

# 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)

Mar 10, 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 9.30.21 in Millions Php)	1,393,710

11. Indicate the item numbers reported herein

4

*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. TFHI

### PSE Disclosure Form 4-8 - Change in Directors and/or Officers (Resignation/Removal or Appointment/Election) *References: SRC Rule 17 (SEC Form 17-C) and Section 4.4 of the Revised Disclosure Rules*

#### Subject of the Disclosure

Election of Independent Director

#### Background/Description of the Disclosure

Please see attached SEC Form 17-C relative to the election of Gen. Ricardo C. Marquez as Independent Director of the Top Frontier Investment Holdings, Inc., by the remaining members of the Board while still constituting a quorum, to fill-up the vacancy left in the Board in view of the demise of Justice Minita V. Chico-Nazario on February 16, 2022 (as disclosed on February 17, 2022).

#### Resignation/Removal or Replacement

Name of Person	Position/Designation	Effective Date of Resignation/Cessation of term (mmm/dd/yyyy)	Reason(s) for Resignation/Cessation
-	-	-	-

#### Election or Appointment

Name of Person	Position/Designation	Date of Appointment/Election (mmm/dd/yyyy)	Effective Date of Appointment Election (mmm/dd/yyyy)	Shareholdings in the Listed Company		Nature of Indirect Ownership
				Direct	Indirect	
Ricardo C. Marquez	Independent Director	03/10/2022	03/10/2022	100	-	N.A.

#### Promotion or Change in Designation

Name of Person	Position/Designation		Date of Approval (mmm/dd/yyyy)	Effective Date of Change (mmm/dd/yyyy)	Shareholdings in the Listed Company		Nature of Indirect Ownership
	From	To			Direct	Indirect	

-	-	-	-	-	-	-	-	
---	---	---	---	---	---	---	---	--

#### Other Relevant Information

The amendment of this PSE Form 4-8, reflecting the shares of Ricardo C. Marquez from Inderect to Direct, is due to the upliftment of the said shares from the PDTC. The subject shares are now in certificated form in the name of Ricardo C. Marquez.

#### Filed on behalf by:

<b>Name</b>	Paula Katherina Gan
<b>Designation</b>	Legal Counsel

# 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 th 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)

Irene M. Cipriano

Contact Person

(02) 8632-3481

Company Telephone Number

1 2

Month

3 1

Day

SEC Form 17-C

FORM TYPE

0 7

Month

0 9

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. March 10, 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 Outstanding and Amount of Debt Outstanding (As of September 30, 2021)
Common Shares	332,886,167*

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

Consolidated Total Liabilities (in millions)	P1,393,710
--	------------

11. Indicate the item numbers reported herein: Items 4 and 9

Top Frontier Investment Holdings, Inc. (the "Corporation") hereby reports that during the Regular Meeting of the Board of Directors of the Corporation held on March 10, 2022, the Board unanimously approved the following matters, among others:

- a. the approval of the audited financial statements of the Corporation for the year ended December 31, 2021, the details of which shall be reported to the Securities and Exchange Commission and the Philippine Stock Exchange, Inc. under SEC Form 17-A;
- b. the declaration of cash dividends to shareholders owning preferred shares as of March 10, 2022, amounting to Php265,683,330.00, or Php139.50 per preferred share, payable on March 11, 2022;
- c. the approval of the 2022 Internal Audit Plan and the certification and confirmation that a sound internal audit, control and compliance system is in place and working effectively;
- d. the election of Gen. Ricardo C. Marquez, as independent director of the Corporation, by the remaining members of the Board while still constituting a quorum, to fill-up the vacancy left in the Board in view of the demise of Justice Minita V. Chico-Nazario on February 16, 2022 (as disclosed on February 17, 2022)

Gen. Marquez is an incumbent Independent Director of San Miguel Food and Beverage, Inc. (since March 2017) and Eagle Cement Corporation (since February 2017). Currently, he is also a member of the Board of Trustees of the Public and Safety Mutual Benefit Fund, Inc. (since 2015), where he also served as Chairman (July 2015 - June 2016). Previously, Gen. Marquez served the Philippine National Police in various capacities before he became the PNP Chief in July 2015. He graduated from the Philippine Military Academy and holds a Master in Management Degree. He likewise completed various courses in the Philippines and abroad, including Leaders in Development Executive Program in the Harvard Kennedy School.

- e. the appointment of the following persons to fill-up the vacancies left in view of the demise of Justice Nazario:

Consuelo M. Ynares-Santiago - Lead Independent Director

Ricardo C. Marquez

- Chairperson, Audit and Risk Oversight Committee
- Member, Corporate Governance Committee
- Member, Related Party Transaction Committee

## **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 **March 10, 2022**.

**TOP FRONTIER INVESTMENT HOLDINGS, INC.**

By:



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