

COVER SHEET

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S.E.C. Registration Number

M E T R O G L O B A L H O L D I N G S

C O R P O R A T I O N

(Company's Full Name)

M E Z Z A N I N E F L O O R R E N A I S S A N C E

T O W E R M E R A L C O A V E N U E

P A S I G C I T Y

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

RAMON G. JIMENEZ

Contact Person

(02) 633 - 6205

Company Telephone Number

1 2 3 1

Month Day

2014

calendar year

SEC FORM -17A

FORM TYPE

Month

Day

Registered/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

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STAMPS

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# SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills, Mandaluyong City, Metro Manila, Philippines  
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Company Information

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SEC Registration No. 0000009142  
Company Name METRO GLOBAL HOLDINGS CORPORATION  
Industry Classification  
Company Type Stock Corporation

## Document Information

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FIL-ESTATE CORPORATION

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SIGNATURES

STATEMENT OF MANAGEMENT RESPONSIBILITY

STATEMENT TO FINANCIAL STATEMENTS AND SUPPLEMENTARY

**PART I - BUSINESS AND GENERAL INFORMATION**  
**SECURITIES AND EXCHANGE COMMISSION**

**SEC FORM 17-A**

**ANNUAL REPORT PURSUANT TO SECTION 17  
OF THE SECURITIES REGULATION AND SECTION 141  
OR CORPORATE CODE OF THE PHILIPPINES**

1. For the fiscal year ended December 31, 2014
2. SEC Identification Number 9142                      3. BIR Tax Identification No. 041-000-194-408
4. Exact name of registrant as specified initials charter METRO GLOBAL HOLDINGS CORPORATION
5. Philippines    6.  (SEC Use Only)  
Province, Country or other jurisdiction of                      Industry Classification Code  
Incorporation or organization
6. Mezzanine Floor Renaissance Tower  
Meralco Ave., Pasig City    1600  
Address of Principal Office    Postal Code
8. (632) 633-62-05  
Issuer's Telephone Number, including area code
9. Not Applicable  
Former name, former address, and former fiscal year, if changed since last report
10. Securities registered pursuant to Section 8 n 12 of the SRC, or Sec 4 n 8 of the RSA

Title of Each Class	Number of Shares of common Stock Outstanding and Amount of Debt Outstanding
<u>Common Stock - P1 par value</u>	<u>2,000,000,000 (out of the total shares)</u>

11. Are any or all these securities listed on the Philippine Stock Exchange.  
Yes [X]      No [ ]

12. Check whatever the registrant:

(a) has filed all reports required to be filed by Section 17 of the SRC and SRC Rule 17 thereunder of Section 11 of the RSA and SRA Rule 11 (1a)-1 thereunder and Sections 26 and 141 of the Corporation Code of the Philippines during the preceding 12 months (or for such shorter period that the registrant was required to file such report).

Yes  No

(b) has been subject to such filing requirements for the past 90 days.

Yes  No

13 State the aggregate market value of the voting stock held by non-affiliates of the registrant.

**Not Applicable**



## **Item 1. Business**

### **Business Development**

Metro Global Holdings Corporation (the Company), formerly Fil-Estate Corporation, was incorporated on September 17, 1954 originally as San Jose Oil, Incorporated. The original and primary purpose of the corporation was to prospect for and market oil, natural gas and other minerals and, secondarily, to invest in non-mining corporations or other enterprises. The Company listed in the Philippine Stock Exchange (PSE) on May 4, 1964.

In July 1996, the Board of Directors (BOD) and the stockholders of the Company approved (a) the change in the Company's primary purpose from oil exploration to that of a holding Company authorized to engage in property and infrastructure development and the relegation of its erstwhile primary purpose to one of the Company's secondary purposes, and (b) the increase in the Company's authorized capital stock from ₱300.0 million, divided into 30.0 billion shares with a par value of ₱0.01 per share, to ₱2 billion, divided into 2 billion shares with a par value of ₱1.00 per share and (c) the declassification of Class A and B common shares to a single class of common shares.

On January 22, 1998, The Securities and Exchange Commission ('SEC') approved the change in corporate name of San Jose Oil, Incorporated to Fil-Estate Corporation, accompanied by a shift in the primary purpose to that of a holding company engaged in property and infrastructure development, the declassification of Class A and B common shares to a single class of common shares, and the change in par value of its shares from P0.01 in 1997 to P1.00 in 1998.

On December 11, 2000, the SEC approved the Company's increase in authorized capital stock from 300.0 million shares to two (2) billion shares. Fil-Estate Management, Inc. (FEMI) subscribed to 700 million shares in exchange for the assignment of its interests in the Metro Rail Transit Holdings, Inc. (MRTHI) and Metro Rail Transit Corp., Limited (MRTCL).

On September 9, 2004, the SEC approved the extension of the Company's term of existence for another fifty (50) years.

The Company's key investment is in the form of equity interest in MRTHI and Metro Rail Transit Holdings II, Inc. (MRTHII). The combined investment in these holding companies represents approximately twenty nine percent (29%) interest in the Metro Rail Transit systems ('EDSA MRT systems'). The Phase I of the MRT project (LRTS Phase I) began full operations on July 15, 2000 and involved thirteen (13) stations from the North Triangle to Taft Avenue.

The Company has a 28.47% equity interest in Monumento Rail Transit Corporation (Monumento Rail) which as a result allows participation in the train system extension (e.g. the Makati Loop) and additional train/vehicle procurements in the event the Philippine government awards the project to MRTC.

Since 2007 the Company has voluntarily suspended the trading of its securities to allow the Company to re-align its business and explore new strategic directions.

### **Corporate Name Change**

On March 18, 2014, the BOD approved the amendment of the articles of incorporation and by-laws of the Company, a major provision of which changed its corporate name to Metro Global Holdings Corporation. The amendment was in line with the Company's plan to re-align two other existing companies, namely; Metro Countrywide Corporation and Metro Countrywide Holdings, Inc. under the umbrella of Metro Global Holdings Corporation; in effect unifying the group with the common name "Metro". The Company is likewise a substantial shareholder of MRTHI and MRTHII.

On May 30, 2014, the SEC approved the amendment of the Articles of Incorporation and By-Laws of the Company, changing its name to Metro Global Holdings Corporation.

