

# 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. Date of Report (Date of earliest event reported)

Jun 9, 2023

2. SEC Identification Number

0000086335

3. BIR Tax Identification No.

000-417-352-000

4. Exact name of issuer as specified in its charter

Monde Nissin Corporation

5. Province, country or other jurisdiction of incorporation

Philippines

6. Industry Classification Code(SEC Use Only)

7. Address of principal office

Felix Reyes Street, Barangay Balibago, City of Santa Rosa, Laguna

Postal Code

4026

8. Issuer's telephone number, including area code

+63277597595

9. Former name or former address, if changed since last report

N/A

10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common	17,968,611,496

11. Indicate the item numbers reported herein

Item 9

*The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.*





# Monde Nissin Corporation

## MONDE

**PSE Disclosure Form QR-1 - Quasi-Reorganization**  
**References: Rules on Quasi-Reorganization**  
**SRC Rule 17 (SEC Form 17-C)**

### Subject of the Disclosure

Monde Nissin Corporation's ("MONDE's") Equity Restructuring to wipe-out the deficit as of December 31, 2022 in the amount of P7,153,900,000.00 against the Additional Paid-in Capital (APIC) of P46,515,847,000.00

### Background/Description of the Disclosure

On March 29, 2023, MONDE's Board approved MONDE to pursue an equity restructuring (offsetting deficit against paid-in capital in excess of par value) subject to the availability of the final Deficit amount in the 2022 audited financial statements ("AFS"), through management. On March 30, 2023, management initially determined that the amount of Deficit to be eliminated is P7,153,900,753 from the parent audited financial statements as of December 31, 2022. Upon revalidation on May 24, 2023 vis-à-vis the AFS which was presented in the thousands rather than in the hundreds, management determined that the final amount of Deficit to be eliminated is P7,153,900,000.00 instead of P7,153,900,753, or a difference of P753.00 (Seven Hundred Fifty-Three Pesos).

The equity restructuring is intended to zero out the Deficit as of December 31, 2022 as reflected in the AFS (as of December 31, 2022), and has been approved by the Securities and Exchange Commission on June 9, 2023.

The equity restructuring will not involve a change in the par value of MONDE's shares nor will it require an infusion of any additional paid-in capital; neither will the equity restructuring result in any change in the number of MONDE's issued, outstanding, or listed shares.

<b>Date of Approval by Board of Directors</b>	Mar 29, 2023
<b>Date of Approval by Stockholders</b>	TBA
<b>Date of Approval by Securities and Exchange Commission</b>	Jun 9, 2023

### Rationale for quasi-reorganization

To zero out the Deficit in Retained Earnings as of December 31, 2022 as the Deficit was a result of a non-operating non-cash impairment of intangibles

<b>Amount of deficit that will be eliminated</b>	Deficit of P7,153,900,000 from the parent audited financial statements as of December 31, 2022
--	--

## Adjustment(s) on the following

### Authorized Capital Stock (ACS)

Type of Security / Stock Symbol	Before Capital Restructuring (current)	Decrease in ACS	Increase in ACS	After Capital Restructuring
MONDE	P12,000,000,000.00	N/A	N/A	P12,000,000,000.00

### Issued Shares

Type of Security / Stock Symbol	Before Capital Restructuring (current)	Decrease in ACS	Increase in ACS	After Capital Restructuring
MONDE	17,968,611,496	N/A	N/A	17,968,611,496

### Outstanding Shares

Type of Security / Stock Symbol	Before Capital Restructuring (current)	Decrease in ACS	Increase in ACS	After Capital Restructuring
MONDE	17,968,611,496	N/A	N/A	17,968,611,496

### Listed Shares

Type of Security / Stock Symbol	Before Capital Restructuring (current)	Decrease in ACS	Increase in ACS	After Capital Restructuring
MONDE	17,968,611,496	N/A	N/A	17,968,611,496

### Treasury Shares

Type of Security / Stock Symbol	Before Capital Restructuring (current)	Decrease in ACS	Increase in ACS	After Capital Restructuring
MONDE	N/A	N/A	N/A	N/A

### Par Value

Type of Security / Stock Symbol	Before Capital Restructuring (current)	Decrease in ACS	Increase in ACS	After Capital Restructuring
MONDE	P0.50	N/A	N/A	P0.50

## Movement in the total stockholders' equity account

### ACS

Type of Security /Stock Symbol	Beginning Balance	Entries to record the decrease in ACS		Balance after decrease in ACS	Entries to record the increase in ACS		Balance after increase in ACS
		Dr	Cr		Dr	Cr	
MONDE	P12,000,000,000.00	N/A	N/A	P12,000,000,000.00	N/A	N/A	N/A

### Issued and Outstanding Shares

Type of Security /Stock Symbol	Beginning Balance	Entries to record the decrease in ACS		Balance after decrease in ACS	Entries to record the increase in ACS		Balance after increase in ACS
		Dr	Cr		Dr	Cr	
MONDE	17,968,611,496	N/A	N/A	17,968,611,496	N/A	N/A	N/A

### Treasury Shares

Type of Security /Stock Symbol	Beginning Balance	Entries to record the decrease in ACS		Balance after decrease in ACS	Entries to record the increase in ACS		Balance after increase in ACS
		Dr	Cr		Dr	Cr	
MONDE	N/A	N/A	N/A	N/A	N/A	N/A	N/A

#### Additional Paid-In Capital

Beginning Balance	Entries to record the decrease in ACS		Balance after decrease in ACS	Entries to record the increase in ACS		Balance after increase in ACS
	Dr	Cr		Dr	Cr	
P46,515,847,000	P7,153,900,000	0	P39,361,947,000	N/A	N/A	N/A

#### Deficit

Beginning Balance	Entries to record the decrease in ACS		Balance after decrease in ACS	Entries to record the increase in ACS		Balance after increase in ACS
	Dr	Cr		Dr	Cr	
(P7,153,900,000)	0	P7,153,900,000	0	N/A	N/A	N/A

#### Total Stockholders' Equity

Beginning Balance	Entries to record the decrease in ACS		Balance after decrease in ACS	Entries to record the increase in ACS		Balance after increase in ACS
	Dr	Cr		Dr	Cr	
P48,129,853,238	0	0	P48,129,853,238	N/A	N/A	N/A

#### Proposed timetable of the quasi-reorganization that includes the following

Expected date of filing the amendments to the Articles of Incorporation with the SEC	TBA
Expected date of SEC approval of the Amended Articles of Incorporation	TBA

#### Procedure(s) for updating stock certificates

##### Details of Stock Transfer Agent

Name	BDO Unibank, Inc. Trust and Investments Group – Securities Services (Stock Transfer)
Address	46th Floor BDO Corporate Center Ortigas, East Tower, 12 ADB Avenue, Mandaluyong City
Contact Person	Oliver L. Galvez

##### Inclusive dates when the old stock certificates can be replaced

Start Date	TBA
End Date	TBA

##### Documentary requirements

Individual Shareholders
-------------------------

N/A

**Corporate Shareholders**

N/A

**Date of availability of new stock certificates**

TBA

**Procedures in case of lost stock certificates**

N/A

**Other Relevant Information**

This disclosure has been first amended on May 25, 2023 to update the amount of the deficit to be eliminated from P7,153,900,753 to P7,153,900,000.00.

Being updated for the second time on June 9, 2023, this disclosure reports the SEC's approval of MONDE's application for equity restructuring on the same date. The Deficit of P7,153,900,000 is wiped out against the APIC. There are no other movements in the Authorized Capital Stock and other Equity accounts. Moreover, it does not require shareholders' approval, nor involve the amendment of MONDE's Articles of Incorporation, or the replacement of old stock certificates with new stock certificates.

Also attached is an updated SEC Form 17-C and the SEC's Certificate of Approval of Equity Restructuring dated June 9, 2023.

**Filed on behalf by:**

**Name**

Jon Edmarc Castillo

**Designation**

Chief 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. **June 9, 2023**  
Date of Report (Date of earliest event reported)
2. SEC Identification Number **0000086335**
3. BIR Tax Identification No. **000-417-352-000**
4. **Monde Nissin Corporation**  
Exact name of issuer as specified in its charter
5. **Republic of the Philippines**  
Province, country or other jurisdiction of incorporation
6.  (SEC Use Only)  
Industry Classification Code
7. **Felix Reyes St., Barangay Balibago, City of Santa Rosa, Laguna**  
Address of principal office **4026**  
Postal Code
8. **(02) 7759 7595**  
Issuer's telephone number, including area code
9. **Not applicable**  
Former name or former address, if changed since last report
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
---------------------	---

<b>Common</b>	<b>17,968,611,496</b>
---------------	-----------------------

11. Indicate the item numbers reported herein: **Item 9. Other Events**

On March 30, 2023, Monde Nissin Corporation (“MONDE”) reported its Board of Directors’ approval on March 29, 2023 for MONDE to pursue an equity restructuring (offsetting deficit against paid-in capital in excess of par value) subject to the availability of the final Deficit amount in the 2022 audited financial statements, through management. On March 30, 2023, management initially determined that the amount of Deficit to be eliminated is P7,153,900,753 from the parent’s audited financial statements as of December 31, 2022 (“2022 AFS”). Upon revalidation on May 24, 2023 vis-à-vis the 2022 AFS which was presented in the thousands rather than in the hundreds, management determined that the final amount of Deficit to be eliminated is P7,153,900,000.00 instead of P7,153,900,753, or a difference of P753.00 (Seven Hundred

---

Fifty-Three Pesos). On the same date, MONDE reported the updated amount of the Deficit to be eliminated from P7,153,900,753 to P7,153,900,00.

The equity restructuring is intended to zero out the Deficit as of December 31, 2022 as reflected in the parent's 2022 AFS, and is subject to the approval of the Securities and Exchange Commission.

On June 9, 2023, the SEC approved MONDE's application for equity restructuring. The Deficit of P7,153,900,000 is wiped out against the APIC. There are no other movements in the Authorized Capital Stock and other Equity accounts. Moreover, it does not involve shareholders' approval, amendment of Articles of Incorporation, and replacement of old stock certificates with new stock certificates. This updated SEC Form 17-C is being submitted to report on the SEC's approval of MONDE's application for equity restructuring.

Also attached is the SEC's Certificate of Approval of Equity Restructuring dated June 9, 2023.

### 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.

**MONDE NISSIN CORPORATION**  
Issuer

**June 9, 2023**  
Date

  
**JESSE C. TEO**  
Chief Financial Officer



**REPUBLIC OF THE PHILIPPINES  
SECURITIES AND EXCHANGE COMMISSION**

The SEC Headquarters  
7907 Makati Avenue, Salcedo Village,  
Barangay Bel-Air, Makati City, 1209, Metro Manila

COMPANY REG. NO. 86335

**CERTIFICATE OF APPROVAL OF  
EQUITY RESTRUCTURING**

**KNOW ALL PERSONS BY THESE PRESENTS:**

**THIS IS TO CERTIFY** that the equity restructuring to wipe-out the deficit as of December 31, 2022 in the amount of P7,153,900,000.00 against the Additional Paid-in Capital (APIC) of P46,515,847,000.00 of

**MONDE NISSIN CORPORATION**

was approved by the Commission on this date considering the all the requirements have been complied with provided that the remaining APIC of P39,361,947,000.00 cannot be applied for future losses that may be incurred by the company without prior approval of the Commission.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at The SEC Headquarters, 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, 1209, Metro Manila, Philippines, this 9<sup>th</sup> day of June, Twenty Twenty Three.

**GERARDO F. DEL ROSARIO**

Director

Company Registration and Monitoring Department

MLTC/100