

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

1 2

Month

3 1

Day

Fiscal Year

SEC FORM 17-C

MATERIAL INFORMATION/TRANSACTION-
OCT. 28, 2022
FORM TYPE

0 7

Month

2 5

Day

Annual Meeting

[Empty box]

Secondary License Type, If Applicable

[Empty box]

Dept Requiring this Doc

[Empty box]

Amended Articles Number / Section

[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

Remarks: Please use BLACK ink for scanning purposes

October 28, 2022

THE SECURITIES AND EXCHANGE COMMISSION
Markets and Securities Regulation Department
Secretariat Building, PICC Complex
Roxas Boulevard, Pasay City, 1307



Attention : **Director Vicente Graciano P. Felizmenio, Jr.**
Markets and Securities Regulation Department

THE PHILIPPINE STOCK EXCHANGE
3rd Floor, Philippines Stock Exchange Plaza
Ayala Triangle, Ayala Avenue, Makati City

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

Subject : Board of Director approval on October 28, 2022

Gentlemen:

We hereby submit the SEC Form 17C for the Material information and transactions approved by the Board of Directors of Fruitas Holdings Inc. ("FRUIT") on October 28, 2022. The Board of Directors approved the following:

- Reallocation of IPO proceeds
- Amendment of the Articles of Incorporation of Soykingdom Inc., FRUIT's wholly-owned subsidiary
- Subscription to SKI's common shares

Very truly yours,

FRUITAS HOLDINGS INC.

By:  Rushett A. Salvador
Compliance Officer



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. October 28, 2022
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 inform the SEC and PSE on the board approvals of the Board of Directors in its meeting on October 28, 2022 as follows:

The Board of Directors of Fruititas Holdings, Inc. (“FRUIT”) resolved to increase the allocation of IPO proceeds to “Acquisition opportunities and introduction of new concepts” from Php135m to Php153.66m. The increase in allocation of IPO proceeds to “Acquisition opportunities and introduction of new concepts” was sourced from the following: (1) the additional net proceeds resulting from lower offer expenses compared to initial estimate; (2) unused portion of the proceeds previously allocated to acquisition of property; and (3) a portion of the proceeds initially allocated to commissary expansion. The updated allocation of IPO proceeds is shown below:

	PLANNED ALLOCATION (OLD)	UPDATED PROCEEDS ALLOCATION (NEW)
Gross proceeds	896,548,800.00	896,548,800.00
Offer expenses	- 76,500,000.00	- 72,464,600.00
Net proceeds	820,048,800.00	824,084,200.00
Use of proceeds		
Store network expansion and store -	158,048,800.00	- 158,048,800.00
Working Capital	- 147,000,000.00	- 147,000,000.00
Acquisition of Property	- 145,000,000.00	- 142,375,050.00
Debt repayment	- 175,000,000.00	- 175,000,000.00
Acquisition opportunities and introduction of new concepts	- 135,000,000.00	- 153,660,350.00
Commissary expansion	- 60,000,000.00	- 48,000,000.00
TOTAL	- 820,048,800.00	- 824,084,200.00

The Board of Directors of FRUIT and the Board of Directors of Soykingdom, Inc. (“SKI”), FRUIT’s wholly-owned subsidiary, also approved certain amendments to the Articles of Incorporation of SKI, including among others, the increase in authorized capital stock of SKI.

The Board of Directors of both corporations further approved the subscription by FRUIT to 37,050,000 common shares of SKI at Php 1.70 per share. The Board of SKI likewise approved the incorporation of Ling Nam Inc. as SKI’s subsidiary. The subscription by FRUIT to SKI shares and incorporation of Ling Nam Inc. is in line with the Acquisition of the Ling Nam Restaurant Business.

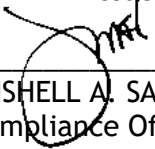


SIGNATURES

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 Office

Date

28 Oct. 2022