baird

(Sgd.) Vicente J. Francisco
Vicente J. Francisco

(Sgd.) Baroness Anna J. Vom Hagen
Baroness Anna J. Vom Hagen

(Sgd.) Bethea A. Martin
Bethea A. martin

(Sgd.) Proceso Sebastian
Proceso Sebastian

In the presence of:

(Sgd.) Abraham Briones

(Sgd.) Herminio B. Banico

Republic of the Philippines)
City of Manila)s.s.

BETHEA A. MARTIN, being first duly sworn, deposes and says that on the 9th day of September, A.D. Nineteen Hundred and Fifty Four, he was duly elected by the subscribers named in the foregoing Articles of Incorporation as Treasurer of the corporation to act as such until his successor has been duly elected and qualified in accordance with the by-laws of the corporation and that as such Treasurer he has been authorized by the subscribers to receive for the corporation all subscriptions paid in by the subscribers for the capital stock; that Eighty-One Thousand Five Hundred (81,500) shares of stock has been actually subscribed and that of said subscriptions Twenty-One Thousand Five Hundred (21,500.00) pesos has been paid to him in cash and received by him for the benefit and to the credit of the corporation; and that at least twenty per centum of the entire capital stock has been subscribed and twenty-five per centum of the subscription has been actually paid to him in cash and has been received by him for the benefit and to the credit of the corporation.

(Sgd.) BETHEA A. MARTIN
Bethea A. Martin.

SUBSCRIBED AND SWORN, to before me this 9th day of September 1954 in the City of Manila, affiant exhibiting his Residence Certificate No. A-0364302, issued at Manila, on August 16, 1954.

(Sgd.) Ricardo J. Francisco
Notary Public
Until December 31, 1954

Doc. No. 290
Page No. 60
Book No. I
Series of 1954

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DIRECTORS' CERTIFICATE

KNOW ALL MEN BY THESE PRESENTS:

WE, the undersigned, being a majority of the members of the Board of Directors and the Corporate Secretary of **METRO GLOBAL HOLDINGS CORPORATION** (the "Corporation"), do hereby certify that:

At the special meeting of the Board of Directors duly held on 24 September 2018 at the Mezzanine Floor, Renaissance Tower, Meralco Avenue, Pasig City, wherein majority of the members of the Board of Directors were present, and the vote of the stockholders representing at least two-thirds (2/3) of the issued and outstanding capital stock of the Corporation on 22 November 2018 at Batanes Room, Edsa Shangri-la Manila, 1 Garden Way, Ortigas Center, Mandaluyong, the amendment of the Primary Purpose and the amendment to Increase the Authorized Capital Stock of the Corporation were considered and approved, thereby amending the Article Second and Seventh of the Corporation's Amended Articles of Incorporation to read as follows:

ARTICLE SECOND

"SECOND: That the purposes for which said Corporation is formed are the following:


To, acquire by purchase, exchange, assignment, gift or otherwise, and to hold, own and use for investment or otherwise, and to sell, assign, transfer, exchange, lease, let, develop, mortgage, pledge, traffic, deal in, and with, and otherwise operate, manage, enjoy and dispose of any and all properties of every kind and description and wherever situated, as and to the extent permitted by law, including but not limited to, buildings, solar, wind and other renewable energy generation facilities, tenements, warehouses, factories, edifices, and structures and other improvements; to acquire by purchase or lease, or otherwise, lands and interest in lands, and to own, hold, improve, develop, manage any real property so acquired and to erect or cause to be erected on any lands owned, held or occupied by the corporation, buildings or other structures including solar, wind and other renewable power generation facilities now or after erected on any lands so owned, held or occupied; to acquire or otherwise deal in bonds, debentures, promissory notes, shares of capital stock, or other securities or obligations, created, negotiated or issued by any corporation, association, or other entity, foreign or domestic and while the owner, holder, or possessor thereof, to exercise all the rights, powers and privileges of ownership or any other interest therein, including the right to receive, collect and dispose of, any and all rentals, dividends, interests and income, derived therefrom, and the right to vote on any proprietary or other interests, on any shares of the capital stock, and upon any bonds, debentures, or other securities having voting power, so owned or held; and provided that it shall not engaged in the business of an open-end or close-end investment company as defined in the Investment Company Act (Republic Act No.

2629) or act as securities broker or dealer (as amended on 22 November 2018)."

ARTICLE SEVENTH

"That the capital stock of the said Corporation is FIVE BILLION PESOS (P5,000,000,000.00) Philippine Currency divided into FIVE BILLION (5,000,000,000) shares with a par value of One Peso (P1.00) Philippine Currency per share *(as amended on 22 November 2018).*"

IN WITNESS WHEREOF, we have hereunto affixed our signatures this DEC 13 2018 in PASIG CITY.


ROBERT JOHN L. SOBREPENA
Chairman/Director
TIN 106-808-899


ATTY. FERDINAND T. SANTOS
Director
TIN 106-807-161



NOEL M. CARIÑO
Director
TIN 106-809-774


JAIME M. CACHO
Director
TIN 104-592-872


FRANCISCO C. GONZALEZ
Independent Director
TIN 122-930-742


ROBERTO S. ROCO
Director
TIN 105-744-632


RAFAEL R. PEREZ DE TAGLE, JR.
Director
TIN 106-808-530


EDUARDO R. SANTOS
Independent Director
TIN 111-082-202


ATTY. ALICE ODCHIGUE-BONDOC
Director & Asst. Corporate Secretary
TIN 165-723-045

SUBSCRIBED AND SWORN to before me this DEC 13 2018 at PASIG CITY, affiants exhibiting to me their valid identifications, to wit:

Name

Valid ID

Robert John L. Sobrepeña	TIN 106-808-899
Atty. Ferdinand T. Santos	TIN 106-807-161
Noel M. Cariño	TIN 106-809-774
Jaime M. Cacho	TIN 104-592-872
Francisco C. Gonzalez	TIN 122-930-742
Roberto S. Roco	TIN 105-744-632
Eduardo R. Santos	TIN 111-082-202
Rafael Perez De Tagle, Jr.	TIN 106-808-530
Atty. Alice Odchigue-Bondoc	TIN 165-723-045

Doc. No. 459;
Page No. 97;
Book No. 104;
Series of 2018.

~~FERDINAND T. SANTOS~~

~~NOTARY PUBLIC~~

~~Exp. October 24, 2019~~

~~(Professional No. 1000000000)~~

~~Notary Office, 1000000000, City~~

~~1000000000~~

~~1000000000~~

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MARKETS AND SECURITIES REGULATION DEPARTMENT

MEMORANDUM

TO : Company Registration and Monitoring Department

FROM : Markets and Securities Regulation Department

SUBJECT : **METRO GLOBAL HOLDINGS CORPORATION**

DATE : 9 August 2023

This refers to your Memo dated 3 August 2023, which was received by our Department on 7 August 2023, requesting for comments and/or recommendations regarding the proposed amendments of the Amended Articles of Incorporation ("AOI") of **METRO GLOBAL HOLDINGS CORPORATION** (the "Company"), to wit:

FROM	TO
<p><i>SECOND : To, acquire by purchase, exchange, assignment, gift or otherwise, and to hold, own and use for investment or otherwise, and to sell, assign, transfer, exchange, lease, let, develop, mortgage, pledge, traffic, deal in, and with, and otherwise operate, manage, enjoy and dispose of any and all properties of every kind and description and wherever situated, as and to the extent permitted by law, including but not limited to, buildings, tenements, warehouses, factories, edifices, and structures and other improvements; to acquire by purchase or lease, or otherwise, lands and interest in lands, and to own, hold, improve, develop, manage any real property so acquired and to erect or cause to be erected on any lands owned, held or occupied by the corporation, buildings or other structures now or after erected on any lands so owned held or occupied; to acquire or otherwise deal in bonds, debentures, promissory notes, shares of capital stock, or other securities or obligations, created, negotiated or issued by any corporation, association, or other entity, foreign or domestic and while the owner, holder, or possessor thereof, to exercise all the rights, powers, and privileges of ownership or any other interest therein, including the right to receive, collect and other securities or obligations, created, negotiated or issued by any corporation, association, or other entity, foreign or domestic and while the owner, holder, or possessor thereof, to exercise all the rights, powers, and privileges of ownership or any other interest therein, including the right to receive, collect and dispose of, any and aii rentals, dividends, interests and income, derived</i></p>	<p><i>SECOND : To, acquire by purchase, exchange, assignment, gift or otherwise, and to hold, own and use for investment or otherwise, and to sell, assign, transfer, exchange, lease, let, develop, mortgage, pledge, traffic, deal in, and with, and otherwise operate, manage, enjoy and dispose of any and all properties of every kind and description and wherever situated, as and to the extent permitted by law, including but not limited to, buildings, <u>solar, wind and other renewable energy generation facilities</u>, tenements, warehouses, factories, edifices, and structures and other improvements; to acquire by purchase or lease, or otherwise, lands and interest in lands, and to own, hold, improve, develop, manage any real property so acquired and to erect or cause to be erected on any lands owned, held or occupied by the corporation, buildings or other structures now or after erected on any lands so owned held or occupied; to acquire or otherwise deal in bonds, debentures, promissory notes, shares of capital stock, or other securities or other securities or obligations, created, negotiated or issued by any corporation, association, or other entity, foreign or domestic and while the owner, holder, or possessor thereof, to exercise all the rights, powers, and privileges of ownership or any other interest therein, including the right to receive, collect and other securities or obligations, created, negotiated or issued by any corporation, association, or other entity, foreign or domestic and while the owner, holder, or possessor thereof, to exercise all the rights, powers, and privileges of ownership or any other interest therein, including the right to receive, collect</i></p>

<p>therefrom, and the right to vote on any proprietary or other interests, on any shares of lie, capital stock, and upon any bonds, debentures, or other securities having voting power, so owned or held; and provided that it shall not engage in the business of an open-end or close-end investment company as defined in the Investment Company Act (Republic Act No. 2629) or act as securities broker or dealer.</p>	<p>and dispose of, any and all rentals, dividends, interests and income, derived therefrom, and the right to vote on any proprietary or other interests, on any shares of lie, capital stock, and upon any bonds, debentures, or other securities having voting power, so owned or held; and provided that it shall not engage in the business of an open-end or close-end investment company as defined in the Investment Company Act (Republic Act No. 2629) or act as securities broker or dealer.</p>
<p>SEVENTH : That the capital stock of the said Corporation is TWO BILLION (P2,000,000,000.00) Philippine Currency, divided into TWO BILLION (2,000,000,000) shares with par value of One Peso (1.00) Philippine Currency per share (As Amended on 22 November 2018)*</p>	<p>SEVENTH : That the capital stock of the said Corporation is <u>FIVE BILLION (P5,000,000,000.00) Philippine Currency, divided into FIVE BILLION (5,000,000,000) shares</u> with par value of One Peso (1.00) Philippine Currency per share (As Amended on 22 November 2018)*</p>

Upon review of the request and documents annexed thereto, and the Company records, it appears that the proposed amendments are consistent with the disclosures made by the Company; hence, on this basis, the Department does not interpose any objection to the application for amendment of the AOI. Thus, within five (5) days from the approval of the application, the Company shall:

1. **FILE a duly accomplished Current Report (SEC Form 17-C)**, disclosing the Commission's approval of said amendment; and
2. **FILE a duly accomplished General Information Sheet (GIS)** that reflects the new information, together with a cover letter signed by the Corporate Secretary (if applicable).

However, we noted that the proposed amendment was approved by the Board of Directors where a quorum was present and by the stockholders representing at least two-thirds (2/3) of the outstanding capital stock of the Company in its meeting held on 24 September 2018 and 22 November 2022, respectively.

In this regard, since the stockholders' approval of the amendment took place on 22 November 2022, as a rule, the Company is no longer allowed to file the application in view of the six (6) months period limitation of filing the application from stockholders' approval as prescribed under the last sentence of paragraph 3, Section 37 of the Revised Corporation Code of the Philippines, which provides:

"SEC. 37. Power to Increase or Decrease Capital Stock; Incur, Create or Increase Bonded Indebtedness.

X X X

The application with the Commission shall be made within six (6) months from the date of approval of the board of directors and stockholders, which period may be extended for justifiable reason. x x x" (emphasis supplied)

In the light of the foregoing, our Department nonetheless defers to the discretion of the Company Registration and Monitoring Department (CRMD) considering that it has primary jurisdiction over registration of corporations and partnerships in general, as well as amendments to the Articles of Incorporation and to By-laws. Furthermore, our comment or recommendation is limited merely to this Department's regulatory requirements and does not cover the substance of the application with respect to compliance with the Revised Corporation Code of the Philippines.

Finally, it should be understood that the foregoing comment is without prejudice to the prerogative of this Department to impose the necessary penalty and initiate the appropriate proceeding against the Company and its Directors/Officers, Associated Person, and Salesman upon a proper finding of a violation of the relevant provisions of the Securities Regulation Code, its implementing Rules and Regulations, and other pertinent laws, rules and regulations, as may be necessary and applicable under the circumstances.

Very truly yours,


VICENTE GRACIANO P. FELIZMENIO, JR.
Director

TRANSMITTAL SLIP


TO: MS. BLESS ARCEO
Securities and Exchange Commission

FROM: ATTY. ALICE O. BONDOC
Assistant Corporate Secretary
Metro Global Holdings Corporation

DATE: 23 JANUARY 2024

Received **3 ORIGINAL** copies of Request for Confirmation of Valuation

Received by:


Signature over Printed name/Date
1/23/2024

**(MSRD FORM for Request for Comments/Recommendations
for CRMD Applications filed by MSRD regulated entities)**

1/10/19

Date

SECURITIES AND EXCHANGE COMMISSION
PICC Secretariat Building, PICC Complex
Roxas Boulevard, Pasay City

JAN 10 2019

MARKETS AND SECURITIES REGULATION DEPT
DATE: _____ TIME: _____

Cyril *Jim*

Attention: **MARKETS AND SECURITIES REGULATION DEPARTMENT**

Subject: **REQUEST FOR COMMENTS/RECOMMENDATION**

Gentlemen:

This is to respectfully request your Department's comment and/or recommendation on the proposed application of our corporation/partnership to be filed with the Company Registration and Monitoring Department (CRMD), details of which are as follows:

NAME OF REQUESTING CORPORATION/PARTNERSHIP	METRO GLOBAL HOLDINGS CORP.
ADDRESS OF REQUESTING CORPORATION/PARTNERSHIP	Mezramie Tr. Renaissance Town, Unasdas Ave. Pasay.
SEC REGISTRATION NO. (if applicable)	9112
TYPE OF SEC-ISSUED SECONDARY LICENSE (if applicable)	Amended Articles
TYPE OF PROPOSED CRMD APPLICATION	
CONTACT PERSON	✓ Eloyer S. Garcia
CONTACT NUMBERS	✓ 09096964065

Moreover, we also request that you furnish the CRMD a copy of your reply to our request. We have attached a copy of the aforesaid application for your review/evaluation only and for the purpose of the issuance of the Markets and Securities Regulation Department's (MSRD) comment and/or recommendation thereto. It is further understood that the MSRD is not responsible for the actual processing of the above-mentioned application of the corporation/partnership.

Finally, should there be any violation of any existing laws, rules and regulations implemented by the MSRD, the company undertakes to: (1) submit all the required report/s within seven (7) days from notification of approval of the application/s; and (2) pay the corresponding penalty.

Thank you.

Very truly yours,

Eloyer S. Garcia

(Name of Requesting Corporation/Partnership)

By:

[Signature]

(Signature over Printed Name of Authorized Representative)

Cathy Orje

8187164 / 8186080