

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 21, 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

Transactions implemented on December 21, 2022

Background/Description of the Disclosure

The Corporation hereby reports that the following transactions have been implemented today, December 21, 2022, namely:

- a. the issuance by the Corporation of Series "B" Redeemable Non-Voting Perpetual Securities, in the aggregate face value amount of Php11,151,370,800.00, in favor of Far East Holdings, Inc. ("FEHI");
- b. the issuance by the Corporation of Series "C" Redeemable Non-Voting Perpetual Securities, in the aggregate face value amount of Php24,631,629,200.00, in favor of FEHI; and
- c. the redemption by the Corporation of the entire outstanding preferred shares of the Corporation (which preferred shares are not listed with the PSE) of the Corporation, comprising of 1,904,540 preferred shares held by San Miguel Corporation, at its issue price totaling Php35,424,444,000.00, plus accrued dividends of Php265,683,330.00. Pursuant to the Amended Articles of Incorporation of the Corporation, the redeemed preferred shares shall not be considered retired and may be reclassified and re-issued by the Corporation.

Other Relevant Information

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

Filed on behalf by:

Name	Irene Cipriano
Designation	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

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

1. December 21, 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 Province, country or other jurisdiction of incorporation
6. (SEC Use Only) Industry Classification Code:
7. 5th Floor, ENZO Building, No. 399 Sen. Gil Puyat Ave., Makati City Address of principal office 1200 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 Outstanding and Amount of Debt Outstanding (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**

Further to the earlier disclosure of Top Frontier Investment Holdings, Inc. (the “Corporation”) to the Securities and Exchange Commission, the Corporation hereby reports that the following transactions have been implemented today, December 21, 2022, namely:

- a. the issuance by the Corporation of Series “B” Redeemable Non-Voting Perpetual Securities, in the aggregate face value amount of Php11,151,370,800.00, in favor of Far East Holdings, Inc. (“FEHI”);
- b. the issuance by the Corporation of Series “C” Redeemable Non-Voting Perpetual Securities, in the aggregate face value amount of Php24,631,629,200.00, in favor of FEHI; and
- c. the redemption by the Corporation of the entire outstanding preferred shares of the Corporation, comprising of 1,904,540 preferred shares held by San Miguel Corporation, at its issue price totaling Php35,424,444,000.00, plus accrued dividends of Php265,683,330.00. Pursuant to the Amended Articles of Incorporation of the Corporation, the redeemed preferred shares shall not be considered retired and may be reclassified and re-issued by 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 21, 2022**.

TOP FRONTIER INVESTMENT HOLDINGS, INC.

By:



VIRGILIO S. JACINTO
Corporate Secretary
and Compliance Officer