

July 22, 2025

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: **Atty. Johanne Daniel M. Negre**
Officer-in-Charge, Disclosure Department

Subject: **FRUIT- SEC Form 17-C Results of 2025 Annual Stockholders Meeting**

Gentlemen:

Please see attached the SEC Form 17-C (Current Report) of **Fruititas Holdings, Inc.** for the Results of the 2025 Annual Stockholders Meeting on July 22, 2025 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)

6 8 D A T A S T .

B R G Y . D O N M A N U E L Q U E Z O N C I T Y

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

RALF F. SARMIENTO
Contact Person

+(632) 8731-8886
Company Telephone Number

SEC FORM 17-C

1 2 3 1
Month Day
Fiscal Year

Results of 2025 Annual Stockholders Meeting
FORM TYPE

0 7 2 2
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 22, 2025
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. 68 DATA ST. BRGY. DON MANUEL, QUEZON CITY
Address of principal office
- Postal Code: 1113
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
2,130,786,000

Common

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
22 July 2025



RALF F. SARMIENTO
Compliance Officer

PSE Disclosure Form 4-25 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 2025 Annual Stockholders' Meeting			
<i>Background/Description of the Disclosure</i>			
Results of the 2025 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-	1,133,900,010-	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>	
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 23, 2024 4.Ratification of all acts and resolutions of the Board of Directors and Management from the last Annual Stockholders Meeting up to July 22, 2025 5.Presentation of President's Report 6.Management Report and Approval of Audited Financial Statements for the year 2024 7.Approval of the nominees for the Election of the members of the Board of Directors, including the Independent Directors, for the year 2025 8.Appointment of Reyes, Tacandong & Co. as the Company's external auditor for the year 2025	
	1)
Other Relevant Information	Please refer to attached Minutes on the Annual Stockholder's Meeting of Frutas Holdings, Inc.

MINUTES OF THE ANNUAL MEETING OF THE STOCKHOLDERS
FRUITAS HOLDINGS, INC. (FHI)
Conducted via remote communication through Zoom
July 22, 2025
2:00 P.M.

<u>TOTAL NUMBER OF SHARES OUTSTANDING</u>	4,130,786,000
Total No. of Shares of Stockholders Participating Remotely or in Absentia	3,330,145,000
Percentage	80.62%
Total Shares Not Represented	800,641,000
Percentage	19.38%

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

Opening Remarks

Before the formal proceeding began, Mr. Lester C. Yu, President and CEO of Frutas Holdings Inc. delivered a brief message for the attendees of the meeting. Mr. Yu then proposed that, with the approval of the directors and stockholder present, Mr. Dennis T. Beng Hui shall serve as the chairman of the meeting. He asked if there were any objections.

(Paused for one minute to allow any objections).

There being no objections from the stockholders and directors, Mr. Dennis T. Beng Hui was confirmed to preside over the meeting as Chairman.

Mr. Yu turned over the floor to Mr. Beng Hui to officially commence the meeting proceedings.

I. CALL TO ORDER

The Chairman opened the meeting by welcoming the shareholders to the 2025 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.

The Secretary enumerated the attendees for the meeting including the directors, officers and acknowledging the presence of external auditor, Reyes Tacandong and the agenda for the 2025.

The following will be the agenda of the 2025 Annual Stockholders meeting.

1. Call to order
2. Certification of service of notice and presence of quorum
3. Reading and approval of the minutes of the last Annual Meeting of Stockholders held on July 23, 2024.
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
5. Presentation of the President's Report
6. Management Report and Approval of Audited Financial Statements for the year 2024
7. Election of the members of the Board of Directors, including the Independent Directors, for the year 2025
8. Appointment of External Auditors
9. Other Matters
10. Adjournment

II. CERTIFICATION OF NOTICE OF MEETING AND QUORUM

Upon request of The Chairman of the meeting, Mr. Dennis T. Beng Hui, 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 Bulletin and the Philippine Star, both newspapers of general circulation in the Philippines, in both print and online format on June 27 and June 28, 2025;
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 SEC per its Notice dated March 12, 2025.

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 2025 was made available to the stockholders through:

1. The PSE Edge portal; and
2. The Corporation's website at www.fruitasholdings.com.

Meeting Rules and Voting procedures

- Only stockholders of record as of record date, June 24, 2025 shall be entitled to vote in the 2025 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 not later than 14 July 2025. The proxies shall be validated by 15 July 2025.
- Those who successfully registered with complete documents and accomplished voting as of July 17, 2025 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., if any, will be answered during the meeting.
- 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 2,130,786,000 common shares and 2,000,000,000 preferred shares stock outstanding, and entitled to vote, **3,330,145,000** total outstanding shares, representing **80.62%** 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 23, 2024. 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 23, 2024 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 22, 2025 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, **3,330,145,000** shares, representing **80.62%**

Based on the existing process, votes were casted through an online portal which was accessed by eligible shareholders upon successful registration to the 2025 Annual Stockholders Meeting and were validated by the corporation's Stock and Transfer Agent, BDO Unibank, Inc.

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 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, July 22, 2025. These minutes cover approval of key corporate actions including the issuance of RCBC Private Corporate Notes, the 2023 Audited Financial Statements, and the acquisition of a property. Review of financial results for all quarters and approval to reschedule the Annual Stockholders' Meeting, along with an amendment to its principal office address. Governance activities included the approval of the 2023 Annual Corporate Governance Report, a Php 0.01 per share cash dividend declaration, 2024 audit proposal, and Negril Trading Inc.'s subscription to Bigboks Enterprises Inc. 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 2024 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 **3,330,145,000** total outstanding common and preferred shares entitled to vote at this meeting, **3,330,145,000** shares, representing **80.62%** 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 2025 Annual Stockholders Meeting and were validated by the corporation's Stock and Transfer Agent, BDO Unibank, Inc.

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 2024 and 2025. The President reported Strength in Every Season: The Resilience of Fruitas and significant business transaction undertaken by Management and achievements for the year 2024 and 2025.

"PRESIDENT'S MESSAGE

Good day to all our valued stockholders, members of the Board, and fellow Fruitas employees.

2024 marked another milestone for Fruitas Holdings, Inc. Despite challenges, we remained focused on our core strategies, allowing us to continue our growth.

We ended 2024 with ₱2.9 billion in revenue, the highest in our company's history, supported by a net income margin of 4% and EBITDA margin of 13%. This was driven by operational discipline and brand performance.

We continued to build stronger brand equity by offering new and exciting products. Fruitas launched signature drinks like Creamy Ube Leche Flan and Mango Watermelon. Negril

introduced new chicken patties, and Ling Nam expanded its dimsum line, including Chicken Feet and Pork Siomai.

Ling Nam also launched its delivery website, alongside Fruitas' enhanced online ordering platform.

We opened stores in strategic locations such as Ling Nam Express in Gateway Mall 2 and Lucky Chinatown Mall, and our biggest store to date in Scout Torillo. We also acquired Mang Bok's, known for its roasted chicken and liempo.

Fruitas continued to support the community through partnerships like Hope in a Bottle, which funded a classroom in Sta. Ana, Pampanga.

At House of Fruitas, we've always believed that long-term success isn't just about growing in numbers—it's about growing with purpose. In every season, we choose quality over quantity, value over volume, and impact over speed. Our resiliency keeps us grounded, our innovation moves us forward, and our diversification ensures we serve every Filipino in meaningful ways. As we continue this journey, we remain steadfast in our mission to create value not just for our stakeholders, but for the communities we serve.

Maraming salamat po. Mabuhay tayong lahat!!"

VI. MANAGEMENT REPORT AND APPROVAL OF AUDITED FINANCIAL STATEMENT FOR THE YEAR 2024

The Chairman of the Meeting then gave the floor to the Chief Financial Officer and Treasurer of the Corporation, Ms. Rushell A. Salvador, for the latter's report on the Corporation's results of operations and financial condition for year 2024.

"Management Report:

Good day. Thank you for joining Fruitas Holdings Inc.'s 2025 Annual Stockholders' Meeting.

For 2024, Fruitas achieved 17.6% revenue growth to ₱2.9B, led by our core brands—Fruitas, Balai Pandesal, and Ling Nam—and an 8% same-store sales increase. E-commerce sales also rose, now accounting for 10% to 12% of revenue. We expanded from 817 to 848 stores.

Gross profit grew 16.5% to ₱1.74B, maintaining a 59.9% margin. EBITDA rose 8.8% to ₱389M, with margin slightly down from 14.5% to 13.4%, reflecting the cost of growth initiatives. Core net income hit ₱106M, up 19%, with margin at 3.7%.

We also acquired Sugarhouse and Mang Bok's, which are showing early positive results.

As of March 2025, the balance sheet remains strong:

- *Assets: ₱2.59B*
- *Cash: ₱570.7M*
- *Liabilities: ₱834.8M (slightly down from year-end)*
- *Equity: ₱1.76B, up from ₱1.73B (Dec 2024) and ₱1.64B (Dec 2023)*
 - *Q1 2025 performance remains encouraging:*
- *Revenue: ₱679M (+6% YoY)*
- *Gross margin: steady at 60%*
- *Net margin: 5%, EBITDA margin: 13%*
- *ROA: 5%, ROE: 8%*
- *Current ratio: 1.28, Debt-to-equity: 47%*

We remain committed to growth, operational discipline, and long-term value creation.

Thank you for your continued trust and support.”

After Ms. Salvador’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 2024 Annual Report and the Audited Consolidated Financial Statements of Fruitas Holdings, Inc. for the year ended December 31, 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 annual report for the year 2024 and the audited financial statements for year ended December 31, 2024. Of the **3,330,145,000** total outstanding common shares entitled to vote at this meeting, **3,330,145,000** shares voted, representing **80.62%** of the total outstanding common and preferred shares of the Corporation, have voted in favor of approving the Audited Financial Statements for the year 2024.

Based on the existing process, votes were casted through an online portal which was accessed by eligible shareholders upon successful registration to the 2025 Annual Stockholders Meeting.

VII. 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. All of the nominees received the no. of shares 3,330, 145,000.

VIII. **APPOINTMENT OF EXTERNAL AUDITORS**

The stockholders were informed that present auditor, Reyes Tacandong & Co. (RTC), was appointed as Company auditor since 2015. The Member of the Audit Committee Mr. Calvin F. Chua, recommended the re- appointment of RTC. 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 Fruitash 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 2025.”

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 2025. Of the **3,330,145,000** total outstanding common and preferred shares entitled to vote at this meeting, **3,330,145,000** shares, representing **80.62%** 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 2025 Annual Stockholders Meeting.

IX. **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@fruitashholdings.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