

# COVER SHEET

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S.E.C. Identification No.

<b>PEPSI-COLA PRODUCTS PHILIPPINES, INC.</b>
----------------------------------------------

(Company's Full Name)

<b>Km. 29 National Road, Tunasan, Muntinlupa City</b>
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(Business Address: No. Street City/Town/Province)

<b>Ma. Rosario C.Z. Nava</b>
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Contact Person

<b>750-9687</b>
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Company Telephone Number

1	2
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Month  
Fiscal Year

3	1
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Day

<b>Letter of Lotte Chilsung Beverage Co., Ltd. with enclosed SEC Forms 23-B and 23-A</b>
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FORM TYPE

<b>Last Friday of May</b>
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Month Date  
Annual Meeting

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Secondary License Type, If Applicable

M	S	R	D
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Dept. Requiring this Doc.

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Amended Article Number/Section

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Total No. of Stockholders

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Domestic

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Foreign

Total Amount of Borrowings

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To be accomplished by SEC Personnel concerned

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File Number

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LCU

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Document I.D.

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Cashier

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Remarks = pls. Use black ink for scanning purposes

# LOTTE

## LOTTE CHILSUNG BEVERAGE CO.,LTD.

5<sup>th</sup> Floor, LOTTE Castle Gold 7-18, Sincheon-Dong, Songpa-Gu, Seoul, Korea  
Tel. (82) 2 3479 9114 Fax. (82) 2 6234 9001  
Website : company.lottechilsung.co.kr

20 December 2017

### SECURITIES AND EXCHANGE COMMISSION

Secretariat Building, PICC Complex,  
Roxas Boulevard, Pasay City 1307

Attention: **MR. VICENTE GRACIANO P. FELIZMENIO, JR.**  
*Director, Markets and Securities Regulation Department*

### THE PHILIPPINE STOCK EXCHANGE, INC.

3rd Floor, Philippine Stock Exchange Plaza  
Ayala Triangle, Ayala Avenue  
Makati City 1226

Attention: **MR. JOSE VALERIANO B. ZUÑO III**  
*OIC-Head, Disclosure Department*

Gentlemen:

In order to enhance the transparency of the Lotte Group's governance structure, various Lotte companies, including Lotte Chilsung Beverage Co., Ltd. ("Transferor"), have entered into a Spin-off and Merger Agreement ("SOMA") in order to form a holding company (Lotte Corporation) which will subsequently attain ownership of, as well as all rights and obligations pertaining to, all assets transferred by these companies. Through this internal reorganization, Lotte Group will be able to maximize shareholder value by strengthening the management and coordination of assets held by Lotte Group.

Pursuant to the SOMA, the Transferor executed on 20 December 2017 a Deed of Transfer in favor of Lotte Corporation ("Transferee") covering 1,436,315,936 common shares of Pepsi-Cola Products Philippines, Inc. (PIP) representing 38.88% of PIP's total issued and outstanding shares ("Subject Shares"). This transfer does not signify or cause a change in ultimate ownership as the Subject Shares are and will continue to be ultimately owned and controlled by the Lotte Group.

We submit the enclosed SEC Form 23-A (Initial Statement of Beneficial Ownership of Securities) of the Transferee and SEC Form 23-B (Statement of Changes in Beneficial Ownership of Securities) of the Transferor, duly accomplished in compliance with the requirements of Rule 23 of the Philippine Securities Regulation Code and Section 17.5 of the Revised Disclosure Rules of the Philippine Stock Exchange.

Very truly yours,



**YOUNGGOO LEE**  
*CEO/President*  
**LOTTE CHILSUNG BEVERAGE CO., LTD.**



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

1. Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Yr)	4. Number of Derivative Securities Acquired (A) or Disposed of (D)		5. Date Exercisable and Expiration Date (Month/Day/Year)		6. Title and Amount of Underlying Securities		7. Price of Derivative Security	8. No. of Derivative Securities Beneficially Owned at End of Month	9. Ownership Form of Derivative Security; Direct (D) or Indirect (I)	10. Nature of Indirect Beneficial Ownership
			Amount	(A) or (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

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.

20-Dec-17  
Date

**DISCLOSURE REQUIREMENTS  
IN CASE OF MATERIAL CHANGES IN BENEFICIAL OWNERSHIP  
(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.

**Item 2. Identity and Background**

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, 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, provide the information specified in (a) through (f) of this Item with respect to such person(s).

- a. Name;
- b. Residence or business address;
- c. Present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted;
- d. 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;
- e. 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 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 temporarily enjoining, barring, suspending or otherwise limiting involvement in any type of business, securities, commodities or banking; and
- f. Citizenship.

**Item 3. Purpose of Transaction**

State the purpose or purposes of the acquisition of securities of the issuer. Describe any plans or proposals which the reporting persons may have which relate to or would result in:

- a. The acquisition by any person of additional securities of the issuer, or the disposition of securities of the issuer;
- b. An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the issuer or any of its subsidiaries;
- c. 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;
- e. 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 person;
- h. Causing a class of securities of the issuer to be delisted from a securities exchange;
- i. Any action similar to any of those enumerated above.

**Item 4. Interest in Securities of the Issuer**

- a. 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 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 respect to persons who, together with any of the persons named in Item 2, comprise a group.

- b. 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 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 with whom the power to vote or to direct the vote or to dispose or direct the disposition is shared.
- c. 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 amount of securities involved; (4) the price per share or unit; and (5) where or how the transaction was effected.
- 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 identified.
- e. 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**


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 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, guarantees of profits, division of profits or loss, or the giving or withholding of proxies, naming the person with whom such contracts, arrangements, understandings 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 which would give another person voting power or investment power over such securities except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

**Item 6. Material to be Filed as Exhibits**

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

- a. 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.

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. This report is signed in Seoul, Korea on December 20, 2017.

By: .....  
  
YOUNG GOO LEE  
CEO/President  
LOTTE CHILSUNG BEVERAGE CO., LTD