



# CIRCULAR

## The Philippine Stock Exchange, Inc.

<input checked="" type="checkbox"/>	Disclosures	<input type="checkbox"/>	Stockholders' Meeting	Others:	<u>Trading</u>
<input type="checkbox"/>	Dividend Notice	<input type="checkbox"/>	SEC / Gov't Issuance		<u>Suspension</u>
<input type="checkbox"/>	Stock Rights Notice	<input type="checkbox"/>	Transfer Agent's Notice		

To : **THE INVESTING PUBLIC AND TRADING PARTICIPANTS**

Company : **TOUCH SOLUTIONS, INC.**  
**Trading Suspension**

Date : **August 29, 2013**

Touch Solutions, Inc. ("TSI" or the "Corporation"), in a disclosure dated August 28, 2013, stated that:

This is to formally inform the Exchange that on 28 August 2013, Alliance Global Group, Inc. ("AGI"), among other investors (collectively, "Investors"), and Touch Solutions, Inc. ("TSI") have agreed that the Investors will subscribe to an aggregate of up to 15 billion shares of TSI at par value, to be issued out of the proposed increase in the authorized capital stock of TSI. As part of the transaction, AGI will transfer, and TSI will receive, shares of Emperador Distillers, Inc.

The transaction is subject to the required regulatory approvals.

Likewise, in a separate disclosure of even date, the Corporation stated that:

We wish to formally inform the Exchange that during the special meeting of the Board of Directors of Touch Solutions, Inc. (the "Corporation") held on 28 August 2013, the following matters were discussed:

1. Resignation of the following directors:
  - a. Peter YB Tay
  - b. Sue Chia
  - c. Yasuteru Kawahara
  - d. Jerahmeel B. Chen
  - e. Gabriel G. Huang
  - f. Cherrylyn G. Prado-Caoile
  - g. Gabriel A. Dee
  
2. Election of the following directors for the remainder of the unexpired term of the directors who tendered their resignations:

Controllership / Treasury	Market Regulation Division	Issuer Regulation Division	Information Technology Division	Capital Markets Dev't Division	COO / OGC
Tel. No. 688-7561/688-7508	Tel. No. 688-7541	Tel. No. 688-7510	Tel. No. 688-7480	Tel. No. 688-7534	Tel. No. 688-7411



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- a. Andrew L Tan
- b. Katherine L. Tan
- c. Winston S. Co
- d. Kendrick Andrew L. Tan
- e. Kingson U. Sian
- f. Miguel B. Varela
- g. Alejo L. Villanueva, Jr.

3. Election of New Officers, as follows:

- a. Andrew L. Tan – Chairman
- b. Winston S. Co – President
- c. Katherine L. Tan – Treasurer
- d. Dominic V. Isberto – Corporate Secretary
- e. Rolando D. Siatela – Assistant Corporate Secretary
- f. Dina D. Inting – Compliance Officer and Corporate Information Officer

4. Amendment of the Amended Articles of Incorporation and Amended By-Laws of the Corporation to change the corporate name to Emperador Inc.

5. To seek the written assent of the stockholders of the Corporation for the change in corporate name and for this purpose, set the record date thereof.

Attached for your reference are copies of the Corporation's disclosures regarding the aforementioned matters.

After a careful review of the disclosures submitted by the Corporation, please be advised that the Exchange deems that the above-mentioned transactions and corporate actions are covered by the Exchange's Rules on Backdoor Listing (the "Rules"), which provide that:

**SECTION 1. Basic Guidelines** – The Exchange shall allow the listing of shares of a listed company subject of a backdoor listing provided that the listed company agrees to fully disclose the details of the transaction/s entered by it and complies with the suitability requirements for listing, minimum public ownership and continuing listing requirements of the Exchange. These rules shall apply concurrently with the SRC rules on mandatory tender offer and other pertinent sections of the PSE's Revised Listing and Disclosure Rules.

Controllership / Treasury	Market Regulation Division	Issuer Regulation Division	Information Technology Division	Capital Markets Dev't Division	COO / OGC
Tel. No. 688-7561/688-7508	Tel. No. 688-7541	Tel. No. 688-7510	Tel. No. 688-7480	Tel. No. 688-7534	Tel. No. 688-7411



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A backdoor listing is deemed to occur when a listed company acquires or merges or combines with an unlisted company, or when a listed company is acquired by, merged or combined with an unlisted company, and which acquisition, merger, or combination results in a substantial change in the business, membership of the board of directors, or voting structure of the listed company.

....

**SECTION 2. Trading Suspension** – A trading suspension shall be imposed immediately after evaluation of the disclosure submitted and determination of the applicability of the rule on backdoor listing. Trading suspension shall be lifted one (1) trading day after dissemination by the Exchange of the Comprehensive Corporate Disclosure.

**SECTION 3. Comprehensive Corporate Disclosure** – A comprehensive corporate disclosure should be submitted within five (5) trading days from receipt of a request from the Exchange. The comprehensive corporate disclosure should include information such as the purpose for which the transaction is being entered into, the complete details of the transaction and information on the new shareholders, new business purpose and/or new assets to be acquired or infused. . . .

**Given the foregoing, the Exchange will implement a trading suspension on TSI shares effective at 9:00AM today, August 29, 2013, pending compliance by the Corporation with the requirements set forth in the above-mentioned provisions of the Rules.**

The Exchange will inform the Trading Participants and the investing public of further developments on the matter.

For the information and guidance of the investing public.

**(Original Signed)**  
**JANET A. ENCARNACION**  
 Head, Disclosure Department

Noted by:

**(Original Signed)**  
**MARSHA M. RESURRECCION**  
 Head, Issuer Regulation Division

Controllership / Treasury	Market Regulation Division	Issuer Regulation Division	Information Technology Division	Capital Markets Dev't Division	COO / OGC
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28 August 2013

**THE PHILIPPINE STOCK EXCHANGE, INC.**

3/F Philippine Stock Exchange Plaza  
Ayala Triangle, Ayala Avenue  
Makati City

Attention: **MS. JANET A. ENCARNACION**  
Head, Disclosure Department

Re: Special Meeting of the Board of Directors

Gentlemen:

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The transaction is subject to the required regulatory approvals.

**TOUCH SOLUTIONS, INC.**

By:

A handwritten signature in black ink, appearing to read "Gabriel A. Dee", is written over a horizontal line.

**GABRIEL A. DEE**  
Corporate Secretary



28 August 2013

**THE PHILIPPINE STOCK EXCHANGE, INC.**

3/F Philippine Stock Exchange Plaza  
Ayala Triangle, Ayala Avenue  
Makati City


Attention: **MS. JANET A. ENCARNACION**  
Head, Disclosure Department

Gentlemen:

Please find attached disclosure of Touch Solutions, Inc. prepared by the new Corporate Secretary.

By:

**TOUCH SOLUTIONS, INC.**



**GABRIEL A. DEE**  
Corporate Information Officer



**Touch Solutions**  
INCORPORATED

28 August 2013

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3/F Philippine Stock Exchange Plaza  
Ayala Triangle, Ayala Avenue  
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Head, Disclosure Department

Re: Special Meeting of the Board of Directors

Gentlemen:

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**TOUCH SOLUTIONS, INC.**

By:



**DOMINIC V. ISBERTO**  
Corporate Secretary