

# COVER SHEET

9 1 4 2  
S.E.C. Registration Number

F I L E S T A T E C O R P O R A T I O N

(Company's Full Name)

7 T H 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)

ATTY. ALICE O. BONDOC  
Contact Person

(02) 633 - 6205  
Company Telephone Number

Month Day  
calendar year

SEC Form 20 - IS  
Preliminary Information Statement  
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

Document I.D.

Cashier

STAMPS

Remarks = pls. use black ink for scanning

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  
☐ Amended Information Statement  
☐ Definitive Information Statement
2. Name of Registrant as specified in its charter **FIL-ESTATE CORPORATION**
3. **Metro Manila, Philippines**  
Province, country or other jurisdiction of incorporation or organization
4. SEC Identification Number **9142**
5. BIR Tax Identification Code **043-00-194-408V**
6. **Mezzanine Floor, Renaissance Tower, Meralco Avenue, Pasig City 1600**  
Address of principal office Postal Code
7. Registrant's telephone number, including area code **(632) 633-6205**
8. **21 April 2014**  
Approximate date on which the Information Statement is first to be sent or given to security holders
9. 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  
(As of March 28, 2014)

Common shares

1,799,850,000 shares

10. Are any or all of registrant's securities listed on a Stock Exchange?

Yes ☒ No ☐

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



## PART I

### A. GENERAL INFORMATION

#### ITEM 1. Date, Time and Place of Meeting of Security Holders

In lieu of a Special Stockholders' Meeting of Fil-Estate Corporation (the "Corporation" or the "Company") and for purposes of approving the Amendment to the Articles of Incorporation & By-Laws of the Company by amending the Corporate Name from "Fil-Estate Corporation" to "Metro Global Holdings Corp.", the written assent of the stockholders owning at least two-thirds (2/3) of the outstanding capital stock shall be sought pursuant to Section 16 of the Corporation Code of the Philippines

Stockholders of record are requested to signify their vote on the proposed amendments by returning the attached written assent form provided by mail or facsimile to:

**ATTN: THE CORPORATE SECRETARY**

Fil-Estate Corporation  
c/o Mezzanine Floor, Renaissance Tower  
Meralco Avenue, Pasig City

The votes shall be counted based on the filled-up written assent forms received from stockholders and as soon as the affirmative votes reach at least two-thirds (2/3) of the outstanding capital stock of the Company, the amendment shall be considered approved.

The notice and copy of the Definitive Information Sheet shall be sent or given to the security holders starting 21 April 2014.

#### ITEM 2. Dissenters' Right of Appraisal

The Corporation Code limits the exercise of the appraisal right by any dissenting stockholder to the following instances:

- a) 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 authorizing preferences in any respect superior to those of outstanding shares of any class, or of extending or shortening the term of corporate existence (*Section 81*);
- b) In case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets (*Section 81*);

- c) In case of merger or consolidation of the Corporation with or into another entity (*Section 81*); and,
- d) In case of any investment of corporate funds in any other corporation or business or for any purpose other than the primary purpose for which the Corporation was organized (*Section 42*).

Since the matters to be taken up do not include any of the foregoing, the appraisal right will not be available.

### **ITEM 3. Interest of Certain Persons in or Opposition to Matters to be Acted Upon**

- a) No director or officer, or the associate of any of the foregoing, has any substantial interest, direct or indirect, by security holdings or otherwise, in any matter which will be acted upon in this Statement.
- b) No director has informed the Corporation in writing that he intends to oppose any action to be taken by the Corporation in this Statement.

### **B. CONTROL AND COMPENSATION INFORMATION**

### **ITEM 4. Voting Securities and Principal Holders Thereof**

#### *a) Number of Shares Outstanding*

The Corporation has 1,799,850,000 common shares outstanding as of 28 March 2014. Each of the common shares is entitled to one (1) vote with respect to all matters to be taken up. Of the total issued and outstanding capital stocks 4,003,603 shares equivalent to 0.22 % of the issued and outstanding capital stock of the Corporation are owned by foreigners.

#### *b) Record Date of Written Assent*

The record date for the purposes of determining the stockholders entitled to vote in connection with Company's intention to amend its Articles of Incorporation and By-Laws is 3 April 2014.

#### *c) Manner of Voting*

Each shareholder indicates its position on the proposal by sending to the Company an accomplished form enclosed herewith. Each shareholder may vote



via written assent the number of shares of stock standing in his name on the books of the Corporation. Each share represents one (1) vote.

*d) Security Ownership of Certain Record and Beneficial Owners and Management*

*1. Security ownership of certain record and beneficial owners*

Security ownership of certain record and beneficial owners owning more than five percent (5%) of any class of the Corporation's voting securities as of March 28, 2014 –

**SECURITY OWNERSHIP OF CERTAIN RECORD AND BENEFICIAL OWNERS**

<b>Title of Class</b>	<b>Name, address of record owner and relationship with issuer</b>	<b>Name of Beneficial Owner and Relationship with Record Owner</b>	<b>Citizen-ship</b>	<b>No. of Shares Held</b>	<b>% to Total Outstanding Shares</b>
Common shares	Fil-Estate Management, Inc. Mezzanine Floor Renaissance Tower, Meralco Avenue, Pasig City (Stockholder)	Fil-Estate Management, Inc. (Stockholder)	Filipino	1,557,540,199	86.54%
Common shares	PCD Nominee Corporation (Filipino) 6/F MKSE Bldg. Ayala Avenue, Makati City	Various shareholders (Direct)	Filipino	100,685,533	5.6%

Other than the abovementioned, the Corporation has no knowledge of any person who, as of March 28, 2014, is 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 outstanding capital stock of the Corporation.

*2. Security ownership of Management*

Security ownership of directors and executive officers of the Corporation as of March 28, 2014 representing original issues and stock dividends -

### SECURITY OWNERSHIP OF MANAGEMENT

Title of Class	Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Citizenship	Percent of Class
Common	Robert John L. Sobrepeña	241,000 (Direct)	Filipino	0.013%
Common	Ferdinand T. Santos	1,000 (Direct)	Filipino	0.000%
Common	Enrique A. Sobrepeña, Jr.	1,000 (Direct)	Filipino	0.000%
Common	Noel M. Cariño	1,506,500 (Direct)	Filipino	0.084%
Common	Francisco C. Gonzales	1 (Direct)	Filipino	0.000%
Common	Roberto S. Roco	1 (Direct)	Filipino	0.000%
Common	Rafael Perez de Tagle, Jr.	1,000 (Direct)	Filipino	0.000%
Common	Alice Odchigue-Bondoc	1 (Direct)	Filipino	0.000%
<b>Other Executive Officers</b>				
Common	Gilbert Raymund T. Reyes	None	Filipino	N/A
Common	Ramon G. Jimenez	None	Filipino	N/A
<b>Aggregate for above named Directors and Officers as a Group</b>		<b>1,750,503</b>		<b>0.097%</b>

### 3. Voting Trust Holders of 5% or more -

The Corporation has no knowledge of persons holding more than five percent (5%) of its voting securities under a voting or similar agreement.

### e) Changes in Control

No change in control of the Corporation occurred since the beginning of its last fiscal year. Neither does the Corporation have any knowledge of any arrangement which may result in a change in control of the Corporation.



#### **ITEM 5. Directors and Executive Officers**

There is no action to be taken with respect to the election of directors and/or executive officers.

#### **ITEM 6. Compensation of Directors and Executive Officers**

There is no action to be taken with respect to the following:

- a) Election of directors;
- b) Any bonus, profit sharing or other compensation plan, contract or arrangement in which any director, nominee for election as a director, or executive officer of the registrant will participate;
- c) Any pension or retirement plan in which any such person will participate; and
- d) The granting or extension to any such person of any option/s, warrant/s or rights to purchase any securities, other than warrants or rights issued to security holders as such, on a pro rata basis.

#### **ITEM 7. Independent Public Accountants**

There is no action to be taken with respect to the election, approval or ratification of the Corporation's accountant.

#### **ITEM 8. Compensation Plans**

No action is proposed to be taken during the stockholders' meeting with regard to any bonus, profit sharing, pension/retirement plan, granting of any extension of options, warrants or rights to purchase any securities

### **C. ISSUANCE AND EXCHANGE OF SECURITIES**

#### **ITEM 9. Authorization or Issuance of Securities other than for Exchange**

There is no action to be taken with respect to the authorization or issuance of any securities otherwise than for exchange for outstanding securities of the registrant.

#### **ITEM 10. Modification or Exchange of Securities**

There is no action to be taken with respect to the modification of any class of securities of the registrant, or the issuance or authorization for issuance of securities of the registrant, or the issuance or authorization for issuance of securities of the registrant in exchange for outstanding securities of another class.

#### **ITEM 11. Financial and other Information**

Not applicable.

#### **ITEM 12. Mergers, Consolidations, Acquisitions and Similar Matters**

There is no stockholders' action to be taken with regard to the following:

- a) The merger or consolidation of the Corporation into or with any other person or of any other person into or with the Corporation;
- b) The acquisition by the Corporation or any of its security holders of the securities of another person;
- c) The acquisition by the Corporation of any other going business or the assets thereof;
- d) The sale or other transfer of all or any substantial part of the assets of the Corporation; and
- e) The liquidation or dissolution of the Corporation.

#### **ITEM 13. Acquisition or Disposition of the Property**

There is no action to be taken with respect to the acquisition or disposition of property by the Corporation.

#### **ITEM 14. Restatement of Accounts**

There is no action to be taken with respect to the restatement of any asset, capital, or surplus account of the Corporation.

#### **D. OTHER MATTERS**

#### **ITEM 15. Action with Respect to Reports**

There is no action to be taken with respect to any report of the Company or of its directors, officers or committees or minutes of any meeting of its security holders.



#### **ITEM 16. Matters not required to be submitted**

There is no action to be taken with respect to any matter which is not required to be submitted to a vote of security holders.

#### **ITEM 17. Amendment of Charter, By-laws and other Documents**

Amendment of Articles of Incorporation and By-laws of the Company by changing its corporate name from "Fil-Estate Corporation" to "Metro Global Holdings Corporation"

The amendment of the Articles of Incorporation and By-laws from "Fil-Estate Corporation" to "Metro Global Holdings Corporation" is in line with the Corporation's plan to re-align two other existing companies namely; Metro Countrywide Corporation & Metro Countrywide Holdings, Inc. under the umbrella of Metro Global Holdings Corporation and identify the group with the common name "Metro". Fil-Estate Corporation (Planned to be renamed Metro Global Holdings Corp.) is likewise a substantial shareholder of Metro Rail Transit Holdings, Inc. & Metro Rail Transit Holdings II, Inc.

#### **ITEM 18. Other proposed action**

Apart from the foregoing amendments to the Articles of Incorporation and By-laws, there are no other actions to be taken up in the special stockholders' meeting.

#### **ITEM 19. Voting procedures**

##### Vote Required

The vote of the shareholders representing at least two-thirds (2/3) of the outstanding capital stock shall be required for the approval of the amendment to the Articles of Incorporation and By-Laws.

##### Method of Counting of Votes

Stockholders on record as of 3 April 2014 shall be entitled to one (1) vote for each share of stock recorded in their names in the books of the Corporation.

In accordance with Section 16 of the Corporation Code of the Philippines, voting shall be made through written assent, as evidenced by the Written Assent Form attached to this Information Statement accomplished in all parts and duly received by ordinary or electronic mail or facsimile at the address below.

**ATTN: THE CORPORATE SECRETARY**

Fil-Estate Corporation  
c/o Mezzanine Floor, Renaissance Tower  
Meralco Avenue, Pasig City  
Fax No.: (632) 633-6248  
E-mail: corsec\_fec@yahoo.com

The Written Assent Form should be signed by the stockholder on record or by his duly authorized representative or proxy. If voting by proxy, the proxy form should be submitted along with the accomplished Written Assent Form.

The votes shall be counted and validated by the Corporate Secretary or BDO Corporate Agencies & Stock Transfer Department, Trust Investments Group, - the stock transfer agent of the Corporation based on the filled-up Written Assent Forms received from the Stockholders. As soon as the affirmative votes reach at least two-thirds (2/3) of the outstanding capital stock of the Company, the amendments shall be considered approved.

The Company undertakes to provide without charge to a stockholder a copy of the Annual Report or SEC Form 17-A upon written request addressed to:

**THE CORPORATE SECRETARY**

Fil-Estate Corporation  
c/o Mezzanine Floor, Renaissance Tower  
Meralco Avenue, Pasig City  
Fax No.: (632) 633-6248  
E-mail: corsec\_fec@yahoo.com

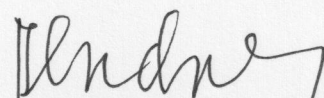
**PART II**

**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 **28 March 2014**.

**FIL-ESTATE CORPORATION**

By:



**ALICE ODCHIGUE-BONDOC**  
Assistant Corporate Secretary



## **NOTICE TO SHAREHOLDERS**

Dear Shareholder:

This is to seek your approval for the amendment of the Articles of Incorporation and By-Laws of Fil-Estate Corporation (the "Company") as follows:

Amendment of Articles of Incorporation:

1. Change in corporate name to "Metro Global Holdings Corporation"

Amendment of By-Laws:

1. Change the corporate name of the Corporation to reflect "Metro Global Holdings Corporation"

In accordance with Section 16 of the Corporation Code of the Philippines, we are now submitting the above-mentioned amendment for the approval of stockholders of record as of 3 April 2014 through written assent.

Enclosed is a form on which you may indicate your vote on the proposed amendments by checking the appropriate box in said form, signing your name thereon and sending us the accomplished form at your soonest convenience.

Thank you.

Very truly yours,

**GILBERT RAYMUND T. REYES**

Corporate Secretary

**WRITTEN ASSENT TO THE  
AMENDMENT OF THE ARTICLES OF INCORPORATION AND BY-LAWS  
OF FIL-ESTATE CORPORATION**

The undersigned, being a stockholder of record of Fil-Estate Corporation (the "Company"), and in relation to the proposed amendment of the Articles of Incorporation and By-Laws of the Company, as follows:

Amendment of Articles of Incorporation:

1. Change in corporate name to "Metro Global Holdings Corporation"

Amendment of By-Laws:

1. Change the corporate name of the Corporation to reflect "Metro Global Holdings Corporation"

[ ] gives his/her written assent to the proposed amendments

[ ] gives his/her objection to the proposed amendments

\_\_\_\_\_  
No. of shares

\_\_\_\_\_  
Name and Signature of Stockholder

\_\_\_\_\_  
Date and Place Signed

\_\_\_\_\_  
The Written Assent Form should be prepared and completed in all parts and signed by the stockholder on record or by his authorized representative or proxy. If voting by proxy, the proxy from should be submitted along with the Written Assent Form. The amendment of the Articles of Incorporation and By-Laws shall be deemed approved as soon as the affirmative votes reach at least two-thirds (2/3) of the outstanding capital stock of the Company.



## PROXY FORM

I/We hereby appoint \_\_\_\_\_ or in his/her absence the Chairman of the Board of Directors as my proxy. Said proxy is authorized to fill in their written assent on my behalf.

\_\_\_\_\_  
No. of shares

\_\_\_\_\_  
Name and Signature of Stockholder

\_\_\_\_\_  
Date and Place Signed

Witness:

\_\_\_\_\_