

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)
Sep 29, 2023
2. SEC Identification Number
CS200803939
3. BIR Tax Identification No.
006-99-128
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	377,886,167
Conso Total Liab (as of 6.30.23 in millions Php)	1,795,176

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

PSE Notice of Approval on the Listing of the 45,000,000 Common Shares Subscribed by Far East Holdings, Inc.

Background/Description of the Disclosure

Further to the previous disclosures of Top Frontier Investment Holdings, Inc. (the "Corporation") regarding the subscription by Far East Holdings, Inc. ("FEHI") to 45,000,000 Common Shares of the Corporation (the "Subject Shares"), the Corporation reports that it received today a copy of the Notice of Approval issued by the Philippine Stock Exchange, Inc. ("PSE") setting forth the approval by the PSE Board of Directors of the listing of the Subject Shares with the PSE (the "PSE Notice of Approval"). A copy of the PSE Notice of Approval is hereto attached.

The Corporation shall comply with the post-approval requirements and conditions as set out in the PSE Notice of Approval.

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

SECURITIES AND EXCHANGE COMMISSION

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

1. September 29, 2023
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. 5th 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 June 30, 2023)
Common Shares	377,886,167*

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

Consolidated Total Liabilities P1,795,176 million

11. Indicate the item numbers reported herein: Item 9

Further to the previous disclosures of Top Frontier Investment Holdings, Inc. (the "Corporation") regarding the subscription by Far East Holdings, Inc. ("FEHI") to 45,000,000 Common Shares of the Corporation (the "Subject Shares"), the Corporation reports that it received today a copy of the Notice of Approval issued by the Philippine Stock Exchange, Inc. ("PSE") setting forth the approval by the PSE Board of Directors of the listing of the Subject Shares with the PSE (the "PSE Notice of Approval"). A copy of the PSE Notice of Approval is hereto attached.

The Corporation shall comply with the post-approval requirements and conditions as set out in the PSE Notice of Approval.

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 **September 29, 2023**.

TOP FRONTIER INVESTMENT HOLDINGS, INC.

By:



VIRGILIO S. JACINTO
Corporate Secretary
and Compliance Officer



September 29, 2023

Top Frontier Investment Holdings, Inc.
5th Floor, ENZO Building
No. 399 Sen. Gil Puyat Avenue
Makati City

Attention : **Virgilio S. Jacinto**
Corporate Secretary and Compliance Officer

Re : **Notice of Approval**
Private Placement Transaction

Gentlemen:

We are pleased to inform you that the Board of Directors (the "Board") of The Philippine Stock Exchange, Inc. ("PSE" or the "Exchange") approved the application of **Top Frontier Investment Holdings, Inc. ("TFHI" or the "Company")** to list 45,000,000 common shares (the "Private Placement Shares"), to cover the Company's private placement transaction with Far East Holdings, Inc. (the "Subscriber") at a subscription price of Php 241.42 per share for a total transaction value of Php 10,863,900,000.00.

The foregoing approval is subject to all the conditions as set forth in the Post-Approval Requirements and Conditions attached as **Annex "A"** hereof and which are made an integral part of this Notice of Approval ("Notice") and incorporated herein by reference as well as any other condition or requirement that the Securities and Exchange Commission ("SEC") and/or the Exchange may hereafter impose in relation to the issuance and/or listing of the shares.

Kindly note that this Notice is being issued on the basis of the representations made to the Exchange by the Company, and its counsels and representatives in the course of the processing of the Company's listing application and in the event that the representations are found to be false, inaccurate, misleading or incomplete, then this approval may be revoked and considered null and void.

This Notice is without prejudice to any action that the Exchange may take in relation to any guidelines, procedures and/or requirements that may subsequently be set or imposed by the SEC with regard to the Private Placement Shares.

Finally, the foregoing approval only relates to the listing of the Private Placement Shares and is without prejudice to any subsequent action that the Exchange may take in relation to the Company's compliance with applicable rules of the Exchange. Further, the release of this Notice should not be construed as an approval or clearance, tacit or otherwise, of any other matter that may require the Exchange's action in the exercise of its regulatory powers as a self-regulatory organization.

Very truly yours,



Marigel M. Baniqued-Garcia
Head, Issuer Regulation Division

ANNEX A: POST-APPROVAL REQUIREMENTS AND CONDITIONS

The actual listing and trading of the Private Placement Shares will take effect only after the following requirements have been complied with:

1. The Company pays the amount representing payment of the listing fee to the SEC. A copy of the official receipt shall be submitted to the Listings Department no later than three (3) trading days before the listing date, together with a certification from a duly authorized representative of the Company that the photocopy is a faithful reproduction of the original receipt. The original receipt may be required to be presented to the Listings Department for purposes of verification;
2. The Company shall comply with the rule on lodgment of securities under Article III, Part A, Section 17 of the Consolidated Listing and Disclosure Rules which includes the submission of the following:
 - (a) A sworn corporate secretary's certificate stating the following:
 - i. that all the securities have been issued in uncertificated form in accordance with the requirements of Section 43 of the Securities Regulation Code;
 - ii. the subject securities have been received, and are being processed for electronic lodgment, by the Philippine Depository & Trust Corp ("PDTC"); and
 - iii. the subject shares will be lodged and/or available in the PDTC system on listing date.

The Certification should make reference to the (i) number of TFHI shares for listing and (ii) listing application covering the Private Placement Shares.
 - (b) A written confirmation from PDTC of the lodgment of the Private Placement Shares.
3. All outstanding disclosure issues have been resolved.

In addition to the above, the foregoing approval is likewise subject to the following conditions:

1. The Company complies with the Consolidated Listing and Disclosure Rules, as amended, the Revised Trading Rules and its implementing guidelines, and other applicable laws, rules, and regulations.
2. The Company is cognizant of, and acknowledges that, the trading of unlisted securities will merit the imposition of stiff penalties and may be subject to certain tax liabilities.

3. The Company, including its counsels and representatives, shall ensure that they strictly comply with the deadlines stated in this Notice and other deadlines that the Exchange may impose with respect to any additional information or document that may be required by the Exchange to be submitted in connection with the Company's listing of its shares.

The Company, including its counsels and representatives, are cognizant of the deadlines stated in this Notice and acknowledge that strict adherence and compliance therewith is compulsory.

The Company, including its counsels and representatives, acknowledge that the periods stated in this Notice are non-extendible and in the event of non-compliance therewith, the Exchange will take regulatory action as may be necessary under the circumstances consistent with the Exchange's mandate to maintain a fair and orderly market.

4. All documents must be duly received by the Listings Department at the date and time specified herein. If there is no specific time indicated, submission should be made no later than 5:00P.M. All submissions made after 5:00P.M. shall be considered as submitted and filed as of the immediately succeeding trading day.
5. Preliminary submission may be made via electronic mail to listings@pse.com.ph, with the submission of the printed copies to follow on a schedule as may be agreed upon by the Company and the Exchange. Notwithstanding anything to the contrary, all printed copies of the relevant documents should be submitted to the Exchange no later than two (2) weeks from listing date.

The printed copies to be submitted should include:

- a) a cover letter with the following information: title of each document as well as the date when the document was submitted electronically; and
- b) a sworn certification from the Company's authorized representative stating that the printed copies being submitted and the electronic copies previously submitted to the Exchange are identical, that any photocopies submitted are true and correct copies of the original documents, and that the printed copies submitted are complete.

Further, the Company shall submit a USB flash drive containing scanned copies of each document submitted in .pdf format. The filename for each file must clearly indicate the type/title of document and the files should be arranged by folders and grouped based on the date of electronic submission to the Exchange.

The listing date of the Private Placement Shares will be scheduled at least two (2) trading days from the Exchange's posting of the listing notice and after confirmation by the Exchange of the completeness of the Company's submissions and the Company's compliance with all the post-approval requirements.

This approval for the listing of Private Placement Shares is only valid for a period of sixty (60) days from receipt by the Company of this Notice. Should the Company fail to comply with the post-approval requirements and cause the listing of the Private Placement Shares within the prescribed period, this approval shall be considered revoked and the Company must re-file the application for listing of the Private Placement Shares and pay the requisite listing fees.