

# SECURITIES AND EXCHANGE COMMISSION

## SEC FORM 17-C

### CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES REGULATION CODE AND SRC RULE 17.2(c) THEREUNDER

1. Date of Report (Date of earliest event reported)

Dec 20, 2022

2. SEC Identification Number

CS200803939

3. BIR Tax Identification No.

006-990-128

4. Exact name of issuer as specified in its charter

TOP FRONTIER INVESTMENT HOLDINGS, INC.

5. Province, country or other jurisdiction of incorporation

Philippines

6. Industry Classification Code(SEC Use Only)

7. Address of principal office

5th Floor, ENZO Building, No. 399 Sen. Gil Puyat Ave., Makati City

Postal Code

1200

8. Issuer's telephone number, including area code

(02) 8632-3481

9. Former name or former address, if changed since last report

N.A.

10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

| Title of Each Class                                | Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding |
|--|---|
| Common Shares                                      | 332,886,167   |
| Conso. Total Liab. (as of 9.30.22 in Millions Php) | 1,725,846   |

11. Indicate the item numbers reported herein

9

*The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.*



**TOP FRONTIER**  
INVESTMENT HOLDINGS, INC.

## **Top Frontier Investment Holdings, Inc.**

### **TFHI**

#### **PSE Disclosure Form 4-30 - Material Information/Transactions** *References: SRC Rule 17 (SEC Form 17-C) and Sections 4.1 and 4.4 of the Revised Disclosure Rules*

#### **Subject of the Disclosure**

Matters approved by the Board of Directors of Top Frontier Investment Holdings, Inc. (the "Corporation") during the Special Meeting of the Board of Directors of the Corporation held on December 20, 2022

#### **Background/Description of the Disclosure**

During the Special Meeting of the Board of Directors of the Corporation held on December 20, 2022, the Board unanimously approved the following matters:

- a. report on the payment by Far East Holdings, Inc. to the offshore Security Holder of the Php25.883 billion Perpetual Securities issued by the Corporation on June 30, 2016 (the "2016 Perpetual Securities");
- b. amendments to certain features of the 2016 Perpetual Securities;
- c. issuance by the Corporation of Redeemable Non-Voting Perpetual Securities in favor of Far East Holdings, Inc. for the redemption of the outstanding preferred shares held by San Miguel Corporation and payment of certain debts, at such terms and conditions as reasonably determined by Management; and
- d. redemption of the aforementioned outstanding preferred shares of the Corporation.

#### **Other Relevant Information**

Please see attached SEC Form 17-C, as filed with the SEC through electronic mail on even date.

Item (a) above refers to the transfer of the 2016 Perpetual Securities to Far East Holdings, Inc. from Bryce Canyon Investments Limited, the original security holder of the 2016 Perpetual Securities as disclosed on 30 June 2016.

The preferred shares to be redeemed, as mentioned in Items (c) and (d) above, are not listed with the Philippine Stock Exchange (PSE).

**Filed on behalf by:**

|                    |                               |
|--------------------|-------------------------------|
| <b>Name</b>        | Irene Cipriano                |
| <b>Designation</b> | Assistant Corporate Secretary |

COVER SHEET

C S 2 0 0 8 0 3 9 3 9  
S. E. C. Registration Number

T O P F R O N T I E R  
I N V E S T M E N T H O L D I N G S ,  
I N C .

(Company's Full Name)

5 t h F l o o r E N Z O B l d g .  
3 9 9 S e n . G i l P u y a t  
A v e . , M a k a t i C i t y

Business Address: No. Street City/Town/Province)

Virgilio S. Jacinto  
Contact Person

(02) 8632-3481  
Company Telephone Number

1 2 3 1  
Month Day  
Fiscal Year

SEC Form 17- C  
FORM TYPE

0 7 0 9  
Month Day  
Annual Meeting

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings  
Domestic Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I. D.

Cashier

STAMPS

Remarks = Pls. Use black ink for scanning purposes

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17  
OF THE SECURITIES REGULATION CODE  
AND SRC RULE 17.2(c) THEREUNDER

1. December 20, 2022  
Date of Report (Date of earliest event reported)
2. SEC Identification Number CS200803939 3. BIR Tax Identification No. 006-990-128
4. TOP FRONTIER INVESTMENT HOLDINGS, INC.  
Exact name of issuer as specified in its charter
5. Philippines 6.  (SEC Use Only)  
Province, country or other jurisdiction of incorporation Industry Classification Code:
7. 5<sup>th</sup> Floor, ENZO Building, No. 399 Sen. Gil Puyat Ave., Makati City 1200  
Address of principal office Postal Code
8. (02) 8632-3481  
Issuer's telephone number, including area code
9. N.A.  
Former name or former address, if changed since last report
10. Securities registered pursuant to Sections 8 and 12 of the SRC  
490,196,200 Common Shares

| Title of Each Class | Number of Shares of Common Stock<br>Outstanding and<br>Amount of Debt Outstanding<br>(As of September 30, 2022) |
|---------------------|---|
| Common Shares       | 332,886,167*  |

*\*Net of the 157,310,033 common shares held in Treasury*

Consolidated Total Liabilities

P1,725,846 million

11. Indicate the item numbers reported herein: Item 9

Top Frontier Investment Holdings, Inc. (the "Corporation") hereby reports that during the Special Meeting of the Board of Directors of the Corporation held on December 20, 2022, the Board unanimously approved the following matters:

- a. report on the payment by Far East Holdings, Inc. to the offshore Security Holder of the Php25.883 billion Perpetual Securities issued by the Corporation on June 30, 2016 (the "2016 Perpetual Securities");
- b. amendments to certain features of the 2016 Perpetual Securities;
- c. issuance by the Corporation of Redeemable Non-Voting Perpetual Securities in favor of Far East Holdings, Inc. for the redemption of the outstanding preferred shares held by San Miguel Corporation and payment of certain debts, at such terms and conditions as reasonably determined by Management; and
- d. redemption of the aforementioned outstanding preferred shares of the Corporation.

#### SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the Issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized on December 20, 2022.

TOP FRONTIER INVESTMENT HOLDINGS, INC.

By:



**VIRGILIO S. JACINTO**  
Corporate Secretary  
and Compliance Officer