

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

SEC FORM 17-C

DISBURSEMENT OF PROCEEDS & PROGRESS  
REPORT FOR THE QUARTER ENDING 30JUNE2023  
FORM TYPE

1 2

Month  
Fiscal Year

3 1

Day

0 7

Month

2 5

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

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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. July 14, 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 9- OTHER EVENTS

We hereby submit the Disbursement of Proceeds and Progress Report for the 2nd Quarter of 2023. Fruitas Holdings Inc. ("Company") realized proceeds 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 with the total Offer proceeds of Php896,548,800.

For the quarter ending June 30, 2023, the company has a total disbursement of Php 6,946,178 used for store network expansion, introduction of new concept and commissary expansion. As of June 30, 2023, the Company has used up all IPO Offer Proceeds.


**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

  
\_\_\_\_\_  
RUSHELL A. SALVADOR  
Compliance Office

14 July 2023



July 14, 2023

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

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

Subject: **2023 2nd Quarter 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 as of June 30, 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

Very Truly Yours,  
**FRUITAS HOLDINGS INC.**

By:  Juniel Dominic P. Torio  
Chief Financial Officer and Treasurer

**FRUITAS HOLDINGS INC.**  
Summary of Application of Proceeds  
As of June 30,2023

	Balance as at March 31, 2023	Movements during the year	Balance as at June 30, 2023
<b>Gross proceeds</b>	896,548,800.00		896,548,800.00
<b>Offer expenses</b>	(72,464,600.00)		(72,464,600.00)
<b>Net proceeds</b>	824,084,200.00	-	824,084,200.00
<b>Use of proceeds</b>			
Store network expansion and store improvement	(156,947,734.00)	(1,101,066.00)	(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	(153,201,412.00)	(458,938.00)	(153,660,350.00)
Acquisition of head office of FHI	(142,375,050.00)		(142,375,050.00)
Commissary expansion	(42,613,826.00)	(5,386,174.00)	(48,000,000.00)
Balance of amounts infused in subsidiaries	-		-
	(817,138,022.00)	(6,946,178.00)	(824,084,200.00)
<b>Unapplied Proceeds</b>	<b>6,946,178.00</b>	<b>(6,946,178.00)</b>	<b>-</b>

## 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 quarter ended June 30, 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

1. We obtained the Company's Quarterly Report on the Disbursement of Proceeds from Initial Public Offering for the quarter ended June 30, 2023. A comparison of the actual use and planned use of the Proceeds as at June 30, 2023 is shown below:

	Actual			Updated Proceeds Allocation	Difference
	Balance as at March 31, 2023	Movements during the Quarter	Balance as at June 30, 2023		
<b>Gross Proceeds</b>	<b>₱896,548,800</b>	<b>₱-</b>	<b>₱896,548,800</b>	<b>₱896,548,800</b>	<b>₱-</b>
<b>Offer Expenses</b>	<b>(72,464,600)</b>	<b>-</b>	<b>(72,464,600)</b>	<b>(72,464,600)</b>	<b>-</b>
<b>Net Proceeds</b>	<b>824,084,200</b>	<b>-</b>	<b>824,084,200</b>	<b>824,084,200</b>	<b>-</b>

(Forward)

	Actual		Balance as at June 30, 2023	Updated Proceeds Allocation	Difference
	Balance as at March 31, 2023	Movements during the Quarter			
<b>Use of Proceeds</b>					
Store network expansion and store improvement program	(P156,947,734)	(P1,101,066)	(P158,048,800)	(P158,048,800)	P-
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	(153,201,412)	(458,938)	(153,660,350)	(153,660,350)	-
Commissary expansion	(42,613,826)	(5,386,174)	(48,000,000)	(48,000,000)	-
	<b>(817,138,022)</b>	<b>(6,946,178)</b>	<b>(824,084,200)</b>	<b>(824,084,200)</b>	-
<b>Unapplied Proceeds</b>	<b>P6,946,178</b>	<b>(P6,946,178)</b>	<b>P-</b>	<b>P-</b>	<b>P-</b>

- The disbursements for store network expansion and store improvement program amounting to P1.1 million during the quarter 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.

- The disbursements for acquisition opportunities and introduction of new concepts amounting to P458,938 pertains to acquisition of a vehicle. We inspected the supporting vehicle sales invoice and collection receipt issued by the seller. We also traced the cash outflow to the corresponding bank statement. No exceptions were noted.
- The disbursements for commissary expansion amounting to P5.4 million pertain to the commissaries of the following:

Fruitas Group, Inc. (FGI), a wholly-owned subsidiary	P4,557,130
Negril Trading, Inc. (NTI), a wholly-owned subsidiary	829,044
	<b>P5,386,174</b>

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.

- 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.

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. 9564563

Issued January 3, 2023, Makati City

July 12, 2023

Makati City, Metro Manila