

SEC Number 37535
File Number

ATN HOLDINGS, INC.

(Company)

**9th Floor, Summit One Tower,
530 Shaw Blvd., Mandaluyong**

(Address)

533-4052 / 717-0523 / 718-3720

(Telephone Number)

March 31

(Fiscal Year Ending)
(Month & day)

**SEC Form 17-C
Material Information/Transaction**

(Form Type)

Amendment Designation (if applicable)

(Period Ended Date)

(Secondary License Type and File Number)

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17
OF THE REVISED SECURITIES ACT (RSA)
AND RSA RULE 17.2 (c) THEREUNDER

1. **May 3, 2018**

Date of Report (Date of earliest event reported)

2. SEC Identification Number **37535**

3. BIR Tax Identification No. **005-056-869**

4. **ATN HOLDINGS, INC.**

Exact name of registrant as specified in its charter

5. **Philippines**

Province, country or other jurisdiction
of incorporation

6.

(SEC use only)
Industry Classification Code:

7. **9th Floor Summit One Tower
530 Shaw Boulevard, Mandaluyong City**

1550

Address of principal office

Postal Code

8. **(632) - 717-0523**

Registrant's telephone number, including area code

9.

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

**Common A
Common B**

**3,700,000,000
800,000,000**

**P370,000,000.00
P 80,000,000.00**

11. Indicate the item numbers reported herein:

Disclosure on PEZA approval

Today, we received from the Philippine Economic Zone Authority its Certificate of Board Resolution dated April 26, 2018, which effectively resolves the application of ATN Holdings, Inc. (ATN) for the grant of pre-qualification clearance for the declaration of a 2,561,017 square meters area (256.1017 hectares) located at Barangay Macabud, Rodriguez (Montalban), Rizal as a **Special Economic Zone**, henceforth to be known as **ATN INDUSTRIAL TECHNOLOGY CITY**, is hereby **APPROVED**, subject to Presidential Proclamation ... Attached herein is the PEZA Certificate of Board Resolution 18-174.

On February 13, 2018, **ATN Holdings Inc.** resolved to register as an Ecozone its 2,560,000 square meter property registered under TCT-463732 in the name of its fully-owned subsidiary Palladian Land, to support the President of the Philippines, Honorable President Rodrigo Roa Duterte, declaration of Executive Order No. 5 s.2016 to accelerate infrastructure projects. The EO is consistent with the Philippine Development Plan 2017-2022 and the "Build, Build, Build Program" of the government and supported by legislative approval through various laws on infrastructure, investments and taxation geared towards the development of the Philippines.

The Corporation has prospective international partners and investors that have expressed interest to joint venture in the various BUILD, BUILD, BUILD Projects of the government and to locate their export manufacturing businesses in the property of the Corporation.

To date, the Corporation has achieved major milestones in the PEZA property of the Corporation:

1. Construction of 225 Distribution line facilities to 3 tapping points of MERALCO in 2017.
2. Procurement and installation of substation equipment (i.e. medium voltage switchgears, transformers, ring main units, distribution cables etc.)
3. Constructed 500 ton/ hour rock crusher plant with commissioning of primary crusher in May 2018.
4. Internal road development and land development works with environmental facilities.
5. Financial Closing with various commercial banks for project development in the Ecozone area.

SIGNATURES

Pursuant to the requirements of the Revised Securities Act, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date May 3, 2018

ATN HOLDINGS, INC.

Registrant



PAUL B. SARIA

Corporate Compliance Officer

SUBSCRIBED AND SWORN to before me this 3rd day of May 2018, affiant exhibiting his Driver's License No. 101-00-001000 issued at Mandaluyong City.

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Page No.: 41
Book No.: XXIV
Series of 2018

ATTY. ROGELIO J. BOLIVAR
NOTARY PUBLIC IN QUEZON CITY
AM Adm. Not. Com. No. NP-060 1-12-17 until 12-31-2018
IBP O.R No. 1038374 Jan. 2017 up to Dec. 2018
PTR O.R No. 5522486 C 1-3-18 / Rol No. 33032 / TIN# 129-871-009
MCLE No. V-0019295 valid from 04/15/2016 until 04/14/2019/PASIG CITY
Address: 31-F Harvard St. Cubao, Q.C.



Philippine Economic Zone Authority

Republic of the Philippines
PHILIPPINE ECONOMIC ZONE AUTHORITY
DOE-PNOC Complex, Bonifacio Global City
Taguig City

CERTIFICATE OF BOARD RESOLUTION

This is to certify that at the Board Meeting of the Philippine Economic Zone Authority (PEZA) held on **26 April 2018**, during which a quorum was present, the following resolution was approved:

RESOLUTION NO. 18-174

RESOLVED, That the application of **ATN HOLDINGS INC. (ATN)** for the grant of a pre-qualification clearance for the declaration of a 2,561,017-square meter area (256.1017 hectares), located at Barangay Macabud, Rodriguez (Montalban), Rizal as a Special Economic Zone, henceforth to be known as **ATN INDUSTRIAL TECHNOLOGY CITY**, is hereby **APPROVED**, subject to Presidential Proclamation, the signing of ATN's Registration Agreement with PEZA as developer/operator of the proposed Special Economic Zone, and to the following terms and conditions:

- a. ATN, upon registration with PEZA as developer/operator of the proposed Special Economic Zone, which shall be after the subject area is proclaimed as economic zone by the President, shall be exempt from payment of national and local taxes except for real property taxes on land owned by the developer/operator. In lieu thereof, ATN shall pay a five percent (5%) final tax on gross income earned from the PEZA-registered enterprises in accordance with the provisions of Rule XX of the Rules and Regulations Implementing RA 7916, as amended.
- b. Prior to PEZA's endorsement to the President for Proclamation of the subject area as Special Economic Zone, ATN shall submit all government clearances, endorsements and the following documents required under Republic Act No. 7916, as amended, as follows:
 - Environmental Compliance Certificate issued by the Department of Environment and Natural Resources;
 - Endorsement of the Sangguniang Bayan of Rodriguez, Rizal;
 - Proof of land ownership or any perfected document confirming ATN's authority/clearance to use the land for economic zone development and related purposes;
 - Verified Survey Returns and Separate Narrative Technical Description (3 sets);
 - HLURB Zoning Certification for the entire area applied; and

- Certification from National Water Resources Board that the identified source(s) of water for the economic zone shall not cause water supply and related problems in adjacent communities;
- c. Prior to the signing of its Registration Agreement with PEZA, ATN shall submit all the post Presidential Proclamation documents required under Section 3, Rule IV of the PEZA Rules, as amended.
- d. The terms and conditions with regard to the operation of the Special Economic Zone under Republic Act No. 7916, as amended, shall be as follows:
- ATN shall submit to PEZA a quarterly accomplishment report of the development of the proposed economic zone in accordance with the timetable of development which shall form part as a legal document for the approval of this project.
 - As a minimum requirement, ATN shall provide and continue to provide the following basic structures and facilities/utilities in the zone: power, water, telecommunication facilities, firefighting facilities/ equipment, sewerage/drainage systems, wastes water treatment plant pollution control devices, paved roads, and water recycling facilities.
 - ATN shall provide the following wastes disposal systems:

Liquid Waste - disposal of liquid wastes shall be governed by the pertinent provisions of the Implementing Rules and Regulations of R.A. 7916, specifically Section 5, Rule XXIV Part X, and all other environmental laws and regulations.

Solid Waste Disposal - ATN, in coordination with the locators, the local government unit/s concerned, the NGOs, and waste management specialists, shall implement a sound solid waste management program focused on waste reduction, either through waste exchange or reuse. ATN shall take full responsibility, either on its own or through a contract with waste management companies, for the proper handling and disposal of solid wastes from the zone.
 - Future locators in the economic zone shall apply individually to seek separate registration with PEZA and shall be governed by PEZA laws, rules, regulations and policies.
 - ATN shall make arrangements with the Bureau of Customs and other government entities for the assignment of personnel that may be deemed necessary at the zone.

- ATN shall operate and maintain the common facilities and premises of the zone and shall provide for the continued operation and maintenance of the facilities and utilities even after all the lots have been sold or leased.
- ATN shall, at the minimum, provide PEZA's personnel who may be assigned at the site, ample office space, furniture and equipment for their use.
- ATN shall set-up an accounting system compatible with PEZA requirements under Section 4, Rule XXI of the PEZA Rules.
- ATN shall maintain a separate book of accounts for the PEZA registered activities.
- ATN shall submit to the PEZA-Enterprise Services Division financial and other reports/documents under Rule XXI of the PEZA rules;
- ATN shall post signage to identify the area as a PEZA-registered Special Economic Zone, the specifications of the signage shall be provided by PEZA.
- ATN shall pay an annual administrative fee in accordance with PEZA Board Resolution No. 06-229 dated 24 May 2006, respectively. The fee is payable in twelve (12) equal monthly installments which shall be paid within the first five (5) days of each month without necessity of demand. Payment thereof shall commence on the month when the first locator signs the Registration Agreement with PEZA. In case of delinquency in the payment thereof, such delinquency payment shall bear interest at the rate of one percent (1%) per month, computed from date of delinquency.

RESOLVED FURTHER, That the Secretary of the Department of Trade and Industry as Chairman of the PEZA Board and/or the PEZA Director General are hereby authorized to endorse the aforementioned Special Economic Zone to the Office of the President for the issuance of the required Presidential Proclamation and the PEZA Director General to sign the Registration Agreement of ATN.


WESLEY M. AQUENDE
Officer-in-Charge
Office of the Board Secretary

PEZA REPORTORIAL REQUIREMENTS
(non-compliance is subject to penalties under PEZA IRR)

<u>TYPE OF REPORTS</u>	<u>DUE DATE</u>
Economic Zone Monthly Performance Report (EZMPR) - <i>Online submission</i> *	Every 20 th day of the following month
Quarterly Income Tax Returns ** (BIR Form 1702Q - <i>EFPS Filing</i>) (Including copy of O.R. of payment of 3% of the 5% GIT to the BIR and the O.R. of payment of 2% of the 5% GIT to the LGU, if applicable)	15 days after filing with BIR
Annual Income Tax Return (ITR) ** (BIR Form 1702 - <i>EFPS Filing</i>) (Including copy of O.R. of payment of 3% of the 5% GIT to the BIR and the O.R. of payment of 2% of the 5% GIT to the LGU, if applicable)	30 days after filing with BIR
Audited Financial Statement (AFS) **	30 days after filing with BIR
Annual Report ***	30 days after the end of the accounting period
Breakdown/Schedule of Sales per Activity ***	Together with Annual ITR and AFS
Breakdown/Schedule of Other Income ***	Together with Annual ITR and AFS
Data on Revenues and Taxes Paid ***	Together with Annual ITR and AFS
Replacement of any Board of Director/s, Member/s or Officer/s **	30 days after the said change
Amendment of the Articles of Incorporation or By-Laws **	30 days after registering with SEC
Change of Corporate Name & Equity Ownership **	30 days after the said change
BIR certificate granting change in accounting period **	30 days after the said change
Copy of Notice of Start of Commercial Operations +	7 days after the said date
COA Annual Audit Report ++	After the end of the year with Audit Certificate

Notes:

- * For Locator enterprises except Developer/Operator, Facilities and Utilities enterprises
- ** For Locator and Developer/Operator Enterprises
- *** Deferred under Memorandum Circular No. 2016-014 dated 11 April 2016
- + For Locator enterprises only
- ++ For Developer/Operator owned by the Government

PEZA report forms can be accessed and downloaded from PEZA website at www.peza.gov.ph

For inquiries regarding these reports, please call Tel. No. (02) 551-3451 loc.423, 424, 428 or e-mail at esd@peza.gov.ph (Enterprise Services Division)