



101052015002182



## SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills, Mandaluyong City, Metro Manila, Philippines  
Tel: (632) 726-0931 to 39 Fax: (632) 725-5293 Email: mis@sec.gov.ph

### Barcode Page

The following document has been received:

**Receiving Officer/Encoder** : Joselito O. Alfaro

**Receiving Branch** : SEC Head Office

**Receipt Date and Time** : January 05, 2015 05:23:51 PM

**Received From** : Head Office

Company Representative

Doc Source

Company Information

SEC Registration No. AS95006755

Company Name TRANSPACIFIC BROADBAND GROUP INTL. INC.

Industry Classification

Company Type Stock Corporation

### Document Information

Document ID 101052015002182

Document Type LETTER/MISC

Document Code LTR

Period Covered January 05, 2015

No. of Days Late 0

Department CED/CFD/CRMD/MRD/NTD

Remarks

COVER SHEET

ASO95006755  
S.E.C. Registration Number

TRANSPACIFIC BROADBAND GROUP  
INTL INC.  
(Company's Full Name)

9th Floor Summit 1 Tower, 530 Shaw  
Boulevard, Mandaluyong City  
(Business Address: No.Street City/Town/Province)

Paul B. Saria  
Contact Person

718-3721  
Company Telephone Number

12 31  
Month Day  
Fiscal Year

SEC FORM - ACGR Consolidated  
FORM TYPE

Month Day  
Annual Meeting

Secondary License Type, If Applicable

Corporation Finance Department  
Dep.Requiring this Doc.

Amended Articles Number/Section

Total No.of Stockholders

Total Amount of Borrowings  
Domestic Foreign

To be accomplished bt SEC Personnel concerned

LCU


Cashier

STAMPS

# SECURITIES AND EXCHANGE COMMISSION

## SEC FORM – ACGR

### CONSOLIDATED CHANGES IN THE ANNUAL CORPORATE GOVERNANCE REPORT FOR 2014

1. Report is Filed for the Year: **CY 2014**
2. Exact Name of Registrant as Specified in its Charter : **TRANSPACIFIC BROADBAND GROUP INT'L, INC.**
3. **9<sup>TH</sup> Floor Summit One Tower, 530 Shaw Boulevard, Mandaluyong City**      **1550**  
Address of Principal Office      Postal Code  

4. SEC Identification Number: **AS095-006755**
5.      (SEC Use Only)  
Industry Classification Code
6. BIR Tax Identification Number: **004-513-153**
7. **(632) 717-0523**  
Issuer's Telephone number, including area code
8. **NOT APPLICABLE**  
Former name or former address, if changed from the last report



## A. BOARD MATTERS

### 1) Board of Directors

#### (a) Composition of the Board and update on date last elected and years of service

Director's Name	Type [Executive (ED), Non-Executive (NED) or Independent Director (ID)]	If nominee, identify the principal	Nominator in the last election (if ID, state the relationship with the nominator)	Date first elected	Date last elected (if ID, state the number of years served as ID) <sup>1</sup>	Elected when (Annual /Special Meeting)	No. of years served as director
HRH Prince Abdulaziz bin Talal Al Saud	NED	n/a	Paul Saria-None	2009	10/2014	Annual	5
Arsenio T. Ng	ED	n/a	Hilario Ng- None	2000	10/2014	Annual	14
Hilario T. Ng	ED	n/a	Hilario Ng- None	2000	10/2014	Annual	14
Simoun Ung	NED	n/a	Hilario Ng- None	2007	10/2014	Annual	7
Paul B. Saria	ED	n/a	Hilario Ng- None	2000	10/2014	Annual	14
Kenneth C. Co	ID	n/a	Paul Saria-None	2011	10/2014	Annual	3
Oscar B. Mapua, Jr.	ID	n/a	Paul Saria-None	2003	10/2014	Annual	11

#### b) Shareholding in the Company

The top 20 stockholders as of June 30, 2014 are as follows:

Shareholders of Each Class	No. of Shares Held	% of Total Shares Outstanding
1. PCD Nominee Corp. (F)	82,385,806	37.18%
2. PCD Nominee Corp. (NF)	81,057,209	36.58%
3. Unipage Management Inc.	20,000,000	9.03%
4. Ng, Arsenio T.	13,256,429	5.98%
5. Limqueco, Abraham	2,368,000	0.92%
6. Liu, Jessilyn	1,500,000	0.68%
7. Escueta, Ramon	1,409,473	0.64%
8. Eng Chin Kho Ng	800,000	0.36%
9. Yap, Rodolfo	800,000	0.36%
10. Ng, Hilario Tiu Ng	400,804	0.18%
11. Ng, Mark T.	375,000	0.17%
12. Ng, Tiffany Anne	375,000	0.17%
13. Ng, Matthew H	375,000	0.17%
14. Ng, Annie Cham	375,000	0.17%
15. Ng, Bun Kui	360,000	0.16%
16. Ng, Irene	360,000	0.16%
17. Oliva, Dulce Maria	360,000	0.16%
18. Limqueco, Margie Villaflor	350,000	0.16%
19. Reyes-Lao, Honorio O.	300,000	0.14%
20. Limqueco, Margie V.	218,000	0.10%

<sup>1</sup> Reckoned from the election

2) Changes in the Board of Directors (Executive, Non-Executive and Independent Directors)

Voting Result of the last Annual General Meeting

Name of Director	Votes Received
HRH Prince Abdulaziz bin Talal Al Saud	75%
Arsenio T. Ng	75%
Hilario T. Ng	75%
Simoun Ung	75%
Paul B. Saria	75%
Kenneth C. Co	75%
Oscar B. Mapua, Jr.	75%

3) Orientation and Education Program

- (a) Disclose details of the company's orientation program for new directors, if any.  
(b) State any in-house training and external courses attended by Directors and Senior Management for the past three (3) years:

Name of Director/Officer	Date of Training	Program	Name of Training Institution
Arsenio T. Ng	12/09/2014	Corporate Governance Seminar	Center for Global Best Practices
Hilario T. Ng	12/09/2014	Corporate Governance Seminar	Center for Global Best Practices
Simoun Ung	12/09/2014	Corporate Governance Seminar	Center for Global Best Practices
Paul B. Saria	12/09/2014	Corporate Governance Seminar	Center for Global Best Practices
Kenneth C. Co	12/09/2014	Corporate Governance Seminar	Center for Global Best Practices
Oscar B. Mapua, Jr.	12/09/2014	Corporate Governance Seminar	Center for Global Best Practices

B. CODE OF BUSINESS CONDUCT & ETHICS

C. BOARD MEETINGS & ATTENDANCE

1) Attendance of Directors and update on date of election and number of meetings held

Board	Name	Date of Election	No. of Meetings Held during the year	No. of Meetings Attended	%
Member	HRH Prince Abdulaziz bin Talal Al Saud (Telecon)	10/2014	3	3	100
Chairman	Arsenio T. Ng	10/2014	3	3	100
Member	Hilario T. Ng	10/2014	3	3	100
Member	Simoun Ung	10/2014	3	3	100
Independent	Kenneth C. Co	10/2014	3	3	100
Independent	Oscar B. Mapua, Jr.	10/2014	3	3	100
Member	Paul B. Saria	10/2014	3	3	100

D. REMUNERATION MATTERS

E. BOARD COMMITTEES

(a) Audit Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in Committee
Chairman	Kenneth C. Co (Independent)	10/2014	2	2	100	3
Member (ED)	Arsenio T. Ng	10/2014	2	2	100	4
Member (ED)	Paul B. Saria	10/2014	2	2	100	4



## (b) Nomination Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman	Oscar B. Mapua, Jr. (Independent)	10/2014	2	2	100	4
Member (ED)	Hilario T. Ng	10/2014	2	2	100	4
Member (ED)	Paul B. Saria	10/2014	2	2	100	5

## (c) Remuneration Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman	Kenneth C. Co (Independent)	10/2014	2	2	100	3
Member (ED)	Arsenio T. Ng	10/2014	2	2	100	6
Member (ED)	Hilario T. Ng	10/2014	2	2	100	3

## F. DISCLOSURE AND TRANSPARENCY

## 1) Ownership Structure

## (a) Holding 5% shareholding or more

Shareholder	Number of Shares	Percent	Beneficial Owner
PCD Nominee Corp. (F)	82,858,806	37.39 %	Various
PCD Nominee Corp. (NF)	80,577,209	36.36 %	Various
Unipage Management, Inc.	20,000,000	9.03 %	Stockholders
Arsenio T. Ng	13,256,429	5.98 %	None

## G. RIGHTS OF STOCKHOLDERS

## (a) Stockholders' Participation

- Does the company observe a minimum of 21 business days for giving out of notices to the AGM where items to be resolved by shareholders are taken up?

- Date of sending out notices: *September 5, 2014*
- Date of the Annual/Special Stockholders' Meeting: *October 22, 2014*

## 2. Result of Annual/Special Stockholders' Meeting's Resolutions

Resolution	Approving	Dissenting	Abstaining
<i>The stockholders in said meeting approved and ratified the following:</i> <i>(1) the minutes of the previous annual stockholders' meeting</i>	Unanimous approval	No dissenting votes	No abstentions
<i>2) the audited December 31, 2013 Financial statements,</i>	Unanimous approval	No dissenting votes	No abstentions
<i>(3) the amendment of Article III of the Articles of Incorporation of the Corporation in compliance with SEC Memorandum Circular No. 6, s2014.</i>	Unanimous approval	No dissenting votes	No abstentions
<i>(4) the appointment of R.R. Tan and Associates as external auditor,</i>	Unanimous approval	No dissenting votes	No abstentions
<i>(5) the acts of the Board and the executive officers during the above fiscal year including but not limited to memberships in (a) remuneration committee, (b) audit committee, and (c) nomination committee. Membership in said committees, which include one independent director in compliance with Rule 38 of the Amended Implementing Rules and Regulations of the Securities Regulation Code are as follows:</i>  <i>Remuneration Committee:</i> <i>Kenneth C. Co –Chairman (Independent)</i> <i>Arsenio T. Ng- Member</i> <i>Hilario T. Ng- Member</i>	Unanimous approval	No dissenting votes	No abstentions

<b>Audit Committee</b> Kenneth C. Co- Chairman (Independent) Arsenio T. Ng- Member Paul B. Saria- Member  <b>Nomination Committee</b> Oscar B. Mapua, Jr. – Chairman (Independent) Hilario T. Ng - Member Paul B. Saria- Member			
---	--	--	--

(b) Stockholders' Attendance

(i) Details of Attendance in the Annual/Special Stockholders' Meeting Held:

Type of Meeting	Names of Board members / Officers present	Date of Meeting	Voting Procedure (by poll, show of hands, etc.)	% of SH Attending in Person	% of SH in Proxy	Total % of SH attendance
Annual	HRH Prince Abdul Aziz bin Talal (TELECON) Arsenio T. Ng Hilario T. Ng Simoun Ung Kenneth Co Oscar B. Mapua Paul B. Saria	October 22, 2014	The manner of counting the vote shall be viva voce unless balloting is demanded by stockholders representing at least 10% of the outstanding capital stock entitled to vote, in the presence of the corporate secretary or the assistant corp. secretary.	75%	0%	Stockholders representing more than 75% of the issued and outstanding shares were present in person or by proxy.

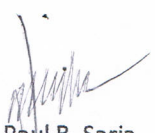
H. INVESTORS RELATIONS PROGRAM

I. BOARD, DIRECTOR, COMMITTEE AND CEO APPRAISAL

J. INTERNAL BREACHES AND SANCTIONS

Pursuant to the requirement of the Securities and Exchange Commission, this Annual Corporate Governance Report is signed on behalf of the registrant by the undersigned, thereunto duly authorized, in the City of

\_\_\_\_\_ on \_\_\_\_\_, 20\_\_\_\_.

  
Paul B. Saria

\_\_\_\_\_  
Compliance Officer



REPUBLIC OF THE PHILIPPINES }  
CITY **CITY OF MANILA** } S. S.

### SECRETARY'S CERTIFICATE

I, **Paul B. Saria**, Filipino, of legal age and with office address at the 530 Shaw Blvd. Mandaluyong City, after having been duly sworn in accordance with law, hereby depose and state that:

1. I am the duly elected Corporate Secretary of **TRANSPACIFIC BROADBAND GROUP INTERNATIONAL, INC.** (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with principal office at the 530 Shaw Blvd. Mandaluyong City;
2. On a special meeting of the Board of Directors held at its principal office on January 5, 2015 the following resolution were unanimously approved, a legal quorum, being present and voting;

### RESOLUTION

"RESOLVED, as it hereby resolved, the Board of Directors of the Corporation hereby approves the amendment, changes and updates in the Annual Corporate Governance Report of the Corporation for year 2014.

RESOLVED FINALLY, as it is hereby resolved that the Corporation's Corporate Information Officer, **PAUL B. SARIA**, be authorized, as he is hereby authorized, to make, file, sign, execute and deliver in behalf of the Corporation all files required under SEC MC 1, s 2014 and SEC MC 12, s2014, and other documents of whatever name or kind which may be necessary or required to effect and carry out the intent of this resolution.

IN WITNESS WHEREOF, I have hereunto set my hand this

05 JAN 2015

at

**CITY OF MANILA**

*Paul B. Saria*  
Paul B. Saria  
Corporate Secretary

SUBSCRIBED AND SWORN to before me this 05 JAN 2015 2015 at the City of **CITY OF MANILA** Philippines, affiant exhibiting to me his Driver's License No. N04-93-264992, which expires on December 15, 2016, issued at Mandaluyong City.

Doc. No. 266;  
Page No. 27;  
Book No. XII;  
Series of 2014.

*Ronald C. Ching*  
**ATTY. RONALD SEGUNDINO C. CHING**  
NOTARY PUBLIC  
ADMIN. NO. 2011-0091 UNTIL DEC. 31, 2015  
ROLL NO. 54899  
PTR NO 7575252/Jan. 5, 2015 until Dec. 31, 2015  
IBP NO. 4504550  
1420-C Tomas Mapua St. Sta. Cruz, Manila  
MCLE Compliance No. 111-000-16300