

July 25, 2023

THE SECURITIES AND EXCHANGE COMMISSION

Markets and Securities Regulation Department
17/F SEC Headquarters
7907 Makati Avenue, Salcedo Village,
Barangay Bel-Air, Makati City, 1209



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 2023 Annual Stockholders Meeting**

Gentlemen:

Please see attached the SEC Form 17-C (Current Report) of **Fruititas Holdings, Inc.** for the Results of the 2023 Annual Stockholders Meeting on July 25, 2023 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:

A handwritten signature in black ink, appearing to read "Rushell Salvador", is written over a circular stamp or seal.

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 .

(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

Results of 2023 Annual Stockholders Meeting

FORM TYPE

0 7 2 5

Month Day
Annual Meeting

Secondary License Type, If Applicable

Dept Requiring this Doc
Section

Second Article

Amended Articles Number /

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 25, 2023
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

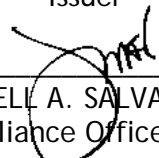
SIGNATURES

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
25 July 2023



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 2023 Annual Stockholders' Meeting			
<i>Background/Description of the Disclosure</i>			
Results of the 2023 Annual Stockholders' Meeting , resolutions and approval on various matters 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	126,117,000-	1,127,500,010-	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"> 1. Certification of the Notice of the of Meeting, Quorum and Call to Order 2. Approval of the minutes of the last Annual Meeting of Stockholders held on July 23, 2022 3. Ratification of all acts and resolutions of the Board of Directors and Management in 2022 up to July 25, 2023 4. Approval of Audited Financial Statements for the year 2022 5. Approval of the nominees for the Election of the members of the Board of Directors, including the Independent Directors, for the year 2023 6. Appointment of Reyes, Tacandong & Co. as the Company's external auditor for the year 2023 			
<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 25, 2023
2:00 P.M.**

TOTAL NUMBER OF SHARES OUTSTANDING	2,133,680,000
Total No. of Shares of Stockholders Participating Remotely or in Absentia	1,365,943,182
Percentage	64.02%
Total Shares Not Represented	767,736,818
Percentage	35.98%

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 2023 ASM of the company. After indicating that the meeting was held via remote communication using Zoom Platform.

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 Standard and the Business Mirror, both newspapers of general circulation in the Philippines, in both print and online format on July 3 and July 4, 2023; 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 guidelines of the 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, **1,365,943,182** shares, representing **64.02%** of the total

outstanding common shares 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 last July 25, 2022. 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 25, 2022 and submitted the same for approval as recorded. Accordingly, the following resolution was thus adopted and approved:

“RESOLVED, that the stockholders of Fruits Holdings, Inc. hereby approve the Minutes of the Annual Stockholders' Meeting held on July 25, 2022 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, 1,359,958,182 shares, representing 63.74%

Based on the existing process, votes were casted through an online portal which was accessed by eligible shareholders upon successful registration to the ASM 2023.

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 Y2022 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 2022 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. Of the 1,365,943,182 total outstanding common shares entitled to vote at this meeting, 1,350,271,182 shares, representing 63.28% of the total outstanding common shares of the Corporation, have voted in favor of ratifying 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.

Based on the existing process, votes were casted through an online portal which was accessed by eligible shareholders upon successful registration to the ASM 2023.

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 2022 and 2023.

The President reported on the significant business transaction undertaken by Management and the financial targets and achievements for the year 2022 and 2023.

V. **MANAGEMENT REPORT AND APPROVAL OF AUDITED FINANCIAL STATEMENT FOR THE YEAR 2022**

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 2022 and 2023.

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 2022 Annual Report and the Audited Consolidated Financial Statements of Fruitas Holdings, Inc. for the year ended December 31, 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 report for the year 2022 and the audited financial statements for year ended December 31, 2022. Of the **1,365,943,182** total outstanding common shares entitled to vote at this meeting, **1,354,959,091** shares voted, representing **63.50%** of the total outstanding common shares of the Corporation, have voted in favor of approving the Audited Financial Statements for the year 2022.

Based on the existing process, votes were casted through an online portal which was accessed by eligible shareholders upon successful registration to the ASM 2023.

VI. **ELECTION OF THE MEMBERS OF THE BOARD OF DIRECTORS, INCLUDING INDEPENDENT DIRECTORS, FOR THE YEAR 2023**

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	1,364,913,182	63.97%
2. Lester C. Yu	1,364,913,182	63.97%
3. Calvin F. Chua	1,364,913,182	63.97%
4. Madelene T. Sayson	1,364,913,182	63.97%
5. Bambi Maureen E. Donato	1,359,342,182	63.71%
6. Dennis T. Beng Hui	1,360,372,182	63.76%
7. Shirley O. Tan	1,349,718,124	63.26%

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 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 2023.”

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 2023. Of the **1,365,943,182** total outstanding common shares entitled to vote at this meeting, **1,332,610,091** shares, representing **62.46%** of the total outstanding common shares of the Corporation, have voted in favor approving the appointment of Reyes Tacandong & Co.

Based on the existing process, votes were casted through an online portal which was accessed by eligible shareholders upon successful registration to the ASM 2023.

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
MARVIN C. YU
Corporate Secretary