



109092014002100

**SECURITIES AND EXCHANGE COMMISSION**

SEC Building, EDSA, Greenhills, Mandaluyong City, Metro Manila, Philippines  
Tel: (632) 726-0931 to 39 Fax: (632) 725-5293 Email: mis@sec.gov.ph

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Company Information

SEC Registration No. 0000009142

Company Name METRO GLOBAL HOLDINGS CORPORATION

Industry Classification

Company Type Stock Corporation

**Document Information**

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Document Type SEC-NTCE-RSA EXEMPT TRANS

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Department CFD

Remarks



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## SECURITIES AND EXCHANGE COMMISSION

## SEC FORM 10.1

## NOTICE OF/APPLICATION FOR CONFIRMATION EXEMPT TRANSACTION

Check Applicable Box:

☐

Application for Commission's confirmation of availability of exemption

☒

Notice of Exempt Transaction

## 1. State the provision of Section 10.1 of the Code under which exemption is based:

Section 10.1 (c) An isolated transaction in which any security is sold, offered for sale, subscription or delivery by the owner thereof, or by his representative for the owner's account, such sale or offer for sale, subscription or delivery not being made in the course of repeated and successive transactions of a like character by such owner, or on his account by such representative and such owner or representative not being the uhe underwriter of such security;

(e) sale of shares of stock exclusively to existing shareholders

## 2. Information about the securities for which this Notice/Application has been filed:

(a) Title of class of securities being offered for sale/sold	Unissued Common Shares
(b) Form of payment	Conversion of Advances into Equity
(c) Number and price/value of the securities being offered for sale/sold	200,150,000 Common Shares @ P1.00 per share
(d) Are any of the issuer's securities listed on the Philippine Stock Exchange and, if so, describe which class is listed and latest trading price.	Yes. Common Shares. Trading suspended.
(e) Are the securities traded on any other trading market and, if so, disclose latest trading price	No.
(f) Capital structure as of the date prior to this issuance:	
1) Authorized capital stock, par value, number of shares and amount	ACS: P2 Billion; 2 Billion Common Shares @P1.00 per share
2) Subscribed capital stock, number of shares and amount	Subscribed: P1,799,850,000; 1,799,850,000 shares at P1.00 per share
3) Unissued shares	200,150,000

## 3. Additional information about the securities where this Notice/Application is filed by the issuer thereof:

(a) Exact name of issuer as specified in its charter	Metro Global Holdings Corporation
(b) Place (province, country or other jurisdiction of incorporation) and date thereof	Mandaluyong City; 17 September 1954
(c) SEC Identification Number	ASO9124
(d) BIR Tax Identification Number	041-000-194-408
(e) Address of principal office	7/F Renaissance Tower, Meralco Avenue, Pasig City
(f) Issuer's telephone number, including area code	(632) 6336205
(g) Former name or former address, if any, since filing of last report with the SEC	Fil-Estate Corporation
(h) Are any of the issuer's securities listed on the Philippine Stock Exchange and, if so, describe which class is listed and latest trading price.	Yes. Common Shares Trading suspended.
(i) Other securities registered with the Commission under the Revised Securities Act or the Securities Regulation Code (title of each class, number of shares)	None.

Date \_\_\_\_\_

(j) Describe any other offer for sale/sale of securities by the issuer for the last 12 months for which exemptive relief from registration was claimed under RSA or Section 10.1 of the Code. This should include the basis of exemption, class of securities, amount and number of investors.	None.
(k) Name of underwriter or selling agent involved in the sale	None.

**4. If securities are being sold by the owner thereof, please disclose:**

(a) Name of Selling Owner or Owner's Representative	Metro Global Holdings Corporation
(b) Date of acquisition and from whom (issuer, another person)	N/A
(c) Price of securities when acquired	N/A

**5. Terms and Conditions of the Sale:**

(a) Date and place of initiation of selling efforts (or proposed date and place of sale if prior confirmation is requested)	N/A
(b) Unless being sold by the issuer or the owner, please disclose name of person selling the securities and his authority	N/A
(c) Lock-Up Period	None.
(d) Summary of other terms and conditions of the sale.	None

**6. Information about purchasers**For Applications for Confirmation: N/A

☒ Check if purchasers are **existing** stockholders and indicate the **number** of existing stockholder/s: 1,912 as of 31 August 2014.

☐ Check if purchasers are **new** investors not exceeding 19 and indicate the **number** of new investor/s \_\_\_\_.

**(Note: A list containing the information required under this item shall be filed within 30 days from receipt of confirmation of exemption.)**

For Notice of Exemption (Provide the following information:)

(a) Name, address and legal residence of each purchaser, and indicate whether each purchaser is a "qualified buyer" under Section 10.1(e) of the Code.	Fil-Estate Management, Inc. 7/F Renaissance Tower, Meralco Avenue Pasig City
(b) Number of shares which shall be purchased/ purchased by each purchaser	200,150,000 Common Shares
(c) For each purchaser, indicate whether such person is an officer, director or holder of at least 5% of any class of equity shares of the issuer	Fil-Estate Management, Inc. is the holder of 86.54% common shares of Issuer



(d) Indicate the class, number, and percentage of all shares of the issuer already owned by each purchaser	1,557,540,199 Common Shares representing 86.54% of total issued and outstanding stock of Issuer
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**7. Exhibits**

In addition to the above information, the applicant hereby submits with this Notice/Application the following documents:

- (a) Written Disclosure to Investors containing the required information under Paragraphs (1) and (iii)(d) (*in case of private placements only*) of SRC Rule 10.1; and
- (b) Copy of other materials to be used/used in connection with the offering for sale or sale. **None.**
- (c) If the consideration is other than cash, documents supporting the proper valuation of the payment to be received in exchange of the securities to be issued. **N/A**

**8. Filing Fees**

This notice with an application for confirmation of availability of an exemption under SRC Rule 10.1 of the Code has been submitted along with the payment of the prescribed fee in the amount of \_\_\_\_\_ under O.R. No. \_\_\_\_\_. (*Fill this up if applicable only*)

**Signatures**

The undersigned hereby certifies that the exemption applied for hereunder is available and all requirements set forth in SRC Rule 10.1 have been complied with.

Pursuant to the requirements of the Code and SRC Rule 10.1 thereunder

METRO GLOBAL HOLDINGS  
CORPORATION

(*Name of Seller*)

has caused this certification to be signed on its behalf by a duly authorized person who, in case of a juridical person, shall be the President thereof.

Date: 8 September 2014

By:   
RAMON G. JIMENEZ  
Vice-President

**Instruction**

*The applicant shall file with the Commission five (5) copies of this SEC Form 10.1, one of which shall be manually signed by a duly authorized person who, in case of a juridical person, shall be the President.*



REPUBLIC OF THE PHILIPPINES  
**SECURITIES AND EXCHANGE COMMISSION**  
SEC Building, EDSA, Greenhills  
City of Mandaluyong, Metro Manila

COMPANY REG. No. 9142

**CERTIFICATE OF APPROVAL OF VALUATION.**

**KNOW ALL PERSONS BY THESE PRESENTS:**

**THIS IS TO CERTIFY** that the valuation of the advances of **P200,150,000.00** as payment for the additional subscription of **200,150,000** shares with a par value of **P1.00** per share of

**METRO GLOBAL HOLDINGS CORPORATION**

was approved by the Commission pursuant to the provision of Section 62 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed to this Certificate at Mandaluyong City, Metro Manila, Philippines, this 4th day of September, Twenty Fourteen.



  
**FERDINAND B. SALES**

**Director**

Company Registration and Monitoring Department