

July 25, 2022



**THE SECURITIES AND EXCHANGE COMMISSION**

Markets and Securities Regulation Department  
Secretariat Building, PICC Complex  
Roxas Boulevard, Pasay City, 1307

Attention : **Director Vicente Graciano P. Felizmenio, Jr.**  
Markets and Securities Regulation Department

**THE PHILIPPINE STOCK EXCHANGE**

3rd Floor, Philippines Stock Exchange Plaza  
Ayala Triangle, Ayala Avenue, Makati City

Attention : **Ms. Alexandra D. Tom Wong**  
Officer-in-Charge, Disclosure Department

Subject : **FRUIT- SEC Form 17-C Results of the 2022 Annual Stockholders Meeting**

Gentlemen:

Please see attached the SEC Form 17-C (Current Report) of **Fruititas Holdings, Inc.** for the Results of the Annual Stockholders Meeting on July 25, 2022 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:

  
**Rushell 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 .

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(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

Month

Fiscal Year

3 1

Day

Results of the 2022 Annual Stockholders Meeting

FORM TYPE

0 7

Month

Annual Meeting

2 5

Day

[Empty box]

Secondary License Type, If Applicable

[Empty box]

Dept Requiring this Doc

Second Article

Amended Articles Number / Section

16

Total No. of Stockholders

Total Amount of Borrowings

[Empty box]

Domestic

[Empty box]

Foreign

To be accomplished by SEC Personnel concerned

[Empty grid]

File Number

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LCU

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Document ID

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Cashier

STAMPS

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SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

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

1. July 25, 2022

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.  (only)

Industry Classification Code

7. 60 CORDILLERA ST. COR. E. RODRIGUEZ SR. AVE., QUEZON CITY

Address of principal office

1113

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

Common

2,133,680,000

11. Indicate the item numbers reported herein:

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

Item 9: Other Events

SIGNATURES

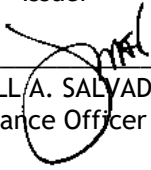
Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**FRUITAS HOLDINGS INC.**

Issuer

Date

25 July 2022

  
\_\_\_\_\_  
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>			
<b>Results of the 2022 Annual Stockholders' Meeting</b>			
<i>Background/Description of the Disclosure</i>			
<b>Results of the 2022 Annual Stockholders' Meeting , resolutions on various matters as approved by the stockholders</b>			
<i>List of elected directors for the ensuing year with their corresponding shareholdings in the Issuer</i>			
<b>Name of Person</b>	<b>Shareholdings in the Listed Company</b>		<b>Nature of Indirect Ownership</b>
	<b>Direct</b>	<b>Indirect</b>	
ROGELIO M. GUADALQUIVER	500,000-	-	N/A
LESTER C. YU	126,117,000-	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

**MINUTES OF THE ANNUAL MEETING OF THE STOCKHOLDERS**

<i>External Auditor</i>	:	Reves Tacandong & Co
<i>List of Other Material Resolutions, Transactions and Corporate Actions Approved by the Stockholders</i>		
<ol style="list-style-type: none"> <li>1. Call to order</li> <li>2. Certification of service of notice and presence of quorum</li> <li>3. Reading and approval of the minutes of the last Annual Meeting of Stockholders held on 27 July 2021</li> <li>4. 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</li> <li>5. Presentation of the President's Report</li> <li>6. Management Report and Approval of Audited Financial Statements for the year 2021</li> <li>7. Election of the members of the Board of Directors, including the Independent Directors, for the year 2022</li> <li>8. Appointment of External Auditors</li> <li>9. Other Matters</li> <li>10. Adjournment</li> </ol>		
Other Relevant Information	:	Please refer to attached Minutes on the Annual Stockholder's Meeting of Frutas Holdings, Inc.

**FRUITAS HOLDINGS, INC. (FHI)**  
**Conducted via remote communication through Zoom**  
**JULY 25, 2022**  
**2:00 P.M.**

<b>TOTAL NUMBER OF SHARES OUTSTANDING</b>	<b>2,133,680,000</b>
<b>Total No. of Shares of Stockholders Participating Remotely or in Absentia</b>	1,437,866,122
Percentage	67.39%
<b>Total Shares Not Represented</b>	695,813,878
Percentage	32.61%

**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	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 2022 ASM of the company. After stating 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 The Manila Times and the Philippine Star, both newspapers of General Circulation in the Philippines, in both print and online format on July 3, 2022 and July 4, 2022; (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](http://www.fruitasholdings.com). These alternative modes of notification to stockholders are in compliance with the guideline of the SEC per its Notice dated April 20, 2020.

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, 1,437,866,122 shares or 67.39% 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 MINUTES OF THE LAST STOCKHOLDER'S MEETING

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 July 27, 2021. 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 July 27, 2021 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 July 27, 2021 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 July 27, 2021.	1,431,104,122	67.07%	0	0.00%	6,762,000	0.32%

Based on the existing process, votes were casted through an online portal which was accessed by eligible shareholders upon successful registration to the ASM 2022.

## III. 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 Y2021 and up to present. On motion duly made and seconded, the stockholders approved the following resolution:

**"RESOLVED**, that the stockholders of Fruitas Holdings, Inc., hereby approve and ratify all the actions taken by the Corporation's Board of Directors and Management for the year 2021 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	1,424,394,122	66.76%	0	0.00%	13,472,000	0.63%

Board of Directors and Management from the date of the last annual stockholders' meeting until the date of this meeting						
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Based on the existing process, votes were casted through an online portal which was accessed by eligible shareholders upon successful registration to the ASM 2022.

#### IV. 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 2021 and the first half of 2022.

The President reported on the significant business transactions undertaken by Management and the financial targets and achievements for the year 2021 and first half of 2022, as well as prospects for 2022.

#### V. MANAGEMENT REPORT AND APPROVAL OF AUDITED FINANCIAL STATEMENT FOR THE YEAR 2021

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 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 2021 Annual Report and the Audited Consolidated Financial Statements of Fruitas Holdings, Inc. for the year ended December 31, 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 report for the year 2021 and the audited financial statements for year ended December 31, 2021, 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 2019	1,431,391,122	67.09%	0	0.00%	6,475,000	0.30%

Based on the existing process, votes were casted through an online portal which was accessed by eligible shareholders upon successful registration to the ASM 2022.

**VI. ELECTION OF THE MEMEBERS OF THE BOARD OF DIRECTORS, INCLUDING INDEPENDENT DIRECTORS, FOR THE YEAR 2022**

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	1,437,866,122	68.39%
2. Lester C. Yu	1,437,866,122	68.39%
3. Calvin F. Chua	1,437,866,122	67.39%
4. Madelene T. Sayson	1,437,866,122	68.39%
5. Bambi Maureen E. Donato	1,431,044,122	67.07%
6. Dennis T. Beng Hui	1,431,391,122	67.09%
7. Shirley O. Tan	1,424,490,122	66.76%

**VII. 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 7 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 2022.”



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 2022, as detailed below:

AGENDA	YES		NO		ABSTAIN	
	NO. OF SHARES	%	NO. OF SHARES	%	NO. OF SHARES	%
Appointment of External Auditors	1,431,331,122	67.08%	0	0.00%	6,535,000	0.31%

Based on the existing process, votes were casted through an online portal which was accessed by eligible shareholders upon successful registration to the ASM 2022.

**VIII. 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*  
**MARVIN C. YU**  
 Corporate Secretary