

COVER SHEET

C S 2 0 1 5 0 3 0 1 4
SEC Registration Number

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

(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

1 2 3 1
Month Day
Fiscal Year

SEC FORM 17-C
DISBURSEMENT OF PROCEEDS & PROGRESS
REPORT FOR THE YEAR ENDING 31 DEC 2023
FORM TYPE

0 7 2 5
Month Day
Annual Meeting

Secondary License Type, If Applicable

Dept Requiring this Doc
Section

Amended Articles Number /

Total No. of Stockholders

Total Amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document ID

Cashier

STAMPS

Remarks: Please use BLACK ink for scanning purposes

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. January 15, 2024
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 9- OTHER EVENTS

We hereby submit the Disbursement of Proceeds and Progress Report for the year ending December 31, 2024. Fruitas Holdings Inc. ("Company") realized a total Offer proceeds of Php896,548,800 from the Initial Public Offering ("Offer") of 533,660,000 common shares at an offer price of Php1.68 per share on 29 November 2019.

For the year ending December 31, 2023, the company has a total disbursement of Php 11,602,884 used for store network expansion, acquisition opportunities and introduction of new concepts, and commissary expansion. As of December 31, 2023, the Company has fully utilized the proceeds from the Initial Public Offering in November 2019.

Please refer to attached Annual Report 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

Date



RALF F. SARMIENTO
Compliance Office

15 January 2024



January 15, 2024

THE PHILIPPINE STOCK EXCHANGE
6F PSE Tower, 5th Avenue corner 28th Street
Bonifacio Global City, Taguig City
Philippines 1634

Attention: **Ms. Alexandra Wong**
Officer in Charge- Disclosure Department


Subject: **Annual Progress Report on the Disbursements of Initial Public Offering Proceeds**

Dear Ms. Wong,

In compliance with the disclosure requirements of the Philippines Stock Exchange, Inc., we are pleased to submit the following;

1. Summary of application of Proceeds from the Initial Public Offering for the year ended December 31, 2023.
2. Certification of Reyes Tacandong and Co. on the accuracy of information provided in relation to progress report.

We hope you find everything in order


Rushell A. Salvador
Chief Financial Officer

FRUITAS HOLDINGS INC.
Summary of Application of Proceeds
As of December 31, 2023

	Balance as at December 31, 2022	Movements during the year	Balance as at December 31, 2023
Gross proceeds	896,548,800.00		896,548,800.00
Offer expenses	(72,464,600.00)		(72,464,600.00)
Net proceeds	824,084,200.00	-	824,084,200.00
Use of proceeds			
Store network expansion and store improvement	(153,645,647.00)	(4,403,153.00)	(158,048,800.00)
Investments of Advances for Working Capital	(147,000,000.00)		(147,000,000.00)
Debt repayment	(175,000,000.00)		(175,000,000.00)
Acquisition opportunities and introduction of new concepts	(153,151,412.00)	(508,938.00)	(153,660,350.00)
Acquisition of head office of FHI	(142,375,050.00)		(142,375,050.00)
Commissary expansion	(41,309,207.00)	(6,690,793.00)	(48,000,000.00)
Balance of amounts infused in subsidiaries	-		-
	(812,481,316.00)	(11,602,884.00)	(824,084,200.00)
Unapplied Proceeds	11,602,884.00	(11,602,884.00)	-

AGREED-UPON PROCEDURES ON THE USE OF PROCEEDS FROM THE INITIAL PUBLIC OFFERING

The Stockholders and the Board of Directors
Fruitas Holdings, Inc.
68 Data St., Brgy. Don Manuel
Quezon City

Report of Factual Findings

We have performed the procedures agreed to by the management of Fruitas Holdings, Inc. ("FHI" or the "Company") with respect to the use of the proceeds from the Initial Public Offering (IPO) of the Company's common shares (the "Offering") for the year ended December 31, 2023 in connection with its compliance with the reportorial requirements of the Philippine Stock Exchange, Inc. (PSE). This may not be suitable for another purpose.

Our engagement was undertaken in accordance with the Revised Philippine Standard on Related Services 4400 (Revised), *Agreed-upon Procedures Engagements*. An agreed-upon procedures engagement involves our performing the procedures that have been agreed with you, and reporting the findings, which are the factual results of the agreed-upon procedures performed. We make no representation regarding the appropriateness of the agreed-upon procedures.

Background

On August 24, 2019, the stockholders and the Board of Directors (BOD) authorized the Company's Offering of its common shares with the PSE. This was approved by the Securities and Exchange Commission (SEC) and the PSE on October 17, 2019 and October 23, 2019, respectively.

On November 29, 2019, the Company's 533,660,000 common shares were officially listed on the PSE at an offer price of ₱1.68 per share.

Procedures Performed and Results

- We obtained the Company's Yearly Report on the Disbursement of Proceeds from Initial Public Offering for the year ended December 31, 2023. A comparison of the actual use and planned use of the Proceeds as at December 31, 2023 is shown below:

	Actual			Updated Proceeds Allocation	Difference
	Balance as at December 31, 2022	Movements during the Year	Balance as at December 31, 2023		
Gross Proceeds	₱896,548,800	₱-	₱896,548,800	₱896,548,800	₱-
Offer Expenses	(72,464,600)	-	(72,464,600)	(72,464,600)	-
Net Proceeds	824,084,200	-	824,084,200	824,084,200	-

(Forward)

	Actual			Updated Proceeds Allocation	Difference
	Balance as at December 31, 2022	Movements during the Year	Balance as at December 31, 2023		
Use of Proceeds					
Store network expansion and store improvement program	(P153,645,647)	(P4,403,153)	(P158,048,800)	(P158,048,800)	-
Debt repayment	(175,000,000)	-	(175,000,000)	(175,000,000)	-
Investment or advances to subsidiaries for working capital	(147,000,000)	-	(147,000,000)	(147,000,000)	-
Acquisition of head office of FHI	(142,375,050)	-	(142,375,050)	(142,375,050)	-
Acquisition opportunities and introduction of new concepts	(153,151,412)	(508,938)	(153,660,350)	(153,660,350)	-
Commissary expansion	(41,309,207)	(6,690,793)	(48,000,000)	(48,000,000)	-
	(812,481,316)	(11,602,884)	(824,084,200)	(824,084,200)	-
Unapplied Proceeds	P11,602,884	(P11,602,884)	P-	P-	P-

2. The disbursements for store network expansion and store improvement program amounting to P4.4 million during the year pertain to security deposits and advance rentals paid for newly opened stores, kiosk construction and fabrication, and leasehold improvements.

We obtained and inspected the supporting official receipts, collection receipts, acknowledgment receipts, sales invoices, and billing statements. We also traced the cash disbursements to the corresponding bank statement. No exceptions were noted.

3. Details of payments made related to acquisition opportunities are as follows:

Payments made by SoyKingdom Inc. (SKI), a wholly-owned subsidiary, for acquisition vehicle relating to Ling Nam business	P458,938
Payments made by Fruitas Group, Inc. (FGI), a wholly-owned subsidiary, for store network expansion of Keffir brand (a yogurt based product)	50,000
	P508,938

We inspected the supporting sales invoice and collection receipt issued by the seller. We also traced the cash outflow to the corresponding bank statement. No exceptions were noted.

4. The disbursements for commissary expansion amounting to P6.7 million pertain to the commissaries of the following:

FGI	P5,063,031
Negril Trading, Inc. (NTI), a wholly-owned subsidiary	1,627,762
	P6,690,793

We inspected the related supporting billing statements, sales invoices and official receipts issued by the contractor. We also traced the cash disbursements to the corresponding bank statement. No exceptions were noted.

5. As at June 30, 2023, the Company has fully utilized the proceeds from the initial public offering.

The Company has acknowledged that the agreed-upon procedures are appropriate for the purpose of the engagement. The Company is responsible for the subject matter on which the agreed-upon procedures are performed.

The Company has acknowledged that the agreed-upon procedures are appropriate for the purpose of the engagement. The Company is responsible for the subject matter on which the agreed-upon procedures are performed.

This agreed-upon procedures engagement is not an assurance engagement. Accordingly, we do not express an opinion or an assurance conclusion. Had we performed additional procedures or performed an audit or a review of the financial statements in accordance with Philippine Standards on Auditing or Philippine Standards on Review Engagements, other matters might have come to our attention that would have been reported to the Company.

We have complied with the relevant ethical requirements in making informed decisions about the courses of action that are appropriate in the circumstances of the agreed-upon procedures engagement. For all the purpose of this engagement, there are no independence requirements with which we are required to comply.

Our Firm applies Philippine Standard on Quality Control (PSQC) 1, *Quality Control for Firms that Perform Audits and Reviews of Financial Statements, Other Assurance and Related Services Engagements*, and accordingly, maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Our report is solely for the purpose set forth in the first paragraph of this report and for your information and is not to be used for any other purpose or to be distributed to any other parties. This report relates only to items specified in the foregoing and does not extend to any financial statements of the Company taken as a whole.

REYES TACANDONG & CO.



CEDRIC M. CATERIO

Partner

CPA Certificate No. 87322

Tax Identification No. 102-083-647-000

BOA Accreditation No. 4782; Valid until April 13, 2024

SEC Accreditation No. 87322-SEC Group A;

Issued April 20, 2022;

Valid for Financial Periods 2021 to 2025

BIR Accreditation No. 19-005765-001-2022;

Issued December 13, 2022

Valid until December 13, 2025

PTR No. 10072410

Issued January 2, 2024, Makati City

January 13, 2024

Makati City, Metro Manila