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**TRANSPACIFIC BROADBAND GROUP  
INTERNATIONAL, INC.**

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(Company)

9th Floor Summit One Tower  
530 Shaw Boulevard, Mandaluyong City, 1550

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(Address)

**717-0523**

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(Telephone Number)

**DECEMBER 31**

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(Fiscal Year Ending)  
(month & day)

**SEC Form 20-IS  
(Preliminary Information Statement)**

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(Form Type)

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Amendment Designation (if applicable)

**Annual Stockholders Meeting  
September 28, 2016**

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(Period Ended Date)

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(Secondary License Type and File Number)

**SECURITIES AND EXCHANGE COMMISSION  
SEC FORM 20-IS**

**Information Statement Pursuant to Section 20  
of the Securities Regulation Code (SRC)**

1. Check the appropriate box:

Preliminary Information Statement  
 Definitive Information Statement

2. Name of Registrant as specified in its Charter **TRANSPACIFIC BROADBAND GROUP  
INTERNATIONAL, INC.**

3. Country of Incorporation **Philippines**

4. SEC Identification Number **AS095-006755**

5. BIR Tax Identification Number **004-513-153**

6. Address of principal office **9th Floor Summit One Tower  
530 Shaw Blvd. Mandaluyong City, 1550**

7. Telephone Number **(632) 717-0523**

8. Date, time and place of meeting of security holders:

Date : September 28, 2016, Wednesday  
Time : 12:30 o'clock lunch meeting  
Place : Multi Media Center  
Ground Floor, Summit One Tower Annex Bldg.  
530 Shaw Blvd., Mandaluyong City, 1550

9. Approximate date on which the Information Sheet is first to be sent or given to security holders:

September 7, 2016

10. Securities registered pursuant to Sections 4 and 8 of the RSA

<u>Title of Each Class</u>	<u>Subscribed and Outstanding (No. of Shares)</u>	<u>Pesos</u>
Common shares	222,019,330	P222,019,330.00

11. Are any or all of these securities listed on the Philippine Stock Exchange?

YES  NO

**WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE  
REQUESTED NOT TO SEND US A PROXY.**

**INFORMATION REQUIRED IN INFORMATION STATEMENT**

**A. GENERAL INFORMATION**

**Item 1. DATE, TIME AND PLACE OF MEETING OF SECURITY HOLDERS**

**September 28, 2016, Wednesday  
12:30 o'clock, Lunch meeting  
Ground Floor, Summit One Tower Annex Bldg.  
530 Shaw Blvd., Mandaluyong City, 1550**

**Complete Mailing Address of Principal Office of Registrant**

**9<sup>th</sup> Floor Summit One Tower  
530 Shaw Boulevard, Mandaluyong City, 1550**

Approximate date on which the Information Sheet is first to be sent or given to security holders is **September 7, 2016.**

**Item 2. DISSENTER'S RIGHT OF APPRAISAL**

There are no matters to be acted upon at the meeting involving instances set forth in Secs. 81 & 82, Title X of the Corporation Code Philippines for which a stockholder may exercise the right of appraisal.

**Procedure for Exercise of Dissenter's Appraisal Right**

Pursuant to the Corporation Code, the appraisal right may be exercised by any stockholders who shall have voted against the proposed corporate action, by making a written demand on the Company, within 30 days after the date on which the vote was taken for payment of the fair value of his shares; provided, that failure to make demand within such period shall be deemed a waiver of the appraisal right. After demanding payment of his shares, the dissenting stockholder shall submit the stock certificates representing his shares to the Company, for notation thereon that such shares are dissenting shares.

The price of the shares of the dissenting stockholder shall be the fair value thereof as at the day immediately prior to the date on which the vote was taken, excluding any appreciation or depreciation in anticipation of the proposed corporate action. If within 60 days from the date of the proposed corporate action was approved by the stockholders, the dissenting stockholders and the Company cannot agree on the fair value of the shares, it shall be determined and appraised by three disinterested persons, one of whom shall be named by the stockholder, another by the Company and the third by the two thus chosen. The findings of a majority of the appraisers shall be final, and the Company shall pay the award within 30 days after such award is made.

No payment shall be made to any dissenting stockholder unless the Company has unrestricted retained earnings in its books to cover such payment. Upon such payment, the stockholder shall forthwith transfer his shares to the company.

**Item 3. INTEREST OF CERTAIN PERSONS IN OR OPPOSITION TO MATTERS TO BE ACTED UPON**

The following persons have no substantial interest, direct or indirect, by security holdings or otherwise, in any matter to be acted upon, other than election to office:

1. each person who has been a director or officer of the Corporation at any time since the beginning of the fiscal year;
2. each nominee for election as a director of the Corporation: and
3. each associate of any of the foregoing persons.

No member of the Board of Directors of the Corporation has informed the Corporation in writing that he intends to oppose any action to be taken by the Corporation at the annual meeting of the stockholders.

## B. CONTROL AND COMPENSATION INFORMATION

### Item 4. VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

Common Shares	222,019,330
Less: Treasury shares	437,800
Total Outstanding Shares Voting /Shares as of record date	<u>221,581,530</u>

The Company's capital stock consists of common shares only. Each share is entitled to one vote. All stockholders of record at the close of business on **August 31, 2016** shall be entitled to notice and to vote at the Annual Stockholders meeting.

The directors of the Corporation shall be elected by plurality vote at the annual meeting of the stockholders for that year at which a quorum is present. At each election for directors, every stockholder shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected, or to cumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his share equal, or by distributing such votes at the same principle among any number of candidates.

### (1) SECURITY OWNERSHIP OF CERTAIN RECORD AND BENEFICIAL OWNERS

Owners of more than 5% of voting securities as of **June 30, 2016**:

Class	Name of Record Owner and relationship with issuer	Name of Beneficial Owner	Citizenship	Shares Owned	%
Common	1. PCD Nominee Corp. (NF) 37 <sup>th</sup> F Tower 1, The Enterprise Center 6766 Ayala Avenue, Makati City	Various	Non Filipino	81,826,209"r"	36.93%
Common	2. PCD Nominee Corp. (F) 37 <sup>th</sup> F Tower 1, The Enterprise Center 6766 Ayala Avenue, Makati City	Various	Filipino	81,422,806"r"	36.75%
Common	3. Unipage Management, Inc. (1) 9 <sup>th</sup> Floor Summit One Tower, 530 Shaw Boulevard Mandaluyong City Investor	Stockholders	Filipino	20,000,000"r"	9.03%
Common	4. Arsenio T. Ng 9F Summit One Tower, 530 Shaw Blvd. Mandaluyong City Chief Executive Officer	None	Filipino	13,256,429"b"	5.98%

The clients of PCD Nomination Corporation are the beneficial owners and have the power to decide how their shares are to be voted.

There is no Filipino and Non-Filipino holder of 5% or more under PCD Nominee Corporation.

The Board of Directors of Unipage appoints its authorized representative, Celinia Faelmoca and has the right to vote and direct or dispose of the shares held by Unipage.

### (2) Security ownership of management as of June 30, 2016:

Class	Name of Beneficial Owner	No. of Shares and Nature of Beneficial Ownership	Citizenship	%
	<b>Directors:</b>			
Common	Arsenio T. Ng	13,256,429"d"	Filipino	5.98%
Common	Kenneth C. Co	4,259,000"d"	Filipino	1.92%
Common	Hilario T. Ng	400,804"d"	Filipino	0.18%
Common	HRH Prince Abdul Aziz Bin Talal Al Saud	100,000"r"	Saudi Arabian	0.05%
Common	Paul Saria	25,804"d"	Filipino	0.00%
Common	Simon Ung	1,000"d"	Filipino	0.00%
Common	Oscar B. Mapua	4,000"d"	Filipino	0.00%
	<b>Officer:</b>			
Common	Santos Cejoco	1,000"d"	Filipino	0.00
	All directors and executive officers as a group	<b>18,048,037"d"</b>		<b>8.14%</b>

Each every security holder is the beneficial owner in his own right.

### **(3) VOTING TRUST HOLDERS OF 5% OR MORE**

There are no persons who hold more than 5% of a class under voting trust or similar agreement.

### **(4) CHANGES IN CONTROL**

The company has no arrangements, which may result in a change in control of the Corporation.

There has been no change in control since the beginning of its last fiscal year.

## **Item 5. DIRECTORS AND EXECUTIVE OFFICERS**

(1) The names of the incumbent Directors, Executive officers and nominees of the Company and their respective ages and citizenship, current positions held, period of service and business experience during the past five years as required under Section 38 of the Code and SRC Rule 38.1 are as follows:

### **Arsenio T. Ng – President and CEO**

Age 57, Filipino Citizen

Period Served September 2000 to Present

Term of office as director – one year

Holds a Masters degree in Business Management with distinction from the California State College, Stanislaus, and the University of California, Los Angeles. Mr. Ng attended special studies in Politics and Public Administration at the United States Congress in Washington D.C. He took his undergraduate studies in Business Administration and Finance at the De La Salle University (Jose Rizal honors), Philippines and at the California State College, Stanislaus (cum laude), USA.

In 1994, Mr. Ng served as President and CEO of the Energy Corporation; a company listed in the Philippine Stock Exchange and became Chief Finance Officer of Semirara Coal Corporation, the largest coal mining firm in the Philippines the following year. He is the Chairman and CEO of ATN Holdings Inc., a listed holding company in the PSE, in which he holds major equity stake. He is the Chairman and CEO of Palladian Land Development Inc., and the Chairman and Director of Unipage Management Inc. He is also the Chairman and Director of both Advanced Home Concept Development Corporation, and Hart Realty Development Inc. Mr. Ng is concurrently a Director and Treasurer of Hambrecht and Quist Philippine Ventures II, a private equity fund managed by Hambrecht and Quist, Philippines Inc., a subsidiary of US-based Hambrecht and Quist venture firm.

In 1998, Mr. Ng became the President and Chairman of Managed Care, Inc. medical complex of 150 doctors, He is also the Director of Beacon Diversified, Inc. that has investments in Skycable. Mr. Ng also acts as Vice Chairman and President of CBCP World.

### **HRH Prince Abdul Aziz Bin Talal Bin Abdul Aziz Al Saud - Director**

Age 34, Saudi Arabian

Period Served – June 2009 to present

Term of office as director – one year

HRH Prince Abdul Aziz bin Talal Al Saud, is member of the Saudi Royal Family. He is Prince Talal bin Abdul Aziz's fifth son, son of the founding King of Saudi Arabia, Abdul Aziz Bin Saud, and Princess Majdah Al Sudairi, daughter of H.E. Turki bin Khaled Al Sudairi President of the Government Human Rights Commission, and cousin of the Sudairi Seven. HRH Prince Aziz bin Talal is the Honorary President of the Website Services and Internet Technology (WSITGC) of the Gulf Cooperation Council (GCC) and Chairman of the Arab Open University.

### **Hilario T. Ng – Director, Chief Finance officer and member of Remuneration and Nomination Committee**

Age 55, Filipino Citizen

Period Served September 2000 to Present

Term of office as director – one year

A graduate of Bachelor of Architecture at the Southern California Institute of Architecture, Mr. Ng took his MA in Urban Design at the University of California at Los Angeles. Presently, he is President of Palladian International, Inc., Director of ATN Holdings, Inc., Executive Vice President of Palladian Land Development, Inc., Architect, and Managing Partner of HEO Group. He was previously

connected with Nadel Partnership, Inc (Architect, 1990), Figure 5, Inc (Project Director, 1988-1989), Stephen Lam & Associates (Project Director, 1987), Richard Magee & Associates (Project Architect, 1985-1986), T.W. Layman & Associates (Project Architect, 1982), Michael Ross & Associates (Project Architect, 1982), and WOU International (Project Architect, 1981).

**Oscar B. Mapua, Jr. – Independent and Nomination Committee Chairman**

Age 72, Filipino Citizen

Period Served May 2003 to Present

Term of office as director – one year

Mr. Mapua is a member of the Board of Trustees and Executive Vice President of the Mapua Institute of Technology and the Founding Director of the Design Center of the Philippines. He earned his BS Architecture degree from the Rhode Island University in 1969 and his Masters in Architecture from the University of the Philippines in 1987.

**Simoun Ung – Director**

Age 48, Filipino Citizen

Period Served May 2007 to Present

Term of office as director – one year

Mr. Ung took Master of Business Administration in the University of Western Ontario in London, in 1991-1993. He is also a graduate in Bachelor of Arts, Psychology and Economics in the University of British Columbia in Vancouver, BC. in 1989. In 1994 he finished Property Management Course, Real Estate Division, Faculty of Extension in Edmonton, AB.

Mr. Ung is the Director and President of Four Star Consulting from 1998 to present. He is also the service provider of Coutts Bank Von Ernst Ltd. in Hongkong from 2001 to present. In 2004 he was elected as Chief Executive Officer and Director of CNP Worldwide Inc., a company that processed over US\$500 million in credit card transactions as agent of Bankard, Inc., the credit card subsidiary of Rizal Commercial Banking Corporation and licensee of Visa, MasterCard and JCB International. Mr. Ung also holds the following positions such as Director of Bastion Payment Systems Corp. from 2005 to present; Business Introducer of EFG Private Bank, SA in Hong Kong, from 2005-present and a Member of Board of Advisors of Essential Innovations Technology Corp. in Bellingham, WA. From 2006 to present; President and Director of TwinCard Merchant Solutions, Inc. from 2006-present and Chairman of Century Peak Corporation from 2007 to present.

**Kenneth Chua Co – Independent and Remuneration Committee Chairman**

Age 43, Filipino Citizen

Period Served May 2011 to Present

Term of office as director – one year

Mr. Kenneth Co is a graduate of AB Economics at Ateneo De Manila University in 1994. At present he is the Proprietor and Owner of Dagupan Commercial, an operator of a wholesale and retail distribution family business dealing mainly with bakery supplies. From 2007 to present, he is also a Distributor of Pharmanex & Nu Skin. A distribution and multilevel network marketing business focused on introducing high quality supplements and skin care products to customers with a goal of contributing the profits significantly to the Nourish the Children Foundation. From 1996 to present, he is also the Administrator of Benito Enterprises, a business engaged mainly in real estate development and lease rental accumulation. Some of his past positions held includes Managing Director of Road on Call from 2005 to 2007 and Chamco Food Ventures Inc. from 1999-2005.

**Paul B. Saria – Director, Corp. Sec., Chief Operating and Compliance Officer and member of Audit and Nomination Committee**

Age 46, Filipino Citizen

Period Served September 2000 to Present

Term of office as director – one year

A graduate of Bachelor of Architecture at the University of Santo Tomas, Mr. Saria took his graduate studies in Project Management at the Royal Melbourne Institute of Technology, Australia. He is Vice President for Operations of TBGI, Operations Officer of ATN Holdings, Inc. and Project Planning Architect of the Summit One Office Tower. He is likewise Operations Manager of Palladian Land Development Inc. and Advanced Home Concept Development Corporation since 1996.

The aforementioned directors and officers have served the fiscal year ended December 31, 2013, and shall continue to serve until their successors have been duly elected at the Company's next annual stockholders' meeting. Also, none of the current directors and officers work in government.

#### **NOMINEES FOR ELECTION AS DIRECTORS OF THE COMPANY**

The nominees for election as directors of the company are the following:

HRH Prince Abdul Aziz bin Talal (Saudi)	Arsenio T. Ng (Filipino)	Simoun Ung (Filipino)
Kenneth Co (Filipino)	Hilario T. Ng (Filipino)	
Oscar B. Mapua Jr. (Filipino)	Paul B. Saria (Filipino)	

Oscar Mapua Jr., and Kenneth Co are the nominees for independent directors. In the approval of nomination for independent directors, the Nominations Committee headed by Oscar B. Mapua (Chairman) and Hilario T. Ng, (Member) has taken into consideration the guidelines prescribed under SRC Rule 38., the independent directors are nominated by Paul B. Saria (Filipino) and Hilario T. Ng (Filipino). Mr. Paul Saria and Arch. Hilario Ng have no relationship with the nominees for independent directors.

The Corporation will observe the term limits for independent directors imposed by SEC Memorandum Circular No. 9, Series of 2011 which became effective on January 2, 2012. The Corporation's two current independent directors may serve as independent directors until 2017 in compliance with the first five-year limit.

The independent directors undertake to submit an updated Certification of Qualifications and Disqualifications thirty (30) days after the date of the Annual Stockholders' Meeting.

#### **(2) SIGNIFICANT EMPLOYEES**

The company has no significant employees.

#### **(3) FAMILY RELATIONSHIP**

The Chairman, Arsenio T. Ng, and Director Hilario T. Ng are brothers. Except for the above-mentioned directors the company does not know any other family relationship up to the fourth civil degree either by consanguinity or affinity among the directors, executive officers or persons nominated.

#### **RESIGNATION OF OFFICER**

There was no resignation, removal or election of company Directors or Officers for the past two years.

#### **(4) INVOLVEMENT IN CERTAIN LEGAL PROCEEDINGS**

The Company is not aware that anyone of the incumbent directors and executive officers and persons nominated to become a director and executive officer have been the subject of bankruptcy petition or pending criminal proceedings in court or have been by judgment or decree found to have violated securities or commodities law enjoined from engaging in any business, securities, commodities or banking activities. This disclosure on legal proceedings covers the last five years up to the latest date of this Information Statement.

The Company is not involved in any litigation incidental to the conduct of its business. If there is any claim, the Company believes that the cases against it have no legal basis and that there is no pending litigation that will have a material or adverse effect on its financial position or operations.

#### **(D) RELATED PARTY TRANSACTIONS**

##### **ATN Solar**

The Company subscribed to the increase in authorized capital of ATN Solar amounting P82.5 million. At the time of subscription, P26.25 million was paid in cash on October 31, 2014 and additional cash payment of P2.0 million was paid on March 13, 2014. During 2015, additional payment of P19,000,000 and P35,250,000 was paid on February 11, 2015 December 18, 2015 respectively.

##### **PLDI**

The Company is a beneficial owner of certain condominium units classified in the Statement of Financial Position as Investment properties. Title to the properties has not been released to the

Company as it intends to sell the properties using the marketing expertise of PLDI. In 2015 and 2014, these properties are leased out to third parties thru PLDI. Proceeds of the rent were remitted to the Company. Rent income collected by PLDI on these properties amounted to P2.2 million in 2015 and P1.3 million in 2014.

A *Teaming Agreements* executed in January 2013 and 2015 between the Company and certain related parties operating within Summit One Condominium Tower, a cost and expense sharing scheme related to technical operations was implemented. All other cost including, but not limited to salaries, utilities, and dues shall be borne by PLDI. Accordingly, certain cost and expenses maybe advanced by a party and to be reimbursed from another party on the proportionate share or usage between the related parties involved.

There was no compensation paid or payable to key management personnel for the year ended December 31, 2015.

Key management personnel have not been provided with retirement benefits.

(3) The registrant has no parent company.

**Item 6. COMPENSATION OF DIRECTORS AND EXECUTIVE OFFICERS**

Information as to the aggregate compensation during the last two (2) fiscal years paid to the Company’s five (5) most highly compensated executive officers and all other officers and directors as a group and the estimated compensation for Year 2015 are as follows:

	2016 Estimated	2015	2014
Four most highly compensated Executive Officers			
1. Arsenio T. Ng – CEO			
2. Paul B. Saria – Chief Operating Officer			
3. Santos L. Cejoco – Corporate Planning Officer			
4. Christian Nucom – Network Engineer			
5. Vicente Layson – Engineer			
TOTAL	600,000	500,000	500,000
All other officers and directors	500,000	500,000	450,000
Total	1,100,000	950,000	950,000

The CEO and COO has not received compensation from the company during the period 2000-2014, except for the stock options mentioned above in Stock Options for the Chief Executive Officer.

No bonuses were given to directors and officers, payments were purely compensation in nature.

The By-Laws of Transpacific gives each Director a reasonable per diem allowance for his attendance at each meeting of the Board. As compensation, the Board shall receive and allocate an amount of not more than ten percent (10%) of the net income before income tax of the corporation during the preceding year. Such compensation shall be determined and apportioned among the Directors in such manner as the Board may deem proper, subject to the approval of stockholders representing at least a majority of the outstanding capital stock at a regular or special meeting of the stockholders. There are no other standard or other special arrangements regarding the compensation of the Directors of the Company.

The members of the Board are entitled to receive a reasonable per diem of P5,000 for attendance at each meeting of the Board of Directors. Other than such per diem, there is no other arrangement pursuant to which any amount of compensation is due to the directors for services rendered as such.

**Warrants and Options**

On May 28, 2008 the Board of Directors and Stockholders approved the grant of stock options to the Chief Executive Officer 40 Million shares at par value of P1.00. In addition, the Remuneration Committee resolved to implement additional terms and conditions specifically on the vesting date. (Note 21).



## **EMPLOYMENT CONTRACTS, TERMINATION OF EMPLOYMENT, AND CHANGE-IN-CONTROL ARRANGEMENT**

An employment contract between the Corporation and a named executive officer will normally include a compensation package, duties and responsibilities, and term of employment.

The Corporation has not entered into any compensatory plan or arrangement with any named executive officer which would entitle such named executive officer to receive any amount under such plan or arrangement as a result of or which will result from the resignation, retirement, or any other termination of such executive officer's employment with the Corporation and its subsidiaries, or from a change-in-control of the Corporation, or a change in the executive officer's responsibilities following a change-in-control of the Corporation.

### **Item 7. INDEPENDENT PUBLIC ACCOUNTANT**

The audited financial position of the Company for CY 2015 was audited by R. R. TAN & ASSOCIATES, CPAs.

The same accounting firm is being recommended for re-election at the scheduled annual meeting for the almost the same remuneration as in the previous year. Representatives of the said firm are expected to be present at the stockholders' meeting and they will have the opportunity to make a statement if they desire to do so and are expected to be available to respond to appropriate questions.

R. R. TAN & ASSOCIATES, CPAs has acted as the Company's external auditor since 2009 and has complied with the five-year rotation requirement under SRC Rule 68(3)(b)(iv) (Qualifications and reports of Independent Auditors). Mr. Domingo A. Daza Jr., the current audit partner for by R. R. TAN & ASSOCIATES, CPAs, has served as such since 2012. He replaced Ms. Sally S. Velasco, who serves as audit partner in 2011.

The audit committee headed by Kenneth C. Co (Independent and Chairman) Arsenio T. Ng, and Paul B. Saria has no policies and procedures of the above services.

### **(2) Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

There were no events in the past wherein R. R. TAN & ASSOCIATES, CPAs, and the company had any disagreement with regard to any matter relating to accounting principles or practices, financial statement disclosures or auditing scope or procedure.

### **Item 8. COMPENSATION PLANS**

In 2007, the Remuneration Committee approved the grant of stock options for 38.4 million shares at par value to the Chief Executive Officer to compensate the CEO with options of 4.8 million shares per year for the eight-year period 2000–2007.

The grant of options for the CEO was approved based on the following considerations:

1. The CEO has not received compensation since the strategic acquisition of the company in 2000 to date.
2. The CEO was responsible for (a) rehabilitation of P200 million loss arising from a bad financial structure, and (b) collection of P80 million of bad debts, bringing the company to its present state of profitable operations and strong financial position.
3. Under the leadership of the CEO, the company was able to comply with the mandate of its telecommunications franchise to successfully undertake an initial public offering (IPO) that was executed in early 2003 in the face of weak capital markets in Asia.
4. The CEO used personal bank credit lines for the (a) acquisition of majority stake in the company, (b) rehabilitation of financial position and telecommunications facilities, (c) expansion of digital data services and acquisition of institutional marketing partner for installation of IT laboratories nationwide.
5. The CEO needs the options to enable him to reimburse his personal bank credit lines that the CEO used over the years to fund the comprehensive rehabilitation and expansion of company operations.

6. The same grant of stock options for the CEO shall be approved by the Board and ratified by the shareholders.

## **OTHER MATTERS**

### **Action with Respect to Reports:**

The following reports/minutes shall be submitted to the stockholders for approval/ratification:

1. Minutes of the previous Annual Stockholders' Meeting
  - a. Approval of previous annual minutes of meeting
  - b. Report of the President
  - c. Approval of FY December 31, 2014 audited FS
  - d. Election of Directors
  - e. Appointment of Independent Auditors
2. Annual Report of the President
3. Fiscal Year Ending December 31, 2015 Audited Financial Statements
4. Amendment of the third article of the Corporation's Articles of Incorporation in order to reflect the address of the Corporation with particularity, in compliance with SEC's Memorandum Circular No. 6, Series of 2014.

The president reported the highlights of the audited fiscal year December 31, 2012 financial statements, and the acts of the Board and the executive officers during the above fiscal year. The corporate secretary read to the stockholders the minutes of the previous annual stockholders' meeting.

The stockholders in said meeting approved and ratified the following:

1. the minutes of the previous annual stockholders' meeting,
2. the audited December 31, 2015 financial statements,
3. the appointment of R. R. Tan & Associates, CPAs as external auditor,
4. ratified 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:

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

The same sets of committee members shall apply for the coming fiscal year.

## **MERGERS, CONSOLIDATION, ACQUISITIONS AND SIMILAR MATTERS**

No action is to be taken with respect to any transaction involving:

1. the merger or consolidation of the Corporation into or with any person, or of any other person into or with the Corporation;
2. the acquisition by the Corporation or any of its security holders of securities of another person;
3. the acquisition by the Corporation of any other going business or of the assets thereof;
4. the sale or other transfer of all or any substantial part of the assets of the Corporation; or
5. the liquidation or dissolution of the Corporation.

## **Item 17. AMENDMENTS OF CHARTER, BYLAWS AND OTHER DOCUMENTS**

The procedures under SRC Rule 38 (Guidelines on Nomination and Elections of Independent Directors) shall be incorporated in the company's By-Laws. The Board of Directors pursuant to the authority delegated to it by the stockholder under Article VII Section I of the By-Laws of the Registrant, shall cause the amendment of the By-Laws in a regular or special meeting called for the purpose to include the foregoing procedures on the nomination and election of independent directors.

The proposed amendments in the Articles of Incorporation of the Corporation, as included in the Agenda is stating the address of the corporation with particularity.

The proposed amendment of the indicated address of the Corporation is in compliance with SEC Memorandum Circular No. 6, Series of 2014. Currently, the address of the Corporation is indicated as "clark field, Angeles City".

**Item 19. VOTING PROCEDURES**

A majority of the subscribed capital, present in person, shall be sufficient at a stockholders' meeting to constitute a quorum for the election of directors and for the transactions of any business whatsoever, except in those cases in which the Corporation Code requires the affirmative vote of a greater portion.

At each meeting of the stockholders, every stockholder shall be entitled to vote in person, for each share of stock held by him, which has voting power upon the matter in question. The votes for the election of directors, and, except upon demand by any stockholder, the votes upon any question before the meeting, except with respect to the procedural questions determined by the chairman of the meeting, shall be by viva voce or show of hands.

The directors shall be elected by plurality vote at the annual meeting of the stockholders for that year at which a quorum is present. At each election for directors every stockholder shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected, or to cumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his share shall equal, or by distributing such votes at the same principle among any number of candidates.

The manner of counting the vote is done by 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 corporate secretary.

**After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in the City of Mandaluyong on August 1, 2016.**

**Issuer :           TRANSPACIFIC BROADBAND GROUP INTERNATIONAL INC.**  
**Date :             August 4, 2016**

  
\_\_\_\_\_  
**PAUL B. SARIA**  
**Corporate Information Officer**

## **BUSINESS AND GENERAL INFORMATION**

### **BRIEF DESCRIPTION OF THE GENERAL NATURE AND SCOPE OF THE REGISTRANT'S BUSINESS AND ITS SUBSIDIARIES**

Transpacific Broadband Group International (TBGI or Transpacific) is a domestic corporation registered with the SEC on 14 July 1995. It started commercial operation in 1996 with an authorized capital stock of Twenty-Five Million Pesos (Php25,000,000.00), divided into Two Hundred Fifty Thousand shares (250,000) with a par value of One Hundred Pesos (Php100.00) each. Its primary purpose is to engage in the business of public commercial radio, terrestrial, cable and satellite broadcast. TBGI does not have any subsidiary under it.

On 07 November 2002, the SEC approved the increase in authorized capital stock of TBGI from Twenty-Five Million Pesos (Php25,000,000.00) divided into Two Hundred Fifty Thousand shares with par value of One Hundred Pesos (Php100.00) each, to One Hundred Fifty Million Pesos (Php150,000,000.00) divided into One Hundred Fifty Million (150,000,000) shares with par value of One Peso (Php1.00) each.

On 27 December 2002, the Company's Board of Directors and stockholders approved the following resolutions:

The conversion of additional paid-in capital amounting to Php58,341,330.00 into 58,341,330 shares of stock to be paid, as and by way of stock dividends, to all stockholders of the Company as of 31 December 2002 in proportion to the number of shares held by each stockholder and which will be issued out of the proposed increase in the authorized capital stock from One Hundred Fifty Million Pesos (Php150,000,000.00) to Three Hundred Eighty Million Pesos (Php380,000,000.00);

The increase in authorized capital stock from One Hundred Fifty Million Pesos (Php150,000,000.00) divided into One Hundred Fifty Million (150,000,000) shares with par value of One Peso (Php1.00) per share to Three Hundred Eighty Million Pesos (Php380,000,000.00) divided into Three Hundred Eighty Million (380,000,000) shares with par value of One Peso (Php1.00) per share; and

The amendment of Article Seventh of the Amended Articles of Incorporation in relation to the proposed increase in authorized capital stock.

The Company's subscribed and paid-up capital as of 31 December 2002, after incorporating the effect of stock dividends in 2002, amounts to Php139,341,330.00.

On April 15, 2003, the SEC approved the aforesaid increase and amendments.

The Company is a duly registered Clark Special Economic Zone (CSEZ) enterprise with Registration Certificate No. 95-53 dated 29 November 1995 and has a 25-year Lease Agreement to build, maintain, and manage a satellite earth station within the CSEZ. TBGI holds a 25-year Congressional Telecom Franchise for commercial telecommunications operations under RA 8657, which the legislative body passed into law on 22 June 1998. It also has an approved Provisional Authority to transmit radio signals to satellites granted by National Telecommunication Commission (NTC).

TBGI generates revenues mainly from Internet, Intranet, and local loop services subscriptions of schools, corporate private sector and government agencies. The Company sells (1) data services to subscriber schools (at present the Company only provides services to schools) for Internet connectivity and virtual private network connectivity, and (2) video uplink services to local and foreign TV channels.

For the delivery of its services, TBGI owns and operates satellite facilities having separate buildings for transmitter and power generators at the 1.1-hectare area of former US Air Force Satellite Communication facility in CSEZ in Pampanga. TBGI's integral facility, the Clark Development Corp. (CDC) Broadcast Operations Center, houses 20 studios for media production and post-production services inside 277 square meter area of industrial-grade raised flooring, with an enclosed soundproof broadcast studio. TBGI connection to the Internet features the Asia Broadcasting Satellite 5 space segment, and UUNet fiber optic line to complete the link. As back-up connectivity, a fiber optic line is terminated at TBGI data hub.

The Company does not conduct research and development, in accordance with its policy of using existing technologies and forming alliances or supply arrangements with providers of applicable technology that come in the way to serve market opportunities better. TBGI operations do not generate waste or toxic emissions.

### **Properties**

All of the Company's properties and equipment units have been paid for in full and fully owned by the Company.

Complementing the facilities in Clark, Pampanga is the TBGI Network Monitoring and Operations Center at the 9<sup>th</sup> floor of Summit One Building in Mandaluyong City, Metro Manila. TBGI bought the remaining ATN financial interest in the 9<sup>th</sup> Floor of Summit One Tower Building with a total area of 853 square meters. In addition, TBGI owns a 210 square meter house inside a 248 square meter lot in Island Park Dasmariñas, Cavite. The facility is used for training, seminars and other human resource development activities.

The Company has no plan to acquire additional real estate properties within the next twelve (12) months.

### **Legal Proceedings**

On June 1, 2011, the Company received from the International Chamber of Commerce a notice that GEM Global Yield Fund Limited filed a Request for Arbitration, under reference number 17966/CYK, pertaining to the Equity Line of Credit Agreement signed by both parties. As of to date, the Company has not executed any Terms of Reference on the abovementioned arbitration proceedings.

Other than the above-mentioned, the Company is not involved in any litigation incidental to the conduct of its business. If there is any claim against the company, the Company believes that the cases against it have no legal basis and that there is no pending litigation that will have a material or adverse effect on its financial position or operations.

### **Submission of Matters to a Vote of Security Holders**

There was no meeting held during the 4th quarter of fiscal year ending December 31, 2014.

### **Management's Discussion and Analysis or Plan of Operation**

#### **(1) Plan of operation**

TBGI started to establish its data services network in 2001 with the installation of a satellite main hub transmitter-receiver to link the interactive broadband requirements of educational institutions.

Aside from its new market development efforts, the Company plans to continue its business in the manner it did last year. The company's internal revenue generation, interest income from various money market placements, and the cash balance are sufficient to satisfy its cash requirements for the next twelve months. It will continue to focus on its existing principal activities and has no plan to engage in major product research and development or purchase or sell any plant and significant equipment. The company values its human resources and it has no plan to decrease the number of its employees.

There is no known trend or uncertainty that will significantly reduce TBGI's liquidity. Management expects growth in revenues to come increasingly from data services and Internet growth as the satellite data broadcast network expands with market demand. The demand of schools subscribing for Internet connectivity will require equipment purchases that will be taken out of inventory.

There is no liquidity problem foreseen in the next 12 months as current assets of Php19.6 Million as of 31 December 2015 covers more than twice the Php6.9 Million of current liabilities.

TBGI's profitability is significantly sensitive to revenues and cost of bandwidth used. While there is no known event that will materially affect revenues, the price of bandwidth has declined significantly with the sharing of the new DS3 line with various users located in Summit One Tower.

## FY 2015

Total assets decreased from PHP 361 million to PHP 308 million as of December 31, 2015. The net decrease of PHP 53 million in the total assets resulted from movements in the following:

Decrease in current assets of P 6 million arising from the following changes:

- Decrease of PHP 2.757 million in cash primarily due to additional investment in associates.
- Decrease of PHP 6 million in accounts receivables due to collection.
- Decrease P11.617 million in short term investment due to redemption of the investment.
- Increase of PHP1.5 million in other current assets due to reclassification from other non-current.

Decrease in non-current assets of PHP 6 million due to the following:

- Decrease in advances for projects of PHP 9.5 million due to liquidation of advances.
- Increase of PHP 442 thousand in property and equipment due to transfer from other current assets.
- Decrease in investment in associates of PHP 1.2 million.
- Amortization of franchise by PHP 0.6 million.
- Decrease of PHP6 million in other non-current assets due to reclassification.

Total liabilities decreased from PHP 62 million as of December 31, 2014 to PHP 7.7 million as of December 31, 2015. The net decrease of PHP 54 million was due to the following:

Decrease in current liabilities of PHP 1.782 million arising from the following changes:

- Increase of PHP 0.19 million in accounts payable due to slower in payment.
- Increase of PHP 5.565 million in current portion of interest-bearing liabilities due to reclassification from non-current liabilities.
- Increase in income tax payable of PHP 62 thousand.

Decrease of non-current liabilities by PHP 60 million arising from the following changes:

- Decrease of PHP 54 million in subscription payable due to payment.
- Decrease of PHP 0.449 million in pension liability.

On the equity side, total equity remains almost the same as of December 31, 2015 and 2014 of PHP 300 million.

The following table shows the top five (5) important financial indicators of the company with comparable period in the past year.

	December 31, 2015	December 31, 2014
Current Ratio	2.82	33.46
Debt-to-Equity Ratio	0.26	0.21
Gross Profit Margin	.9%	4.8%
Net Income to Sales Ratio	3.1%	-19.5%
Net Income (loss) in pesos	P1,203,046	(P6,951,035)

The following are important performance indicators of the company:

Current Ratio	Calculated ratio of current assets into current liabilities. Indicates the ability of the company to finance current operations without need for long term capital.
Debt-to Equity Ratio	Calculated ratio of total debt into total equity. Indicates the level of indebtedness of the company in relation to buffer funds provided by equity against any operating losses. Also indicates the capacity of the company to absorb or take in more debt.
Gross Profit margin	Calculate ratio expressed in percentage of the gross margin into revenues. Indicates the ability of the company to generate margin sufficient to cover administrative charges, financing charges and provide income for the stockholders.
Net Income to sales Ratio, and Earnings per Share	Calculated ratio of net income into total revenues. Indicates the efficiency of the company in generating revenues in excess of cash operating expenses and non-cash charges, and the ability of the company to declare dividends for stockholders.

There is no material off balance sheet transactions, arrangements, obligations (including contingent obligations) and other relationships of the company with unconsolidated entities or other persons created during the reporting period.

## FY 2014

Total assets increased by 15% from PHP 314 million to PHP 362 million as of December 31, 2014. The net increase of PHP 48 million in the total assets resulted from movements in the following:

Decrease in current assets of P 10.59 million arising from the following changes:

- e. Decrease of PHP 4.45 million in cash (-52%) primarily due to additional investment in associates.
- f. Decrease of PHP 5 million in accounts receivables (-20%) due to collection.
- g. Decrease of PHP 945 thousand in other current assets (-26%) due to transfer to property and equipment.

Increase in non-current assets of PHP 56 million (22%) due to the following:

- f. Decrease in advances for projects of PHP 1.5 million due (-9%) to liquidation of advances.
- g. Increase of PHP 860 thousand in property and equipment due to transfer from other current assets.
- h. Decrease in investment property of PHP 5 million (10%) due fair value adjustment.
- i. Increase in investment in associates of PHP 80 million (267%) due to additional subscription in shares of stock of ATN Phil. Solar.
- j. Amortization of franchise by PHP 0.6 million (-10%).
- k. Decrease of PHP 1.2 million in other non-current assets (-11%).

Total liabilities increased from PHP 7.3 million as of December 31, 2013 to PHP 62 million (743%) as of December 31, 2014. The net increase of PHP 55 million was due to the following:

Decrease in current liabilities of PHP 1.782 million arising from the following changes:

- d. Increase of PHP 0.257 million in accounts payable (31%) due to slower in payment.
- e. Decrease of PHP 0.109 million in current portion of interest-bearing liabilities due to payment.

Increase of non-current liabilities by PHP 54 million arising from the following changes:

- c. Increase of PHP 54 million in subscription payable (100%) due to additional investment in associates.
- d. Increase of PHP 0.123 million in pension liability (11%).

On the equity side, total equity decreased to PHP 300 million as of December 31, 2014 from PHP 307 million of December 31, 2013. The net decrease of PHP 6.8 million is due to the following:

- a. Decrease of PHP 4.6 million in retained earnings (11%) due to loss in operation.
- b. Decrease of PHP 2.22 million in revaluation increment on property and equipment.

The following table shows the top five (5) important financial indicators of the company with comparable period in the past year.

	December 31, 2014	December 31, 2013
Current Ratio	33.46	49.00
Debt-to-Equity Ratio	0.21	0.02
Gross Profit Margin	4.8%	3.9%
Net Income to Sales Ratio	-19.5%	-1.6%
Net Income (loss) in pesos	(P6,951,035)	(P532,130)

The following are important performance indicators of the company:

Current Ratio	Calculated ratio of current assets into current liabilities. Indicates the ability of the company to finance current operations without need for long term capital.
Debt-to Equity Ratio	Calculated ratio of total debt into total equity. Indicates the level of indebtedness of the company in relation to buffer funds provided by equity against any operating losses. Also indicates the capacity of the company to absorb or take in more debt.
Gross Profit margin	Calculate ratio expressed in percentage of the gross margin into revenues. Indicates the ability of the company to generate margin sufficient to cover administrative charges, financing charges and provide income for the stockholders.

Net Income to sales Ratio, and Earnings per Share	Calculated ratio of net income into total revenues. Indicates the efficiency of the company in generating revenues in excess of cash operating expenses and non-cash charges, and the ability of the company to declare dividends for stockholders.
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### FY 2013

Total assets increased from PHP 314.022 million to PHP 314.078 million as of December 31, 2013. The net increase of PHP 56 thousand (0%) in the total assets resulted from movements in the following:

Decrease in current assets of P 6 million (-11%) arising from the following changes:

- a. Decrease of PHP 1 million in cash (-9%) primarily due to additional investment in associates.
- b. Decrease of PHP 5 million in accounts receivables (-17%) due to provision for doubtful accounts and collection.
- f. Decrease of PHP 358 thousand in spare inventory (-9%) due to transfer to property and equipment.

Increase in non-current assets of PHP 6 million (2%) due to the following:

- a. Decrease in advances for projects of PHP 7.4 million (-31%) due to liquidation of advances.
- b. Increase of PHP 4 million in property and equipment due to acquisition and transfer from spares inventory.
- c. Increase in investment in associates of PHP 18.375 million (158%) due to additional investment in ATN Phil. Solar.
- g. Amortization of franchise by PHP 0.6 million (9%).
- h. Increase of PHP 7.532 million in other non-current assets (212%).

Total liabilities increased by 7% from PHP 7.047 million as of December 31, 2012 to PHP 7.519 million as of December 31, 2013. The net increase of PHP 0.471 million was due to the following:

Decrease in current liabilities of PHP 1.782 million (82%) arising from the following changes:

- a. Increase of PHP 0.379 million in accounts payable (85%) due to slower in payment.
- b. Decrease of PHP 5 million in current portion of interest-bearing liabilities (-96%) due to transfer to long term loans.
- c. Increase of PHP 49 thousand in income tax payable (212%).

Increase of non-current liabilities by PHP 5.0 million (7%) arising from the following changes:

- a. Increase of PHP 5 million in interest-bearing liabilities due to transfer from current liability (4714%).
- b. Increase of PHP 0.083 million in pension liability (8%).
- c. Decrease of PHP 0.117 million in deferred tax liability (-40%).

On the equity side, total equity decreased to PHP 306.560 million as of December 31, 2013 from PHP 307 million of December 31, 2012. The net decrease of PHP 0.415 million (0%) is due to the following:

- a. Decrease of PHP 1.810 million in retained earnings (-4%) due to loss in operation.
- b. Decrease of PHP 2.22 million (40%) in revaluation increment on property and equipment.

The following table shows the top five (5) important financial indicators of the company with comparable period in the past year.

	December 31, 2013	December 31, 2012
Current Ratio	49.00	9.794
Debt-to-Equity Ratio	0.025	0.022
Gross Profit Margin	-5.224%	-7.75%
Net Income to Sales Ratio	-1.62%	-25.21%
Net Income (loss) in pesos	(P532,129)	(P8,059,145)



The following are important performance indicators of the company:

Current Ratio	Calculated ratio of current assets into current liabilities. Indicates the ability of the company to finance current operations without need for long term capital.
Debt-to Equity Ratio	Calculated ratio of total debt into total equity. Indicates the level of indebtedness of the company in relation to buffer funds provided by equity against any operating losses. Also indicates the capacity of the company to absorb or take in more debt.
Gross Profit margin	Calculate ratio expressed in percentage of the gross margin into revenues. Indicates the ability of the company to generate margin sufficient to cover administrative charges, financing charges and provide income for the stockholders.
Net Income to sales Ratio, and Earnings per Share	Calculated ratio of net income into total revenues. Indicates the efficiency of the company in generating revenues in excess of cash operating expenses and non-cash charges, and the ability of the company to declare dividends for stockholders.

Disclosure on material events and uncertainties

- 1 There is no known trend, demands, commitments, events or uncertainties that will have material impact on the issuer's liquidity
- 2 There is no event that will trigger direct or contingent financial obligation that is material to the company.
- 3 There is no material off-balance sheet transaction, arrangement, obligations and other relationships of the company.
- 4 There is no material commitment for capital expenditures.
- 5 There is no known unfavorable trend, events, or uncertainties that have material impact on net sales.
- 6 There is no significant element of income that did not arise from the issuer's operations.
- 7 There is no seasonal aspects that has a material effect on the FS.

### **Information on Independent Accountant and related Matter**

#### **(1) External Audit Fees and Services**

R. R. TAN & ASSOCIATES, CPAs, the external auditor of the company, audited the financial position as at December 31, 2015 and 2014 with the contract amount of P295,000 and P275,000 respectively inclusive of out of pocket expenses.

R. R. Tan & ASSOCIATES, CPAs will audit the Company's statement of financial positions and the related statements of comprehensive income, statement of changes in equity and statement of cash flows for the year then ending and will provide an audit report on the financial statements referred to above in accordance with Philippine Financial Reporting Standards.

As part of the engagement, R. R. Tan & ASSOCIATES, CPAs will also assist in the preparation of the Company's annual income tax returns for filing with the Bureau of Internal Revenue;

There were no tax fees paid for the last two fiscal years for professional services rendered on tax accounting, compliance, advice, planning and any other form of tax services.

There were no other fees paid by the company for product and other services provided by the auditor.

The audit committee headed by Kenneth C. Co (Chairman), Arsenio T. Ng (Member) and Paul B. Saria (Member) has no policies and procedures of the above services.

#### **(2) Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

There were no events where R. R. Tan & ASSOCIATES, CPAs and the company had any disagreement on any matter of accounting principles or practices, financial statements disclosures, audit scope or procedures which led to a change in external auditors and if not resolved to the satisfaction of any of these accountants, would have caused the latter to make reference to the subject matter of disagreement in connection with its report.

## Expansion Plans

Transpacific installed its web site [www.tbgi.net.ph](http://www.tbgi.net.ph) and is developing a portal, which form the basis for hosting of B2B and B2C e-commerce. TBGI has at its disposal the use of facilities owned by the ATN Group for the performance of broadband services. Summit One Tower hosts the fiber optic backbone with bandwidth of 1 DS3 (equivalent to 22 E1 or 44 Mbps), and the necessary tower height for WIFI transmission in Metro Manila. With the DS3 bandwidth supply now available at Summit One Tower, the TBGI WIFI network envisaged for Metro Manila will be implemented in alliance with equipment suppliers from Taiwan and the USA.

TBGI expects to become a major wireless data services provider for schools in the Philippines. There is no foreseeable event, which may have a material impact on its short-term liquidity, and no seasonal aspect had material effect on the financial condition of the Company's operation. Funding for the expansion will be sourced from borrowings and available credit facilities from local banks.

TBGI market development and business expansion are focused on energy. TBGI has made investments in ATN Philippines Solar Energy Group, Inc. (ATN Solar) in cooperation with project proponent ATN Holdings, Inc. The TBGI affiliate has secured its Solar Energy Service Contract from the Department of Energy for a 30 Megawatt Solar PV Power Plant near Metro Manila. The project is shovel ready and is undertaking financial closing with banks and private equity.

## Market Price for Registrant's Common Equity and Related Stockholder Matters

### (1) Market Information

The registrant's common equity is principally traded at the Philippine Stock Exchange. TBGI high and low sales prices for the last two years are indicated in the table below.

	Jan 1 to Dec 31, 2015		Jan 1 to Dec 31, 2014	
	High	Low	High	Low
Qtr. 1	2.14	1.85	2.25	2.20
Qtr. 2	2.03	1.70	2.05	2.00
Qtr. 3	1.79	1.44	2.30	2.22
Qtr. 4	1.52	1.42	2.15	2.14

**The price information as of the latest practicable trading date, July 29, 2016 has a high and low of P1.85.**

### (2) Holders

There is no acquisition, business combination or other reorganization that affect the transaction on amounts and percentage of present holdings of the registrant's common equity owned beneficially by:

- (a) more than five percent (5%) beneficial owner of registrant's common equity;
- (b) each directors and nominee; and
- (c) all directors and officers as a group, and the registrant's present commitments to such persons with respect to the issuance of shares.

There are approximately 381 holders of common shares of the Company as of July 31, 2016 (bases on the number of accounts registered with the Stock Transfer Agent).

### **The top 20 stockholders as of June 30, 2016 are as follows:**

Shareholders of Each Class	No. of Shares Held	% of Total Shares Outstanding
1. PCD Nominee Corp. (NF)	81,826,209	36.93%
2. PCD Nominee Corp. (F)	81,422,806	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%

### (3) Dividends

There was no cash dividend declared for the last three fiscal years and there are no restrictions that limit the payment of dividend on common shares.

### (4) Recent Sales of Unregistered Securities

The Company has not sold any securities within the past three years that were not registered under the RSA.

### **Compliance with leading practice on Corporate Governance**

On April 18, 2016, the Company submitted to the Securities and Exchange Commission the Revised Manual of Corporate Governance in accordance with SEC Memorandum Circular No. 9, Series of 2014. Thereafter, a Compliance Officer was appointed to undertake quarterly feedback sessions with the Chairman of the Board to discuss governance-related issues. The level of compliance of the Board is measured by their attendance in scheduled meetings for Corporate Governance in which possible violations are discussed and all attendees are reminded of their responsibilities. In all of the meetings the members attended, there was no violation identified.

The Company adopted additional leading practices on good governance in its Manual of Corporate Governance, although some of them were already practiced in the Company beforehand. On the overall, the Company has substantially complied with the rules and principles of corporate governance set out in the Company's Manual of Corporate Governance.

The Company did not deviate from the adopted Manual of Corporate Governance. and all members of the Board Directors as well as Senior Management officers completed and were duly certified to have attended a 1-day special in-house seminar on Corporate Governance. There is no additional plan to improve corporate governance of the company from the existing manual.

### **SEC FORM 17-A**

**A copy of SEC Form 17-A will be provided to any stockholder of Transpacific Broadband Group International Inc. without any charge upon written request addressed to:**

**Paul B. Saria**

Transpacific Broadband Group International, Inc.  
9<sup>th</sup> Floor Summit One Tower  
530 Shaw Blvd., Mandaluyong City, Metro Manila