



Transpacific Broadband Group
INTERNATIONAL, INC.

NOTICE OF ANNUAL STOCKHOLDERS' MEETING

**TO ALL STOCKHOLDERS
TRANSPACIFIC BROADBAND GROUP INT'L, INC.**

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders of Transpacific Broadband Group Int'l, Inc. will be held via ZOOM, on Wednesday, **October 13, 2021 at 1:30pm**. The zoom link is:

<https://us05web.zoom.us/j/2652054730?pwd=ZkhvY3c3d2taU3kvVG9GekZwd0xZQT09>

The following matters will be taken up during the meeting:

1. Proof of Notice of the Meeting
2. Proof of Presence of a quorum
3. Approval of the previous annual minutes of meeting of October 21, 2020
4. Annual Report and Approval of the FY December 31, 2020 Audited Financial Statements
5. General ratification of the acts of the Board of Directors, Board Committees and the Management from the date of the last annual stockholders' meeting up to the date of this meeting
6. Reaffirmation of the waiver of rights/public offering by the minority shareholders with respect to the p192,500,000 private placement
7. Election of Directors
8. Appointment of Independent Auditors
9. Adjournment

The record date for determination of the stockholders entitled to notice of, and to vote at said meeting is fixed at the close of business hours on September 23, 2020.

In view of the ongoing Covid-19 pandemic, shareholders may only participate via remote communication. To register, please download the registration form at <http://www.tbgi.net.ph/NOTICEOFANNUAL%20ORSPECIALSTOCKHOLDERSMEETINGS.html> and email to paul@tbgi.net.ph. Deadline for registration is on 06 October 2021 at 12 NN.

The Company is not soliciting proxies. Should you be unable to attend the meeting, you can nevertheless be represented and vote at the ASM by submitting a proxy by email the same email address, or by sending a physical copy to the Office of the Corporate Secretary at Unit 904 Summit One Tower, 530 Shaw Boulevard, Mandaluyong City. The deadline for submission of proxies is on 06 October 2021.

PAUL SARIA
Asst. Corporate Secretary
Chief Information Officer

Rationale for Agenda Items:

Agenda Item No. 3: Approval of Minutes of the Annual Stockholders' Meeting Held on October 21, 2020

The Minutes of the annual stockholders' meeting held on October 21, 2020 were prepared within the period prescribed by pertinent laws, rules and regulations. The results of the annual stockholders' meeting were also disclosed with The Philippine Stock Exchange, Inc. immediately after the annual meeting. The Board of Directors recommends the shareholders to consider subject minutes for approval on October 13, 2021.

Agenda Item No. 4: Approval of the Annual Report for the Year 2020

The Company's 2020 performance results have been duly summarized in the Annual Report, which includes the Audited Financial Statements (AFS) of the Company for the year ended 2020. The AFS have been reviewed by the Audit Committee and the Board of Directors, and have been audited by the external auditors who expressed an unqualified opinion on the aforementioned financial statements. The Annual Report is posted in the Company's website.

Agenda Item No. 5: General ratification of the acts of the Board of Directors, Board Committees and the Management from the date of the last annual stockholders' meeting up to the date of this meeting

The Company's performance in 2020, as detailed in the Annual Report, is attributed to the strategic directions and key policies set by the Board of Directors which were effectively executed and complied with by management in conformance with good corporate governance and ethical best practices.

Agenda Item No. 6: Reaffirmation of the waiver of rights/public offering by the minority shareholders with respect to the p192,500,000 private placement

This is a reaffirmation of the waiver of the majority of the minority shareholders, previously obtained in 2019, to conduct a rights/public offering with respect to the P192,500,000 private placement by Mr. Arsenio T. Ng, in compliance with the requirements of the Philippine Stock Exchange. The 1,179,806,700 common shares (0.1632 price per share) were issued in favor of Chairman, Arsenio T. Ng for investments amounting to One Hundred Ninety Two Million Five Hundred Thousand Pesos (P192,500,000) used solely for the payment of subscription payable to ATN Philippines Solar Energy Group, Inc.

Agenda Item No. 7: Election of Directors for 2021-2022

The Company's Nomination Committee has pre-screened the list of candidates for directors. Their proven competence, expertise and qualifications based on current regulatory standards, will help sustain the Company's solid performance for the benefit of all its shareholders.

Agenda Item No. 8: Appointment of External Auditor

Based on the recommendation of the Audit Committee, the Board concurred with the recommendation to re-appoint R. R. TAN & ASSOCIATES, CPAs as the Company's external auditors for the fiscal year 2021. R. R. TAN & ASSOCIATES, CPAs is one of the leading auditing firms in the country and is duly accredited with the SEC.

**TBGI ANNUAL STOCKHOLDERS' MEETING
REGISTRATION / PROXY FORM (VOTING IN ABSENTIA)**

1. Required Information (Please mark appropriate box)

Individual Broker Corporate Others (please specify)

Name : _____

Email Address : _____

Contact No. : _____

Postal Address : _____

Number of Shares Owned : _____

I will attend the online/ remote Annual Stockholders Meeting **October 13, 2021 , 1:30 pm** YES NO

Note:

1. Zoom meeting link:
<https://us05web.zoom.us/j/2652054730?pwd=ZkhvY3c3d2taU3kvVG9GekZwd0xZQT09>
2. The meeting ID and password will be sent to Stockholders email address upon its decision to attend the meeting and submission of complete requirements

2. Required Documents

- a. Registration Form filled up and email to paul@tbgi.net.ph Deadline of registration and submission of requirements is on October 6, 2021 12:00 Noon.
- b. Valid government ID card with photo of stockholder/ authorized representative
- c. For Corporations – Notarized Corporate Secretary Certificate on authority to vote in behalf of Corporation
- d. For Stockholders with Shares under broker account – Notarized Certification from the broker as to the number of shares owned by the stockholder

3. Manner of Voting

Voting in Absentia Appointing Chairman as Proxy

4. Matters taken up for Voting

	Yes	No
i. Approval of the previous Annual minutes of meeting of October 21, 2020	<input type="radio"/>	<input type="radio"/>
ii. Annual Report and Approval of the FY December 31, 2020 Audited Financial Statements	<input type="radio"/>	<input type="radio"/>
iii. General ratification of the acts of the Board of Directors, Board Committees and the Management from the date of the last annual stockholders' meeting up to the date of this meeting	<input type="radio"/>	<input type="radio"/>
iv. Reaffirmation of the waiver of rights/public offering by the minority shareholders with respect to the p192,500,000 private placement	<input type="radio"/>	<input type="radio"/>

v. Election of Directors:	Vote all _____ or Vote individually below:				
Nominee	Yes	No	Nominee	Yes	No
Arsenio T. Ng	<input type="radio"/>	<input type="radio"/>	Ardi Bradley L. Ng	<input type="radio"/>	<input type="radio"/>
Hilario T. Ng	<input type="radio"/>	<input type="radio"/>	Oscar B. Mapua Jr.	<input type="radio"/>	<input type="radio"/>
Simoun Ung	<input type="radio"/>	<input type="radio"/>	Kenneth Co	<input type="radio"/>	<input type="radio"/>
Paul B. Saria	<input type="radio"/>	<input type="radio"/>			

vi. Appointment of R.R. Tan as External Auditor

Y N

5. Data Privacy Statement

I hereby give my consent for the Company and its authorized third parties to collect, store, disclose, transfer, and process my personal data for the purpose of the live streaming of the 2021 Annual Stockholders' Meeting in accordance with the Company's Data Privacy guidelines and law. Further to this, I give my consent to the recording of the meeting, to be made publicly available thereafter on the Company website, as required by the guidelines promulgated by the Securities and Exchange Commission.

6. Declaration

By signing this Form, I hereby certify the following, that:

- I am a stockholder of the Company as of Record Date September 23, 2021;
- The number of votes covered by this Ballot shall be in accordance with the total number of TBGI shares registered in my name as of record date.
- I have read, understand and shall abide by the Rules, Regulations and Guidelines issued by the Company to govern the conduct of the Meeting. In the event I act contrary thereto, the Company has sole discretion to impose its discipline mechanism;
- I understand that the quality of my remote Meeting experience depends on my internet provider's services and connectivity. I hold the Company free and harmless of any liability from any interruption, latency or disconnection from the live streaming resulting thereto;
- In case of an account with joint owners, or an account in and/or capacity, I have secured the consent of all other owners in the submission of this Ballot.
- In case of a corporate shareholder, I am the authorized representative of the corporation and I am duly authorized to submit this Proxy.

This Proxy shall remain in full force and effect for a period of three (3) months from the date hereof. This Proxy is governed by and will be construed in accordance with the laws of the Philippines, and the parties submit to the exclusive jurisdiction of the courts in Mandaluyong City, Metro Manila, Philippines.

IN WITNESS WHEREOF, the Stockholder has executed this proxy as of this _____ day of _____ 2021.

Printed Name and Signature of Stockholder

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

(Company)

9th Floor Summit One Tower
530 Shaw Boulevard, Mandaluyong City, 1550

(Address)

717-0523

(Telephone Number)

DECEMBER 31

(Fiscal Year Ending)
(month & day)

**SEC Form 20-IS
(Preliminary Information Statement)**

(Form Type)

Amendment Designation (if applicable)

**Annual Stockholders Meeting
October 13, 2021**

(Period Ended Date)

(Secondary License Type and File Number)

**SECURITIES AND EXCHANGE COMMISSION
SEC FORM 20-IS**

**Information Statement Pursuant to Section 20
of the Securities Regulation Code (SRC)**

1. Check the appropriate box:

 X

Preliminary Information Statement

Definitive Information Statement

2. Name of Registrant as specified in its Charter **TRANSPACIFIC BROADBAND GROUP
INT'L, INC.**

3. Country of Incorporation **Philippines**

4. SEC Identification Number **AS095-006755**

5. BIR Tax Identification Number **004-513-153**

6. Address of principal office **Bldg. 1751 Chico St. Clark Special Economic Zone, Angeles
City, Pampanga
Or c/o
Unit 904, 9F Summit One Tower
530 Shaw Blvd. Mandaluyong City, 1550**

7. Telephone Number **(632) 7717-0523**

8. Date, time and place of meeting of security holders:

Date : October 13, 2021, Wednesday

Time : 1:30 PM

Place : Via Zoom

<https://us05web.zoom.us/j/2652054730?pwd=ZkhvY3c3d2taU3kvVG9GekZwd0xZQT09>

9. Approximate date on which the Information Sheet is first to be sent or given to security holders:

September 22, 2020

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

<u>Title of Each Class</u>	<u>Subscribed and Outstanding (No. of Shares)</u>	<u>Pesos</u>
Common shares	3,800,000,000	P380,000,000

11. Are any or all of these securities listed on the Philippine Stock Exchange?

YES x

NO

**WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE
REQUESTED NOT TO SEND US A PROXY**

INFORMATION REQUIRED IN INFORMATION STATEMENT

A. GENERAL INFORMATION

Item 1. DATE, TIME AND PLACE OF MEETING OF SECURITY HOLDERS

WHEN : October 13, 2021, Wednesday, 1:30 PM

WHERE : 8TH floor, Summit One Tower, 530 Shaw Boulevard Mandaluyong City
: Stockholders' participation will be via remote communication via ZOOM
meeting link below:

<https://us05web.zoom.us/j/2652054730?pwd=ZkhvY3c3d2taU3kvVG9GekZwd0xZQT09>

Complete Mailing Address of Principal Office of Registrant

**Bldg. 1751 Chico St. Clark Special Economic Zone
Angeles City, Pampanga**

Or c/o

**Unit 904, 9F Summit One Tower
530 Shaw Blvd. Mandaluyong City, 1550**

Approximate date on which the Information Sheet is first to be sent or given to security holders is **September 22, 2021**.

Item 2. DISSENTER'S RIGHT OF APPRAISAL

Sections 80 of the Corporation Code provide for a shareholder's exercise of the right of appraisal (defined as the right of any stockholder to dissent and demand payment of the fair value of his shares). The instances where the right of appraisal may be exercised are as follows:

1. In case any amendment to the Articles of Incorporation has the effect of changing or restricting the rights of any stockholder or class of shares, or of authorizing preferences in any respect superior to those of outstanding shares of any class, or of extending or shortening the term of corporate existence;
2. In case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the Company's property and assets;
3. In case of merger or consolidation; and
4. In case the Company decides to invest its funds in another corporation or business outside of its primary purpose.

There are no new items in the agenda that may give rise to a dissenting shareholder's exercise of the right of appraisal

Procedure for Exercise of Dissenter's Appraisal Right

Section 81 of the Corporation Code provides for the appropriate procedure for the exercise of the right of appraisal, viz:

The appraisal right may be exercised by any stockholder who shall have voted against the proposed corporate action, by making a written demand on the corporation within thirty (30) days after the date on which the vote was taken: Provided, that the failure to make the demand within such period shall be deemed a waiver of the appraisal right. If the proposed corporate action is implemented or affected, the Corporation shall pay to such stockholder, upon surrender of the certificate(s) of stock representing his shares, the fair value thereof as of the day prior to the date on which the vote was taken, excluding any appreciation or depreciation in anticipation of such corporate action.

If within a period of sixty (60) days from the date the corporate action was approved by the stockholders, the withdrawing stockholder and the corporation cannot agree on the fair value of the shares, it shall be determined and appraised by three (3) disinterested persons, one of whom shall be named by the stockholder, another by the corporation and the third by the two thus chosen. The findings of the majority of the appraisers shall be final, and their award shall be paid by the corporation within thirty (30) days after such award is made: Provided, that no payment shall be made to any dissenting stockholder unless the corporation has unrestricted retained earnings in its books to cover such payment; and Provided, further, that upon payment by the corporation of the agreed or awarded price, the stockholder shall forthwith transfer his shares to the corporation.

Item 3. INTEREST OF CERTAIN PERSONS IN OR OPPOSITION TO MATTERS TO BE ACTED UPON

The following persons have no substantial interest, direct or indirect, by security holdings or otherwise, in any matter to be acted upon, other than election to office:

1. each person who has been a director or officer of the Corporation at any time since the beginning of the fiscal year;
2. each nominee for election as a director of the Corporation: and
3. each associate of any of the foregoing persons.

No member of the Board of Directors of the Corporation has informed the Corporation in writing that he intends to oppose any action to be taken by the Corporation at the annual meeting of the stockholders.

B. CONTROL AND COMPENSATION INFORMATION

Item 4. VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

Common Shares	3,800,000,000
Less: Treasury shares	<u>4,378,000</u>
Total Outstanding Shares Voting /Shares as of record date Aug. 25, 2021	<u>3,795,622,000</u>

The Company's capital stock consists of common shares only. Each share is entitled to one vote. All stockholders of record at the close of business on **September 23, 2021** shall be entitled to notice and to vote at the Annual Stockholders meeting. To conform with the Government's regulation on social distancing and prohibition on mass gatherings, the Company shall hold the Annual Stockholders' Meeting via remote communication and allow the stockholders to cast their votes by remote communication or in absentia, or by proxy.

The directors of the Corporation shall be elected by plurality vote at the annual meeting of the stockholders for that year at which a quorum is present. At each election for directors, every stockholder shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected, or to cumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his share equal, or by distributing such votes at the same principle among any number of candidates.

(1) SECURITY OWNERSHIP OF CERTAIN RECORD AND BENEFICIAL OWNERS

Owners of more than 5% of voting securities as of **July 31, 2021**:

Class	Name of Record Owner and Relationship with Record Owner	Name of Beneficial Owner	Citizenship	Shares Owned	%
Common	3. Arsenio T. Ng 9F Summit One Tower, 530 Shaw Blvd. Mandaluyong City (CEO)	None	Filipino	1,712,370,990 ^r	45.11%
Common	1. PCD Nominee Corp. (F) 37th floor Tower 1, the Enterprise Ctr., 6766 Ayala Ave, Makati City, Phil.	Various	Filipino	1,309,194,790 ^r	34.49%
Common	2. Unipage Management, Inc. 9F Floor Summit One Tower, 530 Shaw Boulevard Mandaluyong City (Investor)	Stockholders	Filipino	496,320,000 ^r	13.08%

The clients of PCD Nomination Corporation are the beneficial owners and have the power to decide how their shares are to be voted.

There is no Filipino and Non-Filipino holder of 5% or more under PCD Nominee Corporation.

The Board of Directors of Unipage Management Inc. appointed Willy Ong as the authorized representative and they have the right to vote and direct or dispose of the shares held by the company.

(2) Security ownership of management as of July 31, 2021:

Class	Name of Beneficial Owner	No. of Shares and Nature of Beneficial Ownership	Citizenship	%
	Directors:			
Common	Arsenio T. Ng	1,712,370,990"d"	Filipino	45.11%
Common	Kenneth C. Co	42,590,000"d"	Filipino	1.12%
Common	Hilario T. Ng	4,008,040"d"	Filipino	0.11%
Common	Ardi Bradley Ng	100,000"r"	Filipino	0.00%
Common	Paul Saria	258,040"d"	Filipino	0.01%
Common	Simoun Ung	10,000"d"	Filipino	0.00%
Common	Oscar B. Mapua	40,000"d"	Filipino	0.00%
	Officer:			
Common	Santos Cejoco	10,000"d"	Filipino	0.00
	All directors and executive officers as a group	1,759,387,070"d"		46.35%

Each every security holder is the beneficial owner in his own right.

(3) VOTING TRUST HOLDERS OF 5% OR MORE

There are no persons who hold more than 5% of a class under voting trust or similar agreement.

(4) CHANGES IN CONTROL

The company has no arrangements, which may result in a change in control of the Corporation. There has been no change in control since the beginning of its last fiscal year.

Item 5. DIRECTORS AND EXECUTIVE OFFICERS

(1) The names of the incumbent Directors, Executive officers and nominees of the Company and their respective ages and citizenship, current positions held, period of service and business experience during the past five years as required under Section 38 of the Code and SRC Rule 38.1 are as follows:

Arsenio T. Ng – President and CEO

Age 62, Filipino Citizen

Period Served September 2000 to Present

Term of office as director – one year

Holds a Masters degree in Business Management with distinction from the California State College, Stanislaus, and the University of California, Los Angeles. Mr. Ng attended special studies in Politics and Public Administration at the United States Congress in Washington D.C. He took his undergraduate studies in Business Administration and Finance at the De La Salle University (Jose Rizal honors), Philippines and at the California State College, Stanislaus (cum laude), USA.

In 1994, Mr. Ng served as President and CEO of the Energy Corporation; a company listed in the Philippine Stock Exchange and became Chief Finance Officer of Semirara Coal Corporation, the largest coal mining firm in the Philippines the following year. He is the Chairman and CEO of ATN Holdings Inc., a listed holding company in the PSE, in which he holds major equity stake. He is the Chairman and CEO of Palladian Land Development Inc., and the Chairman and Director of Unipage Management Inc. He is also the Chairman and Director of both Advanced Home Concept Development Corporation, and Hart Realty Development Inc. Mr. Ng is concurrently a Director and Treasurer of Hambrecht and Quist Philippine Ventures II, a private equity fund managed by Hambrecht and Quist, Philippines Inc., a subsidiary of US-based Hambrecht and Quist venture firm.

In 1998, Mr. Ng became the President and Chairman of Managed Care, Inc. medical complex of 150 doctors, He is also the Director of Beacon Diversified, Inc. that has investments in Skycable. Mr. Ng also acts as Vice Chairman and President of CBCP World.

Hilario T. Ng – Director, Chief Finance officer and member of Remuneration and Nomination Committee

Age 60, Filipino Citizen

Period Served September 2000 to Present

Term of office as director – one year

A graduate of Bachelor of Architecture at the Southern California Institute of Architecture, Mr. Ng took his MA in Urban Design at the University of California at Los Angeles. Presently, he is President of Palladian Land Dev't, Inc., Director of ATN Holdings, Inc., Executive Vice President of Palladian Land Development, Inc., Architect, and Managing Partner of HEO Group. He was previously connected with Nadel Partnership, Inc (Architect, 1990), Figure 5, Inc (Project Director, 1988-1989), Stephen Lam & Associates (Project Director, 1987), Richard Magee & Associates (Project Architect, 1985-1986), T.W. Layman & Associates (Project Architect, 1982), Michael Ross & Associates (Project Architect, 1982), and WOU International (Project Architect, 1981).

Ardi Bradley L. Ng - Director

Age 27, Filipino Citizen

Period Served October 2019 to Present

Term of office as director – one year

Mr. Ardi Ng is a graduate of Ateneo De Manila University in year 2016. He holds a degree in Bachelor of Arts in Social Sciences, Major in Social Science. After graduation, Mr. Ng underwent his training in the Company. He is currently the Business Development Officer of Transpacific Broadband Group, Inc. Ardi Ng is the son of the Chairman Arsenio T. Ng.

Oscar B. Mapua, Jr. – Independent and Nomination Committee Chairman

Age 77, Filipino Citizen

Period Served May 2003 to Present

Term of office as director – one year

Mr. Mapua is a member of the Board of Trustees and Executive Vice President of the Mapua Institute of Technology and the Founding Director of the Design Center of the Philippines. He earned his BS Architecture degree from the Rhode Island University in 1969 and his Masters in Architecture from the University of the Philippines in 1987.

Simoun Ung – Director

Age 53, Filipino Citizen

Period Served May 2007 to Present

Term of office as director – one year

Simoun Ung has an extensive background in international business in the Asia Pacific, both as a professional in the financial industry, as well as being a successful entrepreneur. He is the President & CEO of OmniPay, Inc., the Philippine's leading issuer of prepaid payment cards and innovator for financial inclusion; Mr. Ung is likewise the President-Commissioner of PT Omni Pay Indonesia. He is also Vice Chairman of Bastion Payment Systems Corporation, which developed and launched the first proprietary payment gateway in the Philippines certified to Payment Card Industry standards. Mr. Ung is likewise the Vice Chairman of Sanson Mineral Resources, Inc. He also serves on the Board of Directors of Transpacific Broadband Group Int'l, Inc. [PSE: TBGI].

Simoun Ung's past experience includes Adviser-Origination of Hambrecht & Quist Philippines Inc. and President of Four Star Consulting. Mr. Ung was a Service Provider to RBS Coutts Bank Ltd. He served as an Advisor to the Supreme Court of the Philippines. He was also a Consultant to the Commission on Elections and the Office of International Policy and Special Concerns of the Department of National Defense. Mr. Ung was an Independent Director on the Board of Federal Resources Investment Group, Inc. [PSE:FED].

Mr. Ung has a Master of Business Administration degree from the Ivey School of Business of the University of Western Ontario and a Bachelor of Arts degree in Psychology and Economics from the University of British Columbia. Mr. Ung received additional training with the 2nd Advanced Programme for Central Bankers and Regulators at the Institute of Global Economics and Finance of the Chinese University of Hong Kong as well as an Executive Education Course on the National Retail Payments System with the National Payment Systems Institute.

Kenneth Chua Co – Independent and Remuneration and Audit Committee Chairman

Age 48, Filipino Citizen
Period Served May 2011 to Present
Term of office as director – one year

Mr. Kenneth Co is a graduate of AB Economics at Ateneo De Manila University in 1994. At present he is the Proprietor and Owner of Dagupan Commercial, an operator of a wholesale and retail distribution family business dealing mainly with bakery supplies. From 2007 to present, he is also a Distributor of Pharmanex & Nu Skin. A distribution and multilevel network marketing business focused on introducing high quality supplements and skin care products to customers with a goal of contributing the profits significantly to the Nourish the Children Foundation. From 1996 to present, he is also the Administrator of Benito Enterprises, a business engaged mainly in real estate development and lease rental accumulation. Some of his past positions held includes Managing Director of Road on Call from 2005 to 2007 and Chamco Food Ventures Inc. from 1999-2005.

Paul B. Saria – Director, Chief Operating and Compliance Officer and member of Audit and Nomination Committee

Age 50, Filipino Citizen
Period Served September 2000 to Present
Term of office as director – one year

A graduate of Bachelor of Architecture at the University of Santo Tomas, Mr. Saria took his graduate studies in Project Management at the Royal Melbourne Institute of Technology, Australia. He is Vice President for Operations of TBGI, Operations Officer of ATN Holdings, Inc. and Project Planning Architect of the Summit One Office Tower. He is likewise Operations Manager of Palladian Land Development Inc. and Advanced Home Concept Development Corporation since 1996.

Atty. Leonides S. Respicio – Corporate Secretary

Age 69, Filipino Citizen
Period Served August 2018 to Present

Atty. Respicio is a graduate of Bachelor of Laws in 1978 at the University of the Philippines, Diliman, Quezon City. At present, he is the corporate secretary and legal counsel of Test Consultants, Inc. from 2004-present; legal counsel of Padernal Construction Inc. (2010- present), Radiant Sunshine Power Corporation (2018 – present), Lamon Bay Furniture, Inc. (2018 to present), Philippine Pacific Trade Inc.(Salad Master Distributor (2010-present), Capitol City Sports and Country Club, Inc. (1980-1986), Jocanima Corporation (2012-2017), First Champion, Inc. (Manpower Services) 2012-2017, Prince David Condominium Unit Owners Association Inc. (2010-2015) and Don Enrique Height Subdivision Homeowners Association, Inc. (2016-present)

The aforementioned directors and officers have served the fiscal year ended December 31, 2018, and shall continue to serve until their successors have been duly elected at the Company's next annual stockholders' meeting. Also, none of the current directors and officers work in government.

NOMINEES FOR ELECTION AS DIRECTORS OF THE COMPANY

The nominees for election as directors of the company are the following:

Arsenio T. Ng (Filipino)	Hilario T. Ng (Filipino)	Simoun Ung (Filipino)
Ardi Bradley L. Ng (Filipino)	Paul B. Saria (Filipino)	
Oscar B. Mapua Jr. (Filipino)	Kenneth Co (Filipino)	

Oscar Mapua Jr., and Kenneth Co are the nominees for independent directors. In the approval of nomination for independent directors, the Nominations Committee headed by Oscar B. Mapua (Chairman), Hilario T. Ng, (Member) and Paul B. Saria (Member) has taken into consideration the guidelines prescribed under SRC Rule 38. the independent directors are nominated by Paul B. Saria (Filipino) and Hilario T. Ng (Filipino). Mr. Paul Saria and Arch. Hilario Ng have no relationship with the nominees for independent directors.

The Corporation will observe the term limits for independent directors imposed by SEC Memorandum Circular No. 4, Series of 2017 which became effective on January 2, 2012. The Corporation's two current independent directors may serve as independent directors until 2021 in compliance with the maximum cumulative term of nine (9) years.

The independent directors undertake to submit an updated Certification of Qualifications and Disqualifications thirty (30) days after the date of the Annual Stockholders' Meeting.

Only nominees whose names appear on the final list of candidates will be eligible for election as directors. No further nominations will be entertained or allowed on the floor during the annual stockholders' meeting.

(2) SIGNIFICANT EMPLOYEES

The company has no significant employees.

(3) FAMILY RELATIONSHIP

The Chairman, Arsenio T. Ng, and Director Hilario T. Ng are brothers. Mr. Ardi Bradley L. Ng is the son of Arsenio T. Ng. Except for the above-mentioned directors the company does not know any other family relationship up to the fourth civil degree either by consanguinity or affinity among the directors, executive officers or persons nominated.

RESIGNATION OF OFFICER

There was no resignation, removal or election of company Directors or Officers for the past two years.

(4) INVOLVEMENT IN CERTAIN LEGAL PROCEEDINGS

The Company is not aware that anyone of the incumbent directors and executive officers and persons nominated to become a director and executive officer have been the subject of bankruptcy petition or pending criminal proceedings in court or have been by judgment or decree found to have violated securities or commodities law enjoined from engaging in any business, securities, commodities or banking activities. This disclosure on legal proceedings covers the last five years up to the latest date of this Information Statement.

The Company is not involved in any litigation incidental to the conduct of its business. If there is any claim, the Company believes that the cases against it have no legal basis and that there is no pending litigation that will have a material or adverse effect on its financial position or operations.

(D) RELATED PARTY TRANSACTIONS

The Company is a beneficial owner of certain condominium units classified in the Statement of Financial Position as Investment properties. Title to the properties has not been released to the Company as it intends to sell the properties using the marketing expertise of PLDI. These properties are leased out to third parties thru PLDI. Proceeds of the rent were remitted to the Company. Rent income collected by PLDI on these properties amounted to P2.969 million in 2019 and P2.684 million in 2018.

There was no compensation paid or payable to key management personnel for the years ended December 31, 2019, 2018 and 2017.

Key management personnel have not been provided with retirement benefits.

(3) The registrant has no parent company.

Item 6. COMPENSATION OF DIRECTORS AND EXECUTIVE OFFICERS

Information as to the aggregate compensation during the last two (2) fiscal years paid to the Company's five (5) most highly compensated executive officers and all other officers and directors as a group and the estimated compensation for Year 2017 are as follows:

	2021	2020	2020
	Estimated		
Four most highly compensated Executive Officers			
1. Arsenio T. Ng – CEO			
2. Paul B. Saria – Chief Operating Officer			
3. Santos L. Cejoco – Corporate Planning Officer			
4. Vicente Layson – Network Engineer			
5. Christian Nucom – Asst. Network Engineer			
TOTAL	600,000	600,000	500,000
All other officers and directors	600,000	500,000	450,000
Total	<u>1,200,000</u>	<u>1,100,000</u>	<u>1,100,000</u>

The CEO and COO has not received compensation from the company except for the stock options mentioned above in Stock Options for the Chief Executive Officer.

No bonuses were given to directors and officers, payments were purely compensation in nature.

The By-Laws of Transpacific gives each Director a reasonable per diem allowance for his attendance at each meeting of the Board. As compensation, the Board shall receive and allocate an amount of not more than ten percent (10%) of the net income before income tax of the corporation during the preceding year. Such compensation shall be determined and apportioned among the Directors in such manner as the Board may deem proper, subject to the approval of stockholders representing at least a majority of the outstanding capital stock at a regular or special meeting of the stockholders. There are no other standard or other special arrangements regarding the compensation of the Directors of the Company.

The members of the Board are entitled to receive a reasonable per diem of P5,000 for attendance at each meeting of the Board of Directors. Other than such per diem, there is no other arrangement pursuant to which any amount of compensation is due to the directors for services rendered as such.

Warrants and Options

On May 28, 2008 the Board of Directors and Stockholders approved the grant of stock options to the Chief Executive Officer 40 Million shares at par value of P1.00. In addition, the Remuneration Committee resolved to implement additional terms and conditions specifically on the vesting date. (Note 20).

EMPLOYMENT CONTRACTS, TERMINATION OF EMPLOYMENT, AND CHANGE-IN-CONTROL ARRANGEMENT

An employment contract between the Corporation and a named executive officer will normally include a compensation package, duties and responsibilities, and term of employment.

The Corporation has not entered into any compensatory plan or arrangement with any named executive officer which would entitle such named executive officer to receive any amount under such plan or arrangement as a result of or which will result from the resignation, retirement, or any other termination of such executive officer's employment with the Corporation and its subsidiaries, or from a change-in-control of the Corporation, or a change in the executive officer's responsibilities following a change-in-control of the Corporation.

Item 7. INDEPENDENT PUBLIC ACCOUNTANT

The audited financial position of the Company for CY 2019 was audited by R. R. TAN & ASSOCIATES, CPAs.

The same accounting firm is being recommended for re-election at the scheduled annual meeting for the almost the same remuneration as in the previous year. Representatives of the said firm are expected to be present at the stockholders' meeting and they will have the opportunity to make a statement if they desire to do so and are expected to be available to respond to appropriate questions.

R. R. TAN & ASSOCIATES, CPAs has acted as the Company's external auditor since 2009 and has complied with the five-year rotation requirement under SRC Rule 68(3)(b)(iv) (Qualifications and reports of Independent Auditors). Mr. Chester Nimitz F. Salvador is the current audit partner for R. R. TAN & ASSOCIATES, CPAs. He replaced Mr. Domingo A. Daza Jr., who serves as audit partner from 2012 to 2015.

The audit committee headed by Kenneth C. Co (Independent and Chairman) Arsenio T. Ng, and Paul B. Saria has no policies and procedures of the above services.

(2) Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

There were no events in the past wherein R. R. TAN & ASSOCIATES, CPAs, and the company had any disagreement with regard to any matter relating to accounting principles or practices, financial statement disclosures or auditing scope or procedure.

Item 8. COMPENSATION PLANS

In 2007, the Remuneration Committee approved the grant of stock options for 38.4 million shares at par value to the Chief Executive Officer to compensate the CEO with options of 4.8 million shares per year for the eight-year period 2000–2007.

The grant of options for the CEO was approved based on the following considerations:

1. The CEO has not received compensation since the strategic acquisition of the company in 2000 to date.
2. The CEO was responsible for (a) rehabilitation of P200 million loss arising from a bad financial structure, and (b) collection of P80 million of bad debts, bringing the company to its present state of profitable operations and strong financial position.
3. Under the leadership of the CEO, the company was able to comply with the mandate of its telecommunications franchise to successfully undertake an initial public offering (IPO) that was executed in early 2003 in the face of weak capital markets in Asia.
4. The CEO used personal bank credit lines for the (a) acquisition of majority stake in the company, (b) rehabilitation of financial position and telecommunications facilities, (c) expansion of digital data services and acquisition of institutional marketing partner for installation of IT laboratories nationwide.
5. The CEO needs the options to enable him to reimburse his personal bank credit lines that the CEO used over the years to fund the comprehensive rehabilitation and expansion of company operations.
6. The same grant of stock options for the CEO shall be approved by the Board and ratified by the shareholders.

C. ISSUANCE AND EXCHANGE OF SECURITIES

Item 9. Authorization or Issuance of Securities Other than for Exchange

On Aug 10, 2018, the Corporation issued 130,000,000 shares to ATN Holdings, Inc. for the investment of P21,684,400 at a subscription price of P0.1668, which was agreed upon last 2002, but recently been completed last year 2018. Government taxes has been paid prior to issuance by the Stock and Transfer Agent. The stockholders of the Corporation in the Annual Stockholders Meeting of October 3, 2018 resolved to approve for the application of listing of 130,000,000 common shares with waiver by a majority of the minority of shareholders. The Philippine Stock Exchange has approved the listing application filed by the Corporation.

On September 17, 2018, in a meeting of the Board of Directors resolved to issue 400,000,000 shares to the Chairman, Arsenio T. Ng for investments amounting to Forty Million Pesos to be used solely for payment of subscription payable to ATN Philippines Solar Energy Group, Inc. The stockholders of the Corporation in the Annual Stockholders Meeting of October 3, 2018 resolved to approve for the application of listing of 130,000,000 common shares with waiver by a majority of the minority of shareholders. The Philippine Stock Exchange has approved the listing application filed by the Corporation.

REAFFIRMATION OF THE WAIVER OF RIGHTS/PUBLIC OFFERING BY THE MINORITY SHAREHOLDERS WITH RESPECT TO THE P192,500,000 PRIVATE PLACEMENT

On April 2, 2019, in a meeting of the Board of Directors resolved to issue 1,179,806,700 common shares (0.1632 price per share) to the Chairman, Arsenio T. Ng for investments amounting to One Hundred Ninety Two Million Pesos (P192,500,000) to be used solely for payment of subscription payable to ATN Philippines Solar Energy Group, Inc. The issuance of additional shares to be taken from the unissued capital stock of the Company. The stockholders of the Corporation in the Annual Stockholders Meeting of October 6, 2019 resolved to approve for the application of listing of 130,000,000 common shares with waiver by a majority of the minority of shareholders. The Philippine Stock Exchange has yet to approve the listing application filed by the Corporation.

This is a reaffirmation of the waiver of the majority of the minority shareholders, previously obtained in 2019, to conduct a rights/public offering with respect to the P192,500,000 private placement by Mr. Arsenio T. Ng, in compliance with the requirements of the Philippine Stock Exchange. The 1,179,806,700 common shares (0.1632 price per share) were issued in favor of Chairman, Arsenio T. Ng for investments amounting to One Hundred Ninety Two Million Five Hundred Thousand Pesos (P192,500,000) used for the payment of subscription payable to ATN Philippines Solar Energy Group, Inc.

Item 15. OTHER MATTERS

Action with Respect to Reports:

The following reports/minutes shall be submitted to the stockholders for approval/ratification:

1. Minutes of the previous Annual Stockholders' Meeting
 - a. Approval of previous annual minutes of meeting
 - b. Report of the President
 - c. Approval of FY December 31, 2019 audited Financial Statements
 - d. Election of Directors
 - e. Appointment of Independent Auditors
2. Annual Report of the President
3. Fiscal Year Ending December 31, 2020 Audited Financial Statements
4. Reaffirmation Of The Waiver Of Rights/Public Offering By The Minority Shareholders With Respect To The P192,500,000 Private Placement

The president reported the highlights of the audited fiscal year December 31, 2019 financial statements, and the acts of the Board and the executive officers during the above fiscal year. The corporate secretary read to the stockholders the minutes of the previous annual stockholders' meeting.

The stockholders in said meeting approved and ratified the following:

1. the minutes of the previous annual stockholders' meeting,
2. the audited December 31, 2019 financial statements,
3. the appointment of R. R. Tan & Associates, CPAs as external auditor,
4. ratified 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:

Compensation Committee:	Audit Committee	Nomination Committee
Kenneth C. Co (Chairman)	Kenneth C. Co (Chairman)	Oscar B. Mapua (Chairman)
Arsenio T, Ng – Member	Arsenio T. Ng – Member	Hilario T. Ng – Member
Hilario T. Ng - Member	Paul B. Saria - Member	Paul B. Saria - Member

The same sets of committee members shall apply for the coming fiscal year.

MERGERS, CONSOLIDATION, ACQUISITIONS AND SIMILAR MATTERS

No action is to be taken with respect to any transaction involving:

1. the merger or consolidation of the Corporation into or with any person, or of any other person into or with the Corporation;
2. the acquisition by the Corporation or any of its security holders of securities of another person;
3. the acquisition by the Corporation of any other going business or of the assets thereof;
4. the sale or other transfer of all or any substantial part of the assets of the Corporation; or
5. the liquidation or dissolution of the Corporation.

Item 17. AMENDMENTS OF CHARTER, BYLAWS AND OTHER DOCUMENTS

The procedures under SRC Rule 38 (Guidelines on Nomination and Elections of Independent Directors) shall be incorporated in the company's By-Laws. The Board of Directors pursuant to the authority delegated to it by the stockholder under Article VII Section I of the By-Laws of the Registrant, shall cause the amendment of the By-Laws in a regular or special meeting called for the purpose to include the foregoing procedures on the nomination and election of independent directors.

Item 19. VOTING PROCEDURES

A majority of the subscribed capital, present in person, shall be sufficient at a stockholders' meeting to constitute a quorum for the election of directors and for the transactions of any business whatsoever, except in those cases in which the Corporation Code requires the affirmative vote of a greater portion.

At each meeting of the stockholders, every stockholder shall be entitled to vote in person, for each share of stock held by him, which has voting power upon the matter in question. The votes for the election of directors, and, except upon demand by any stockholder, the votes upon any question before the meeting, except with respect to the procedural questions determined by the chairman of the meeting, shall be by viva voce or show of hands.

The directors shall be elected by plurality vote at the annual meeting of the stockholders for that year at which a quorum is present. At each election for directors every stockholder shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected, or to cumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his share shall equal, or by distributing such votes at the same principle among any number of candidates.

The manner of counting the vote is done by 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 corporate secretary. To conform with the Government's regulation on social distancing and prohibition on mass gatherings, the Company shall hold the Annual Stockholders' Meeting via remote communication and allow the stockholders to cast their votes by remote communication or in absentia, or by proxy.

The Articles of Incorporation may be amended by the affirmative vote of at least majority of the Board of Directors and stockholders representing a majority of the Board of Directors and stockholders' meeting called for that purpose. However, the power to amend, modify repeal or adopt new articles may be delegated to the Board of Directors by the affirmative vote of stockholders representing not less than two-thirds of the outstanding capital stock of the Corporation.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in the City of Mandaluyong on August 27, 2021.

Issuer : TRANSPACIFIC BROADBAND GROUP INT'L INC.
Date : August 27, 2021

PAUL B. SARIA
Corporate Information Officer

BUSINESS AND GENERAL INFORMATION

BRIEF DESCRIPTION OF THE GENERAL NATURE AND SCOPE OF THE REGISTRANT'S BUSINESS AND ITS SUBSIDIARIES

Transpacific Broadband Group Int'l (TBGI or Transpacific) is a domestic corporation registered with the SEC on 14 July 1995. It started commercial operation in 1996 with an authorized capital stock of Twenty-Five Million Pesos (Php25,000,000.00), divided into Two Hundred Fifty Thousand shares (250,000) with a par value of One Hundred Pesos (Php100.00) each. Its primary purpose is to engage in the business of public commercial radio, terrestrial, cable and satellite broadcast. TBGI does not have any subsidiary under it.

On June 22, 1998, the Tenth Congress granted the Corporation a 25-year a Congressional Franchise under Republic Act 8657, to construct, establish, install, maintain and operate communication systems for the reception and transmission of messages within the Philippines.

On 07 November 2002, the SEC approved the increase in authorized capital stock of TBGI from Twenty-Five Million Pesos (Php25,000,000.00) divided into Two Hundred Fifty Thousand shares with par value of One Hundred Pesos (Php100.00) each, to One Hundred Fifty Million Pesos (Php150,000,000.00) divided into One Hundred Fifty Million (150,000,000) shares with par value of One Peso (Php1.00) each.

On 27 December 2002, the Company's Board of Directors and stockholders approved the following resolutions:

The conversion of additional paid-in capital amounting to Php58,341,330.00 into 58,341,330 shares of stock to be paid, as and by way of stock dividends, to all stockholders of the Company as of 31 December 2002 in proportion to the number of shares held by each stockholder and which will be issued out of the proposed increase in the authorized capital stock from One Hundred Fifty Million Pesos (Php150,000,000.00) to Three Hundred Eighty Million Pesos (Php380,000,000.00);

The increase in authorized capital stock from One Hundred Fifty Million Pesos (Php150,000,000.00) divided into One Hundred Fifty Million (150,000,000) shares with par value of One Peso (Php1.00) per share to Three Hundred Eighty Million Pesos (Php380,000,000.00) divided into Three Hundred Eighty Million (380,000,000) shares with par value of One Peso (Php1.00) per share; and

The amendment of Article Seventh of the Amended Articles of Incorporation in relation to the proposed increase in authorized capital stock.

The Company's subscribed and paid-up capital as of 31 December 2002, after incorporating the effect of stock dividends in 2002, amounts to Php139,341,330.00.

On April 15, 2003, the SEC approved the aforesaid increase and amendments.

On July 23, 2021, the Eighteenth Congress granted the extension of the Corporation's Congressional Franchise for another 25 year under Republic Act 11581, under the same purpose .

The Company is a duly registered Clark Special Economic Zone (CSEZ) enterprise with Registration Certificate No. 95-53 dated 29 November 1995 and has a 25-year Lease Agreement to build, maintain, and manage a satellite earth station within the CSEZ. TBGI holds a 25-year Congressional Telecom Franchise for commercial telecommunications operations under RA 8657, which the legislative body passed into law on 22 June 1998. It also has an approved Provisional Authority to transmit radio signals to satellites granted by National Telecommunication Commission (NTC).

TBGI generates revenues mainly from Internet, Intranet, and local loop services subscriptions of schools, corporate private sector and government agencies. The Company provides (1) data services for Internet connectivity and virtual private network connectivity, and (2) uplink services to underserved and unserved areas including but not limited to consumers of residential, commercial, schools, hospitals, government and public institutions, multinational corporations and local and foreign TV channels.

For the delivery of its services, TBGI owns and operates satellite facilities having separate buildings for transmitter and power generators at the 1.1-hectare area of former US Air Force Satellite Communication facility in CSEZ in Pampanga. TBGI's integral facility, the Clark Development Corp. (CDC) Broadcast Operations Center, houses 20 studios for media production and post-production services inside 277 square meter area of industrial-grade raised flooring, with an enclosed soundproof studios. TBGI connection to the Internet features the several platforms under Ka-Band and C-band connectivity via various satellite and fiber optic line to complete the link.

The Company does not conduct research and development, in accordance with its policy of using existing technologies and forming alliances or supply arrangements with providers of applicable technology that come in the way to serve market opportunities better. TBGI operations do not generate waste or toxic emissions.

Properties

All of the Company's properties and equipment units have been paid for in full and fully owned by the Company.

Complementing the facilities in Clark, Pampanga is the TBGI Network Monitoring and Operations Center at the 9th floor of Summit One Building in Mandaluyong City, Metro Manila. TBGI bought the remaining ATN financial interest in the 9thFloor of Summit One Tower Building with a total area of 853 square meters. In addition, TBGI owns a 210 square meter house inside a 248 square meter lot in Island Park Dasmariñas, Cavite. The facility is used for training, seminars and other human resource development activities.

The Company has no plan to acquire additional real estate properties within the next twelve (12) months.

Legal Proceedings

The Company is not involved in any litigation incidental to the conduct of its business. If there is any claim against the company, the Company believes that the cases against it have no legal basis and that there is no pending litigation that will have a material or adverse effect on its financial position or operations.

Submission of Matters to a Vote of Security Holders

There was no meeting held during the 4th quarter of fiscal year ending December 31, 2019.

Management's Discussion and Analysis or Plan of Operation

(1) Plan of operation

TBGI started to establish its data services network in 2001 with the installation of a satellite main hub transmitter-receiver to link the interactive broadband requirements of educational institutions.

Aside from its new market development efforts, the Company plans to continue its business in the manner it did last year. The company's internal revenue generation, interest income from various money market placements, and the cash balance are sufficient to satisfy its cash requirements for the next twelve months. It will continue to focus on its existing principal activities and has no plan to engage in major product research and development or purchase or sell any plant and significant equipment. The company values its human resources and it has no plan to decrease the number of its employees.

There is no known trend or uncertainty that will significantly reduce TBGI's liquidity. Management expects growth in revenues to come increasingly from data services and Internet growth as the satellite data broadcast network expands with market demand. The demand of schools subscribing for Internet connectivity will require equipment purchases that will be taken out of inventory.

TBGI's profitability is significantly sensitive to revenues and cost of bandwidth used. While there is no known event that will materially affect revenues, the price of bandwidth has declined significantly with the sharing of the new DS3 line with various users located in Summit One Tower.

CY 2020

Total assets decreased from PHP 594.063 million to PHP 588.261 million as of December 31, 2020. The net decrease of PHP 5.802 million in the total assets resulted from movements in the following:

Increase in current assets of P 8.064 million arising from the following changes:

- a. Increase of PHP 8.101 million in cash primarily due to additional investment in associates.
- b. Increase of PHP 0.400 million in accounts receivables.
- c. Decrease of PHP 0.436 million in other current assets.

Decrease in non-current assets of PHP 13.872 million due to the following:

- (1) Amortization of franchise by PHP 0.6 million.
- (2) Decrease of PHP 14.265 million in property and equipment.
- (3) Increase of PHP 0.993 million in other non-current assets due to increase in advances to related parties.

Total liabilities decreased from PHP 47.625 million as of December 31, 2019 from PHP 36.946 million as of December 31, 2020. The net decrease of PHP 10.679 million was due to the following:

Decrease in current liabilities of PHP 17.951 million arising from the following changes:

- a. Decrease of PHP 0.168 million in accounts payable and accrued expenses
- b. Decrease of PHP 0.05 million in short term loan
- c. Decrease of PHP 18.108 million in unearned income.
- d. Increase in income tax payable of PHP 0.038 million.

Increase of non-current liabilities by PHP 7.273 million arising from the following changes:

- 9 Increase of PHP 0.015 million in deferred tax liability.
- 10 Increase of PHP 63 thousand in pension liability.
- 11 Increase of PHP 7.195 million in advances from related parties.

On the equity side, total equity increased from PHP 546.444 million as of December 31, 2019 to PHP 551.315 million as of December 31, 2020. The net increase of PHP 4.871 million was due to the increase in retained earnings.

The following table shows the top five (5) important financial indicators of the company with comparable period in the past year.

	December 31, 2020	December 31, 2019
Current Ratio	1.17	0.25
Debt-to-Equity Ratio	0.07	0.09
Gross Profit Margin	12.5%	5.9%
Net Income to Sales Ratio	11.1%	1.8%
Net Income (loss) in pesos	PHP 4,871,652	PHP 699,877

The following are important performance indicators of the company:

Current Ratio	Calculated ratio of current assets into current liabilities. Indicates the ability of the company to finance current operations without need for long term capital.
Debt-to Equity Ratio	Calculated ratio of total debt into total equity. Indicates the level of indebtedness of the company in relation to buffer funds provided by equity against any operating losses. Also indicates the capacity of the company to absorb or take in more debt.
Gross Profit margin	Calculate ratio expressed in percentage of the gross margin into revenues. Indicates the ability of the company to generate margin sufficient to cover administrative charges, financing charges and provide income for the stockholders.
Net Income to sales Ratio, and Earnings per Share	Calculated ratio of net income into total revenues. Indicates the efficiency of the company in generating revenues in excess of cash operating expenses and non-cash charges, and the ability of the company to declare dividends for stockholders.

There is no material off balance sheet transactions, arrangements, obligations (including contingent obligations) and other relationships of the company with unconsolidated entities or other persons created during the reporting period.

CY 2019

Total assets increased from PHP 563.359 million to PHP 594.0639 million as of December 31, 2019. The net increase of PHP 30.710 million in the total assets resulted from movements in the following:

Decrease in current assets of P 1.6 million arising from the following changes:

- d. Decrease of PHP 2.162 million in cash primarily due to additional investment in associates.
- e. Decrease of PHP 2.358 million in accounts receivables.
- f. Decrease of PHP 332 thousand in other current assets.

Increase in non-current assets of PHP 35 million due to the following:

- a. Amortization of franchise by PHP 0.6 million.
- b. Increase of PHP 35 million in property and equipment.
- c. Increase of PHP 902 thousand in other non-current assets due to increase in advances to related parties.

Total liabilities decreased from PHP 210 million as of December 31, 2018 to PHP 47 million as of December 31, 2019. The net decrease of PHP 162 million was due to the following:

Increase in current liabilities of PHP 17.876 million arising from the following changes:

- e. Decrease of PHP 7.805 million in accounts payable and accrued expenses
- f. Increase of PHP 25 million in unearned income..
- g. Increase in income tax payable of PHP 21 thousand.

Decrease of non-current liabilities by PHP 180 million arising from the following changes:

- a. Decrease of PHP 192 million in deposits due stock subscription.
- b. Increase of PHP 62 thousand in pension liability.
- c. Increase of PHP11.859 million in advances from related parties.

On the equity side, total equity increased from PHP353.244 million as of December 31, 2018 to PHP546.443 million as of December 31, 2019. The net increase of PHP193 million was due to the following:

- a. Increase of PHP118 million in share capital due to additional subscription.
- b. Increase of PHP 74 million in share premium.

The following table shows the top five (5) important financial indicators of the company with comparable period in the past year.

	December 31, 2019	December 31, 2018
Current Ratio	0.25	0.92
Debt-to-Equity Ratio	0.09	0.60
Gross Profit Margin	5.9%	5.1%
Net Income to Sales Ratio	1.8%	25%
Net Income (loss) in pesos	P699,877	P15,358,144

The following are important performance indicators of the company:

Current Ratio	Calculated ratio of current assets into current liabilities. Indicates the ability of the company to finance current operations without need for long term capital.
Debt-to Equity Ratio	Calculated ratio of total debt into total equity. Indicates the level of indebtedness of the company in relation to buffer funds provided by equity against any operating losses. Also indicates the capacity of the company to absorb or take in more debt.
Gross Profit margin	Calculate ratio expressed in percentage of the gross margin into revenues. Indicates the ability of the company to generate margin sufficient to cover administrative charges, financing charges and provide income for the stockholders.
Net Income to sales Ratio, and Earnings per Share	Calculated ratio of net income into total revenues. Indicates the efficiency of the company in generating revenues in excess of cash operating expenses and non-cash charges, and the ability of the company to declare dividends for stockholders.

There is no material off balance sheet transactions, arrangements, obligations (including contingent obligations) and other relationships of the company with unconsolidated entities or other persons created during the reporting period.

CY 2018

Total assets increased from PHP 358.371 million to PHP 563.359 million as of December 31, 2018. The net increase of PHP 205 million in the total assets resulted from movements in the following:

Decrease in current assets of P 1.6 million arising from the following changes:

- a. Decrease of PHP 4.3 million in cash primarily due to additional investment in associates.
- b. Increase of PHP 2.8 million in accounts receivables.

Increase in non-current assets of PHP 206 million due to the following:

- a. Decrease in advances for projects of PHP 657 thousand due to liquidation.
- b. Increase in investment in associates of PHP 204 million due to additional subscription.
- c. Amortization of franchise by PHP 0.6 million.
- d. Decrease of PHP 16.million in property and equipment due to depreciation.
- e. Increase of PHP 16 million in investment property due to fair value adjustment.
- f. Increase of PHP 4 million in other non-current assets due to increase in advances to related parties.

Total liabilities increased from PHP 60 million as of December 31, 2017 to PHP 210 million as of December 31, 2018. The net increase of PHP 149 million was due to the following:

Decrease in current liabilities of PHP 344 thousand arising from the following changes:

- a. Decrease of PHP 400thousand in short term loans.
- b. Increase in income tax payable of PHP 34 thousand.

Increase of non-current liabilities by PHP 149 million arising from the following changes:

- a. Increase of PHP 192.500million in deposits due to deposit for future subscription.
- b. Increase of PHP 48 thousand in pension liability.
- c. Decrease of PHP43 million in advances from related parties.

On the equity side, total equity increased from PHP297.885 million as of December 31, 2017 to PHP353.244 million as of December 31, 2018. The net increase of PHP55 million was due to the following:

- a. Increase of PHP40 million in share capital due to additional subscription.
- b. Increase of PHP15 million in retained earnings due to income during the year.

The following table shows the top five (5) important financial indicators of the company with comparable period in the past year.

	December 31, 2018	December 31, 2017
Current Ratio	0.92	1.01
Debt-to-Equity Ratio	0.60	0.20
Gross Profit Margin	5.1%	-20.2%
Net Income to Sales Ratio	25%	-11.0%
Net Income (loss) in pesos	P14,394,862	-P4,576,591

The following are important performance indicators of the company:

Current Ratio	Calculated ratio of current assets into current liabilities. Indicates the ability of the company to finance current operations without need for long term capital.
Debt-to Equity Ratio	Calculated ratio of total debt into total equity. Indicates the level of indebtedness of the company in relation to buffer funds provided by equity against any operating losses. Also indicates the capacity of the company to absorb or take in more debt.
Gross Profit margin	Calculate ratio expressed in percentage of the gross margin into revenues. Indicates the ability of the company to generate margin sufficient to cover administrative charges, financing charges and provide income for the stockholders.
Net Income to sales Ratio, and Earnings per Share	Calculated ratio of net income into total revenues. Indicates the efficiency of the company in generating revenues in excess of cash operating expenses and non-cash charges, and the ability of the company to declare dividends for stockholders.

There is no material off balance sheet transactions, arrangements, obligations (including contingent obligations) and other relationships of the company with unconsolidated entities or other persons created during the reporting period.

CY 2017

Total assets increased from PHP 310.284 million to PHP 358,371 million as of December 31, 2017. The net increase of PHP 48 million in the total assets resulted from movements in the following:

Decrease in current assets of P 20 million arising from the following changes:

- a. Decrease of PHP 6.6 million in cash primarily due to additional investment in associates.
- b. Decrease of PHP 12.3 million in accounts receivables due to collection.
- c. Decrease of PHP 920 thousand in spares inventory due to transfer to property and equipment.

Increase in non-current assets of PHP 68 million due to the following:

- a. Decrease in advances for projects of PHP 5 million due to liquidation.
- b. Increase in investment in associates of PHP 96 million due to additional subscription.
- c. Amortization of franchise by PHP 0.6 million.
- d. Decrease of PHP 16.millionin property and equipment due to depreciation.
- e. Decrease of PHP6.237 million in other non-current assets due to decrease in advances to related parties.

Total liabilities increased from PHP 6.442 million as of December 31, 2016 to PHP 14.116 million as of December 31, 2017. The net increase of PHP 7.7 million was due to the following:

Increase in current liabilities of PHP 92thousand arising from the following changes:

- a. Increase of PHP 7.55 million in accounts payable due to accruals.
- b. Increase in income tax payable of PHP 120 thousand.

Increase of non-current liabilities by PHP 45 million arising from the following changes:

- a. Decrease of PHP 125 thousand in deposits.
- b. Increase of PHP 41 thousand in pension liability.
- c. Increase of PHP45 million in advances from related parties.

On the equity side, total equity remains almost the same as of December 31, 2017 and 2016 of PHP 300 million and PHP302 million respectively.

The following table shows the top five (5) important financial indicators of the company with comparable period in the past year.

	December 31, 2017	December 31, 2016
Current Ratio	1.00	5.28
Debt-to-Equity Ratio	0.20	0.03
Gross Profit Margin	-20.2%	2.6%
Net Income to Sales Ratio	-11.2%	3.8%
Net Income (loss) in pesos	-P4,639,325	P1,477,317

The following are important performance indicators of the company:

Current Ratio	Calculated ratio of current assets into current liabilities. Indicates the ability of the company to finance current operations without need for long term capital.
Debt-to-Equity Ratio	Calculated ratio of total debt into total equity. Indicates the level of indebtedness of the company in relation to buffer funds provided by equity against any operating losses. Also indicates the capacity of the company to absorb or take in more debt.
Gross Profit margin	Calculate ratio expressed in percentage of the gross margin into revenues. Indicates the ability of the company to generate margin sufficient to cover administrative charges, financing charges and provide income for the stockholders.
Net Income to sales Ratio, and Earnings per Share	Calculated ratio of net income into total revenues. Indicates the efficiency of the company in generating revenues in excess of cash operating expenses and non-cash charges, and the ability of the company to declare dividends for stockholders.

There is no material off balance sheet transactions, arrangements, obligations (including contingent obligations) and other relationships of the company with unconsolidated entities or other persons created during the reporting period.

Disclosure on material events and uncertainties:

- 1 There is no known trend, demands, commitments, events or uncertainties that will have material impact on the issuer's liquidity
- 2 There is no event that will trigger direct or contingent financial obligation that is material to the company.
- 3 There is no material off-balance sheet transaction, arrangement, obligations and other relationships of the company.
- 4 There is no material commitment for capital expenditures.
- 5 There is no known unfavorable trend, events, or uncertainties that have material impact on net sales.
- 6 There is no significant element of income that did not arise from the issuer's operations.
- 7 There is no seasonal aspects that has a material effect on the FS.

Information on Independent Accountant and related Matter

(1) External Audit Fees and Services

R. R. TAN & ASSOCIATES, CPAs, the external auditor of the company, audited the financial position as at December 31, 2020, 2019 and 2018 with the contract amount of P335,000 inclusive of out of pocket expenses.

R. R. Tan & ASSOCIATES, CPAs will audit the Company's statement of financial positions and the related statements of comprehensive income, statement of changes in equity and statement of cash flows for the year then ending and will provide an audit report on the financial statements referred to above in accordance with Philippine Financial Reporting Standards.

As part of the engagement, R. R. Tan & ASSOCIATES, CPAs will also assist in the preparation of the Company's annual income tax returns for filing with the Bureau of Internal Revenue;

There were no tax fees paid for the last two fiscal years for professional services rendered on tax accounting, compliance, advice, planning and any other form of tax services.

There were no other fees paid by the company for product and other services provided by the auditor.

The audit committee headed by Kenneth C. Co (Chairman), Arsenio T. Ng (Member) and Paul B. Saria (Member) has no policies and procedures of the above services.

(2) Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

There were no events where R. R. Tan & ASSOCIATES, CPAs and the company had any disagreement on any matter of accounting principles or practices, financial statements disclosures, audit scope or procedures which led to a change in external auditors and if not resolved to the satisfaction of any of these accountants, would have caused the latter to make reference to the subject matter of disagreement in connection with its report.

Expansion Plans

Transpacific website www.tbgi.net.ph list all services that the Corporation provides. TBGI has at its disposal the use of facilities owned by the ATN Group for the performance of broadband services. Summit One Tower hosts the fiber optic backbone, and the necessary tower height for wireless transmission within Metro Manila. With the fiber optic infrastructure available at Summit One Tower, the TBGI WIFI network envisaged for Metro Manila will be implemented in alliance with equipment suppliers from various countries.

TBGI expects to become a major wireless data services provider in the Philippines. There is no foreseeable event, which may have a material impact on its short-term liquidity, and no seasonal aspect had material effect on the financial condition of the Company's operation. Funding for the expansion will be sourced from borrowings and available credit facilities from local banks.

TBGI market development and business expansion are likewise focused on renewable energy. TBGI has made investments in ATN Philippines Solar Energy Group, Inc. (ATN Solar) in cooperation with project proponent ATN Holdings, Inc. The TBGI affiliate has secured its Solar Energy Service Contract from the Department of Energy for a 30 Megawatt Solar PV Power Plant near Metro Manila. The project is shovel ready and is undertaking financial closing with banks and private equity.

Market Price for Registrant's Common Equity and Related Stockholder Matters

(1) Market Information

The registrant's common equity is principally traded at the Philippine Stock Exchange. TBGI high and low sales prices for the last two years are indicated in the table below.

	Jan 1 to Dec 31, 2020		Jan 1 to Dec 31, 2019	
	High	Low	High	Low
Qtr. 1	0.29	0.15	0.61	0.44
Qtr. 2	0.20	0.15	0.49	0.41
Qtr. 3	0.19	0.17	0.41	0.51
Qtr. 4	0.37	0.20	0.35	0.44

The price information as of the latest practicable trading date, December 18, 2020 has a high of 0.370 and low of P0.15 on March 20, 2020.

(2) Holders

There is no acquisition, business combination or other reorganization that affect the transaction on amounts and percentage of present holdings of the registrant's common equity owned beneficially by:

- more than five percent (5%) beneficial owner of registrant's common equity;
- each directors and nominee; and
- all directors and officers as a group, and the registrant's present commitments to such persons with respect to the issuance of shares.

There are approximately 376 holders of common shares of the Company as of August 31, 2020. (based on the number of accounts registered with the Stock Transfer Agent).

The top 20 common stockholders as of July 31, 2021 are as follows:

	Class "A" Stockholders	No of Shares Held	% of Total Shares Outstanding
1	NG, ARSENIO T.	1,712,370,990	45.11%
2	PCD NOMINEE CORP	1,309,194,790	34.49%
3	UNIPAGE MANAGEMENT INC.	496,320,000	13.08%
4	ATN HOLDINGS INC.	130,000,000	3.42%
5	PCD NOMINEE CORP (NON-FILIPINO)	79,294,590	2.09%
6	LIU, JESSILYN NG	15,000,000	0.40%
7	YAP, RODOLFO T.	8,000,000	0.21%
8	NG, HILARIO TUI	4,008,040	0.11%
9	NG, MARK T.	3,750,000	0.10%
10	NG, MATTHEW H.	3,750,000	0.10%
11	NG, ANNIE CGAM	3,750,000	0.10%
12	NG, TIFFANY ANNE	3,750,000	0.10%
13	OLIVA, DULCE MARIA S.	3,600,000	0.09%
14	NG, BUN KUI	3,600,000	0.09%
15	NG, IRENE T.	3,600,000	0.09%
16	LIMQUECO, MARGIE VILLAFLO	3,500,000	0.09%
17	LIMQUECO, MARGIE V.	2,180,000	0.06%
18	CHUA, RICARDO R.	1,000,000	0.03%
19	CHOA, BONIFACIO N.	1,000,000	0.03%
20	TAN, CAESAR Y.	1,000,000	0.03%

(3) Dividends

There was no cash dividend declared for the last three fiscal years and there are no restrictions that limit the payment of dividend on common shares.

(4) Recent Sales of Unregistered Securities

The Company has not sold any securities within the past three years that were not registered under the RSA.

Compliance with leading practice on Corporate Governance

The company will make a separate submission on filing of Integrated Annual Corporate Governance. The detailed discussion of the Annual Corporate Governance Section deleted as per SEC memorandum Circular No. 5, series of 2013, issued last March 20, 2013

The Company did not deviate from the adopted Manual of Corporate Governance and all members of the Board Directors as well as Senior Management officers completed and were duly certified to have attended a 1-day special in-house seminar on Corporate Governance.

SEC FORM 17-A

A copy of SEC Form 17-A will be provided to any stockholder of Transpacific Broadband Group Int'l Inc. without any charge upon written request addressed to:

Paul B. Saria

Transpacific Broadband Group Int'l, Inc.

9th Floor Summit One Tower

530 Shaw Blvd., Mandaluyong City, Metro Manila