COVER SHEET

SEC Registration Number 5 7 S 2 0 0 3 1 8 COMPANY NAME R \mathbf{E} \mathbf{T} R \mathbf{E} \mathbf{S} G $\mathbf{R} \mid \mathbf{O}$ PRINCIPAL OFFICE (No. / Street / Barangay / City / Town / Province) В L \mathbf{E} R 0 F DG. \mathbf{N} S S T $\mathbf{R} \mid \mathbf{E}$ T \mathbf{E} N 0 D W \mathbf{E} N \mathbf{E} \mathbf{S} 0 O $\mathbf{R} \mid \mathbf{T}$ \mathbf{U} I $\mathbf{Z} \mid \mathbf{O}$ \mathbf{o} H R \mathbf{E} C T I \mathbf{o} D \mathbf{U} \mathbf{E} \mathbf{C} I \mathbf{T} Y N A Form Type Department requiring the report Secondary License Type, If Applicable B \mathbf{F} D **COMPANY INFORMATION** Company's Email Address Company's Telephone Number Mobile Number (032) 236-8365 N/A corporateaffairs@metroretail. com.ph No. of Stockholders Annual Meeting (Month / Day) Fiscal Year (Month / Day) 21 12/31 First Friday of May **CONTACT PERSON INFORMATION** The designated contact person <u>MUST</u> be an Officer of the Corporation Name of Contact Person **Email Address** Telephone Number/s Mobile Number

Vincent E. Tomaneng

vince.tomaneng@metroret ail.com.ph (032) 236-8365

N/A

CONTACT PERSON'S ADDRESS

Vicsal bldg., Corner of C.D. Seno & W.O. Seno Sts., Guizo, North Reclamation Area, Mandaue City, Cebu

NOTE 1: In case of death, resignation or cessation of office of the officer designated as contact person, such incident shall be reported to the Commission within thirty (30) calendar days from the occurrence thereof with information and complete contact details of the new contact person designated.

2: All Boxes must be properly and completely filled-up. Failure to do so shall cause the delay in updating the corporation's records with the Commission and/or non-receipt of Notice of Deficiencies. Further, non-receipt of Notice of Deficiencies shall not excuse the corporation from liability for its deficiencies.

FORM 23-B

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 23 of the Securities Regulation Code

| Check box if no longer subject to filing requirement | Filed pursuant to | Filed pursuant to Section 23 of the Securities Regulation Code | nties Regulation (| Code | | | | |
|--|---|--|--|------------------|---------------------------------|--|---|---|
| 1. Name and Address of Reporting Person | 2. Issuer Name and Trading Symbol | ing Symbol | | 7. | Relationship of R | Relationship of Reporting Person to Issuer | (Check all applicable) | |
| Gaicano Jack Sv | Metro Reta | Metro Retail Stores Group, Inc. / MRSGI | , Inc. / MRS | GI | ' | | | 10% Owner |
| (First) (Mic | Tax Identification Number | | Statement for Month/Year | | | Officer (cive title below) | | Other (specify below |
| 3rd Street Woolbright Drive, Beverly Hills Subd. | 150-044-515 | 4-515 | Jun-17 | 17 | | Q. | | |
| (Street) | 4. Citizenship | | If Amendment, Date of Original (MonthYear) | Date of Year) | | | | |
| Cebu City 6000 | Filipino | ino | | | | | | |
| (City) (Province) (Postal Code) | | | | Table 1 - E | quity Securities | 1 - Equity Securities Beneficially Owned | | |
| 1. Class of Equity Security | 2. Transaction 4. | 4. Securities Acquired (A) or Disposed of (D) |) or Disposed of (| | 3. Amount of Sec Month 2 (D) | Securities Owned at End of 4 Ownership Form: Urrect (U) or Indirect | 4 Ownership Form: Direct (D) or Indirect (I) | Nature of Indirect Beneficial Ownership |
| | (Month/Day/Year) | | 485,000 | Price | % | Number of Shares | | |
| | | 210018 | () or () | | | | | family sharing the same |
| Collinoi | 6/21/2017 | 432,250.00 | D | 4.55 | 0.002800% | 95,000 | _ | household |
| Common | O. F. C. C. | 1000 | | | | | | family sharing the same |
| | 6/21/2017 | 458.000.00 | D | 4.58 | 0.002900% | 100,000 | _ | household |
| | | | | | | | | family sharing the same |
| Collision | 6/21/2017 | 459 000 00 | 0 | 4.59 | 0.002900% | 100,000 | - | household |
| | 0/2/1/201/ | 100,000.00 | | | | | | family sharing the same |
| Collinion | 6/21/2017 | 468 000 00 | D | 4.68 | 0.002900% | 100,000 | _ | household |
| | 012112011 | 100,000.00 | | | | | | family sharing the same |
| Common | 6/21/2017 | 6/21/2017 419.400.00 | 0 | 4.66 | 0.002600% | 90,000 | - | household |

If the change in beneficial ownership is 50% of the previous shareholdings or is equal to 5% of the outstanding

(Print or Type Responses)

capital stock of the issuer, provide the disclosure requirements set forth on page 3 of this form. Reminder: Report on a separate line for each class of equity securities beneficially owned directly or indirectly.

(1) A person is directly or indirectly the beneficial owner of any equity security with respect to which he has or shares: (A) Voting power which includes the power to vote, or to direct the voting of, such security, and/or

- (B) Investment power which includes the power to dispose of, or to direct the disposition of, such security.

- (2) A person will be deemed to have an indirect beneficial interest in any equity security which is:
 (A) held by members of a person's immediate family sharing the same household.
 (B) held by a partnership in which such person is a general partner.
 (C) held by a corporation of which such person is a controlling shareholder, or
 (D) subject to any contrad, arrangement or understanding which gives such person voting power or investment power with respect to such security.

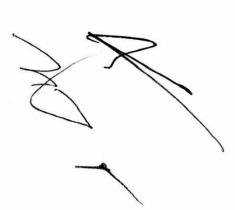
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., warrants, options, convertible securities)

| _ | _ | | _ | | _ | _ | _ | | | | |
|---|---|------|---|--|---|---|---|-------|------|----------------------------------|---|
| | | | | | | | | N/A | 21/0 | | 1. Derivative Security |
| | | | | | | | | I WIN | N/A | - | 2. Conversion or Exercise Price of Derivative Security |
| | | | | | | | | 14/1/ | N/A | | 3. Transaction Date (Month/Day/Yr) |
| | | | | | | | | 1.1.1 | N/A | Amount | Number of Derivative Securities Acquired (A) or Disposed of (D) |
| | | | | | | | | | N/A | (A) or (D) | rative Securities Disposed of (D) |
| | | | | | | | | | N/A | Date Exercisable | 5. Date Exercisable and Expiration Date (Month/Day/Year) |
| | | | | | | | | 1000 | N/A | Expiration Date | |
| | | | | | | | | | NA | Title | b. Integrity and Amount of Underlying Securities |
| | | | | | | | | | N/A | Amount or Number of Shares | |
| | | | | | | | | | N/A | | Derivative Derivative Security Security Beneficia Owned a |
| | | | | | | | | | ZA | Month | Derivative Securities Beneficially Owned at |
| | | | | | | | | | N/A | indirect (i) | ship Form of Derivative Security: |
| | | | | | | | | | N/A | | of Indirect Beneficial Ownership |

Explanation of Responses.

Note: File three (3) copies of this form, one of which must be manually signed.

Attach additional sheets if space provided is insufficient.



IN CASE OF MATERIAL CHANGES IN BENEFICIAL OWNERSHIP DISCLOSURE REQUIREMENTS (50% INCREASE/DECREASE OR EQUIVALENT TO 5% OF THE OUTSTANDING CAPITAL STOCK OF ISSUER)

Item 1. Security and Issuer

State the title of the class of equity securities to which this Form relates and the name and address of the principal executive offices of the issuer of such securities.

Common Shares

Metro Retail Stores Group, Inc.; Vicsal Building cor. of C.D. Seno and W.O. Seno Sts., Guizo, North Reclamation Area, Mandaue City, Cebu

Identity and Background

provide the information specified in (a) through (f) of this Item with respect to such person(s). its principal business, the address of its principal office and the information required by (d) and (e) of this Item. If the person filing this statement is a natural person, If the person filing this Form is a corporation, partnership, syndicate or other group of persons, state its name, the province, country or other place of its organization,

Name: Jack S. Gaisano

9

- Residence or business address: 3rd Street, Woolbright Drive, Beverly Hills Subd
- Present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted: Director of MRSGI, Vicsal Building cor. of C.D. Seno and W.O. Seno Sts., Guizo, North Reclamation Area, Mandaue City, Cebu
- ٩ Whether or not, during the last five years, such person has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) and, if so give the dates, nature of conviction, name and location of court, any penalty imposed, or other disposition of the case: N/A
- **.** Whether or not, during the last five years, such person was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction, domestic or temporarily enjoining, barring, suspending or otherwise limiting involvement in any type of business, securities, commodities or banking: N/A foreign, and as a result of such proceeding was or is subject to any order, judgment or decree, not subsequently reversed, suspended or vacated, permanently or
- Citizenship: Filipino

Item 3 Purpose of Transaction

State the purpose or purposes of the acquisition of securities of the issuer: Investment purposes

- Describe any plans or proposals which the reporting persons may have which relate to or would result in: N/A
- b. An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the issuer or any of its subsidiaries; The acquisition by any person of additional securities of the issuer, or the disposition of securities of the issuer
- A sale or transfer of a material amount of assets of the issuer or of any of its subsidiaries.
- d. Any change in the present board of directors or management of the issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board;
- 0 Any material change in the present capitalization or dividend policy of the issuer:
- f. Any other material change in the issuer's business or corporate structure
- g. Changes in the issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the issuer by any
- Causing a class of securities of the issuer to be delisted from a securities exchange:
- Any action similar to any of those enumerated above

Item 4. Interest in Securities of the Issuer N/A

to acquire within thirty (30) days from the date of this report) by each person named in Item 2. The abovementioned information should also be furnished with State the aggregate number and percentage of the class of securities identified pursuant to Item 1 beneficially owned (identifying those shares which there is a right respect to persons who, together with any of the persons named in Item 2, comprise a group

- For each person named in response to paragraph (a), indicate the number of shares as to which there is sole power to vote or to direct the vote, shared power to vote with whom the power to vote or to direct the vote or to dispose or direct the disposition is shared or to direct the vote, sole or shared power to dispose or to direct the disposition. Provide the applicable information required by Item 2 with respect to each person
- amount of securities involved; (4) the price per share or unit; and (5) where or how the transaction was effected. Describe any transaction in the class of securities reported on that were effected during the past sixty (60) days by the persons named in response to paragraph (a). The description shall include, but not necessarily be limited to: (1) the identity of the person who effected the transaction; (2) the date of the transaction; (3) the
- d. If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of such securities, a statement to that effect should be included in response to this Item and, if such interest relates to more than five (5%) percent of the class, such person should be
- If the filing is an amendment reflecting the fact that the reporting person has ceased to be the beneficial owner of more than five (5%) percent of the class of securities, state the date on which such beneficial ownership was reduced

Item 5. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer N/A

guarantees of profits, division of profits or loss, or the giving or withholding of proxies, naming the person with whom such contracts, arrangements, understandings which would give another person voting power or investment power over such securities except that disclosure of standard default and similar provisions contained in or relationships have been entered into. Include such information for any of the securities that are pledged or otherwise subject to a contingency the occurrence of securities of the issue, including but not limited to transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, loan agreements need not be included. Describe any contract, arrangement, understanding or relationship among the person named in Item 2 and between such persons and any person with respect to any

Item 6. Material to be Filed as Exhibits N/A

Copies of all written agreements, contracts, arrangements, understandings, plans or proposals relating to

- the acquisition of issuer control, liquidation, sale of assets, merger, or change in business or corporate structure or any other matter as disclosed in Item 3; and
- b. the transfer or voting of the securities, finder's fees, joint ventures, options, puts, calls, guarantees of loans, guarantees against losses or the giving or withholding of any proxy as disclosed in Item 5.

This report is signed in the City of Cebu on July 5, 2017. 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 accurate.

JACK S. GAISANO Director

ignature of Reporting Person)

SUBSCRIBED AND SWORN to before me this 5th day of July 2017 in Cebu City, affiant who is personally known to me exhibiting to me his TIN 150-044-515.

Book No. XX Page No. 09 Doc. No. 42 Series of 2017

PTR. No. 13262467 / Cebu Province / January 6, 2017 IBP O.R. No. 1063010 / Cebu Province / January 4, 2017 MCLE Compliance No. V-0015079 / March 8, 2016 Rm. M03 Anicela Bldg., Mezzarine Osmena Blvd., Cantrol Site. Cebu City Notanal Commission No. 048-12 Roll of Attorneys No. 46647 Notary Public City of Cebu Until December 31, 2017 LAZALA-GARROTE