

# FIRST DIVISION

[ G.R. No. 218964, June 30, 2020 ]

**MARIA AURORA G. MATHAY, ISMAEL G. MATHAY III, MARIA SONYA M. RODRIGUEZ, AND RAMON G. MATHAY,\* PETITIONERS, VS. PEOPLE OF THE PHILIPPINES AND ANDREA L. GANDIONCO, RESPONDENTS.**

## RESOLUTION

**CAGUIOA, J:**

### *The Case*

This is a Petition for Review on *Certiorari*<sup>[1]</sup> (Petition) filed under Rule 45 of the Rules of Court against the Decision<sup>[2]</sup> dated March 6, 2015 and Resolution<sup>[3]</sup> dated June 18, 2015 in CA-G.R. SP. No. 137194 rendered by the Court of Appeals (CA) Special Division of Five Former Special Fifteenth Division.

The assailed Decision and Resolution upheld the Order<sup>[4]</sup> dated September 10, 2014 issued by the Regional Trial Court (RTC) of Pasig City, Branch 265 in Criminal Case No. 153895-PSG,<sup>[5]</sup> which denied the Omnibus Motion and Motion to Suspend Proceedings filed by petitioners, and ordered the issuance of warrants of arrest against them.

### *The Facts*

Petitioners Maria Sonya M. Rodriguez (Maria Sonya), Ismael G. Mathay III (Ismael III), Ramon G. Mathay (Ramon), and Maria Aurora G. Mathay (Maria Aurora) are siblings, whose parents are the late Quezon City Mayor Ismael A. Mathay, Jr. (Ismael) and Sonya Gandionco Mathay (Sonya).<sup>[6]</sup>

On March 6, 1980, Sonya and her sons, Ismael III and Ramon, along with Sonya's youngest sister, Andrea L. Gandionco (private respondent), organized Goldenrod, Inc. During her lifetime, Sonya managed and operated Goldenrod, Inc.<sup>[7]</sup>

At the time of her death on November 22, 2012, Goldenrod, Inc.'s General Information Sheet (GIS) dated April 4, 2012 reflected Sonya as having subscribed to 30,000 shares of stocks in Goldenrod, Inc., equivalent to 60% of its total shareholdings. This GIS was signed by its corporate secretary, Aida Palarca (Aida), and filed with the Securities and Exchange Commission (SEC).<sup>[8]</sup> It showed the respective shares of the other Goldenrod, Inc.'s stockholders as follows:

SONYA MATHAY	30,000 SHARES	60%
MARIA SONYA M. RODRIGUEZ	5,000 SHARES	10%
ISMAEL G. MATHAY III	5,000 SHARES	10%
RAMON ISMAEL G. MATHAY	5,000 SHARES	10%
MARIA AURORA G. MATHAY	5,000 SHARES	10% <sup>[9]</sup>

On December 7, 2012, after Sonya's death, an amended GIS of Goldenrod, Inc. was filed with the SEC. It was signed and attested by Aida, and showed a substantial reduction of the shares of Sonya from 30,000 to 4,000, or from 60% to 8% ownership of Goldenrod, Inc.'s outstanding shares. At the same time, the amended GIS showed that private respondent owned 26,000 shares or 52% of the shareholdings of Goldenrod, Inc.,<sup>[10]</sup> to wit:

SONYA MATHAY	4,000 SHARES	8%
MARIA SONYA M. RODRIGUEZ	5,000 SHARES	10%
ISMAEL G. MATHAY III	5,000 SHARES	10%
RAMON ISMAEL G. MATHAY	5,000 SHARES	10%
MARIA AURORA G. MATHAY	5,000 SHARES	10%
ANDREA L. GANDIONCO	26,000 SHARES	52% <sup>[11]</sup>

The amendment of the GIS was prompted by the presentation of a Declaration and Share Purchase Agreement (SPA) by private respondent to Aida. The Declaration was dated December 24, 2011 and executed by Sonya, who acknowledged therein that private respondent is the real owner of the 60% shares of stock in Goldenrod, Inc. she (Sonya) held on record. Sonya, in said Declaration, returned 52% of said shares of stock to private respondent through the SPA. The remaining 8% shares, upon the wishes of private respondent, were donated to petitioners, but were placed under Sonya's custodianship until their actual distribution to petitioners.<sup>[12]</sup>

On February 5, 2013 and February 11, 2013, petitioners successively filed two (2) GIS of Goldenrod, Inc. (both for the year 2013) with the SEC. These were signed and attested by Ramon as the new Corporate Secretary. Both GISs showed an increase of Sonya's shares to 60% (30,000 shares) from the 8% shares (4,000 shares) reflected in the amended GIS dated December 7, 2012. Private respondent's name as shareholder was likewise conspicuously absent.<sup>[13]</sup> Thus:

SONYA MATHAY	30,000 SHARES	60%
MARIA SONYA M. RODRIGUEZ	5,000 SHARES	10%
ISMAEL G. MATHAY III	5,000 SHARES	10%
RAMON ISMAEL G. MATHAY	5,000 SHARES	10%
MARIA AURORA G. MATHAY	5,000 SHARES	10% <sup>[14]</sup>

On February 11, 2013, Goldenrod, Inc. executed the Deed of Absolute Sale of its real estate covered by Transfer Certificate of Title (TCT) No. T-92106 in favor of YIC Group of Companies, Inc. for the sum of P8.1 Million.<sup>[15]</sup>

On February 18, 2013, private respondent filed a civil complaint for Injunction with Prayer for the Issuance of Temporary Restraining Order (TRO) and Writ of Preliminary Mandatory Injunction, and Mandamus against petitioners. It was filed before the Quezon City RTC, Branch 93, and docketed as Civil Case No. Q-13-289. Private respondent claimed deprivation of 26,000 shares (52%) of Goldenrod, Inc. belonging to her by virtue of the SPA she allegedly entered into with Sonya. Thus, she prayed: (1) for the return of 26,000 shares; (2) to call a special stockholders' meeting to elect a new set of directors; (3) to restrain petitioners from managing and exercising the powers and duties as directors of Goldenrod, Inc.; (4) for accounting of proceeds and funds paid to, received, and earned by Goldenrod, Inc.; and (5) for inventory of assets of Goldenrod, Inc.<sup>[16]</sup>

On April 23, 2013, Ismael filed a complaint against private respondent to declare null and void the SPA. It was filed before the Quezon City RTC, Branch 91 and docketed as Civil Case No. Q-13-73089. Ismael alleged that the SPA lacks his written consent, in contravention of Article 124 of the Family Code.<sup>[17]</sup>

On March 26, 2014, private respondent filed a complaint against petitioners for Qualified Theft through Falsification of Public Documents by a Private Individual.<sup>[18]</sup>

On May 14, 2014, an Information<sup>[19]</sup> was filed in court, the accusatory portion of which reads:

"During the period from February 5 to 11, 2013, in Pasig City, and within the jurisdiction of this Honorable Court, the accused, being then members of the Board of Directors and officers of Goldenrod, Inc., and as such has access to the corporate papers and properties of the said company, conspiring and confederating together, and all of them mutually helping and aiding one another, with grave abuse of confidence, and with intent to gain, without the knowledge and consent of the owner thereof, did then and there willfully, unlawfully and feloniously commit acts of falsification in preparing or causing to prepare two (2) General Information Sheets (GIS). which are public documents, by removing the name of the complainant Andrea L. Gandionco represented by Johnny T. Medina, retaining the name of Sonya G. Mathay, complainant's sister which is (sic) already deceased since November 22, 2012, and placing the name of Ramon G. Mathay, who is one and the same person, which making it appear to be true, when in truth and in fact they were false and falsify (sic), and as result thereof, the accused took full and exclusive ownership of the real property covered by Transfer Certificate of Title No. T-92106 in the name of Goldenrod, Inc., enabling to (sic) accused to execute a deed of Absolute Sale and was able to dispose and sell the said property, to the damage and prejudice of complainant Andre (sic) L. Gandionco in the amount of Php4,212,000.00 corresponding [to] her 52% shares, being the stockholder of the said company.

Contrary to law."<sup>[20]</sup>

Petitioners filed an Omnibus Motion for: (1) Judicial Determination of Probable Cause; (2) Annulment of the Resolution dated May 8, 2014 of Pasig City Assistant Prosecutor Leoncio D. De Guzman; (3) Quashal of Information; and (4) Suspension of the Issuance of Warrant of Arrest pending final resolution on the merits of said Omnibus Motion. They also filed a Motion to Suspend Proceedings on the ground of a prejudicial question in view of a pending civil case.<sup>[21]</sup>

#### *RTC Proceedings*

The RTC, in its Order<sup>[22]</sup> dated September 10, 2014, denied the motions of petitioners and ordered the issuance of the corresponding warrants of arrest against them.<sup>[23]</sup> Holding that a finding of probable cause does not require an inquiry into whether there is sufficient evidence to procure a conviction, the trial court found that the allegations in the Information and the affidavit-complaint, together with the documents submitted by the prosecution, *prima facie* show all the elements of qualified theft through falsification of public documents. The trial court observed that it was alleged in the Information that petitioners, with grave abuse of confidence and with intent to gain, conspired in taking away the amount of P4,212,000.00 without the consent and knowledge of private respondent. The act was accomplished by falsifying two (2) GISs, removing private respondent from the list of owners/shareholders, and selling the property of the corporation. The taking, according to the RTC, appears to have been made with grave abuse of confidence, inasmuch as petitioners could not have taken the subject shares of stocks if not for the positions they hold in the company and their blood relationship with private respondent.<sup>[24]</sup>

Furthermore, the RTC gave credence to the Declaration where Sonya admitted that her sister, private respondent, is the real owner of the 60% shares of stocks of Goldenrod, Inc.<sup>[25]</sup>

On the other hand, the counter-allegations of petitioners essentially delved on evidentiary matters that are best passed upon in a full-blown trial.<sup>[26]</sup>

As regards the issue on prejudicial question, the RTC found it premature to suspend the criminal action on this ground because of its lack of jurisdiction on the person of the accused. The RTC held it untenable for petitioners to seek such relief without surrendering to the jurisdiction of the court.<sup>[27]</sup>

#### *CA Proceedings*

Petitioners thereafter filed a Petition for *Certiorari* with Urgent Prayer for Issuance of TRO/Preliminary Injunction before the CA. Petitioners argued that the trial court judge acted with grave abuse of discretion when he: (1) failed to quash the Information on the ground that the facts as charged do not constitute an offense; (2) allowed the issuance of warrants of arrest against petitioners without the benefit

of bail; and (3) failed to suspend the proceedings despite the manifest existence of a prejudicial question in a previously instituted civil case (Civil Case No. Q-13-289).<sup>[28]</sup>

The CA denied the petition for lack of merit.<sup>[29]</sup> The CA ruled that petitioners' alleged act of falsifying the two (2) GISs of Goldenrod, Inc. in order to consummate the sale of a real property owned by the corporation, thereby depriving private respondent of her shares in the proceeds thereof, may be construed as taking of personal property of another. Private respondent, who claims to be the lawful owner of the 52% shares of stock of Goldenrod, Inc. by virtue of the purported Declaration and SPA signed in her favor by Sonya before she died, may be considered to have been deprived of her right to possess, enjoy, and control said personal property through the act of petitioners (in their capacity as officers and members of the Board of Directors of Goldenrod, Inc.) of excluding her name in the GISs.<sup>[30]</sup>

The CA gave short shrift to the argument of petitioners that the ownership over the subject property must first be determined. Citing *Miranda v. People*<sup>[31]</sup> (*Miranda*), the CA held that in the crime of theft, ownership of the stolen property is immaterial. The law merely requires that the stolen property must not belong to the offender.<sup>[32]</sup> Parenthetically, the CA also held that the resolution of Civil Case No. Q-13-289 will not be determinative of the outcome of the present criminal case as they are independent of each other. The CA emphasized that the only issues in the present criminal case are: (1) whether petitioners falsified the two (2) subject GISs; and (2) whether petitioners, with intent to gain and without private respondent's consent, took her share from the purchase price of the sale of the real property of Goldenrod, Inc. with YIC Group of Companies, Inc.<sup>[33]</sup>

Finally, the CA found no grave abuse of discretion on the part of the trial court in ordering the issuance of warrants of arrest against petitioners in view of the denial of their motions. The CA found it procedurally incumbent upon the trial court to issue the warrants of arrest so it can acquire jurisdiction over the persons of petitioners. The CA found nothing wrong with the issuance of the warrants of arrest without the benefit of bail since the offense charged was non-bailable and there was no proof that petitioners even filed a petition for bail.<sup>[34]</sup>

Petitioners filed a motion for reconsideration, but the same was denied for lack of merit via the assailed Resolution<sup>[35]</sup> dated June 18, 2015. Hence, this Petition.

On January 22, 2016, petitioners filed an Urgent Motion for Application for a Temporary Restraining Order (TRO) and Writ of Preliminary Injunction. The Court, in a Resolution<sup>[36]</sup> dated February 17, 2016 granted this motion and issued a TRO enjoining the proceedings in Criminal Case No. 153895 and the implementation of the warrants of arrest and Hold Departure Order against petitioners arising from the Information. The TRO took effect immediately and continues to be effective until further orders from the Court.

### *Issue*

Before the Court can delve into the other issues raised by petitioners on whether