

COVER SHEET

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SEC Registration Number

F R U I T A S H O L D I N G S , I N C .

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(Company's Full Name)

N O . 6 0 C O R D I L L E R A S T .

B R G Y . D O N A J O S E F A Q U E Z O N C I T Y

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

RUSHELL A. SALVADOR
Contact Person

+(632) 8731-8886
Company Telephone Number

SEC FORM 17-C

1 2 3 1
Month Day
Fiscal Year

FORM TYPE

0 7 2 5
Month Day
Annual Meeting

[Empty box]

Secondary License Type, If Applicable

[Empty box]

Dept Requiring this Doc
Section

[Empty box]

Amended Articles Number /

[Empty box]

Total No. of Stockholders

Total Amount of Borrowings

[Empty box]

Domestic

[Empty box]

Foreign

To be accomplished by SEC Personnel concerned

[Empty box]

File Number

LCU

[Empty box]

Document ID

Cashier

STAMPS

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SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATION CODE
AND SRC RULE 17.2(c) THEREUNDER

1. June 1, 2023
Date of Report (Date of earliest event reported)
2. SEC Identification Number- CS201503014
3. BIR Tax Identification No.- 008-961-476-000
4. **FRUITASHOLDINGS INC**
Exact name of issuer as specified in its charter
5. PHILIPPINES
Province, country or other jurisdiction
of incorporation
6. (SEC Use Only)
Industry Classification Code
7. 60 CORDILLERA ST. COR. E. RODRIGUEZ SR. AVE. QUEZON CITY 1113
Address of principal office Postal Code:
8. (02)8243-1741
Issuer's telephone number, including area code
9. N/A
Former name or former address, if changed since last report
10. Securities registered pursuant to Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
<u>Common</u>	<u>2,133,680,000</u>

11. Indicate the item numbers reported herein: ITEM 2 and Item No. 9- OTHER EVENTS

**Fruitas accelerates growth of cloud kitchen business;
Acquires 100% Equity of Fly Kitchen Inc.**

On June 1, 2023, the Board of Directors of FRUIT ("the Company") approved the agreement to acquire 100% Equity of Fly Kitchen Inc. to accelerate the growth of its cloud kitchen business.

Fly Kitchen Inc. was founded in 2020 at the height of the COVID-19 pandemic. The business was able to expand into four strategic kitchen locations in Metro Manila, specifically in Makati City, Pasig City, Mandaluyong City, and Quezon City with a combined cooking area of about 200 square meters and cater to over 10 brands, including Hatid Pinoy, Jade Express, Kanin at Sabaw, and more. The business has also developed strong relationships with third-party food aggregators like Foodpanda and Grabfood.

The Company had previously announced the launch of its own cloud kitchen, Nube Kuxina, in the third quarter of 2022. By maximizing synergies and integrating its own brands into the present Fly Kitchen ecosystem, the acquisition will enable FRUIT to significantly expand its cloud kitchen business and efficiently serve its customers.

Under the agreement, FRUIT will purchase all of the outstanding shares of Fly Kitchen Inc. Among Fly Kitchen's key assets are the leasehold interests in its four kitchens, all of its inventory and equipment, recipes, and other technical know-how.

The acquisition is payable in cash and Fly Kitchen will become a new subsidiary of the Company.

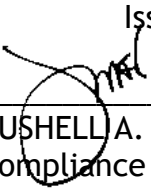
Attached is the acquisition details for your reference.

SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FRUITAS HOLDINGS INC.

Issuer



RUSHELL A. SALVADOR
Compliance Officer

Date

1 June 2023



Fruitas Holdings, Inc. FRUIT

PSE Disclosure Form 4-2 - Acquisition/Disposition of Shares of Another Corporation

References: SRC Rule 17 (SEC Form 17-C) and
Section 4.4 of the Revised Disclosure Rules

Subject of the Disclosure	<p>Fruitas accelerates growth of cloud kitchen business; Acquires 100% Equity of Fly Kitchen Inc.</p> <p>On June 1, 2023, the Board of Directors of FRUIT ("the Company") approved the agreement to acquire 100% Equity of Fly Kitchen Inc. to accelerate the growth of its cloud kitchen business.</p> <p>Fly Kitchen Inc. was founded in 2020 at the height of the COVID-19 pandemic. The business was able to expand into four strategic kitchen locations in Metro Manila, specifically in Makati City, Pasig City, Mandaluyong City, and Quezon City with a combined cooking area of about 200 square meters and cater to over 10 brands, including Hatid Pinoy, Jade Express, Kanin at Sabaw, and more. The business has also developed strong relationships with third-party food aggregators like Foodpanda and Grabfood.</p>
Background/Description of the Disclosure	<p>The Company had previously announced the launch of its own cloud kitchen, Nube Kuxina, in the third quarter of 2022. By maximizing synergies and integrating its own brands into the present Fly Kitchen ecosystem, the acquisition will enable FRUIT to significantly expand its cloud kitchen business and efficiently serve its customers.</p> <p>Under the agreement, FRUIT will purchase all of the outstanding shares of Fly Kitchen Inc. Under the agreement, FRUIT will purchase all of the outstanding shares of Fly Kitchen Inc. Among Fly Kitchen's key assets are the leasehold interests in its four kitchens, all of its inventory and equipment, recipes, and other technical know-how.</p> <p>The acquisition is payable in cash and Fly Kitchen will become a new subsidiary of the Company.</p>
Date of Approval by Board of Directors: Rationale for the transaction including the benefits which are expected to be accrued to the Issuer as a result of the transaction	<p>June 1, 2023</p> <p>The Company had previously announced the launch of its own cloud kitchen, Nube Kuxina, in the third quarter of 2022. By maximizing synergies and integrating its own brands into the present Fly Kitchen ecosystem, the acquisition will enable FRUIT to significantly expand its cloud kitchen business and efficiently serve its customers.</p>
Details of the acquisition or disposition	
Date:	June 1, 2023
Manner	Share Acquisition
Description of the company to be acquired or sold	<p>Fly Kitchen Inc. was founded in 2020 at the height of the COVID-19 pandemic. The business was able to expand into four strategic kitchen locations in Metro Manila, specifically in Makati City, Pasig City, Mandaluyong City, and Quezon City with a combined cooking area of about 200 square meters and cater to over 10 brands, including Hatid Pinoy, Jade Express, Kanin at Sabaw, and more. The business has also developed strong relationships with third-party food aggregators like Foodpanda and Grabfood.</p>
Terms and conditions of the transaction	
Number of shares to be acquired or disposed	2,000 shares

Percentage to the total outstanding shares of the company subject of the transaction	100%
Price per share	See below – consideration is below 10% of the total assets and book value of FRUIT as of March 31, 2023
Nature and amount of consideration given or received	Cash Payment and is below 10% of the total assets and book value of FRUIT as of March 31, 2023.
Principle followed in determining the amount of consideration	Agreed amount by contracting parties
Terms of payment	Full payment on signing of Deed of Sale
Conditions precedent to closing of the transaction, if any	N/A
Any other salient terms	N/A

Identity of the person(s) from whom the assets were acquired or to whom they were sold

Name	Fly Kitchen Inc. Shareholders
Nature of any material relationship with the Issuer, their directors/ officers, or any of their affiliates	N/A
Effect(s) on the business, financial condition and operations of the Issuer, if any	Fruitas Holdings will have another subsidiary
Other Relevant Information	N/A

If the transaction being reported is an acquisition, kindly submit the following additional information: