IN THE MATTER OF:

PETITION FOR VOLUNTARY REVOCATION

OF ORDER OF REGISTRATION AND PERMIT

TO SELL SECURITIES TO THE PUBLIC AND

EXEMPTION FROM REPORTORIAL REQUIREMENTS

UNDER THE SECURITIES REGULATION CODE

XXXXXXXXX

Petitioner

PETITION

Petitioner, Company Name by counsel, respectfully states that:

1. Petitioner \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (the “Petitioner” or “\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_” is a domestic corporation duly organized and existing under the laws of the Philippines, with principal address at principal business address engaged in the business of XXXXXXXX .
2. The Honorable Commission issued an Order of Registration of the Petitioner’s securities consisting of (class and no. of shares) with par value of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ per share and the corresponding Certificate of Permit to Offer Securities for Sale authorizing the sale or offering for sale of Petitioner’s \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ shares in the Philippines.
3. On (date), the Philippine Stock Exchange released (Memorandum) informing the public that it has granted the Petition for Voluntary Delisting of \_\_\_\_\_\_\_\_\_\_\_\_\_\_ filed on (date) and ordered the delisting of the shares of (company name) from the Official Registry of the Exchange effective (date).
4. At present, \_\_\_\_\_\_\_\_\_\_\_\_\_\_ has only (no of stockholders). Out of (no of stockholders), only (no of stockholders) hold at least one hundred (100) shares.
5. Moreover, Petitioner \_\_\_\_\_\_\_\_\_\_\_\_\_ has now only \_\_\_\_\_\_\_\_ stockholders. Out of the \_\_\_\_\_\_\_, only \_\_\_\_\_\_\_\_\_stockholders hold at least one (100) shares.
6. The following supporting documents are attached to this Petition for Voluntary Revocation of the Registration of Securities in compliance with Rule 13(4) of the Amended Implementing Rules and Regulations of the Securities and Exchange Commission:

5.1 A Board Resolution approving said revocation, certified under oath by the Corporate Secretary and attested to by the President on (date).

5.2 A List of Stockholders of (company name) indicating their respective shareholdings as of (date).

5.3 The Proposed Notice of Filing of the Petition for Voluntary Revocation of its Securities, reciting the facts in support of the same and stating that the said Petition is subject to the approval of the Honorable Commission; and

5.4 A copy of the Official Receipt evidencing the payment of filing fee in connection with the filing of the instant Petition.

PRAYER

WHEREFORE, premises considered, Petition (company name) respectfully prays that the Honorable Commission GRANT the instant Petition for Voluntary Revocation of Registration and ORDER the revocation of the registration of securities and corresponding permits to sell that the Commission previously issued to Petitioner. Further, Petitioner respectfully prays for the Honorable Commission to ORDER the termination of the reporting obligations of the Petitioner and/or its exemption from reporting obligations as Petitioner is no longer a public company under the law.

Petition (company name) likewise prays for relief that are just and equitable under premises.

\_\_\_\_\_\_\_\_\_\_ City, \_\_\_\_\_\_\_\_\_\_\_\_\_\_20\_\_\_\_

Counsel for Petitioner/

Name of Petitioner/Position

VERIFICATION

I, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, of legal age, (citizenship) and with (address), after having been duly sworn to in accordance with law, hereby depose and state that:

1. I am the authorized representative of the petitioner in this case and I have caused the preparation and filing of the foregoing Petition.
2. I have the read the same and understood the contents thereof which are true and correct based on my own personal knowledge and/or authentic documents.
3. I further certify that:
4. I have not heretofore commenced any other action or proceedings involving the same issues before the Supreme Court, Court of Appeals, or any other tribunal or agency;
5. To the best of my knowledge and belief, no such action or proceedings have been filed or is pending before the Supreme Court, Court of Appeals, or any other tribunal or agency; and
6. Should I learn of any similar action or proceeding that has been filed or is pending before Supreme Court, Court of Appeals, or any other tribunal or agency, I undertake to inform this Court of such fact within five (5) days therefrom.

Done this \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_,\_\_\_\_\_\_\_\_City

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Affiant

SUBSCRIBE AND SWORN to before me this \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, affiant exhibited \_\_\_\_\_\_\_\_\_\_\_\_\_\_ to me his/her \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ No. \_\_\_\_\_\_\_\_\_\_\_\_\_\_

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REPUBLIC OF THE PHILIPPINES )

) S.S.

SECRETARY’S CERTIFICATE

I, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, Corporate Secretary of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, a company duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with office address at \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, after having been duly sworn in accordance with law, do hereby certify that a meeting of the Board of Directors of the Corporation held at its office on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ at which meeting majority of the Board of Directors were present and acted throughout, the following resolutions or motions duly made and seconded was unanimously adopted:

“RESOLVED, that the Corporation be as it is hereby authorized to voluntary delist its shares that are listed in the Philippine Stock Exchange (PSE) in accordance with the Amended Rule on Minimum Public Ownership, the Securities Regulation Code and its Implementing Rules and Regulations, and any or all applicable rules related thereto.

“RESOLVED, that in relation to the voluntary delisting of its shares, the Corporation hereby authorized the conduct of a Tender Offer by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, its controlling stockholder, as required and permitted by law for the acquisition of all remaining shares of the common stock of the Corporation not currently owned by \_\_\_\_\_\_\_\_\_\_\_\_\_\_ comprised of \_\_\_\_\_\_\_\_\_\_shares of the Corporation, representing approximately \_\_\_\_% of the issued and outstanding common shares of the Corporation at the Tender Offer Price of \_\_\_\_\_\_\_\_\_\_\_.

“RESOLVED, that in relation to the voluntary delisting of the shares of \_\_\_\_\_\_\_\_\_\_, the Corporation is also hereby authorized to cause, by itself or through its controlling stockholder, the termination of its reporting obligations under the Securities Regulation Code and the voluntary revocation of registration of securities and permit to sell securities that were previously issued to the Corporation by the Securities and Exchange Commission (SEC)”

“RESOLVED, that the Board of Directors of the Corporation be, as it is hereby authorized to file or cause the filing of the necessary documents to effect the above-described transactions including the Petition for Voluntary Delisting of the shares of the Corporation that are listed with the PSE, Tender Offer Report (SEC Form 19-1) by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, its controlling stockholder, with SEC, Petition for Voluntary Revocation of Registration of Securities and Permits to Sell Securities under the Securities Regulation Code with SEC, and other related documents that may be required to be submitted by PSE, SEC and other offices, and for this purpose, the Chairman \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, the President and Chief Executive Officer \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, and/or the Treasurer/Chief Financial Officer, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_are hereby designated as official signatories of the Corporation to sign, undertake, deliver all the documents and papers and do all other acts and things necessary, proper or convenient to give effect to the foregoing resolutions”

“RESOLVED, that in connection with the abovementioned transactions, the Board hereby authorizes the \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ to designate and appoint the external services firms, consultants and professionals to provide the services required by the aforesaid transaction, including the appointment of Financial Advisor and Legal Counsel, and for this purpose, any of the above-mentioned representative of the Corporation, are hereby authorized to negotiate the final terms of the engagement of the foregoing entities and professionals, and to sign, execute, and deliver such agreement containing such terms and conditions as he may be deemed acceptable in the best interest of the Corporation.”

Done this \_\_\_\_\_\_\_\_\_\_\_\_\_\_, \_\_\_\_\_\_\_\_\_\_\_\_\_ City

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CORPORATE SECRETARY

Attested by:

Click here to enter text.

President

SUBSCRIBE AND SWORN to before me this \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, affiant exhibited \_\_\_\_\_\_\_\_\_\_\_\_\_\_ to me his/her \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ No. \_\_\_\_\_\_\_\_\_\_\_\_\_\_.

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NOTICE OF FILING OF PETITION FOR VOLUNTARY REVOCATION OF ORDER OF REGISTRATION AND PERMIT TO SELL SECURITIES TO THE PUBLIC AND EXEMPTION FROM REPORTORIAL REQUIREMENTS OF \_\_\_\_\_\_\_\_\_\_\_\_\_\_

Notice is hereby given to the public and to stockholder of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_that on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_20\_\_\_, the Company has filed a Petition for Voluntary Revocation of Order of Registration and Permit to Sell Securities to the Public and Exemption from Reportorial Requirements of the Securities Regulation Code (“SRC”) with the Securities and Exchange Commission (“SEC”).

(Company Name) seeks the revocation of the registration of securities and corresponding Order of Registration and Permit to Sell Securities to the Public previously issued to \_\_\_\_\_\_\_\_\_\_\_\_ and furthermore, for the termination of reporting obligations of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ and/or its exemption from reporting obligations.

Prior thereto, on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_20\_\_\_\_, the \_\_\_\_\_\_\_\_\_shares of \_\_\_\_\_\_\_\_\_\_\_ceased to be listed with the Philippine Stock Exchange (“PSE”) upon the approval by PSE of the Petition for Voluntary Delisting of common shares of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_filed on \_\_\_\_\_\_\_\_\_20\_\_\_\_.

The aforementioned petition for revocation is subject to the approval of the SEC.