

July 27, 2021

PHILIPPINE STOCK EXCHANGE, INC.

PSE Tower, 28th Street, cor. 5th Avenue,
Bonifacio Global City, Taguig City

ATTENTION : **MS. JANET A. ENCARNACION**
Head, Disclosure Department

via PSE EDGE

SECURITIES AND EXCHANGE COMMISSION

Secretariat Building, PICC Complex
Roxas Boulevard, Pasay City, 1307

ATTENTION : **DIR. VICENTE GRACIANO P. FELIZMENIO, JR.**
Markets and Securities Regulation Department

Gentlemen:

Please see attached the SEC Form 17-C (Current Report) of **Fruitas Holdings, Inc.** for the Results of the Annual Stockholders Meeting on July 27, 2021 filed in compliance with the Securities Regulation Code, its 2015 Implementing Rules and Regulations and the Revised Disclosure Rules of the Philippine Stock Exchange (PSE).

Thank you.

Very truly yours,

FRUITAS HOLDINGS, INC.

By:


Rushen Salvador
Compliance Officer

COVER SHEET

C S 2 0 1 5 0 3 0 1 4
SEC Registration Number

F R U I T A S H O L D I N G S , I N C .

(Company's Full Name)

N O . 6 0 C O R D I L L E R A S T .

B R G Y . D O N A J O S E F A Q U E Z O N C I T Y

(Business Address: No., Street City / Town / Province)

RUSHELL A. SALVADOR

Contact Person

+(632) 8731-8886

Company Telephone Number

SEC FORM 17-C

1 2 3 1

Month Day
Fiscal Year

FORM TYPE

0 7 2 7

Month Day
Annual Meeting

Secondary License Type, If Applicable

Dept Requiring this Doc
Section

Second Article

Amended Articles Number /

16

Total No. of Stockholders

Total Amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document ID

Cashier

STAMPS

Remarks: Please use BLACK ink for scanning purposes

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATION CODE
AND SRC RULE 17.2(c) THEREUNDER

1. July 27, 2021
Date of Report (Date of earliest event reported)
2. SEC Identification Number- CS201503014
3. BIR Tax Identification No.- 008-961-476-000
4. **FRUITAS HOLDINGS, INC.**
Exact name of issuer as specified in its charter
5. PHILIPPINES
Province, country or other jurisdiction
of incorporation
6. (SEC Use Only)
Industry Classification Code
7. 60 CORDILLERA ST. COR. E. RODRIGUEZ SR. AVE., QUEZON CITY 1113
Address of principal office Postal Code:
8. (02)8243-1741
Issuer's telephone number, including area code
9. N/A
Former name or former address, if changed since last report
10. Securities registered pursuant to Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
<u>Common</u>	<u>2,133,680,000</u>

11. Indicate the item numbers reported herein:

Item 4: Resignation, Removal or Election of Registrant's Directors or Officers
Item 9: Other Events

SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FRUITAS HOLDINGS INC.

Issuer

Date
27 July 2021



RUSHELL A. SALVADOR
Compliance Officer

PSE Disclosure Form 4-24 Results of Annual Stockholders' Meeting

References: SRC Rule 17 (SEC Form 17-C) and Sections 6 and 4.4 of the Revised Disclosure Rules

FRUITAS HOLDINGS, INC.'S DISCLOSURE

<i>Subject of the Disclosure:</i>			
Results of the 2021 Annual Stockholders' Meeting			
<i>Background/Description of the Disclosure</i>			
Results of the 2021 Annual Stockholders' Meeting , resolutions on various matters as approved by the stockholders			
<i>List of elected directors for the ensuing year with their corresponding shareholdings in the Issuer</i>			
Name of Person	Shareholdings in the Listed Company		Nature of Indirect Ownership
	Direct	Indirect	
ROGELIO M. GUADALQUIVER	500,000-	-	N/A
LESTER C. YU	123,117,000-	1,227,500,010-	i) held by members of a person's immediate family sharing the same household; ii) held by a corporation of which he is a controlling shareholder
CALVIN F. CHUA	4,150,000-	59,000-	i) held by members of a person's immediate family sharing the same household;
MADELENE T. SAYSON	1,500,000-	-	N/A
DENNIS T. BENG HUI	10,000-	-	N/A
SHIRLEY O. TAN	10,000-	90,000-	i) held by members of a person's immediate family sharing the same household;
BAMBI MAUREEN E. DONATO	10,000-	-	N/A

<i>External Auditor</i>	:	Reyes Tacandong & Co.
<i>List of Other Material Resolutions, Transactions and Corporate Actions Approved by the Stockholders</i>		
<ol style="list-style-type: none"> Approval of the minutes of the last Annual Meeting of Stockholders held on December 1, 2020 Approval of Amendment to Article II of the Articles of Incorporation to add to Secondary Purposes: <p style="margin-left: 40px;">"11. To assume, undertake, guarantee, or secure, whether as solidary obligor, surety, guarantor, or security provider, or in any other capacity, and either on its general credit or on the mortgage or security over any of its property, the whole or any part of the liabilities and obligations of any of its direct or indirect parent, stockholders, subsidiaries, or affiliates, or any person, firm, association, or corporation, whether domestic or foreign, in which the corporation has lawful interest and for the benefit of the corporation."</p> Ratification of all acts and resolutions of the Board of Directors and Management in 2020 up to July 27, 2021 Approval of Audited Financial Statements for the year 2020 Approval of the nominees for the Election of the members of the Board of Directors, including the Independent Directors, for the year 2021 		
<i>Other Relevant Information</i>	:	Please refer to attached Minutes on the Annual Stockholder's Meeting of Fruitas Holdings, Inc.

**MINUTES OF THE ANNUAL MEETING OF THE STOCKHOLDERS
FRUITAS HOLDINGS, INC. (FHI)
Conducted via remote communication through Zoom
July 27, 2021
2:00 P.M.**

TOTAL NUMBER OF SHARES OUTSTANDING	2,133,680,000
Total No. of Shares of Stockholders Participating Remotely or in Absentia Percentage	1,432,349,874 67.13%
Total Shares Not Represented Percentage	701,330,126 32.87%

Directors in Attendance:

1. Rogelio M. Guadalquiver	Chairman
2. Lester C. Yu	President and Chief Executive Officer
3. Calvin F. Chua	Chief Financial Adviser
4. Madelene T. Sayson	Chief Operations Officer
5. Dennis T. Beng Hui	Independent Director
6. Bambi Maureen E. Donato	Independent Director
7. Shirley O. Tan	Independent Director

Corporate Officers in Attendance:

1. Roselyn A. Legaspi	Managing Director – Visayas and Mindanao
2. Juneil Dominic P. Torio	Chief Financial Officer, Treasurer, and Investor Relations Officer
3. Lerma C. Fajardo	Deputy Chief Financial Officer and Comptroller
4. Rushell A. Salvador	Vice President – Compliance Officer
5. Marvin C. Yu	Corporate Secretary

I. CERTIFICATION OF NOTICE OF MEETING & QUORUM AND CALL TO ORDER

The Chairman opened the meeting by welcoming the shareholders to the 2021 ASM of the company. After indicating that the meeting was held via remote communication due to the ongoing COVID-19 pandemic, he then called the meeting to order.

Upon request of the Chairman of the Board, Mr. Rogelio M. Guadalquiver, the Corporate Secretary, Mr. Marvin C. Yu, announced that the notices for the meeting were distributed to the stockholders through the following: (1) Publication of the Notice of the ASM in the Business Sections of Businessworld and the Manila Standard, both newspapers of General Circulation in the Philippines, in both print and online format on July 5, 2021 and July 6, 2021; (2) Disclosure of the ASM Notice on the Philippine Stock Exchange Edge portal; and (3) Posting on the Corporation’s website at www.fruitasholdings.com. These alternative modes of notification to stockholders are in compliance with the guideline of the SEC per its Notice dated March 16, 2021.

He reported the computation of FHI’s Stock Transfer Agent (BDO) that out of 2,133,680,000 shares of stock outstanding and entitled to vote, 1,432,349,874 shares or 67.13% were represented at the meeting by stockholders participating remotely or in absentia or represented by proxies. The Corporate Secretary then certified the existence of a quorum.

II. APPROVAL OF THE MINUTES OF THE LAST ANNUAL MEETING OF THE STOCKHOLDERS

The Chairman proceeded to the next item in the agenda, which was the approval of the minutes of the annual meeting of the stockholders held on December 1, 2020. It was manifested by the Corporate Secretary that the minutes of the said meeting were provided through posting in the Corporation's website.

On motion duly made and seconded, the stockholders dispensed with the reading of the minutes of the last stockholders' meeting of the Corporation held on December 1, 2020 and submitted the same for approval as recorded. Accordingly, the following resolution was thus adopted and approved:

"RESOLVED, that the stockholders of Fruitas Holdings, Inc. hereby approve the Minutes of the Annual Stockholders' Meeting held on December 1, 2020 as recorded."

The Chairman requested the Corporate Secretary to record the votes for this agenda item. The above resolution was approved by more than a majority of the total outstanding shares entitled to vote as detailed below:

AGENDA	YES		NO		ABSTAIN	
	NO. OF SHARES	%	NO. OF SHARES	%	NO. OF SHARES	%
Approval of Minutes of the Annual Stockholders Meeting held on Dec. 1, 2020.	1,431,550,874	67.09%	0	0.00%	799,000	0.037%

Based on the existing process, votes were casted through an online portal which was accessed by eligible shareholders upon successful registration to the ASM 2021.

III. APPROVAL OF AMENDMENT TO ARTICLE II OF THE ARTICLES OF INCORPORATION TO ADD TO SECONDARY PURPOSES

The chairman proceeds with the next agenda, which was the approval of amendment to Article II of the Articles of Incorporation to add a secondary purpose which will allow the Company to act as surety, guarantor, or the likes with its subsidiaries and affiliates.

On motion duly made and seconded, the stockholders approved the following resolution:

"RESOLVED, that the stockholders of Fruitas Holdings, Inc., hereby approve to amend the Article II of the Articles of Incorporation to add secondary purposes:

"11. To assume, undertake, guarantee, or secure, whether as solidary obligor, surety, guarantor, or security provider, or in any other capacity, and either on its general credit or on the mortgage or security over any of its property, the whole or any part of the liabilities and obligations of any of its direct or indirect parent, stockholders, subsidiaries, or affiliates, or any person, firm, association, or corporation, whether domestic or foreign, in which the corporation has lawful interest and for the benefit of the corporation."

The Chairman requested the Corporate Secretary to record the votes for this agenda item. The above resolution was approved by more than a majority of the total outstanding shares entitled to vote as detailed below:

AGENDA	YES		NO		ABSTAIN	
	NO. OF SHARES	%	NO. OF SHARES	%	NO. OF SHARES	%
Ratification of all acts and resolutions of the Board of Directors and Management from the date of the last annual stockholders' meeting until the date of this meeting	1,431,550,874	67.09%	0	0.00%	799,000	0.037%

IV. RATIFICATION OF ALL ACTS AND RESOLUTIONS OF THE BOARD OF DIRECTORS AND MANAGEMENT FROM THE DATE OF THE LAST ANNUAL STOCKHOLDERS' MEETING UNTIL THE DATE OF THIS MEETING

The next item on the agenda was the ratification of acts and resolutions of the Board of Directors and Management for Y2020 and up to present. On motion duly made and seconded, the stockholders approved the following resolution:

“RESOLVED, that the stockholders of Fruits Holdings, Inc., hereby approve and ratify all the actions taken by the Corporation’s Board of Directors and Management for the year 2020 and up to the present.”

The Chairman requested the Corporate Secretary to record the votes for this agenda item. The stockholders owning more than a majority of the total outstanding shares entitled to vote ratified all acts of the Corporation, its Board of Directors and Management from the last annual stockholders' meeting to the present, as detailed below:

AGENDA	YES		NO		ABSTAIN	
	NO. OF SHARES	%	NO. OF SHARES	%	NO. OF SHARES	%
Ratification of all acts and resolutions of the Board of Directors and Management from the date of the last annual stockholders' meeting until the date of this meeting	1,431,550,874	67.09%	0	0.00%	799,000	0.037%

Based on the existing process, votes were casted through an online portal which was accessed by eligible shareholders upon successful registration to the ASM 2021.

V. PRESENTATION OF THE PRESIDENT'S REPORT

The Chairman of the Meeting then gave the floor to the President of the Corporation, Mr. Lester C. Yu, for the latter’s report on the Corporation’s achievements and milestones throughout the year 2020 and 2021.

The President reported on the significant business transaction undertaken by Management and the financial targets and achievements for the year 2020 and 2021.

VI. MANAGEMENT REPORT AND APPROVAL OF AUDITED FINANCIAL STATEMENT FOR THE YEAR 2020

The Chairman of the Meeting then gave the floor to the Chief Financial Adviser of the Corporation, Mr. Calvin F. Chua, for the latter's report on the Corporation's results of operations and financial condition for year 2020 and 2021.

After Mr. Chua's presentation, the Chairman opened the floor for questions. On motion duly made and seconded, the stockholders approved the following resolution:

"RESOLVED, that the stockholders of Fruitas Holdings, Inc. hereby approve the 2020 Annual Report and the Audited Consolidated Financial Statements of Fruitas Holdings, Inc. for the year ended December 31, 2020."

The Chairman requested the Corporate Secretary to record the votes for this agenda item. The stockholders owning more than a majority of the total outstanding shares entitled to vote approved the report for the year 2020 and the audited financial statements for year ended December 31, 2020, as detailed below:

AGENDA	YES		NO		ABSTAIN	
	NO. OF SHARES	%	NO. OF SHARES	%	NO. OF SHARES	%
Management report and approval of audited financial statement for the year 2020	1,431,550,874	67.09%	0	0.00%	799,000	0.037%

Based on the existing process, votes were casted through an online portal which was accessed by eligible shareholders upon successful registration to the ASM 2021.

VII. ELECTION OF THE MEMEBERS OF THE BOARD OF DIRECTORS, INCLUDING INDEPENDENT DIRECTORS, FOR THE YEAR 2021

The Articles of Incorporation of the Corporation provide for 7 directors, with 3 being Independent Directors. The Corporate Secretary announced the names of the persons nominated for election as directors and independent directors of Fruitas Holdings, Inc. as follows:

1. Rogelio M. Guadalquiver
2. Lester C. Yu
3. Calvin F. Chua
4. Madelene T. Sayson
5. Bambi Maureen E. Donato (Independent Director)
6. Dennis T. Beng Hui (Independent Director)
7. Shirley O. Tan (Independent Director)

On motion duly made and seconded, the above-named nominees were nominated and elected as directors and independent directors of the Corporation. There was no objection, the nomination was closed.

Since no objection was made, the motion was carried and all the seven (7) nominees were elected as directors based on votes of stockholders participating remotely or in absentia and by proxy. The Chairman requested the Corporate Secretary to record the votes for this agenda item. The stockholders owning more than a majority of the total outstanding shares entitled to vote casted the votes via the online portal and results were shown to the stockholders, as detailed below:

AGENDA	VOTES	
	NO. OF SHARES	%
Election of Directors		
1. Rogelio M. Guadalquiver	1,427,609,874	66.91%
2. Lester C. Yu	1,428,039,874	66.93%
3. Calvin F. Chua	1,428,039,874	66.93%
4. Madelene T. Sayson	1,428,039,874	66.93%
5. Bambi Maureen E. Donato	1,423,259,007	66.70%
6. Dennis T. Beng Hui	1,422,794,007	66.68%
7. Shirley O. Tan	1,422,293,007	66.66%

VIII. APPOINTMENT OF EXTERNAL AUDITORS

The stockholders were informed that present auditor, Reyes Tacandong & Co. (RTC), was appointed as Company auditor since 2015. The Audit Committee, headed by Mr. Dennis T. Beng Hui, recommend the re-appointment of RTC and RTC has accepted the invitation to stand for re-appointment this year. The Company is in compliance with Rule 68 of the Securities Regulation Code requiring the rotation of external auditors or engagement partners who have been engaged by the company for a period of 5 consecutive years.

There being no other questions, on motion duly made and seconded, the following resolution was adopted and approved:

”RESOLVED, that the stockholders of Fruitas Holdings, Inc. (the “Corporation”) hereby approve and ratify the appointment of Reyes Tacandong & Co. (RTC) as the external auditor of the Corporation for the year 2021.”

The Chairman requested the Corporate Secretary to record the votes for this agenda item. The stockholders owning more than a majority of the total outstanding shares entitled to vote approved the re-appointment of Reyes Tacandong & Co. as the external auditor of the Corporation for the year 2021, as detailed below:

AGENDA	YES		NO		ABSTAIN	
	NO. OF SHARES	%	NO. OF SHARES	%	NO. OF SHARES	%
Appointment of External Auditors	1,431,550,874	67.09%	0	0.00%	799,000	0.037%

Based on the existing process, votes were casted through an online portal which was accessed by eligible shareholders upon successful registration to the ASM 2021.

IX. OTHER MATTERS AND ADJOURNMENT

There being no further business to transact, on motion duly made and seconded, the Chairman adjourned the meeting. The Chairman thanked all the stockholders for their attendance and participation remotely.

Certified Correct:


MARVIN C. YU
 Corporate Secretary