

# 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)

Jul 9, 2024

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	377,886,167
Conso Total Liab (as of 3.31.24 in millions Php)	1,905,645

11. Indicate the item numbers reported herein

4 & 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 4-25 - Results of Organizational Meeting References: SRC Rule 17 (SEC Form 17-C) and Section 4.4 of the Revised Disclosure Rules

#### Subject of the Disclosure

Results of the 2024 Organizational Meeting of the Board of Directors

#### Background/Description of the Disclosure

Results of the Organizational Meeting of the Board of Directors of Top Frontier Investment Holdings, Inc. (the "Corporation") held on July 09, 2024

#### List of elected officers for the ensuing year with their corresponding shareholdings in the Issuer

Name of Person	Position/Designation	Shareholdings in the Listed Company		Nature of Indirect Ownership
		Direct	Indirect	
Iñigo U. Zobel	Chairman	199,601,517	- -	
Ramon S. Ang	President and Chief Executive Officer	75,887	- -	
Aurora T. Calderon	Treasurer	2,360	- -	
Bella O. Navarra	Chief Finance Officer	10,260	- -	
Virgilio S. Jacinto	Corporate Secretary and Compliance Officer	2,562	- -	
Irene M. Cipriano	Assistant Corporate Secretary	1,000	- -	
Maria Rosario B. Balanza	Investment Relations Officer and Data Protection Officer	1,307	- -	
Ramon R. Bantigue	Internal Audit Group Head	-	- -	

#### List of Committees and Membership

Name of Committees	Members	Position/Designation in Committee
Audit and Risk Oversight Committee	Ricardo C. Marquez	Chairperson
Audit and Risk Oversight Committee	Consuelo M. Ynares-Santiago	Member

Audit and Risk Oversight Committee	Teresita J. Leonardo-De Castro	Member
Audit and Risk Oversight Committee	John Paul L. Ang	Member
Audit and Risk Oversight Committee	Aurora T. Calderon	Member
Related Party Transaction Committee	Teresita J. Leonardo-De Castro	Chairperson
Related Party Transaction Committee	Consuelo M. Ynares-Santiago	Member
Related Party Transaction Committee	Ricardo C. Marquez	Member
Related Party Transaction Committee	John Paul L. Ang	Member
Related Party Transaction Committee	Aurora T. Calderon	Member
Corporate Governance Committee	Consuelo M. Ynares-Santiago	Chairperson
Corporate Governance Committee	Teresita J. Leonardo-De Castro	Member
Corporate Governance Committee	Ricardo C. Marquez	Member
Corporate Governance Committee	John Paul L. Ang	Member
Corporate Governance Committee	Virgilio S. Jacinto	Member

**List of other material resolutions, transactions and corporate actions approved by the Board of Directors**

In addition to the Election of Officers and the Appointment of the Members of the Board Committees, the following matters were approved by the Board during the 2024 Organizational Meeting:

1. Election of Consuelo M. Ynares-Santiago as the Lead Independent Director of the Corporation;
2. Designation of depository banks and appointment of authorized signatories for banking and other corporate transactions; and
3. Creation of the Sustainability Committee and the appointment of the following as its members:

Sustainability Committee:

1. Teresita J. Leonardo-De Castro - Chairperson\*\*
2. Consuelo M. Ynares-Santiago - Member\*\*
3. Ricardo C. Marquez - Member\*\*
4. John Paul L. Ang - Member
5. Aurora T. Calderon - Member

\*\*Independent Director

**Other Relevant Information**

Please see attached: (1) Disclosure Letter addressed to the PSE; and (2) SEC Form 17-C on the Results of the 2024 Annual Stockholders' Meeting and Organizational Meeting, as filed with the SEC on even date.

**Filed on behalf by:**

<b>Name</b>	Irene Cipriano
<b>Designation</b>	Assistant Corporate Secretary



July 09, 2024

**The Philippine Stock Exchange, Inc.**  
Disclosure Department  
6<sup>th</sup> Floor, Philippine Stock Exchange Tower  
28<sup>th</sup> Street, corner 5<sup>th</sup> Avenue  
Bonifacio Global City, Taguig City

Attention: **Mr. Norberto T. Moreno**  
Officer-in-Charge, Disclosure Department

Gentlemen:

Please be informed that at the Organizational Meeting of the Board of Directors of Top Frontier Investment Holdings, Inc. (the "Corporation") held today, July 09, 2024, via remote communication, the following matters were unanimously approved by the Board of Directors of the Corporation:

- i. Election of Consuelo M. Ynares-Santiago as the Lead Independent Director of the Corporation;
- ii. Election of the following as officers of the Corporation:
  1. Iñigo U. Zobel - Chairman of the Board
  2. Ramon S. Ang - President and Chief Executive Officer
  3. Aurora T. Calderon - Treasurer
  4. Bella O. Navarra - Chief Finance Officer
  5. Virgilio S. Jacinto - Corporate Secretary and Compliance Officer
  6. Irene M. Cipriano - Assistant Corporate Secretary
  7. Maria Rosario B. Balanza - Investment Relations Officer and Data Protection Officer
  8. Ramon R. Bantigue - Internal Audit Group Head
- iii. Appointment of the following as members of the Board Committees:

Audit and Risk Oversight Committee

1. Ricardo C. Marquez - Chairperson\*\*
2. Consuelo M. Ynares-Santiago - Member\*\*
3. Teresita J. Leonardo-De Castro - Member\*\*
4. John Paul L. Ang - Member
5. Aurora T. Calderon - Member

Related Party Transaction Committee

- 1. Teresita J. Leonardo-De Castro - Chairperson\*\*
- 2. Consuelo M. Ynares-Santiago - Member\*\*
- 3. Ricardo C. Marquez - Member\*\*
- 4. John Paul L. Ang - Member
- 5. Aurora T. Calderon - Member

Corporate Governance Committee

- 1. Consuelo M. Ynares-Santiago - Chairperson\*\*
- 2. Teresita J. Leonardo-De Castro - Member\*\*
- 3. Ricardo C. Marquez - Member\*\*
- 4. John Paul L. Ang - Member
- 5. Virgilio S. Jacinto - Member (non-voting)

*\*\*Independent Director*

- iv. Designation of depository banks and appointment of authorized signatories for banking and other corporate transactions; and
- v. Creation of the Sustainability Committee and the appointment of the following as its members:

Sustainability Committee

- 1. Teresita J. Leonardo-De Castro - Chairperson\*\*
- 2. Consuelo M. Ynares-Santiago - Member\*\*
- 3. Ricardo C. Marquez - Member\*\*
- 4. John Paul L. Ang - Member
- 5. Aurora T. Calderon - Member

Very truly yours,  
Top Frontier Investment Holdings, Inc.

By:



VIRGILIO S. JACINTO  
Corporate Secretary and  
Compliance Officer

# 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  
RE: 2024 Annual Stockholders' Meeting  
and Organizational Board Meeting  
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

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To be accomplished by SEC Personnel concerned

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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. July 09, 2024  
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. 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  
535,196,200 Common Shares

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding (As of March 31, 2024)
Common Shares <i>*Net of the 157,310,033 common shares held in Treasury</i>	377,886,167*
Consolidated Total Liabilities	P1,905,645 million

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

Top Frontier Investment Holdings, Inc. (the “Corporation”) hereby reports that the following matters were approved during the meetings held on July 09, 2024 via remote communication:

a. Annual Meeting of the Stockholders

- i. Approval of the Minutes of the Annual Stockholders’ Meeting held on August 03, 2023;
- ii. Presentation and approval of the Annual Report;
- iii. Ratification of all acts and proceedings of the Board of Directors and corporate officers of the Corporation since the Annual Stockholders’ Meeting held on August 03, 2023 up to July 09, 2024, as set forth in the minutes of the meetings of the Board of Directors;
- iv. Appointment of R.G. Manabat & Co. as external auditors of the Corporation for 2024;
- v. Election of the following as members of the Board of Directors of the Corporation:
  1. Iñigo U. Zobel
  2. Ramon S. Ang
  3. John Paul L. Ang
  4. Aurora T. Calderon
  5. Consuelo M. Ynares-Santiago - Independent Director
  6. Teresita J. Leonardo-De Castro - Independent Director
  7. Ricardo C. Marquez - Independent Director
- vi. Approval of the Per Diem Allowance for Directors.

b. Organizational Meeting of the Board of Directors

- i. Election of Consuelo M. Ynares-Santiago as the Lead Independent Director of the Corporation;
- ii. Election of the following as officers of the Corporation:
  1. Iñigo U. Zobel - Chairman of the Board
  2. Ramon S. Ang - President and Chief Executive Officer
  3. Aurora T. Calderon - Treasurer
  4. Bella O. Navarra - Chief Finance Officer
  5. Virgilio S. Jacinto - Corporate Secretary and Compliance Officer
  6. Irene M. Cipriano - Assistant Corporate Secretary
  7. Maria Rosario B. Balanza - Investment Relations Officer and Data Protection Officer
  8. Ramon R. Bantigue - Internal Audit Group Head



iii. Appointment of the following as members of the Board Committees:

Audit and Risk Oversight Committee

- 1. Ricardo C. Marquez - Chairperson\*\*
- 2. Consuelo M. Ynares-Santiago - Member\*\*
- 3. Teresita J. Leonardo-De Castro - Member\*\*
- 4. John Paul L. Ang - Member
- 5. Aurora T. Calderon - Member

Related Party Transaction Committee

- 1. Teresita J. Leonardo-De Castro - Chairperson\*\*
- 2. Consuelo M. Ynares-Santiago - Member\*\*
- 3. Ricardo C. Marquez - Member\*\*
- 4. John Paul L. Ang - Member
- 5. Aurora T. Calderon - Member

Corporate Governance Committee

- 1. Consuelo M. Ynares-Santiago - Chairperson\*\*
- 2. Teresita J. Leonardo-De Castro - Member\*\*
- 3. Ricardo C. Marquez - Member\*\*
- 4. John Paul L. Ang - Member
- 5. Virgilio S. Jacinto - Member (non-voting)

*\*\*Independent Director*

iv. Designation of depository banks and appointment of authorized signatories for banking and other corporate transactions; and

v. Creation of the Sustainability Committee and the appointment of the following as its members:

Sustainability Committee

- 1. Teresita J. Leonardo-De Castro - Chairperson\*\*
- 2. Consuelo M. Ynares-Santiago - Member\*\*
- 3. Ricardo C. Marquez - Member\*\*
- 4. John Paul L. Ang - Member
- 5. Aurora T. Calderon - Member

*\*\*Independent Director*

## 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 July 09, 2024.

TOP FRONTIER INVESTMENT HOLDINGS, INC.

By:



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