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SEC voids registration of MassDrop, MDM Ventures

THE Securities and Exchange Commission (SEC) has revoked the registrations and the certificates of incorporation of two more entities "for serious misrepresentation as to what the corporations can do to the great prejudice of or damage to the general public."

In an order dated Dec. 31, the SEC said it revoked the registration of MassDrop Marketing and Franchising Opc and MDM Ventures Corp. after the regulator found that the two were offering schemes "clearly in the nature of a Ponzi scheme." A Ponzi scheme is an investment program that promises high returns, where old investors earn from the investment of newer recruits.

"The schemes offered by MDM Ventures are exactly the same as that of MassDrop's," the SEC said.

The two were offering an investment program where investors may earn a monthly return of 20% for 90 days, including additional returns on the third month, for a total of a 160% profit.

The SEC noted that "a member shall only need to invest, wait and earn without having to do anything."

MassDrop is a one-person corporation that registered with the commission in February last year under company registration number 2021020006740-02. Meanwhile, MDM Ventures listed in June 2021 under company registration number 2021060015483-11.

The commission issued an advisory to warn the public against MassDrop in May 2021. It issued a separate advisory against MDM Ventures the following month, stating that "the investment activities of [MassDrop], headed by Edgar Joseph Tan a.k.a. Ejj Tan, is being continued under the name of [MDM Ventures]."

The entities have no secondary license authorizing them to solicit investments from the public. Their certificates of incorporation also explicitly stated that they are not authorized "to issue, sell, or offer for sale to the public, securities such as... investment contracts."

In August, MassDrop and MDM Ventures President Mr. Tan released a statement claiming that MDM Ventures' secondary license "is being worked on" and to apologize to its investors after experiencing a delay in payouts.

"To date, MassDrop and MDM Ventures have not secured any Permit to Offer and Sell securities nor have they pending applications for registration of securities under the SRC (Securities Regulation Code)," the SEC said in its revocation order.

The regulator also issued a show-cause order against Mass-Drop and MDM Ventures in September last year asking them to explain why their certificates of incorporation should now be revoked and why those involved should not face administrative sanctions and/or face criminal charges.

However, the SEC said their reply "did not address the findings detailed in the show-cause order" and they also did not provide an explanation in their defense.

"Instead, the companies had the temerity to insist that complainants against them execute affidavits and have the same furnished to them before they comply with the issued show-cause order," the commission said. — **Keren Concepcion G. Valmonte**

EasyCall agrees to acquire IT firm for P163 million

EASYCALL Communications Philippines, Inc. (ECP) has inked the transaction documents related to the P162.93million acquisition of information technology (IT) firm Transnational E-Business Solutions, Inc. (TESI) on Jan. 1, 2022.

In a disclosure to the exchange on Monday, the listed firm said it is finalizing the bank loans and/or shareholder advances of up to P200 million to fund the acquisition, its capital expenditure, and for general corporate purposes. "The acquisition of TESI will further enhance the products and service offerings of ECP as a technology company," the company said. EasyCall plans to pay the purchase price within 30 days.

EasyCall's board of directors approved early December the acquisition of one million TESI shares for P162.925694 apiece, based on the book value of TESI as of end-June.

TESI registered with the Securities and Exchange Commission in March

1997 to engage in IT services, which include software development, internet, and e-commerce services, back-office processing, and system integration.

"TESI has three major lines of businesses under software development using low-code applications to fasttrack the digital adoption of companies, software as a service, and information technology outsourcing," EasyCall said.

It is also registered with the Philippine Economic Zone Authority as an Ecozone IT Enterprise. TESI was 50% owned by Transnational Diversified Corp. (TDC) and 50% by TDG Ventures, Inc. (TVI). TDC owns an 88.24% stake in TVI, which is also the majority or 88.03% owner of EasyCall.

"TDC and TVI will pay capital gains tax and ECP will pay documentary stamp tax for the transaction," EasyCall said.

EasyCall shares were last traded on Friday, Dec. 31, closing at P4.20 apiece. - **Keren Concepcion G. Valmonte**

DTI: Alert Level 3 to have minor effect on businesses in NCR

THE implementation of Alert Level 3 quarantine restriction will have a small effect on businesses, according to the Department of Trade and Industry (DTI).

Trade Secretary Ramon M. Lopez said during a Laging Handa briefing on Monday the major difference between the current quarantine restriction versus Alert Level 2 is the allowed business operating capacity.

The government placed Metro Manila under the stricter Alert Level 3 from Jan. 3 to 15 amid the surge in coronavirus disease 2019 (COVID-19) cases.

Under Alert Level 3, business establishments are allowed to have 50% outdoor capacity, down

crabmeat canning factory in Bacolod City

BoI clears P9-million

THE Board of Investments (BoI) has approved the application of Carthage Crab Meat Processing (CCMP) for its P9million crabmeat canning factory in Bacolod City, Negros Occidental.

The BoI said in a statement on Monday that CCMP's raw crab requirements reach 1,970 metric tons (MT), of which 20% or 394 MT, equivalent to P132 million, will come from local fisherfolk.

"The project will provide some P110.7 million in income, as the advantage of importing crabs is the generation of all-yearround job orders to the meat picking workers," the BoI said.

"The CCMP will locally source 50% of its packaging materials (cans, cartons, can stickers and carton stickers) and ice, and in addition to this, aside from the meatpacking plants, it will hire a cleaning and sanitation service provider," it added.

According to the BoI, CC-MP's crabmeat canning factory is estimated to hire 808 employees, of which 90 people will be employed at the beginning of its operation.

It added that CCMP can assist in the reopening of at least five picking plants, of which each plant is seen to create jobs for 70 to 100 personnel amid the disruption in the operations of some crab canneries in Western Visayas due to the coronavirus disease 2019 (CO-VID-19) pandemic.

"With more or less 42 picking plants, Region 6 (Western Visayas) produces 42% of the total

crabs' supply in the Philippines which are exported overseas. The said firm may opt to source its crab requirements domestically, as the country is producing an annual average of 30,919 MT, particularly in Region 6, which is producing an annual average of 9,468.53 MT," the BoI said.

"It also intends to educate the community and train them to turn the crab processing wastes into products and in turn, will protect the environment from waste management costs," it added.

With this, the BoI said CCPM's export sales will create an additional 392.72 MT of pasteurized canned crabmeat, with an export value of \$17.674 million at full capacity.

It added that the company's export sales may reach \$152.681 million throughout its 10 years of operation.

Meanwhile, the BoI said the country's export volume is seen to climb by 11% to 3,809 MT following the entry of CCMP in the export market.

"Last year, the country exported crab products worth US\$65.3 million with the USA, Taiwan, Hong Kong, China, Kuwait, Singapore, Japan, and Indonesia as top markets," the BoI said.

"The Visayan Sea and Guimaras Strait are the most important crabbing areas in the Philippines, containing about half of the country's crab picking stations. Other fishing areas for *alimasag* (blue swimming crabs) are Masbate, Cebu, Leyte, and Palawan," it added. - **Revin Mikhael D. Ochave**

suspended on backdoor listing

Shares trading of ACE Enexor

THE Philippine Stock Exchange (PSE) on Monday suspended the stocks trading of Ayala-led ACE Enexor, Inc. until further disclosure on its assets-for-shares deal with its affiliate AC Energy Corp. (ACEN).

"Pursuant to the Backdoor Listing Rule, the trading of the ACE Enexor shares will be suspended effective at 9 a.m. on Jan. 3, pending its compliance with the comprehensive corporate disclosure requirement set forth in the said rule," the bourse operator said in a notice.

A transaction is deemed under backdoor listing when a listed company is "acquired by, merged or combined with an unlisted company, and which acquisition, merger, or combination results in a substantial change in the business, membership of the board of directors, or voting structure of the listed company," PSE said.

"As a result of the foregoing transaction, power generation business or assets will be infused into ACEX," the exchange said, referring to the stock symbol of ACE Enexor.

Last week, ACE Enexor announced the signing of an agreement assigning its 339,076,058 shares to ACEN, the listed energy platform of the Ayala group at P10 apiece, in exchange for the latter's five properties. ACE Enexor will get ACEN's 3,064,900 common shares in Palawan55 Exploration & Production Corp. with a par value of P100 apiece or 30.65% of its issued and outstanding shares, while six million common shares or 100% of the issued and outstanding shares in Bulacan Power Generation Corp. will also be swapped to ACE Enexor.

ACE Enexor's will also get ACEN's 6,351,000 common shares in CIP II Power Corp. with a par value of P50 each representing 100% of its issued and outstanding shares.

A total of 3.6 million redeemable preferred shares in Ingrid3 Power Corp., a special purpose vehicle for the development of a new power project, with a par value of P1 each, representing 100% of the issued and outstanding redeemable preferred shares in Ingrid 3 will be swapped to ACE Enexor.

Completing the swap lineup is the 33,493,366 common shares in One Subic Power Generation Corp. with a par value of P1 apiece representing 17.13% of the issued and outstanding shares.

The PSE added that the gas and oil exploration company must comply with all the applicable rules and regulations for backdoor listing transactions before its stocks can be traded in again. — **Marielle C. Lucenio** from the previous 70%, and 30% indoor capacity from 50% previously, Mr. Lopez said.

Mr. Lopez said the capacity figures will increase as the National Capital Region (NCR) has vaccinated more than 70% of its population, pushing the allowed indoor capacity to 50% and an additional 10% if the business establishments have safety seals, which indicate compliance to minimum public health standards.

He added that those not permitted to operate during Alert Level 3 are only gaming establishments and indoor entertainment sites like karaoke bars.

"What is good with our current alert level system is that all businesses continue to operate except for those that were excluded. However, there were only a few sectors that were closed again," Mr. Lopez said in mixed Filipino and English.

"Practically, all the other micro, small, and medium enterprises (MSMEs) and service-oriented businesses including the gyms, cinemas, etc. are still allowed of course, [at] lower operating capacity," he added.

Asked on the effects of stricter quarantine protocols to the economy, Mr. Lopez said the shift to Alert Level 3 will cause job losses for 100,000 to 200,000 employees and possible economic losses worth P200 million. — **Revin Mikhael D. Ochave**

FULL STORY



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PSE named 'best stock exchange' in Southeast Asia

THE Philippine Stock Exchange, Inc. (PSE) was named Southeast Asia's "best stock exchange" following "high-profile landmark issues" in its recordbreaking year.

In a statement, the PSE said it received recognition at the Marquee Awards of the 15th Annual Best Deal and Solution Awards 2021 of magazine *Alpha Southeast Asia*.

"This award was made possible by the guidance and support of our Board of Directors and the hard work and dedication of the whole PSE team," PSE President and Chief Executive Officer Ramon S. Monzon said during the first trading day bell-ringing ceremony on Monday.

"I hope that this recognition will serve as an inspiration to all of us to do even better this year," he said.

The PSE was recognized after notable issues such as MREIT, Inc.'s \$305-million (P15.3 billion) public offering and Monde Nissin Corp.'s P55.8-billion initial public offering (IPO). Alpha Southeast Asia was quoted saying these are "perfect examples of how best to create shareholder value."

"With a stronger framework of corporate governance in place led by the PSE and an ongoing push to raise the standards of timely disclosure, PSE is well-positioned among issuers and investors, both local and foreign," the institutional investment magazine said.

The PSE closed 2021 with eight IPOs, 11 follow-on offerings, four stock rights offerings, and eight private placements. Capital raising activities at the local bourse totaled P234.48 billion in 2021, breaching the record set in 2012 worth P228.33 billion. The PSE attributed this to the "biggest [IPO] in the history of the exchange," referring to Monde Nissin's public offer, and the rise of real estate investment trust listings.

Two companies are expected to go public this month, namely: Haus Talk, Inc. and Figaro Coffee Group, Inc. – **Keren Concepcion G. Valmonte**