**SECURITIES AND EXCHANGE COMMISSION**

**SEC FORM 12-1 SRS SUBMISSION CHECKLIST**

**(“SEC HOPES”)**

**General Instruction**

1. **Use of Form SEC HOPES Submission Checklist**

This form *SEC HOPES[[1]](#footnote-1) Pre-Evaluation Checklist* shall form part of the application for registration of securities under Section 8 and 12 of the Securities Regulation Code (SEC Form 12-1) under the jurisdiction of the Markets and Securities Regulation Department (“MSRD”) pursuant to **SEC Memorandum Circular No. 11, Series of 2017**.

1. **Preparation of Form**
2. All fields in this form must be filled up.
3. Put **N/A** if information or exhibit is not applicable in the Exhibit Number column
4. All Exhibits must be submitted unless if not applicable
5. Manually signed by named officer
6. Must be notarized
7. Insert additional rows if necessary
8. **These general instructions are not to be filed with application.**
9. **Filing and Review**
10. For *initial application and review*: Email *digital copies* of the following to **msrdsubmission@sec.gov.ph in PDF and word format**:

1.1 OGA Pre-Evaluation Clearance

1.2 SEC HOPES Submission Checklist

1.3 Form 12-1 SRS

1.4 All required Exhibits (in the Exhibit Table)

1. In case of materially incomplete documents, the application shall *not be cleared for receiving by the Department.* Please complete the required documents and present for re-evaluation (including this Pre-evaluation Checklist) by the handling specialist.
2. All emails receive not later than 11:59 pm from Monday to Friday shall be considered deemed filed within the day. Submissions made on Saturdays, Sundays, and non-working holidays shall be considered filed on the immediately succeeding business day.
3. Any undertaking to submit any document(s) required to be submitted will **not be accepted** and considered or deemed incomplete, except for undertaking to pay the remaining registration fees application under the Shelf Registration no later than thirty (30) business days prior to the expiry of the three (3) year period of effectivity of the registration statement[[2]](#footnote-2) and those required under *exhibit l*.
4. Each of the exhibits required in the exhibit table shall be filed or incorporated by reference from its previously filed reports provided such information is readily available and downloadable form the company’s website and as part of the registration statement.
5. If application is accepted, MSRD will compute the required registration fee and issue a Payment Assessment Form (PAF).
6. Registrant shall pay the assessed registration fee[[3]](#footnote-3), and send via email scan copy of any proof of payment made to start the review and evaluation process.
7. Registrant shall submit two (2) complete sets of the *hard copies* to MSRD located at the 17th Floor SEC Headquarters, Makati Avenue, Salcedo Village, Brgy. Bel-Air, Makati City, National Capital Region
8. Registrant shall immediately upload digital copy of the **prospectus** in its website.
9. **Amendment to the prospectus**

In filing of an amended/updated/final prospectus in compliance with MSRD’s findings on the registration statement, the registrant shall submit:

(1) a letter reply specifying its responses to the findings;

(2) an amended prospectus addressing/incorporating therein the findings of MSRD and upload the same in its website;

(3) a certified list of the changes made in the amended prospectus and/or exhibits;

(4) all clearances from CGFD, CRMD, EIDP, OGC.

**(e) Request for Confidential Treatment and/or Exemptive Relief**

All request for confidential treatment[[4]](#footnote-4) and/or exemptive relief[[5]](#footnote-5) in relation to the application shall be filed simultaneously with the application for registration and pay the required fee of ₱50,000.00 per issue and per company plus UP Legal Research Fee.

(f) **Review and Procedure**

1. All clearances from the pertinent operating department of the Commission shall be secure and/or completed *prior filing of a registration statement with MSRD:*

1.1 All corporate actions and approval necessary for the Offer are completed and secured a **Certificate of Good Standing** from Company Registration and Monitoring Department (CRMD).

1.2 A **validation of the qualifications and non-disqualifications of its independent directors and compliance with website template** from Corporate Governance and Finance Department (CGFD).

1.3 A **certificate of no pending case** from the Office of the General Counsel (OGC) and Enforcement and Investors Protection Department.

1.4 A **pre-evaluation clearance** from the Office of the General Accountant (OGA)

1. Only complete application for registration will be accepted for processing.
2. The review process shall reckon on the date of payment of the assessed registration fee
3. The Department shall issue a comment letter outlining the findings, issues and deficiencies identified in the documents submitted
4. Registrant shall comply with additional disclosures in the prospectus and/or submission of additional documentary requirements within the prescribed date.
5. The age requirement of the financial statement is compliant with Part II 5 (A)(iv) of the Revised Rule 68.1.
6. The Department shall present before the Commission En Banc the registrant’s application for its consideration based on the available information, compliance and submission.

**MARKETS AND SECURITIES REGULATION DEPARTMENT**

Securities Registration Division

**SEC HOPES PRE-EVALUATION CHECKLIST**

**RS APPLICATION # SEC Use Only**

Click or tap to enter a date.

1. **REGISTRANT INFORMATION**

|  |  |  |  |
| --- | --- | --- | --- |
| SEC Registration Number | Click or tap here to enter text. | | |
| Company Name | Click or tap here to enter text. | | |
| Principal Office Address | Click or tap here to enter text. | | |
| Contact Number#1 | Click or tap here to enter text. | Contact Number #2 | Click or tap here to enter text. |
| Official email (MC#28) | Click or tap here to enter text. | Alternative Email (MC#28) | Click or tap here to enter text. |

**AUTHORIZED REPRESENTATIVE**

|  |  |
| --- | --- |
| Name & Email | Click or tap here to enter text. |
| Position / Designation | Click or tap here to enter text. |
| Company Name | Click or tap here to enter text. |
| Principal Office Address | Click or tap here to enter text. |

1. **CAPITAL STOCK**

|  |  |  |  |
| --- | --- | --- | --- |
| **Authorized Capital Stock** | **No. of Shares** | **Par/Stated Value** | **Amount** |
| Choose an item. | Click or tap here to enter text. | Click or tap here to enter text. | ₱ Click or tap here to enter text. |
| Choose an item. | Click or tap here to enter text. | Click or tap here to enter text. | ₱ Click or tap here to enter text. |
| Choose an item. | Click or tap here to enter text. | Click or tap here to enter text. | ₱ Click or tap here to enter text. |
| **T O T A L** | Click or tap here to enter text. | Click or tap here to enter text. | ₱ Click or tap here to enter text. |
| **Subscribed Capital** | **No. of Shares** | **Par/Stated Value** | **Amount** |
| Choose an item. | Click or tap here to enter text. | Click or tap here to enter text. | ₱ Click or tap here to enter text. |
| Choose an item. | Click or tap here to enter text. | Click or tap here to enter text. | ₱ Click or tap here to enter text. |
| Choose an item. | Click or tap here to enter text. | Click or tap here to enter text. | ₱ Click or tap here to enter text. |
| **T O T A L** | Click or tap here to enter text. | Click or tap here to enter text. | ₱ Click or tap here to enter text. |
| **Paid-Up Capital** | **No. of Shares** | **Par/Stated Value** | **Amount** |
| Choose an item. | Click or tap here to enter text. | Click or tap here to enter text. | ₱ Click or tap here to enter text. |
| Choose an item. | Click or tap here to enter text. | Click or tap here to enter text. | ₱ Click or tap here to enter text. |
| Choose an item. | Click or tap here to enter text. | Click or tap here to enter text. | ₱ Click or tap here to enter text. |
| **T O T A L** | Click or tap here to enter text. | Click or tap here to enter text. | ₱ Click or tap here to enter text. |

1. **SECURITIES TO BE REGISTERED/OFFERED:**

|  |  |  |  |
| --- | --- | --- | --- |
| Type of Registration (Tick Box) | Initial Public Offering  Follow-On Offering  Direct Public Offering  Shelf Registration Tranche:  1st  2nd 3rd 4th 5th  6th (3-years) | | |
| **Class of Offered Securities** | **No. of Blocks** | **Price/Block** | **Amount** |
| Choose an item. | Click or tap here to enter text. | Click or tap here to enter text. | ₱ Click or tap here to enter text. |
| Choose an item. | Click or tap here to enter text. | Click or tap here to enter text. | ₱ Click or tap here to enter text. |
| Choose an item. | Click or tap here to enter text. | Click or tap here to enter text. | ₱ Click or tap here to enter text. |
| Choose an item. | Click or tap here to enter text. | Click or tap here to enter text. | ₱ Click or tap here to enter text. |
| **Total** | Click or tap here to enter text. | Click or tap here to enter text. | ₱ Click or tap here to enter text. |

1. **USE OF PROCEEDS**

|  |  |  |
| --- | --- | --- |
| **Description – Order of Priority** | **Amount** | **Disbursement Period** |
| 1. Click or tap here to enter text. | Click or tap here to enter text. | Click or tap here to enter text. |
| 1. Click or tap here to enter text. | Click or tap here to enter text. | Click or tap here to enter text. |
| 1. Click or tap here to enter text. | Click or tap here to enter text. | Click or tap here to enter text. |
| 1. Click or tap here to enter text. | Click or tap here to enter text. | Click or tap here to enter text. |
| **T O T A L** | Click or tap here to enter text. | Click or tap here to enter text. |

1. **UNDERWRITER(S)**

|  |  |
| --- | --- |
| **Name of Underwriters** | **Amount Underwritten** |
| Click or tap here to enter text. | Click or tap here to enter text. |
| Click or tap here to enter text. | Click or tap here to enter text. |
| Click or tap here to enter text. | Click or tap here to enter text. |
| Click or tap here to enter text. | Click or tap here to enter text. |
| **T O T A L** |  |

1. **LIST OF EXHIBITS SUBMITTED**

| **D E S C R I P T I O N** | **EXIBIT #** | **REMARKS** |
| --- | --- | --- |
| 1. Draft Copy of the Publication of Notice re: Filing | Click or tap here to enter text. | Choose an item. |
| 1. Latest (A) Articles of Incorporation (B) By-laws. *The Articles of Incorporation should already reflect the amendments that may be necessary for the legal issuance of the securities covered by the offering* | Click or tap here to enter text. | Choose an item. |
| 1. Instruments Defining the Rights of Security Holders of common shares being registered | Click or tap here to enter text. | Choose an item. |
| 1. Opinion re: Legality in conformity with the attached Template. | Click or tap here to enter text. | Choose an item. |
| 1. Opinion re: Tax Matters in conformity with the attached Template. | Click or tap here to enter text. | Choose an item. |
| 1. Material Contracts (duly signed contracts entered into with suppliers and or contractors (if applicable) The Commission reserves the right to conduct post audit on the relevant representation | Click or tap here to enter text. | Choose an item. |
| 1. Audited Financial Statements | Click or tap here to enter text. | Choose an item. |
| 1. List of Subsidiaries (if applicable) | Click or tap here to enter text. | Choose an item. |
| 1. Consent of Experts and Independent Counsel | Click or tap here to enter text. | Choose an item. |
| 1. Notarized Curriculum Vitae and Latest Photographs of Officers and Members of the Board of Directors | Click or tap here to enter text. | Choose an item. |
| 1. Authorization re: Issuer’s Bank Account | Click or tap here to enter text. | Choose an item. |
| 1. Copy of Board Resolution approving the securities offering and authorizing the filing of RS | Click or tap here to enter text. | Choose an item. |
| 1. Duly verified resolution of the Issuer’s Board of Directors approving the disclosures contained in the Registration Statement and Prospectus and assuming liability for the information contained therein. | Click or tap here to enter text. | Choose an item. |
| 1. Manual on Corporate Governance | Click or tap here to enter text. | Choose an item. |
| ADDITIONAL EXHIBITS | | |
| 1. Certification that **all mandated government permits/licenses** are secured and valid, with a table containing the type of permit/license, issuing agency, Issuance date and Expiry date as Annex (or reference to the page of the Prospectus where such table of Permits and Licenses can be found).   In case of permits which are still under application, the table shall indicate the name of the permit/license, the issuing agency, the date the application was filed, and the current status of the application. The Commission reserves the right to conduct post audit on this representation. | Click or tap here to enter text. | Choose an item. |
| 1. Certification on legal proceedings filed against and by the Issuer | Click or tap here to enter text. | Choose an item. |
| 1. Certification that all AFS of all subsidiaries has been filed with the Commission (if applicable) | Click or tap here to enter text. | Choose an item. |
| 1. Certification by selling shareholders as to the accuracy of any part of the Registration Statement contributed by such selling shareholder (if applicable) | Click or tap here to enter text. | Choose an item. |
| 1. Certification from Project Engineer as to percentage of project completion (construction of hospitals) | Click or tap here to enter text. | Choose an item. |
| 1. Tax Compliance Report | Click or tap here to enter text. | Choose an item. |
| 1. Feasibility study prepared by qualified profession on the capacity of the Issuer to provide Medical Benefits | Click or tap here to enter text. | Choose an item. |
| 1. Memorandum of Agreement with other Group of Hospitals (if any) | Click or tap here to enter text. | Choose an item. |
| 1. Permit to Construct Hospital issued by the Bureau of Health Facilities and Services (BHFS) of the Department of Health (DOH) | Click or tap here to enter text. | Choose an item. |
| 1. Credit Line/Loan Agreement with any financial institution | Click or tap here to enter text. | Choose an item. |
| 1. Environmental Compliance Certificate | Click or tap here to enter text. | Choose an item. |
| 1. Development and/or Construction Agreement (Contractors) | Click or tap here to enter text. | Choose an item. |
| 1. Certified True Copy of Transfer Certificate Title | Click or tap here to enter text. | Choose an item. |
| 1. Authorization letter from the registrant designating a representative through whom all dealings with the Commission regarding the application is coursed | Click or tap here to enter text. | Choose an item. |
| 1. Certifications and/or Pre-evaluation Form from SEC Operating Department | Click or tap here to enter text. | Choose an item. |
| 1. OGA - approved pre-evaluation form in compliance with the Revised SRC Rule 68 (Section 2 D of the Memorandum Circular No. \_\_\_) | Click or tap here to enter text. | Choose an item. |
| 1. CGFD – Certificate of Qualification of Independent Director and/or Website Template for PLCs | **12** | Choose an item. |
| 1. CRMD – Certificate of good standing and/or no dues collectible | Click or tap here to enter text. | Choose an item. |
| 1. EIPD – Certificate of no pending case filed or pending with the department | Click or tap here to enter text. | Choose an item. |
| 1. OGC - Certificate of no pending case filed against the company and/or its directors and officers | Click or tap here to enter text. | Choose an item. |
| **30. OTHER EXHIBITS** | | |
| 1. Certification from parties involved in the preparation and submission of documents involving registration with the Commission and listing on an Exchange were done and with the full knowledge and consent of the parties, i.e. Issuer, Counsel of the Issuer, Underwriters and Counsel of the Underwriters | Click or tap here to enter text. | Choose an item. |
| 1. Copy of Hospital Construction Plan | Click or tap here to enter text. | Choose an item. |
| 1. Copy of Subscription Agreement | Click or tap here to enter text. | Choose an item. |
| 1. Certificate of Qualification of Independent Director | Click or tap here to enter text. | Choose an item. |
| 1. Security Agreement for Movable Property | Click or tap here to enter text. | Choose an item. |
| j. Deed of Assignment of receivables from Philhealth | Click or tap here to enter text. | Choose an item. |
| k. Secretary’s Certification that all corporate actions (e.g. Increase in Authorized Capital Stock, Enabling Resolutions, and etc.) and approvals necessary for the Offer are secured and completed | Click or tap here to enter text. | Choose an item. |
| l. Undertaking to submit the following documents as soon as available: (i) License to Operate issued by the DOH; (ii) Healthcare Waste Management Plan; (iii) Copy of MOA with a private provider of Treatment Storage and Disposal for waste collection; (iv) LGU permits | Click or tap here to enter text. | Choose an item. |

This pre-evaluation is without prejudice to other substantive deficiencies that maybe noted thereon during the processing proper wherein a full substantive review of all documents is done and shall informed the registrant of the findings or action thereon.

***Note: The Commission may require additional information or documents, including written information from an expert, depending on the necessity thereof or their applicability to the class of securities sought to be registered.***

***Such a requirement will be included in the comment letter. The Commission reserves the right to conduct post audit activity on the relevant representation.***

**CERTIFICATION FROM ISSUER**

I, hereby acknowledge that this form serves as an initial evaluation of the documents submitted by **(name of Issuer)** on **Click or tap to enter a date.** in relation to its application for registration and that the MSRD will conduct a thorough and substantial review of the documents presented as well as to provide comments based thereon, which shall be subject to the Company's compliance.

I, the undersigned, certifying the timeliness, accuracy, completeness, and truthfulness of all information contained in the Registration Statement and Prospectus. We acknowledge that any misrepresentation as to the content of this checklist, registration statement, and all exhibits will be dealt with accordingly.

|  |
| --- |
|  |
| **Name** |
| President |

**SUBSCRIBED AND SWORN** to before me this \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ by affiant who is personally known to me or whom I have identified through competent evidence of identity.

| **Name** | **Type of Identification and Number** | **Place of Issuance** |
| --- | --- | --- |
| Click or tap here to enter text. | Click or tap here to enter text. | Click or tap here to enter text. |

**NOTARY PUBLIC**

Doc. No. \_\_\_\_\_;

Page No.\_\_\_\_\_\_;

Book No.\_\_\_\_\_\_;

Series of 20\_\_\_\_.

------------------------------------------------- **DO NOT FILL UP – FOR MSRD STAFF ONLY** ---------------------------------------------

**RECOMMENDATION:**

**Accept Application**  **Return to Applicant for completion of documents**

Acknowledged by:

|  |  |  |
| --- | --- | --- |
|  |  |  |
| (Name) |  | (Name) |
| MSRD-SRD Staff |  | Authorized Representative |

**REMARKS**

|  |
| --- |
| Click or tap here to enter text. |

1. Hospitals Entrepreneurs (SEC Form 12-1 SRS) [↑](#footnote-ref-1)
2. Rule 8.1.2.3 – 2015 Implementing Rules and Regulation of the SRC [↑](#footnote-ref-2)
3. eSPAYSEC or any branch of LandBank of the Philippines [↑](#footnote-ref-3)
4. Rule 66.3 of 2015 IRR of the SRC [↑](#footnote-ref-4)
5. Rule 72.2 of 2015 IRR of the SRC [↑](#footnote-ref-5)