

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)

Jun 7, 2023

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 3.31.23 in Millions Php)	1,732,871

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

Execution by Top Frontier Investment Holdings, Inc. (the "Corporation") and Far East Holdings Inc. ("FEHI") on 07 June 2023 of the following agreements:

- (1) Subscription Agreement covering the subscription by FEHI to 45,000,000 common shares of the Corporation; and
- (2) Agreements on the amendments to the perpetual securities of the Corporation.

Background/Description of the Disclosure

The Corporation hereby reports the following matters:

- a. On 07 June 2023, the Corporation and Far East Holdings, Inc. ("FEHI") entered into a Subscription Agreement covering the subscription by FEHI to 45,000,000 common shares of the Corporation out of its unissued common shares (the "Subscribed Shares") at a subscription price of Php241.42 per common share, equivalent to an aggregate subscription price of Ten Billion Eight Hundred Sixty Three Million and Nine Hundred Thousand Pesos (Php10,863,900,000.00), to be fully paid in cash on or before 30 June 2023, or such other date as shall be agreed upon between the Corporation and FEHI. The Corporation shall secure ratification by its shareholders of the issuance of the Subscribed Shares, the approval by its shareholders for the listing of the Subscribed Shares on the Philippine Stock Exchange ("PSE"), and the filing of the application for the listing of the Subscribed Shares with the PSE, by way of compliance with the Implementing Guidelines for the Listing of the Issued and Outstanding Shares, after securing the aforementioned stockholders' approval.
- b. On 07 June 2023, the Corporation and FEHI entered into the agreements for the amendments of the terms and conditions of the perpetual securities of the Corporation, which include the change in the distribution rates and the inclusion of a convertibility feature of the perpetual securities into common shares of the Corporation at a conversion price of Php289.70 per common share, which amendments shall be effective on 20 June 2023 for the Perpetual Securities (Series "A"), 21 June 2023 for the Perpetual Securities (Series "B" and Series "C"), and 30 June 2023 for the Perpetual Securities.

Other Relevant Information

Please see attached SEC Form 17-C, as filed with the Securities and Exchange Commission 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

SEC FORM 17-C

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

1. **07 June 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**
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** **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 31 March 2023)
Common Shares <i>*Net of the 157,310,033 common shares held in Treasury</i>	332,886,167*
Total Consolidated Liabilities	P1,732,871 million

11. Indicate the item numbers reported herein: Item 9

Further to the disclosure of Top Frontier Investment Holdings, Inc. (the “Corporation”) on 01 June 2023, the Corporation hereby reports the following matters:

- a. On 07 June 2023, the Corporation and Far East Holdings, Inc. (“FEHI”) entered into a Subscription Agreement covering the subscription by FEHI to 45,000,000 common shares of the Corporation out of its unissued common shares (the “Subscribed Shares”) at a subscription price of Php241.42 per common share, equivalent to an aggregate subscription price of Ten Billion Eight Hundred Sixty Three Million and Nine Hundred Thousand Pesos (Php10,863,900,000.00), to be fully paid in cash on or before 30 June 2023, or such other date as shall be agreed upon between the Corporation and FEHI. The Corporation shall secure ratification by its shareholders of the issuance of the Subscribed Shares, the approval by its shareholders for the listing of the Subscribed Shares on the Philippine Stock Exchange (“PSE”), and the filing of the application for the listing of the Subscribed Shares with the PSE, by way of compliance with the Implementing Guidelines for the Listing of the Issued and Outstanding Shares, after securing the aforementioned stockholders’ approval.
- b. On 07 June 2023, the Corporation and FEHI entered into the agreements for the amendments of the terms and conditions of the perpetual securities of the Corporation, which include the change in the distribution rates and the inclusion of a convertibility feature of the perpetual securities into common shares of the Corporation at a conversion price of Php289.70 per common share, which amendments shall be effective on 20 June 2023 for the Perpetual Securities (Series “A”), 21 June 2023 for the Perpetual Securities (Series “B” and Series “C”), and 30 June 2023 for the Perpetual Securities.

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 07 June 2023.

TOP FRONTIER INVESTMENT HOLDINGS, INC.

By:



VIRGILIO S. JACINTO
Corporate Secretary and Compliance Officer