



22 August 2013

**DISCLOSURE DEPARTMENT**

Philippine Stock Exchange, Inc.  
3/F Philippine Stock Exchange Plaza,  
Ayala Triangle, Ayala Ave.,  
Makati City

**Maybank ATR Kim Eng  
Financial Corporation**

8th & 17th Floors, Tower One &  
Exchange Plaza  
Ayala Triangle, Ayala Avenue  
Makati City, Philippines 1226  
Telephone +63 2 893-1150  
+63 2 810-0106  
+63 2 810-0276  
Facsimile +63 2 893-1145  
www.maybank-atrke.com

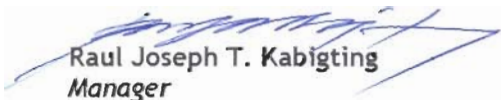
A member of **Maybank** Group

Attention: **Ms. Janet A. Encarnacion, Head**

Gentlemen:

In line with the reportorial requirements of the Securities Regulation Code and the Revised Disclosure Rules, we hereby transmit the attached Definitive Information Statement on SEC Form 20-IS which was submitted today to the Securities and Exchange Commission.

Very truly yours,

  
**Raul Joseph T. Kabigting**  
Manager

Cc. Mr. R.B. Arnaiz  
Mr. M.N. Tordesillas  
Mr. R.L. Leveriza, Jr.  
Atty. G.M. Santos  
Mr. N.B. Bolazo



**NOTICE OF SPECIAL STOCKHOLDERS' MEETING**

Notice is hereby given that a Special Meeting of the Stockholders of Maybank ATR Kim Eng Financial Corporation will be held on **18 September 2013**, Wednesday, at **9:00 a.m.** at **Conference Rooms South A & B, 25<sup>th</sup> Floor Tower One and Exchange Plaza, Ayala Avenue, Makati City.**

Agenda shall be as follows:

1. Proof of required notice of meeting and presence of quorum
2. Sale of substantially all of the Company's assets, including its investment in subsidiaries AsianLife and General Assurance Corporation and ATR Kim Eng Land, Inc. to Maybank ATR Kim Eng Capital Partners, Inc.
3. Other Matters
4. Adjournment

Only stockholders of record as of **19 August 2013** are entitled to notice and vote at the annual meeting. The Company's stock and transfer books shall be closed from 20 August to 28 August 2013.

Makati City, Metro Manila, Philippines, 2 August 2013.

  
**GEMMA M. SANTOS**  
Corporate Secretary

# COVER SHEET

P W 9 9 8

S.E.C. Registration Number

M A Y B A N K A T R K I M E N G F I N A N C I A L  
C O R P O R A T I O N  
(Company's Full Name)

U N I T 8 1 1 T O W E R O N E & E X C H A N G E  
P L A Z A A Y A L A T R I A N G L E A Y A L A  
A V E N U E M A K A T I C I T Y  
(Business Address: No. Street/City/Province)

Renato L. Leveriza, Jr.  
Contact Person

893-1150/810-0106  
Company Telephone Number

1 2      3 1  
Month      Day  
Fiscal Year

SEC Form 20-IS (Definitive)  
August 16, 2013  
FORM/TYPE

Any day in May  
each year  
Month      Day  
Annual Meeting

N A  
Secondary License Type, If Applicable

SEC General Accountant &  
C F D  
Dept. Requiring this Doc.

N A  
Amended Articles Number/Section

4 0 2  
Total No. of Stockholders

Total Amount of Borrowings)  
Domestic Foreign

To be accomplished by SEC Personnel concerned.

File Number  
Document I.D.

LCU  
Cashier

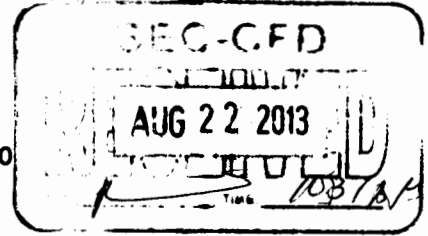
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SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20-IS

INFORMATION STATEMENT PURSUANT TO SECTION 20  
OF THE SECURITIES REGULATION CODE



Preliminary Information Statement

Definitive Information Statement

Name of Registrant as specified in its charter: Maybank ATR Kim Eng Financial Corporation

SEC, Mandaluyong City, Metro Manila

Province, country or other jurisdiction of incorporation or organization

SEC Identification Number: PW 998

BIR Tax Identification Code : 000-410-269

Unit 811, Tower One & Exchange Plaza, Ayala Triangle, Ayala Ave., Makati City 1226

Address of principal office

Postal Code

Registrant's telephone number, including area code: (632) 893-1150, 810-0106, 810-0276

18 September 2013 at 9:00 AM at South Room A & B, 25/F Tower One & Exchange Plaza, Ayala Triangle, Ayala Avenue, Makati City

Date, time and place of the meeting of security holders:

Approximate date on which the Information Statement is first to be sent or given to security holders: 28 August 2013

Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA:

Title of Each Class	Number of Shares of Common Stock Outstanding or Amount of Debt Outstanding
<b>Unclassified Common Shares:</b>	<b>Authorized: 1,300,000,000</b>
	<b>Issued: 1,068,393,223</b>
<b>Preferred Shares:</b>	<b>Authorized: 200,000</b>
	<b>Issued: None</b>

Are any or all of registrant's securities listed in a Stock Exchange?

Yes  No

If yes, disclose the name of such Stock Exchange and the class of securities listed therein:

**All 1,068,393,223 issued & outstanding unclassified common shares are listed at the Philippine Stock Exchange.**

**WE ARE NOT SOLICITING PROXIES  
& YOU ARE REQUESTED NOT TO SEND US A PROXY**

**PART I.**

**A. GENERAL INFORMATION**

**Item 1. Date, time and place of special meeting of security holders.**

Date	18 September 2013
Time	9:00 AM
Place	Conference Room South A & B, 25/F Tower One & Exchange Plaza, Ayala Triangle, Ayala Avenue, Makati City
Address of Principal Office	Unit 811, Tower One & Exchange Plaza, Ayala Triangle, Ayala Avenue, Makati City
Approximate Date on which Information Statement is to be first sent to Shareholders	28 August 2013 (No proxy forms will be distributed as the Company is not soliciting proxies)

**Item 2. Dissenters' Right to Appraisal**

The provisions of Sections 81 to 86 of Title X on Appraisal Right of the Corporation Code of the Philippines shall govern the exercise by any stockholder of the Corporation of his/her/its right to dissent and demand payment of the fair value of his/her/its shares. The dissenting stockholder must be on record as having voted against the proposed corporate action in the instances provided for by law in order to avail himself/herself/itself of the appraisal right. The instances provided by law are:

- a. In case any amendment to the Articles of Incorporation has the effect of changing or restricting the rights of any stockholder, or class of shares, or of authorizing preferences in any respect superior to those outstanding shares of any class, or of extending or shortening the corporate existence;
- b. In case of sale, lease, exchange, transfer, mortgage, pledge, or other disposition of all or substantially all of the corporate property and assets as provided in the Corporation Code of the Philippines; and
- c. In case of merger or consolidation.

Within 30 days after the vote, i.e. after the special stockholders' meeting on 18 September 2013, the dissenting shareholder must submit a written demand for the Company to pay the fair value of his/her/its shares. Failure to do so shall be deemed a waiver of the right to appraisal. If within 60 days from the special stockholders' meeting on 18 September 2013 the Company and the dissenting shareholder cannot agree on the fair value of the shares, it shall be determined by three disinterested parties named one each by the Company, the dissenter, and the two thus named. The findings of the majority of the three shall be final and the amount they decide upon shall be paid, subject to certain provisions of the Corporation Code, by the Company within 30 days from when the award is made.

**Item 3. Interest of Certain Persons in or Opposition to Matters to be Acted Upon**

(a) None of the persons enumerated below has any substantial interest, direct or indirect, by security holdings or otherwise, in any matter to be acted upon, which impacts all shareholders, *pari passu*. No SEC Form 20-IS (Def.) for Special Stockholders' Mtg. - MATRKE Financial (2013)

director or officer is running and no election of directors will be held at the coming Special Stockholders' Meeting on 18 September 2013.

- (1) Each person who has been a director or officer of the registrant at any time since the beginning of the last fiscal year;
- (2) Each nominee for election as a director of the registrant;
- (3) Each associate of any of the foregoing persons.

(b) No director has informed the Company in writing that he/she intends to oppose any action to be taken at the Special Stockholders' Meeting.

## **B. CONTROL AND COMPENSATION INFORMATION**

### Item 4. Voting Securities and Principal Holders Thereof

a) As of 31 July 2013, the Company has 1,068,393,223 issued and outstanding unclassified common shares. No preferred shares have been issued.

Foreigners own 1,059,037,579 common shares, equivalent to 99.12% of the Company's total issued and outstanding unclassified common shares of stock. No foreigner owns preferred shares and none have been issued.

All shareholders of all of the Company's 1,068,393,223 issued & outstanding unclassified common shares are entitled to vote. One common share is entitled to one vote.

There is no Voting Trust Agreement and there are no Voting Trust Holders of 5% or more shareholding.

b) **Record date** with respect to shareholders entitled to notice and vote is **19 August 2013**.

Following table shows Security Ownership of Certain Record and Beneficial Owners of More Than 5% of the Company's securities as of 31 July 2013:

Title of Class	Name & Address of Record Owner and Relationship with Issuer	Name of Beneficial Owner and Relationship with Record Owner	Citizenship	No. of Shares Held	%
Common Shares	<p>Maybank Kim Eng Holdings Limited (f.k.a. Kim Eng Holdings Limited)</p> <p>50 North Canal Road # 03-01 Singapore, 059304</p> <p>Record owner is the principal shareholder of the Issuer.</p>	<p>Maybank IB Holdings Sdn. Bhd. (f.k.a. Mayban IB Holdings Sdn Bhd)</p> <p>14/F Menara Maybank, 100 Jalan Tun Perak 50050 Kuala Lumpur, Malaysia</p> <p>Beneficial owner owns 100% of Record Owner and, therefore, owns the Issuer indirectly</p>	<p>Maybank Kim Eng Holdings is a Singapore Corporation</p> <p>Maybank IB Holdings is a Malaysian Corporation</p>	958,923,463*	89.75%

*\*Excludes three (3) director's nominee shares.*

Maybank Kim Eng Holdings Limited (“Maybank Kim Eng”) is a Singapore-based company engaged in securities broking, research, online trading, equity underwriting, corporate finance and investment advisory, share financing, and custodianship services. Maybank IB Holdings Sdn Bhd, a company with principal office in Kuala Lumpur, Malaysia owns approximately 100% of the outstanding shares of Maybank Kim Eng (excluding treasury shares). Messrs. Ramon B. Arnaiz, and/or Manuel N. Tordesillas, and/or Renato L. Leveriza, Jr. is/are expected to vote all 958,923,463 shares held by Maybank Kim Eng.

No other shareholder is the beneficial owner of more than 5% of the Company’s issued and outstanding common shares.

**Security ownership of certain members of the Company’s Board of Directors and Management as of 31 July 2013:**

<b>Title of Class</b>	<b>Name of Beneficial Owner</b>	<b>Amount &amp; Nature of Beneficial Ownership</b>	<b>Citizenship</b>	<b>% of Class</b>
Common	Ramon B. Arnaiz, Chairman	1 - R*	Filipino	0.0000%
Common	Manuel N. Tordesillas, Director & President	1 - R*	Filipino	0.0000%
Common	Lorenzo T. Roxas, Director	1 - R*	Filipino	0.0000%
Common	Tan Pei-San, Director	1 - R*	Singapore	0.0000%
Common	Herminio M. Famatigan, Jr., Director	1 - R*	Filipino	0.0000%
Common	Udaishankar Raman, Director	1 - R*	Malaysian	0.0000%
Common	Renato L. Leveriza, Jr., Director & Executive Vice President	1 - R*	Filipino	0.0001%
Common	Nilaida S. Enriquez, Director	1 - R*	Filipino	0.0000%
Common	Eulogio A. Mendoza, Director	1,080 - B/R	Filipino	0.0001%
Common	David L. Balangue, Independent Director	1 - R*	Filipino	0.0000%
Common	Ma. Victoria C. Viñas, Independent Director	1 - R*	Filipino	0.0000%
Common	Gemma M. Santos, Corporate Secretary	0	Filipino	0.0000%
Common	All Directors & Officers as a group	1,090		0.0002%

\* *Nominal director’s share*

**C. ISSUANCE AND EXCHANGE OF SECURITIES**

**Item 12. Mergers, Consolidations, Acquisitions and Similar Matters**

(a) (4) Action will be taken with respect to the sale of substantially all of the Company’s assets, including the sale of its investment in its subsidiaries AsianLife and General Assurance Corporation (“ALGA”) and ATR Kim Eng Land, Inc. (“ATRKE Land”), to Maybank ATR Kim Eng Capital Partners, Inc. (“MATRKE Capital”) or its assignee.

Summary of features of transaction:

The Company proposes to sell ALGA and ATRKE Land at their fair market values of P527, 708, 643.55 and P435,383,979.60, respectively, in return for cash. All other remaining assets and all liabilities of

the Company that are allowed by applicable laws and regulations to be transferred will likewise be transferred to MATRKE Capital on the same basis.

The Company owns 34,523,815 out of 36,250,010 common shares, equivalent to 95.24% of common ownership, of ALGA and 1,860,000 out of 3,100,000 common shares, equivalent to 60% of common ownership, of ATRKE Land. ALGA and ATRKE Land are both consolidated into the Company.

(b)(7) The sale of substantially all of the Company's assets including ALGA and ATRKE Land is subject to 2/3 shareholder approval, thus the special meeting on 18 September 2013.

(b)(8) Company is not soliciting proxies and there is no proxy statement to be distributed to shareholders

(b)(10) Market Price data of the Company's common shares as of 1 August 2013, which is the date before the Board Meeting on 2 August 2013 when the Board approved the transaction and publicly disclosed the same through the On-line Disclosure System of the Philippine Stock Exchange, is given below. The common shares are listed on the Philippine Stock Exchange with trading symbol "MAKE". No preferred shares of the Company have been issued nor listed in any Exchange.

Market Price as of 1 August 2013		
HI	Low	Close
PhP28.90	PhP28.90	PhP28.90

(b)(11) Representatives of the Company's principal accountants for the current year and for the most recent fiscal year are expected to be present at the Special Stockholders' Meeting. They will be given the opportunity to make a statement if they choose to do so, and are expected to respond to appropriate questions. The current principal accountants for the current year and the most recently completed fiscal year are SyCip Gorres Velayo & Company (SGV & Company).

#### Item13. Acquisition/Disposition of Property

(a) The Company proposes to sell all or substantially all of its assets, including investments in the following:

Common shares of stock of AsianLife and General Assurance Corporation, equivalent to 95.24% of that company's total issued and outstanding common shares. ALGA is a composite insurer with life and non-life licenses. It is known in the employee benefits market and is a leading group health insurance provider for companies and their employees.

Common shares of stock of ATR KimEng Land, Inc., equivalent to 60% of that company's total issued and outstanding common shares. The company is in joint venture with Landco Pacific Corporation for the development of TRIBECA Private Residences in Barangay Sucat, Muntinlupa City.

Property and equipment of the Company consisting mostly of office furniture and equipment with fair market value of P693 thousand in exchange for cash.

(b) The Company proposes to sell ALGA and ATRKE Land at their fair market values of P527,708,643.55 and P435,383,979.60, respectively, in return for cash.



(c) The Company engaged its independent auditors, SGV & Company, to value the shares to be sold. In turn, SGV & Company recommended and advised the use of fair market values to determine the amount of consideration for the shares to be sold.

(d) The assets shall be sold to Maybank ATR Kim Eng Capital Partners, Inc., a related company with address at:

17<sup>th</sup> Floor, Tower One & Exchange Plaza, Ayala Triangle, Ayala Avenue, Makati City.

ALGA, whose shares will be sold by the Company to MATRKE Capital, holds office at the following address:

3/F Morning Star Center, 347 Sen. Gil Puyat Ave.. Makati City

ATRKE Land, whose shares will be sold by the Company to MATRKE Capital holds office at the following address:

Unit 811, 8/F, Tower One & Exchange Plaza, Ayala Triangle, Ayala Ave., Makati City.

(e) The proposed transaction is part of the corporate rationalization and restructuring of the Maybank Kim Eng Group's investment in the country whereby the Company's parent shall have direct ownership of the operating subsidiaries in the Philippines.

#### **D. OTHER MATTERS**

##### **Item 19. Voting Procedures**

The following matters to be taken up for approval of shareholders require the indicated vote:

<b>Subject Matter</b>	<b>Required Vote</b>
Sale of substantially all of the assets of the Company, including the sale of the Company's shares in ALGA and ATRKE Land to Maybank ATR KE Capital	Two thirds vote

Votes will be counted viva voce or such other method the Chairman may deem appropriate. The Corporate Secretary is authorized to count the votes.

<b>PART III.</b>
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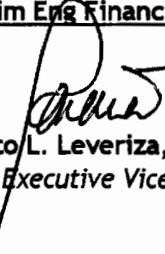
#### **SIGNATURE PAGE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in the City of Makati on 16 August 2013.

Pursuant to the requirements of the Securities Regulation Code, the Issuer has caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ISSUER: Maybank ATR Kim Eng Financial Corporation

By:

  
Renato L. Leveriza, Jr.  
Director & Executive Vice President

Date: 16 August 2013