

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
MATERIAL INFORMATION
FORM TYPE
Annual Meeting

0 7 2 3
Month Day
Annual Meeting

Secondary License Type, If Applicable

Dept Requiring this Doc

Amended Articles Number / Section

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. November 19, 2024
Date of Report (Date of earliest event reported)
2. SEC Identification Number- CS201503014
3. BIR Tax Identification No.- 008-961-476-000
4. **FRUITAS HOLDINGS 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. BRGY. DONA JOSEFA, QUEZON CITY
Address of principal office
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 9- OTHER EVENTS

**Fruitas enters roasted chicken segment;
Indirect subsidiary acquires Mang Bok's assets**

On November 19, 2024, Negril Trading Inc. became a 60% shareholder of Bigboks Enterprises Inc., which served as the acquisition vehicle for the assets related to the Mang Bok's business. The transaction represents the Fruitas Group's entry into the roasted chicken segment,

broadening the product offerings under the House of Fruitas. This is expected to create synergies across Fruitas brands, enhancing overall customer experience and satisfaction. The Group also aims to leverage its extensive retail network and operational expertise to elevate the brand while maintaining the quality and taste of Mang Bok's that the Filipino consumers have come to love.

The acquisition includes all assets, including inventories, equipment, leasehold improvement, transportation equipment, if any, intellectual property rights/trademark (including brand registrations, know-how, recipes for all past and current products and certain products under research and development of Mang Bok's, and process/menu manual), franchise ownership grant/rights, contractual rights to suppliers and lessor including security deposits at the time of acquisition.

Attached are the details of the acquisition 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 E. Sarmiento
Compliance Officer

19 November 2024



Fruitas Holdings, Inc. FRUIT

PSE Disclosure Form 4-1 – Acquisition or Disposition of Assets

References: SRC Rule 17 (SEC Form 17-C) and

Section 4.4 of the Revised Disclosure Rules

Subject of the Disclosure:	Fruitas enters roasted chicken segment; Indirect subsidiary acquires Mang Bok's assets
Background/Description of the Disclosure:	<p>The Mang Bok's food chain was established in September 2002 and has continued to be a popular choice among consumers for its succulent roasted chicken and pork belly. Its stores offer freshly roasted chicken and pork products with a selection of fried items and affordable rice meals to serve a wide range of customers. All its products are carefully prepared and cooked, making it tasty, juicy, and very satisfying.</p> <p>On November 19, 2024, Negril Trading Inc., FRUIT's 100% owned subsidiary, subscribed to new shares of Bigboks Enterprises Inc., making it a 60% shareholder of Bigboks Enterprises Inc. Bigboks Enterprises Inc. will use most of the proceeds to acquire assets related to the Mang Bok's business from Boksbro Inc.</p> <p>The acquisition includes all assets, including inventories, equipment, leasehold improvement, transportation equipment, if any, intellectual property rights/trademark (including brand registrations, know-how, recipes for all past and current products and certain products under research and development of Mang Bok's, and process/menu manual), franchise ownership grant/rights, contractual rights to suppliers and lessors including security deposits at the time of acquisition.</p> <p>Negril Trading Inc. will pay its subscription in Bigboks Enterprises Inc. in cash, initially paying for 25% of the agreed subscription price.</p>
Date of Approval by Board of Directors:	November 19, 2024
Rationale for the transaction including the benefits which are expected to be accrued to the Issuer as a result of the transaction:	<p>The acquisition of the Mang Bok's business represents the Fruitas Group's entry into the roasted chicken sector, broadening the product offerings under the House of Fruitas. Additionally, the integration of Mang Bok's is expected to create synergies across Fruitas brands, enhancing overall customer experience and satisfaction. The Group also aims to leverage its extensive retail network and operational expertise to elevate the brand while maintaining the quality and taste of Mang Bok's that the Filipino consumers have come to love.</p>
DETAILS OF THE ACQUISITION OR DISPOSITION	
Date:	November 19, 2024

Manner:	Asset Acquisition
Description of the company to be acquired or sold:	N/A
Description of the assets involved:	The acquisition includes all assets, including inventories, equipment, leasehold improvement, transportation equipment, if any, intellectual property rights/trademark (including brand registrations, know-how, recipes for all past and current products of Mang Boks, and process/menu manual) related to the Mang Bok's business, franchise ownership grant/rights, contractual rights to suppliers and lessors including security deposits at the time of acquisition.
TERMS AND CONDITION OF THE TRANSACTIONS	
Nature and amount of consideration given or received:	Cash payment and is below 10% of the total equity of FRUIT as of September 30, 2024.
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 shares were acquired or to whom they were sold: (Name and relationship)	Boksbro Inc.
Nature of any material relationship with the Issuer, their directors/ officers, or any of their affiliates:	No material relationship with Boksbro Inc., Bigboks Enterprises Inc. and their respective shareholders. Shareholding split of Bigboks Enterprises Inc. after the investment by Negril Trading Inc. are as follows: Negril Trading Inc. - 60% Private individuals - 38.75% Lester C. Yu - 1.25%* * Mr. Yu subscribed to nominal number of shares in Bigboks Enterprises Inc. to qualify as Board Director and part of senior management post-reorganization.
Effect(s) on the business, financial condition and operations of the Issuer, if any:	Acquisition expected to increase consolidated revenues of Fruitas Holdings
Source(s) of funds	Internally generated cash
If any asset so acquired by the issuer or its subsidiaries constituted plant, equipment or	Bigboks Enterprises Inc. acquired operational assets and intellectual property and there is no expected change in their use at this time.

other physical property, state the nature of the business in which the assets were used by the persons from whom acquired and whether the issuer intends to continue such use or intends to devote the assets to other purposes, indicating such other purposes	
Other relevant information	N/A

Fruitas Holdings, Inc. FRUIT

PSE Disclosure Form 4-2 – Acquisition or 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:	Fruitas enters roasted chicken segment; Indirect subsidiary acquires Mang Bok's assets
Background/Description of the Disclosure:	<p>The Mang Bok's food chain was established in September 2002 and has continued to be a popular choice among consumers for its succulent roasted chicken and pork belly. Its stores offer freshly roasted chicken and pork products with a selection of fried items and affordable rice meals to serve a wide range of customers. All its products are carefully prepared and cooked, making it tasty, juicy, and very satisfying.</p> <p>On November 19, 2024, Negril Trading Inc., FRUIT's 100% owned subsidiary, subscribed to new shares of Bigboks Enterprises Inc., making it a 60% shareholder of Bigboks Enterprises Inc. Bigboks Enterprises Inc. will use most of the proceeds to acquire assets related to the Mang Bok's business from Boksbro Inc.</p> <p>The acquisition includes all assets, including inventories, equipment, leasehold improvement, transportation equipment, if any, intellectual property rights/trademark (including brand registrations, know-how, recipes for all past and current products and certain products under research and development of Mang Bok's, and process/menu manual), franchise ownership grant/rights, contractual rights to suppliers and lessors including security deposits at the time of acquisition.</p> <p>Negril Trading Inc. will pay its subscription in Bigboks Enterprises Inc. in cash, initially paying for 25% of the agreed subscription price.</p>
Date of Approval by Board of Directors:	November 19, 2024
Rationale for the transaction including the benefits which are expected to be accrued to the Issuer as a result of the transaction:	<p>The acquisition of the Mang Bok's business represents the Fruitas Group's entry into the roasted chicken sector, broadening the product offerings under the House of Fruitas. Additionally, the integration of Mang Bok's is expected to create synergies across Fruitas brands, enhancing overall customer experience and satisfaction. The Group also aims to leverage its extensive retail network and operational expertise to elevate the brand while maintaining the quality and taste of Mang Bok's that the Filipino consumers have come to love.</p>
DETAILS OF THE ACQUISITION OR DISPOSITION	
Date:	November 19, 2024
Manner:	Shares Subscription
Description of the company to	N/A

be acquired or sold:	
TERMS AND CONDITION OF THE TRANSACTIONS	
Number of shares to be acquired or disposed:	960,000
Percentage to the total outstanding shares of the company subject of the transaction:	60
Price per share	Php 9.23
Nature and amount of consideration given or received:	Cash payment and is below 10% of the total equity of FRUIT as of September 30, 2024.
Principle followed in determining the amount of consideration:	Agreed amount by contracting parties.
Terms of payment:	Initial payment of 25% of the total subscription price, and the balance of the subscription price is expected to be paid up within 2025, as the need to fund working capital and capital expenditure arises.
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 shares were acquired or to whom they were sold: (Name and relationship)	Bigboks Enterprises Inc.
Nature of any material relationship with the Issuer, their directors/ officers, or any of their affiliates:	<p>No material relationship with Boksbro Inc., Bigboks Enterprises Inc. and their respective shareholders. Shareholding split of Bigboks Enterprises Inc. after the investment by Negril Trading Inc. are as follows: Negril Trading Inc. - 60% Private individuals - 38.75% Lester C. Yu - 1.25%*</p> <p>* Mr. Yu subscribed to nominal number of shares in Bigboks Enterprises Inc. to qualify as Board Director and part of senior management post-reorganization.</p>
Effect(s) on the business, financial condition and operations of the Issuer, if any:	Acquisition expected to increase consolidated revenues of Fruitas Holdings
Other relevant information	N/A