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 6, 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. TFHI

PSE Disclosure Form 7-2 - Postponement of Annual Stockholders' Meeting
References: SRC Rule 17 (SEC Form 17-C) and
Section 7 of the Revised Disclosure Rules

Subject of the Disclosure

Change in the date of the 2023 Annual Stockholders' Meeting ("ASM") of Top Frontier Investment Holdings, Inc. (the "Corporation")

Background/Description of the Disclosure

On June 1, 2023, the Board of Directors of the Corporation approved, among others, the change in the date of the 2023 ASM of the Corporation from July 11, 2023 to August 3, 2023 by reason stated below.

Date of Approval by Board of Directors	Jun 1, 2023	
Date of Stockholders' Meeting (as provided in the By-Laws)	Every July 9 of each year, if it falls on a Saturday, Sunday or legal holiday, then on day following	

Reason(s) for postponement

The reason for the change in the date of the 2023 ASM of the Corporation from July 11, 2023 to August 3, 2023 is to include in the 2023 ASM securing the approval of the stockholders for the listing of the common shares to be issued to Far East Holdings, Inc. pursuant to its subscription, as approved by the Board of Directors of the Corporation on June 1, 2023 (as duly disclosed by the Corporation to the SEC and PSE on June 1, 2023) in order to timely comply with the relevant PSE Implementing Guidelines for the Listing of Issued and Outstanding Shares.

Other Relevant Information

Please refer to the disclosure made on June 1, 2023 to the SEC and PSE as hereto attached. The SEC-ICTD acknowledged receipt of the aforesaid disclosure on June 1, 2023. On the other hand, the PSE approved the same disclosure under PSE Disclosure Form 7-1 on June 2, 2023. Also, hereto attached is the accompanying Secretary's Certificate quoting the resolutions of the Board of Directors of the Corporation on June 1, 2023 regarding the change in the date of 2023 ASM to August 3, 2023.

Filed on behalf by:

Name	Irene Cipriano
Designation	Assistant Corporate Secretary

SEC-ICTD receipt_FW: Top Frontier Investment Holdings, Inc. - SEC Form 17-C (01 June 2023)

cs@topfrontier.com.ph <cs@topfrontier.com.ph>

Thu 6/1/2023 3:37 PM

To:Virgilio S. Jacinto <vjacinto@sanmiguel.com.ph>;Majalla S. Baun <mbaun@sanmiguel.com.ph>;Ma. Kristina S. Zamora <mkzamora@sanmiguel.com.ph>;Almira C. Dalusung

<acdalusung@sanmiguel.com.ph>;Cherry Ann J. Ejeda <cejeda@sanmiguel.com.ph>;Irene Cipriano

<icipriano@topfrontier.com.ph>

From: ICTD Submission <ictdsubmission+canned.response@sec.gov.ph>

Sent: Thursday, 1 June 2023 3:36 PM

To: cs@topfrontier.com.ph

Subject: Re: Top Frontier Investment Holdings, Inc. - SEC Form 17-C (01 June 2023)

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Thank you for reaching out to ictdsubmission@sec.gov.ph. Your submission is subject for Verification and Review of the Quality of the Attached Document only for Secondary Reports. Official copy of the submitted document/report with Barcode Page (Confirmation Receipt) will be made available after 7 working days via order from receipt through the SEC Express System at https://secexpress.ph/. Or you may call 8737-8888 for further clarifications.

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Please be informed that selected reports should be filed through *ELECTRONIC FILING AND SUBMISSION TOOL* (EFAST). https://cifss-ost.sec.gov.ph/user/login

such as: AFS, GIS, GFFS, LCFS, LCIF, FCFS. FCIF, IHFS, BDFS, PHFS etc. ANO, ANHAM, FS-PARENT, FS-CONSOLIDATED, OPC_AO, AFS WITH NSPO FORM 1,2,3 (FOUNDATIONS)

Further, pursuant to SEC Memorandum Circular No. 3, series of 2021, scanned copies of the printed reports with wet signature and proper notarization shall be filed in **PORTABLE DOCUMENT FORMAT** (**PDF**) Secondary Reports such as:

17-A, 17-C, 17-L, 17-Q, ICASR, ICA-QR, ICA-AR, 23-A, 23-B, I-ACGR, ACGR, Monthly Reports, Quarterly Reports, Letters, OPC(ALTERNATE NOMINEE), GIS-G, 52-AR, IHAR, AMLA-CF, NPM, NPAM, BP-FCLC, CHINESEWALL, 39-AR, 36-AR, PNFS, MCG, S10/SEC-NTCE-EXEMPT, through email at

ictdsubmission@sec.gov.ph

FOR MC28, please go to SEC website:

https://apps010.sec.gov.ph

For your information and guidance.

Thank you and keep safe.

From: Microsoft Outlook

<MicrosoftExchange329e71ec88ae4615bbc36ab6ce41109e@smcsmits.onmicrosoft.com>

Sent: Thursday, 1 June 2023 3:36 PM

To: cs@topfrontier.com.ph

Subject: Relayed: Top Frontier Investment Holdings, Inc. - SEC Form 17-C (01 June 2023)

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ictdsubmission@sec.gov.ph (ictdsubmission@sec.gov.ph)

MSRD COVID19 (msrd_covid19@sec.gov.ph)

Subject: Top Frontier Investment Holdings, Inc. - SEC Form 17-C (01 June 2023)

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Top Frontier Investment Holdings, Inc. - SEC Form 17-C (01 June 2023)

cs@topfrontier.com.ph <cs@topfrontier.com.ph>

Thu 6/1/2023 3:35 PM

To:ictdsubmission@sec.gov.ph <ictdsubmission@sec.gov.ph>;MSRD COVID19 <msrd_covid19@sec.gov.ph> Cc:Virgilio S. Jacinto <vjacinto@sanmiguel.com.ph>;Majalla S. Baun <mbaun@sanmiguel.com.ph>;Ma. Kristina S. Zamora <mkzamora@sanmiguel.com.ph>;Cherry Ann J. Ejeda <cejeda@sanmiguel.com.ph>;Maria Rosario Balanza <mrbalanza@sanmiguel.com.ph>;Almira C. Dalusung <acdalusung@sanmiguel.com.ph>;Irene Cipriano <icipriano@topfrontier.com.ph>

1 attachments (169 KB)

TFHI_SEC Form 17-C re Special BOD Mtg. held on 01 June 2023.pdf;

Re: Top Frontier Investment Holdings, Inc.

SEC Registration Number: CS200803939

SEC Form 17-C

Report on the Matters Approved during the Special Board Meeting held on 01 June 2023

Gentlemen:

On behalf of Top Frontier Investment Holdings, Inc. (the "Corporation"), I am submitting to you herewith the Report on the Matters Approved during the Special Board Meeting of the Corporation held on 01 June 2023 under SEC Form 17-C.

The undersigned, an incumbent officer and duly authorized representative of the Corporation, whose details are set out below:

Atty. Irene M. Cipriano

Assistant Corporate Secretary

Top Frontier Investment Holdings, Inc.

5th Floor, ENZO Building

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

Makati City 1200

Email addresses: cs@topfrontier.com.ph and icipriano@topfrontier.com.ph

Mobile No.: 0917-1010354

hereby attests to the authenticity of the attached SEC Form 17-C.

The SEC Form 17-C shall likewise be filed by the Corporation with the PSE today through the PSE Edge.

Truly yours,

Atty. Irene M. Cipriano
Assistant Corporate Secretary
Top Frontier Investment Holdings, Inc.

Disclaimer and Data Privacy Notice

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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.	O1 June 2023 Date of Report (Date of earliest event reported)
2.	SEC Identification Number <u>CS200803939</u> 3. BIR Tax Identification No. <u>006-990-128</u>
4.	TOP FRONTIER INVESTMENT HOLDINGS, INC. Exact name of issuer as specified in its charter
	Philippines 6. (SEC Use Only) Province, country or other jurisdiction of incorporation
7.	5 th 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 31 March 2023)
Ne	Common Shares 332,886,167 et of the 157,310,033 common shares held in Treasury
	Total Consolidated Liabilities P1,732,871 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 01 June 2023, the Board unanimously approved the following matters:

a. the approval of the valuation of the common shares of the Corporation based on the independent valuation performed by the FTI Consulting, Inc., summarized as follows:

Low End - Php 196.14 per common share High End - Php 286.70 per common share Php 241.42 per common share

- b. the opening for the subscription of common shares of the Corporation and the subscription by Far East Holdings, Inc. to 45,000,000 common shares of the Corporation out of the unissued common shares of the Corporation at a subscription price of Php 241.42 per common share to be fully paid in cash on or before 30 June 2023 (the "Subject Shares"), the appointment of authorized signatories for the transaction and their authority to determine the terms and conditions for the subscription to the Subject Shares to best interest of the Corporation, and the issuance of the Subject Shares after receipt of full payment of the subscription price thereof;
- c. the listing of the Subject Shares with the Philippine Stock Exchange, Inc. ("PSE") in accordance with its Implementing Guidelines for the Listing of Issued and Outstanding Shares ("PSE Rules");
- d. the change in the date of the 2023 Annual Stockholders' Meeting from 11 July 2023 to 03 August 2023 in order to include in the meeting securing the approval of the stockholders for the listing of the Subject Shares in order to timely comply with the PSE Rules, with the updated details of the holding and conduct of the 2023 Annual Stockholders' Meeting of the Corporation via remote communication and the details thereof, as follows:

Annual Stockholders' Meeting via Remote Communication (live-streaming)

03 August 2023 (Thursday), 3:00 p.m. The Chairman to preside the meeting at No. 40 San Miguel Avenue, Mandaluyong City.

Record Date 19 June 2023

Closing of Books 20 June 2023 - 26 June 2023

Deadline for Submission of Ballots and Proxies 20 July 2023 Date of Validation of Ballots and Proxies 27 July 2023

and the procedure and details for attending, participating, and casting of votes in the 2023 Annual Stockholders' Meeting, as approved by the Board, to be set out in the Notice and in the Definitive Information Statement; and

e. 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 Php 289.70 per common share, which amendments shall be effective on 20 June 2023 (for the Series "A" Redeemable Non-Voting Perpetual Securities issued on 20 December 2022), 21 June 2023 (for the Series "B" and Series "C" Redeemable Non-Voting Perpetual Securities both issued on 21 December 2022), and 30 June 2023 for the Perpetual Securities issued on 30 June 2016; and the appointment of authorized signatories for the transactions and their authority to determine the details of the aforesaid amendments to best interest 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 **01 June 2023**.

TOP FRONTIER INVESTMENT HOLDINGS, INC.

By:

VIRGILIO S. JACINTOCorporate Secretary and Compliance Officer

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 1, 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. TFHI

PSE Disclosure Form 7-1 - Notice of Annual or Special Stockholders' Meeting

References: SRC Rule 17 (SEC Form 17-C) and

Sections 7 and 4.4 of the Revised Disclosure Rules

Subject of the Disclosure

Details of the 2023 Annual Stockholders Meeting of Top Frontier Investment Holdings, Inc.

Background/Description of the Disclosure

The details of the 2023 Annual Stockholders Meeting of Top Frontier Investment Holdings, Inc., as approved by the Board of Directors of the Company on June 01, 2023.

Type of Meeting

Annual Special

Date of Approval by	Jun 1, 2023
Board of Directors	
Date of Stockholders' Meeting	Aug 3, 2023
Time	3:00 p.m.
Venue	via remote communication (live-streaming). The Chairman will preside the Meeting at 40 San Miguel Avenue, Mandaluyong City.
Record Date	Jun 19, 2023
Agenda	ТВА

Inclusive Dates of Closing of Stock Transfer Books

Start Date	Jun 20, 2023	

End Date Jun 26, 2023

Other Relevant Information

Deadline for Submission of Ballots - July 20, 2023 Deadline for Submission of Proxies - July 20, 2023 Date of Validation of Ballots and Proxies - July 27, 2023

The procedure and details for attending, participating, and casting of votes in the 2023 Annual Stockholders' Meeting, as approved by the Board, shall be set out in the Notice and in the Definitive Information Statement.

The reason for the change in the date of the 2023 Annual Stockolders' Meeting ("ASM") from July 11, 2023 to August 3, 2023 is to include in the ASM securing the approval of the stockholders for the listing of the common shares to be issued to Far East Holdings, Inc. pursuant to its subscription, as approved by the Board of Directors of the Corporation on June 01, 2023 (as duly disclosed by the Corporation to the SEC and PSE on June 01, 2023) in order to timely comply with the relevant PSE Guidelines for the Listing of Issued and Outstanding Shares.

Filed on behalf by:

П		
	Name	Irene Cipriano
	Designation	Assistant Corporate Secretary
- 11		

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SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

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4.	TOP FRONTIER INVESTMENT HOLDINGS, INC. Exact name of issuer as specified in its charter
	Philippines 6. (SEC Use Only) Province, country or other jurisdiction of incorporation
7.	5 th 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 31 March 2023)
Ne	Common Shares 332,886,167 et of the 157,310,033 common shares held in Treasury
	Total Consolidated Liabilities P1,732,871 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 01 June 2023, the Board unanimously approved the following matters:

a. the approval of the valuation of the common shares of the Corporation based on the independent valuation performed by the FTI Consulting, Inc., summarized as follows:

Low End - Php 196.14 per common share High End - Php 286.70 per common share Midpoint - Php 241.42 per common share

- b. the opening for the subscription of common shares of the Corporation and the subscription by Far East Holdings, Inc. to 45,000,000 common shares of the Corporation out of the unissued common shares of the Corporation at a subscription price of Php 241.42 per common share to be fully paid in cash on or before 30 June 2023 (the "Subject Shares"), the appointment of authorized signatories for the transaction and their authority to determine the terms and conditions for the subscription to the Subject Shares to best interest of the Corporation, and the issuance of the Subject Shares after receipt of full payment of the subscription price thereof;
- c. the listing of the Subject Shares with the Philippine Stock Exchange, Inc. ("PSE") in accordance with its Implementing Guidelines for the Listing of Issued and Outstanding Shares ("PSE Rules");
- d. the change in the date of the 2023 Annual Stockholders' Meeting from 11 July 2023 to 03 August 2023 in order to include in the meeting securing the approval of the stockholders for the listing of the Subject Shares in order to timely comply with the PSE Rules, with the updated details of the holding and conduct of the 2023 Annual Stockholders' Meeting of the Corporation via remote communication and the details thereof, as follows:

Annual Stockholders' Meeting 03 Avia Remote Communication (live-streaming) The

03 August 2023 (Thursday), 3:00 p.m. The Chairman to preside the meeting at No. 40 San Miguel Avenue, Mandaluyong City.

Record Date 19 June 2023

Closing of Books 20 June 2023 - 26 June 2023

Deadline for Submission of Ballots and Proxies 20 July 2023 Date of Validation of Ballots and Proxies 27 July 2023

and the procedure and details for attending, participating, and casting of votes in the 2023 Annual Stockholders' Meeting, as approved by the Board, to be set out in the Notice and in the Definitive Information Statement; and

e. 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 Php 289.70 per common share, which amendments shall be effective on 20 June 2023 (for the Series "A" Redeemable Non-Voting Perpetual Securities issued on 20 December 2022), 21 June 2023 (for the Series "B" and Series "C" Redeemable Non-Voting Perpetual Securities both issued on 21 December 2022), and 30 June 2023 for the Perpetual Securities issued on 30 June 2016; and the appointment of authorized signatories for the transactions and their authority to determine the details of the aforesaid amendments to best interest 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 **01 June 2023**.

TOP FRONTIER INVESTMENT HOLDINGS, INC.

By:

VIRGILIO S. JACINTOCorporate Secretary and Compliance Officer

SECRETARY'S CERTIFICATE

- I, **Virgilio S. Jacinto**, of legal age, married, Filipino, with office address at San Miguel Corporation, No. 40 San Miguel Avenue, Mandaluyong City, Metro Manila, Philippines, after having been duly sworn in accordance with law, do hereby depose and state that:
- 1. I am the Corporate Secretary of **TOP FRONTIER INVESTMENT HOLDINGS, INC.** (the "Corporation"), a corporation duly organized and registered in accordance with the laws of the Republic of the Philippines with principal office address at the 5th Floor, ENZO Building, No. 399 Sen. Gil Puyat Ave., Makati City.
- 2. As Corporate Secretary of said Corporation, I have in my custody the corporate records of the Corporation, including the minutes of meetings of the Board of Directors.
- 3. At the Special Meeting of the Board of Directors of the Corporation held on **01 June 2023**, at which meeting a quorum was present and acting throughout for the valid transaction of business, the Board of Directors of the Corporation unanimously approved the following resolutions:

"RESOLVED, that the Board of Directors approve, as it hereby approves, the change in the date of the 2023 Annual Stockholders' Meeting ("2023 ASM") of the Corporation from 11 July 2023 to 03 August 2023, at 3:00 p.m., with the Chairman to preside at No. 40 San Miguel Avenue, Mandaluyong City. The reason for the aforementioned change in the date of the 2023 ASM is to include in the 2023 ASM securing the approval of the stockholders for the listing of the common shares to be issued to Far East Holdings, Inc. pursuant to its subscription, as approved by the Board of Directors of the Corporation on 01 June 2023, in order to timely comply with the relevant PSE Guidelines for the Listing of Issued and Outstanding Shares;

RESOLVED, FURTHER, the Board of Directors approve, as it hereby approves, the following record date and other significant dates and details of the 2023 ASM:

Record date 19 June 2023
Closing of Books 20 – 26 June 2023
Submission of Ballots and Proxies 20 July 2023
Validation of Ballots and Proxies 27 July 2023

as well as (i) the holding of the 2023 ASM via remote communication (live-streaming), (ii) the exercise by the stockholders of their right to vote through remote communication or *in absentia*, and (iii) the procedure to the undertaken for the holding and conduct of the 2023 ASM via remote communication, including the attendance, participation, and voting of the stockholders, as presented."

- 4. The foregoing resolutions have not been revoked, amended, or in any manner modified, and accordingly, the same may be relied upon until written notice to the contrary is issued by the Corporation.
 - 5. The foregoing matters are in accordance with the records of the Corporation.

IN WITNESS WHEREOF, I have hereunto signed these presents on 07 June 2023 at Mandaluyong City.

Virgilio S. Jacinto
Corporate Secretary

SUBSCRIBED AND SWORN to before me on 07 June 2023 at Mandaluyong City, affiant exhibiting to me his Philippine Passport with No. P3157226B issued on 12 September 2019 in DFA-NCR East.

Doc. No.: 434; Page No.: AC; Book No.: TC; Series of 2023.

Commission No. 0513-23
Notary Public for Mandaluyong City
Until December 31, 2024
SMC, 40 San Micuel Avia., Mandaluyong City
Roll of Altorzeys No. 61379
PTR No. 5111180; 0105/23; Mandaluyong City
IBP Lifetime Member No. 018307; 12/14/17; RSM
MCLE Compliance No. VII-0023074; 07/07/22; Pasig City

