

July 23, 2024

**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 2024 Annual Stockholders Meeting**

Gentlemen:

Please see attached the SEC Form 17-C (Current Report) of **Fruititas Holdings, Inc.** for the Results of the 2024 Annual Stockholders Meeting on July 23, 2024 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:

  
Ralf F. Sarmiento  
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 2024 Annual Stockholders Meeting  
FORM TYPE

0 7 2 3  
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

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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 23, 2024  
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 and Preferred 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

23 July 2024

  
\_\_\_\_\_  
RALF F. SARMIENTO  
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 2024 Annual Stockholders' Meeting</b>			
<i>Background/Description of the Disclosure</i>			
<b>Results of the 2024 Annual Stockholders' Meeting, resolutions and approval on various matters 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-	1,127,500,010-	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.
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*List of Other Material Resolutions, Transactions and Corporate Actions Approved by the Stockholders*

1. Call to Order
2. Certification of the Notice of the of Meeting and Quorum
3. Approval of the minutes of the last Annual Meeting of Stockholders held on July 25, 2023
4. Amendment of Article III of the Articles of Incorporation
5. Ratification of all acts and resolutions of the Board of Directors and Management from the last Annual Stockholders Meeting up to July 23, 2024
6. Presentation of President's Report
7. Management Report and Approval of Audited Financial Statements for the year 2023
8. Approval of the nominees for the Election of the members of the Board of Directors, including the Independent Directors, for the year 2024
9. Appointment of Reyes, Tacandong & Co. as the Company's external auditor for the year 2024

<i>Other Relevant Information</i>	:	Please refer to attached Minutes on the Annual Stockholder's Meeting of Frutas Holdings, Inc.
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**MINUTES OF THE ANNUAL MEETING OF THE STOCKHOLDERS**  
**FRUITAS HOLDINGS, INC. (FHI)**  
**Conducted via remote communication through Zoom**  
**July 23, 2024**  
**2:00 P.M.**

<b><u>TOTAL NUMBER OF SHARES OUTSTANDING</u></b>	<b>4,133,680,000</b>
<b>Total No. of Shares of Stockholders Participating Remotely or in Absentia</b>	3,232,699,000
Percentage	78.20%
<b>Total Shares Not Represented</b>	900,981,000
Percentage	21.80%

**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. Rushell A. Salvador	Chief Financial Officer and Treasurer
3. Lerma C. Fajardo	Deputy Chief Financial Officer and Comptroller
4. Shaun Aldrich G. Si	Investor Relations Officer
5. Ralf F. Sarmiento	Compliance Officer
6. Marvin C. Yu	Corporate Secretary

**I. CALL TO ORDER**

The Chairman opened the meeting by welcoming the shareholders to the 2024 Annual Stockholders Meeting of the company and calling the same to order after, indicating that the meeting was held via remote communication using Zoom Platform.

**II. CERTIFICATION OF NOTICE OF MEETING AND QUORUM**

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 1 and July 2, 2024;
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 guidelines of the SEC per its Notice dated February 23, 2024.

In addition, aside from the Notice of the ASM which contained the guidelines on how to participate and vote in absentia, the Corporation's Definitive Information Statement for the year 2024 was made available to the stockholders through:

1. The PSE Edge portal; and
2. The Corporation's website at [www.fruitasholdings.com](http://www.fruitasholdings.com).

#### *Meeting Rules and Voting procedures*

- Only stockholders of record as of record date, June 25, 2024 shall be entitled to vote in the 2024 ASM via remote communication and voting in absentia, subject to validation procedures.
- Proxy forms must be submitted to the Company's Corporate Secretary at [IPO.Compliance@fruitasholdings.com](mailto:IPO.Compliance@fruitasholdings.com) not later than 16 July 2024. The proxies shall be validated by 17 July 2024.
- Those who successfully registered with complete documents and accomplished voting as of July 19, 2024 shall be the basis of the votes for each of the agenda.
- Stockholders who have sent their questions about the ASM and the Company to [IPO.Compliance@fruitasholdings.com](mailto:IPO.Compliance@fruitasholdings.com), if any, shall be answered this afternoon.
- All votes cast were validated by the Stock and Transfer Agent, BDO Unibank, Inc.

The Definitive Information Statement contains detailed steps and procedures for participating via remote communication and voting in absentia.

He reported the computation of FHI's Stock Transfer Agent (BDO), that out of 2,133,680,000 common shares and 2,000,000,000 preferred shares stock outstanding, and entitled to vote, **3,232,699,000** total outstanding shares, representing **78.20%** of the total outstanding common and preferred 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, with more than 2/3 of the outstanding shares of the corporation, for the approval of all the matters on the agenda.

### III. **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, 2023. 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, 2023 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 25, 2023 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, **2,232,699,000** shares, representing **78.20%**

Based on the existing process, votes were casted through an online portal which was accessed by eligible shareholders upon successful registration to the 2024 Annual Stockholders Meeting and were validated by the corporation's Stock and Transfer Agent, BDO Unibank, Inc.

#### IV. **AMENDMENT OF ARTICLE III OF THE ARTICLES OF INCORPORATION**

The next item taken up was for the approval of the Amendment of Article III of the Articles of Incorporation. On May 22, 2024, the board of directors approved the Amendment of the Third Article of the Articles of Incorporation of FRUITAS HOLDINGS INC., to update and change the place of the principal office of the Corporation. The said amendment is hereby presented for stockholders' approval as follows:

**"RESOLVED, AS IT HEREBY RESOLVED,** that the stockholders of **FRUITAS HOLDINGS, INC. ("the Corporation")** approve, as it hereby approves the amendment of the Third Article of the Corporation's Articles of Incorporation to read as follows:

**THIRD:** That the place of the principal office of the Corporation is to be established at 68 Data St. Brgy., Don Manuel, Quezon City.

**RESOLVED FURTHER,** to authorize the Corporation to make such modifications or revisions to the foregoing amendments may be required by the Securities and Exchange Commission ("SEC") or the Philippine Stock Exchange ("PSE") or extent necessary to comply with the requirements of SEC & PSE."

On motion duly made and seconded, 3,232,699,000 votes representing 78.20% of the total outstanding common and preferred shares of the Corporation, have voted in favor of amending the Article III of the Articles of Incorporation.

#### V. **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 all acts and resolutions of the Board of Directors and Management from the day of the last Annual Stockholders Meeting up to the date of this meeting. 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 2023 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 **3,232,699,000** total outstanding common and preferred shares entitled to vote at this meeting, **3,232,699,000** shares, representing **78.20%** of the total outstanding common and preferred 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 2024 Annual Stockholders Meeting and were validated by the corporation's Stock and Transfer Agent, BDO Unibank, Inc.

**VI. 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 2023 and 2024.

The President reported Achieving New Records for a Fruitful Future and significant business transaction undertaken by Management and achievements for the year 2023 and 2024.

**VII. MANAGEMENT REPORT AND APPROVAL OF AUDITED FINANCIAL STATEMENT FOR THE YEAR 2023**

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 2023 and 2024.

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 2023 Annual Report and the Audited Consolidated Financial Statements of Fruitas Holdings, Inc. for the year ended December 31, 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 annual report for the year 2023 and the audited financial statements for year ended December 31, 2023. Of the 3,232,699,000 total outstanding common shares entitled to vote at this meeting, **3,232,699,000** shares voted, representing **78.20%** of the total outstanding common and preferred shares of the Corporation, have voted in favor of approving the Audited Financial Statements for the year 2023.

Based on the existing process, votes were casted through an online portal which was accessed by eligible shareholders upon successful registration to the 2024 Annual Stockholders Meeting.

**VIII. ELECTION OF THE MEMBERS OF THE BOARD OF DIRECTORS, INCLUDING INDEPENDENT DIRECTORS, FOR THE YEAR 2024**

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	3,232,699,000	78.20%
2. Lester C. Yu	3,232,699,000	78.20%
3. Calvin F. Chua	3,232,699,000	78.20%
4. Madelene T. Sayson	3,232,699,000	78.20%
5. Bambi Maureen E. Donato	3,227,449,000	78.08%
6. Dennis T. Beng Hui	3,229,599,000	78.13%
7. Shirley O. Tan	3,229,599,000	78.13%

#### IX. 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 and the management 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.

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 2024.”

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 2024. Of the **3,232,699,000** total outstanding common and preferred shares entitled to vote at this meeting, **3,232,699,000** shares, representing **78.20%** of the total

outstanding common shares of the Corporation, have voted in favor approving the appointment of Reyes Tacandong & Co.

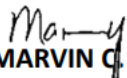
Based on the existing process, votes were casted through an online portal which was accessed by eligible shareholders upon successful registration to the 2024 Annual Stockholders Meeting.

X. **OTHER MATTERS AND ADJOURNMENT**

The stockholders were given an opportunity to ask questions by sending their queries about the ASM and the Company to [IPO.Compliance@fruitasholdings.com](mailto:IPO.Compliance@fruitasholdings.com) and through zoom chat box.

There being no questions casted by present eligible shareholders and 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