



101142016001791

**SECURITIES AND EXCHANGE COMMISSION**

SEC Building, EDSA, Greenhills, Mandaluyong City, Metro Manila, Philippines  
Tel: (632) 726-0931 to 39 Fax: (632) 725-5293 Email: mis@sec.gov.ph

**Barcode Page**

The following document has been received:

**Receiving Officer/Encoder** : Ramon L. Legaspi

**Receiving Branch** : SEC Head Office

**Receipt Date and Time** : January 14, 2016 03:05:23 PM

**Received From** : Head Office

Company Representative

Doc Source

Company Information

SEC Registration No. AS95006755

Company Name TRANSPACIFIC BROADBAND GROUP INTL. INC.

Industry Classification

Company Type Stock Corporation

**Document Information**

Document ID 101142016001791

Document Type LETTER/MISC

Document Code LTR

Period Covered January 14, 2016

No. of Days Late 0

Department CED/CFD/CRMD/MRD/NTD

Remarks ACGR

COVER SHEET

A S O 9 5 0 0 6 7 5 5  
S.E.C. Registration Number

T R A N S P A C I F I C   B R O A D B A N D   G R O U P  
I N T .   I N C .  
(Company's Full Name)

9<sup>th</sup> F o o r   S u m m i t   1   T o w e r ,   5 3 0   S h a w  
B o u l e v a r d ,   M a n d a l u y o n g   C i t y  
(Business Address: No.Street City/Town/Province)

Paul B. Saria  
Contact Person

7170523  
Company Telephone Number

1 2   3 1  
Month   Day  
Fiscal Year

SEC FORM-ACGR CONSOLIDATED  
FORM TYPE

Month   Day  
Annual Meeting

Secondary License Type, If Applicable

Corporate Finance Department  
Dep.Requiring this Doc.

Amended Articles Number/Section

Total No.of Stockholders

Total Amount of Borrowings  
Domestic   Foreign

To be accomplished bt SEC Personnel concerned

LCU

Cashier


STAMPS

Remarks: pls.use black ink for scanning purposes.

**SECURITIES AND EXCHANGE COMMISSION**

**SEC FORM – ACGR**

**CONSOLIDATED CHANGES IN THE  
ANNUAL CORPORATE GOVERNANCE REPORT FOR 2015**

1. Report is Filed for the Year: **CY 2015**
2. Exact Name of Registrant as Specified in its Charter : **TRANSPACIFIC BROADBAND GROUP INT'L, INC.**
3. **9<sup>TH</sup> Floor Summit One Tower, 530 Shaw Boulevard, Mandaluyong City**      **1550**  
Address of Principal Office      Postal Code  

4. SEC Identification Number: **AS095-006755**      5.      (SEC Use Only)  
Industry Classification Code
6. BIR Tax Identification Number: **004-513-153**
7. **(632) 717-0523**  
Issuer's Telephone number, including area code
8. **NOT APPLICABLE**  
Former name or former address, if changed from the last report

## A. BOARD MATTERS

### 1) Board of Directors

#### (a) Composition of the Board and update on date last elected and years of service

Director's Name	Type [Executive (ED), Non-Executive (NED) or Independent Director (ID)]	If nominee, identify the principal	Nominator in the last election (if ID, state the relationship with the nominator)	Date first elected	Date last elected (if ID, state the number of years served as ID) <sup>1</sup>	Elected when (Annual /Special Meeting)	No. of years served as director
HRH Prince Abdulaziz bin Talal Al Saud	NED	n/a	Paul Saria-None	2009	10/2015	Annual	6
Arsenio T. Ng	ED	n/a	Hilario Ng- None	2000	10/2015	Annual	15
Hilario T. Ng	ED	n/a	Hilario Ng- None	2000	10/2015	Annual	15
Simoun Ung	NED	n/a	Hilario Ng- None	2007	10/2015	Annual	8
Paul B. Saria	ED	n/a	Hilario Ng- None	2000	10/2015	Annual	15
Kenneth C. Co	ID	n/a	Paul Saria-None	2011	10/2015	Annual	4
Oscar B. Mapua, Jr.	ID	n/a	Paul Saria-None	2003	10/2015	Annual	12

#### b) Shareholding in the Company

The top 20 stockholders as of July 31, 2015 are as follows:

Shareholders of Each Class	No. of Shares Held	% of Total Shares Outstanding
1. PCD Nominee Corp. (NF)	81,646,209	36.77%
2. PCD Nominee Corp. (F)	81,602,806	36.75%
3. Unipage Management Inc.	20,000,000	9.03%
4. Ng, Arsenio T.	13,256,429	5.98%
5. Limqueco, Abraham	2,368,000	0.92%
6. Liu, Jessilyn	1,500,000	0.68%
7. Escueta, Ramon	1,409,473	0.64%
8. Eng Chin Kho Ng	800,000	0.36%
9. Yap, Rodolfo	800,000	0.36%
10. Ng, Hilario Tiu Ng	400,804	0.18%
11. Ng, Mark T.	375,000	0.17%
12. Ng, Tiffany Anne	375,000	0.17%
13. Ng, Matthew H	375,000	0.17%
14. Ng, Annie Cham	375,000	0.17%
15. Ng, Bun Kui	360,000	0.16%
16. Ng, Irene	360,000	0.16%
17. Oliva, Dulce Maria	360,000	0.16%
18. Limqueco, Margie Villaflor	350,000	0.16%
19. Reyes-Lao, Honorio O.	300,000	0.14%
20. Limqueco, Margie V.	218,000	0.10%

<sup>1</sup> Reckoned from the election



## 2) Changes in the Board of Directors (Executive, Non-Executive and Independent Directors)

### Voting Result of the last Annual General Meeting

Name of Director	Votes Received
HRH Prince Abdulaziz bin Talal Al Saud	70% of total voting shares
Arsenio T. Ng	70% of total voting shares
Hilario T. Ng	70% of total voting shares
Simoun Ung	70% of total voting shares
Paul B. Saria	70% of total voting shares
Kenneth C. Co	70% of total voting shares
Oscar B. Mapua, Jr.	70% of total voting shares

## 3) Orientation and Education Program

- Disclose details of the company's orientation program for new directors, if any.
- State any in-house training and external courses attended by Directors and Senior Management for the past three (3) years:

*The Directors and Senior Management attend a Corporate Governance Seminar yearly conducted by SEC Accredited Providers. For year 2015, the seminar was led by Center for Global Best Practices with Accreditation No. GC2013-007.*

Name of Director/Officer	Date of Training	Program	Name of Training Institution
Arsenio T. Ng	12/10/2015	Corporate Governance Seminar	Center for Global Best Practices
Hilario T. Ng	12/10/2015	Corporate Governance Seminar	Center for Global Best Practices
Simoun Ung	12/10/2015	Corporate Governance Seminar	Center for Global Best Practices
Paul B. Saria	12/10/2015	Corporate Governance Seminar	Center for Global Best Practices
Kenneth C. Co	12/10/2015	Corporate Governance Seminar	Center for Global Best Practices
Oscar B. Mapua, Jr.	12/10/2015	Corporate Governance Seminar	Center for Global Best Practices

## B. CODE OF BUSINESS CONDUCT & ETHICS

## C. BOARD MEETINGS & ATTENDANCE

### 1) Attendance of Directors from October 2014 – October 2015

Board	Name	Date of Election	No. of Meetings Held during the year	No. of Meetings Attended	%
Member	HRH Prince Abdulaziz bin Talal Al Saud (Telecon)	10/2015	3	3	100
Chairman	Arsenio T. Ng	10/2015	3	3	100
Member	Hilario T. Ng	10/2015	3	3	100
Member	Simoun Ung	10/2015	3	3	100
Independent	Kenneth C. Co	10/2015	3	3	100
Independent	Oscar B. Mapua, Jr.	10/2015	3	3	100
Member	Paul B. Saria	10/2015	3	3	100

## D. REMUNERATION MATTERS

## E. BOARD COMMITTEES

### (a) Audit Committee from January 2015- January 2016

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in Committee
Chairman	Kenneth C. Co (Independent)	10/2015	2	2	100	4
Member (ED)	Arsenio T. Ng	10/2015	2	2	100	5
Member (ED)	Paul B. Saria	10/2015	2	2	100	5

(b) Nomination Committee from January 2015- January 2016

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman	<i>Oscar B. Mapua, Jr. (Independent)</i>	<i>10/2015</i>	2	2	100	5
Member (ED)	<i>Hilario T. Ng</i>	<i>10/2015</i>	2	2	100	5
Member (ED)	<i>Paul B. Saria</i>	<i>10/2015</i>	2	2	100	6

(c) Remuneration Committee from January 2015- January 2016

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman	<i>Kenneth C. Co (Independent)</i>	<i>10/2015</i>	2	2	100	4
Member (ED)	<i>Arsenio T. Ng</i>	<i>10/2015</i>	2	2	100	7
Member (ED)	<i>Hilario T. Ng</i>	<i>10/2015</i>	2	2	100	4

## F. DISCLOSURE AND TRANSPARENCY

### 1) Ownership Structure

(a) Holding 5% shareholding or more

Shareholder	Number of Shares	Percent	Beneficial Owner
<i>PCD Nominee Corp. (F)</i>	<i>81,602,806</i>	<i>36.75 %</i>	<i>Various</i>
<i>PCD Nominee Corp. (NF)</i>	<i>81,646,209</i>	<i>36.77 %</i>	<i>Various</i>
<i>Unipage Management, Inc.</i>	<i>20,000,000</i>	<i>9.03 %</i>	<i>Stockholders</i>
<i>Arsenio T. Ng</i>	<i>13,256,429</i>	<i>5.98 %</i>	<i>None</i>

## G. RIGHTS OF STOCKHOLDERS

### (a) Stockholders' Participation

- Does the company observe a minimum of 21 business days for giving out of notices to the AGM where items to be resolved by shareholders are taken up?

- Date of sending out notices: *September 23, 2015*
- Date of the Annual/Special Stockholders' Meeting: *October 14, 2015*

### 2. Result of Annual/Special Stockholders' Meeting's Resolutions

Resolution	Approving	Dissenting	Abstaining
<i>The stockholders in said meeting approved and ratified the following:</i>			
<i>(1) the minutes of the previous annual stockholders' meeting</i>	Unanimous approval	No dissenting votes	No abstentions
<i>2) the audited December 31, 2014 Financial statements,</i>	Unanimous approval	No dissenting votes	No abstentions
<i>(3) the management's discussion of the Annual Report for the year 2014</i>	Unanimous approval	No dissenting votes	No abstentions
<i>(4) the appointment of R.R. Tan and Associates as external auditor,</i>	Unanimous approval	No dissenting votes	No abstentions
<i>(5) the acts of the Board and the executive officers during the above fiscal year including but not limited to memberships in (a) remuneration committee, (b) audit committee, and (c) nomination committee. Membership in said committees, which include one independent director in compliance with Rule 38 of the Amended Implementing Rules and Regulations of the Securities Regulation Code are as follows:</i>	Unanimous approval	No dissenting votes	No abstentions
<i>Remuneration Committee:</i> <i>Kenneth C. Co –Chairman (Independent)</i> <i>Arsenio T. Ng- Member</i> <i>Hilario T. Ng- Member</i>			



<b>Audit Committee</b> Kenneth C. Co- Chairman (Independent) Arsenio T. Ng- Member Paul B. Saria- Member  <b>Nomination Committee</b> Oscar B. Mapua, Jr. – Chairman (Independent) Hilario T. Ng - Member Paul B. Saria- Member			
---	--	--	--

(b) Stockholders' Attendance

(i) Details of Attendance in the Annual/Special Stockholders' Meeting Held:

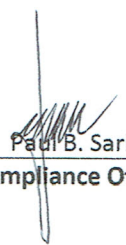
Type of Meeting	Names of Board members / Officers present	Date of Meeting	Voting Procedure (by poll, show of hands, etc.)	% of SH Attending in Person	% of SH in Proxy	Total % of SH attendance
Annual	HRH Prince Abdul Aziz bin Talal (TELECON) Arsenio T. Ng Hilario T. Ng Simoun Ung Kenneth Co Oscar B. Mapua Paul B. Saria	October 14, 2015	The manner of counting the vote shall be viva voce unless balloting is demanded by stockholders representing at least 10% of the outstanding capital stock entitled to vote, in the presence of the corporate secretary or the assistant corp. secretary.	70%	0%	Stockholders representing more than 70% of the issued and outstanding shares were present in person or by proxy.

H. INVESTORS RELATIONS PROGRAM

I. BOARD, DIRECTOR, COMMITTEE AND CEO APPRAISAL

J. INTERNAL BREACHES AND SANCTIONS

Pursuant to the requirement of the Securities and Exchange Commission, this Annual Corporate Governance Report is signed on behalf of the registrant by the undersigned, thereunto duly authorized, in the City of \_\_\_\_\_ on \_\_\_\_\_, 20\_\_\_\_.

  
Paul B. Saria  
Compliance Officer

REPUBLIC OF THE PHILIPPINES }  
CITY **CITY OF MANILA** } S. S.

### SECRETARY'S CERTIFICATE

I, **Paul B. Saria**, Filipino, of legal age and with office address at the 530 Shaw Blvd. Mandaluyong City, after having been duly sworn in accordance with law, hereby depose and state that:


1. I am the duly elected Corporate Secretary of **TRANSPACIFIC BROADBAND GROUP INTERNATIONAL, INC.** (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with principal office at the 530 Shaw Blvd. Mandaluyong City;
2. On a special meeting of the Board of Directors held at its principal office on January 14, 2016 the following resolution were unanimously approved , a legal quorum , being present and voting;

### RESOLUTION

"RESOLVED, as it hereby resolved, the Board of Directors of the Corporation hereby approves the amendment, changes and updates in the Annual Corporate Governance Report of the Corporation for year 2015.

RESOLVED FINALLY, as it is hereby resolved that the Corporation's Corporate Information Officer, **PAUL B. SARIA**, be authorized, as he is hereby authorized, to make, file, sign, execute and deliver in behalf of the Corporation all files required under SEC MC 1, s 2014 and SEC MC 12, s2014, and other documents of whatever name or kind which may be necessary or required to effect and carry out the intent of this resolution.

IN WITNESS WHEREOF, I have hereunto set my hand this **14 JAN 2016** at \_\_\_\_\_

  
Paul B. Saria  
Corporate Secretary

SUBSCRIBED AND SWORN to before me this \_\_\_\_\_ 20\_\_\_\_ at the City of \_\_\_\_\_, Philippines, affiant exhibiting to me his Driver's License No. N04-93-264992, which expires on December 15, 2016, issued at Mandaluyong City.

Doc. No. 489  
Page No. 48  
Book No. 10  
Series of 2014

  
**ATTY. AGUSTIN B. CABREDO**

Notary Public for Manila  
Notarial Commission No. 2015-030  
Until December 31, 2016  
Roll No. 26047  
PTR No. 4886571 / 1-4-16 / Manila  
IBP Life Member 05097  
MCLE No. V-0003138 / 7-26-14