

14 July 2017

**THE PHILIPPINE STOCK EXCHANGE**

Philippine Stock Exchange Plaza  
Ayala Triangle, Ayala Avenue  
Makati City

Attention: Ms. Janet A. Encarnacion  
Head, Disclosure Department

Subject: 2017 Second Quarter Progress Report on  
the Disbursement of Proceeds from the  
Initial Public Offering ("IPO") of Metro  
Retail Stores Group, Inc. ("MRSGI")

Dear Ms. Encarnacion,

We are pleased to submit our Progress Report on the Application of Proceeds for the Second Quarter of 2017, duly certified by our external auditors, in compliance with the disclosure requirements of the Philippine Stock Exchange.

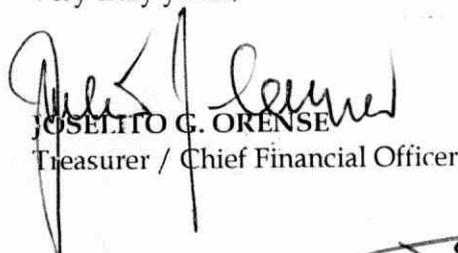
Please be advised that as of June 30, 2017, the remaining balance of the proceeds from the MRSGI common shares IPO amounts to One Billion Nine Hundred Forty Two Million Five Hundred Forty One Thousand One Hundred Seventeen Pesos and Thirty Six Centavos (Php 1,942,541,117.36).

The details of the disbursement for the Second Quarter of 2017 are as follows:

Balance of IPO Proceeds as of March 31, 2017	Php		2,017,262,885.61
Less: Capital Expenditure for Store Network Expansion	Php	48,484,175.85	
Capital Expenditure for Cebu Warehouse		26,236,892.40	
Bank Charges - Checkbook Order		700.00	74,721,768.25
<b>Balance of IPO Proceeds as of June 30, 2017</b>	<b>Php</b>		<b><u>1,942,541,117.36</u></b>

Thank you.

Very truly yours,

  
JOSELITO G. ORENSE  
Treasurer / Chief Financial Officer

## REPORT ON FACTUAL FINDINGS

### **The Board of Directors**

#### **Metro Retail Stores Group, Inc.**

Vicsal Building, Corner of C.D. Seno and W.O. Seno Streets  
Guizo, North Reclamation Area  
Mandaue City, Cebu  
Philippines

We have performed the procedures agreed with you and enumerated below with respect to the attached Progress Report dated July 14, 2017 on the use of proceeds generated from the Initial Public Offering (IPO) of Metro Retail Stores Group, Inc. (the Company) on November 24, 2015. The procedures were performed solely to enable the Company to comply with the Philippine Stock Exchange Inc.'s (PSE) requirement to submit an external auditor's certification on the information being presented by the Company relating to the application of proceeds. Our engagement was undertaken in accordance with the Philippine Standard on Related Services (PSRS) 4400, *Engagement to Perform Agreed-upon Procedures Regarding Financial Information*, applicable to agreed-upon procedures (AUP) engagements. These AUPs and results thereof are summarized as follows:

1. Check the mathematical accuracy of the Quarterly Progress Report on the Application of Proceeds from IPO (the Report).
2. Compare the list of all disbursements in the Report with the schedule of application of proceeds.
3. Obtain the supporting documents pertaining to the disbursements in the Report and agree the amount to the accounting records.

We report our findings below:

1. We checked the mathematical accuracy of the Report. No exceptions were noted.
2. We compared the list of all disbursements in the Report with the schedule of application of proceeds. No exceptions were noted.
3. We obtained the supporting documents (e.g. payment remittance advice, sales invoices, progress billings, etc.) pertaining to the disbursements in the Report and agreed the amount to the accounting records. No exceptions were noted.

Because the above procedures do not constitute either an audit or a review made in accordance with Philippine Standards on Auditing (PSA) or Philippine Standards on Review Engagement (PSRE), we do not express any assurance on the accounts of the Company or its financial statements, taken as a whole.

Had we performed additional procedures or had we performed an audit or review of the financial statements in accordance with PSA or PSRE, other matters might have come to our attention that would have been reported to you.

We have no responsibility to update this report for events or circumstances after the date of this report.

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 who have not agreed to the procedures and taken responsibility for the sufficiency of the procedures for their purposes. This report relates only to the report on the Company's application of proceeds from the offering and items specified above do not extend to any financial statements of the Company, taken as a whole.

**SYCIP GORRES VELAYO & CO.**



Dolmar C. Montañez  
Partner

CPA Certificate No. 112004

SEC Accreditation No. 1561-A (Group A),  
April 21, 2016, valid until April 21, 2019

Tax Identification No. 925-713-249

BIR Accreditation No. 08-001998-119-2016,  
February 15, 2016, valid until February 14, 2019

PTR No. 5908733, January 3, 2017, Makati City