

SEC Number AS095-006755

File Number _____

TRANSPACIFIC BROADBAND GROUP INT'L. INC.

(Company)

**9th Floor, Summit One Tower,
530 Shaw Blvd., Mandaluyong**

(Address)

7717-0523 / 8404-0239

(Telephone Number)

December 31

(Fiscal Year Ending)
(Month & day)

**SEC Form 17-C
Minutes of Annual Stockholders' Meeting
September 28, 2022**

(Form Type)

Amendment Designation (if applicable)

(Period Ended Date)

(Secondary License Type and File Number)

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17
OF THE REVISED SECURITIES ACT (RSA)
AND RSA RULE 17.2 (c) THEREUNDER

1. **September 28, 2022**

Date of Report (Date of earliest event reported)

2. SEC Identification Number **AS095 006755** 3. BIR Tax Identification No. **004-513-153**

4. **TRANSPACIFIC BROADBAND GROUP INT'L. INC.**

Exact name of registrant as specified in its charter

5. **Pampanga, Philippines**

Province, country or other jurisdiction of
incorporation

6.

(SEC use only)
Industry Classification Code:

7. **Bldg. 1751, Chico Street, CSEZ, Pampanga**

Address of principal office

1610

Postal Code

8. **(632) - 7717-0523, 8404-0239**

Registrant's telephone number, including area code

9. *not applicable*

Former name or former address, if changed since last report

10. Securities registered pursuant to Sections 4 and 8 of the RSA

Title of Each Class

Number of Shares of Common Stock
Outstanding and Amount of Debt Outstanding

Common

3,795,622,000

P379,562,200

11. Indicate the item numbers reported herein:

Annual Stockholders' Meeting

MINUTES OF THE ANNUAL STOCKHOLDERS MEETING OF TRANSPACIFIC BROADBAND GROUP INT’L. INC. HELD ON SEPTEMBER 28, 2022, 1:30PM VIA ZOOM MEETING AT 8TH FLOOR, SUMMIT ONE TOWER, 530 SHAW BLOULEVARD, MANDALUYONG CITY

	No of shares	%
No. of Outstanding Voting shares	3,795,622,000	100%
Shareholders present	2,544,964,551	67.05%

Directors Present:	Position
Arsenio T. Ng	Chairman of the Board
Hilario T. Ng	Director
Simoun S. Ung	Director
Paul B. Saria	Director
Ardi Bradley L. Ng	Director
Kenneth Co.	Independent Director
Oscar B. Mapua Jr.	Independent Director
Directors Absent:	None

- 1. Call to Order.** The Chairman, Mr. Arsenio T. Ng, called the meeting to order at 1:30PM
- 2. Notice of the Meeting.** The Corporate Secretary certified that the Notice of the Annual Stockholders’ Meeting and Definitive Information Statement were sent on August 23, 2022 and August 31, 2022 respectively via (1) Disclosure in the PSE Edge system, (2) Disclosure in the Company’s website, (3) Publication in two (2) newspapers Daily Tribune and Malaya both on August 25 and 26, 2022, and (4) via email upon request of stockholders.
- 3. Determination of Quorum.** The Corporate Secretary certified that a quorum existed with 67,05% or 2,544,964,551 shares of the issued and outstanding shares were present in person or by proxy.
- 4. Instructions on Rules of Conduct, Voting Procedures and Voting Requirements.** The Corporate Secretary explained the rules of conduct, voting procedures and voting requirements of the meeting via (1) show of hands or (2) registration and voting in absentia. Registration form and/or proxy forms were sent to stockholder that signified their intent to join the meeting via email or via downloadable form in the company website with a deadline of submission on September 15, 2022. Other question are to be taken up under “Other Matters”
- 5. Approval of the Minutes of Meeting of 2021.** The Assistant Corporate Secretary presented an electronic copy of the previous minutes of meeting held on September 1, 2022. On motion duly made and seconded, the minutes of meeting of the previous meeting held on October 13, 2021 is duly ratified by the Stockholders present and voted on the resolution:

	FOR	AGAINST	ABSTAIN
No. of Voted Shares	2,544,964,551	0	0
% of total outstanding shares	67.05%	0%	0%

- 6. Report of the President and Presentation of the Audited Financial Statements.** The President, Arsenio T. Ng instructed the Chief Operations Officer, Paul B. Saria to present the report and the Audited Financial Statements ending December 31, 2021 of the Corporation. Stockholders noted the President/Annual Report and the Audited Financial Statements ending December 31, 2021 without objections, as follows:

	FOR	AGAINST	ABSTAIN
No. of Voted Shares	2,544,964,551	0	0
% of total outstanding shares	67.05%	0%	0%

- 7. Ratification of the Acts of the Board of Directors and Officer.** The Corporate Secretary announced that stockholders’ ratification is being sought for all the acts and resolution of the Board and other Board Committees exercising powers delegated by the Board, which were adopted for year 2021 to 2022, as well as for all the acts of the Corporation’s officers performed in accordance

	FOR	AGAINST	ABSTAIN
No. of Voted Shares	2,544,964,551	0	0
% of total outstanding shares	67.05%	0%	0%

8. **Election of Directors.** The Corporate Secretary presented the nominees for the Board of Directors of the Corporation and certified that the following were duly nominated as directors of the Company for the ensuing year in accordance with the By-laws of the Corporation. Given that the number of nominees is similar to the required number of Directors under the Corporation's By-laws, stockholders duly elected the new Board of Directors based on the total cumulative votes as follows:

Director	FOR	%
Arsenio T. Ng	2,544,964,551	100%
Hilario T. Ng	2,544,964,551	100%
Simoun S. Ung	2,544,964,551	100%
Paul B. Saria	2,544,964,551	100%
Ardi Bradley L. Ng	2,544,964,551	100%
Hyland Si	2,544,964,551	100%
Paul C. Cheah	2,544,964,551	100%

The elected as members of the Board of Directors has the corresponding shareholdings:

Directors	No. of Shares
Arsenio T. Ng - Director & Chairman	1,712,370,990
Hilario Ng - Director	4,008,040
Ardi Bradley L. Ng - Director	100,000
Simoun S. Ung - Director	10,000
Paul B. Saria - Director & Asst. Corporate Secretary	258,040
Hyland Si - Independent Director	5,000,000
Paul C. Cheah- Independent Director	10,000

9. **Appointment of External Auditor.** The Committee and the Board endorsed the appointment of R.R. Tan and Associates as the Corporation's External Auditor for the fiscal year 2022 to 2023. The Corporate Secretary, on behalf of the management, proposed the adoption of resolution for the appointment of the Corporation's external auditor. The stockholders voted on the resolution as follows:

	FOR	AGAINST	ABSTAIN
No. of Voted Shares	2,544,964,551	0	0
% of total outstanding shares	67.05%	0%	0%


10. **Other Matters.** The Chairman opened the floor for other matters to be taken up or questions from the stockholders. After a few minutes, there being no matters raised the Chairman adjourned the meeting at 2:30PM, and thanked the stockholders for their attendance and support.

SIGNATURES

Pursuant to the requirements of the Revised Securities Act, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TRANSPACIFIC BROADBAND
GROUP INT'L. INC.

Registrant



ATTY. LEONIDES S. RESPICIO
Corporate Secretary

Date September 28, 2022
