

SEC Number 37535  
File Number \_\_\_\_\_

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**ATN HOLDINGS, INC.**

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(Company)

**9th Floor, Summit One Tower,  
530 Shaw Blvd., Mandaluyong**

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(Address)

**533-4052 / 717-0523 / 718-3720**

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(Telephone Number)

**March 31**

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(Fiscal Year Ending)  
(Month & day)

**SEC Form 17-C  
Minutes of Annual Stockholders' Meeting  
November 13, 2014**

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(Form Type)

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Amendment Designation (if applicable)

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(Period Ended Date)

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(Secondary License Type and File Number)

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17  
OF THE REVISED SECURITIES ACT (RSA)  
AND RSA RULE 17.2 (c) THEREUNDER

1. **November 13, 2014**

\_\_\_\_\_  
Date of Report (Date of earliest event reported)

2. SEC Identification Number **37535**

3. BIR Tax Identification No. **005-056-869**

4. **ATN HOLDINGS, INC.**

\_\_\_\_\_  
Exact name of registrant as specified in its charter

5. **Philippines**

\_\_\_\_\_  
Province, country or other jurisdiction of  
incorporation

6.

\_\_\_\_\_  
(SEC use only)  
Industry Classification Code:

7. **9th Floor Summit One Tower  
530 Shaw Boulevard, Mandaluyong City**

\_\_\_\_\_  
Address of principal office

\_\_\_\_\_  
Postal Code

8. **(632) - 717-0523, 718-3720**

\_\_\_\_\_  
Registrant's telephone number, including area code

9.

\_\_\_\_\_  
Former name or former address, if changed since last report

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

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding	
<b>Common A</b>	<b>370,000,000</b>	<b>P370,000,000.00</b>
<b>Common B</b>	<b>80,000,000</b>	<b>P 80,000,000.00</b>

11. Indicate the item numbers reported herein: **Annual Stockholders' Meeting**

This is to notify that **ATN Holdings, Inc.** held its regular annual stockholders' meeting on November 13, 2014 at the Multi Media Center, Ground Floor, Summit One Tower Annex Building, 530 Shaw Boulevard, Mandaluyong City at 1:00 pm. The meeting started at 1:00 PM and adjourned at 3:00 PM.

Stockholders representing more than 75% of the issued and outstanding shares were present in person or by proxy.

The president reported the highlights of the audited fiscal year March 31, 2014 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 with 2/3 votes in the said meeting approved and ratified the following:

- (1) the minutes of the previous annual stockholders' meeting of 21<sup>st</sup> November 2013,
- (2) the Audited Financial statements of ending March 31, 2014,
- (3) the Report of the President pertaining to results of legal cases and operations,
- (4) Amendment to the Articles of Incorporation and By-laws of the Corporation:

**a. Stockholders' Ratification No 1: Amendment of Article VII In relation to the second paragraph**

*"RESOLVE, as it is hereby resolved, that ATN Holdings, Inc. (the "Corporation") be authorized to delete a clause in Article VII of the Corporation's Articles of Incorporation stating, to wit: "corresponding to the increased capital of 50,000,000.00 which the Board of Directors may from time to time issue";*

*RESOLVED FURTHER, that the Corporation's President, Arsenio T. Ng, be authorized to sign any and all documents and resolutions in order to effect the foregoing resolution;*

*RESOLVED FINALLY, that the foregoing resolution remain valid and subsisting, unless otherwise revoked or amended in writing by the Corporation."*

**b. Stockholders' Ratification No 2: Increase In Authorized Capital Stock and Decrease In Par Value of the Corporation**

*"RESOLVE, as it is hereby resolved, that ATN Holdings, Inc. (the "Corporation") be authorized to increase its authorized capital stock from One Billion Two Hundred Million Pesos (P1,200,000,000.00) divided into One Billion Two Hundred Million (1,200,000,000) shares of common stock with a par value of Philippine Pesos: one (P1.00), to One Billion Six Hundred Fifty Million Pesos (P1,650,000,000.00) divided into Sixteen Billion Five Hundred Million (16,500,000,000) shares of common stock with a par value of ten centavos (P0.10);*

*RESOLVED FURTHER, that the relevant provisions of the Corporation's articles of incorporation be amended in order to effect the above resolution;*

*RESOLVED FURTHER, that the Corporation's President, Arsenio T. Ng, be authorized to sign any and all documents and resolutions in order to effect the foregoing resolution;*

*RESOLVED FINALLY, that the foregoing resolution remain valid and subsisting, unless otherwise revoked or amended in writing by the Corporation."*

**c. Stockholders' Ratification No. 3: Amendment of Article 3 of the Articles of Incorporation of the Corporation**

*"RESOLVE, as it is hereby resolved, that the principal office of the Corporation is changed from "Mandaluyong City" to "530 Shaw Boulevard, Mandaluyong City"*

*RESOLVED FURTHER, that the relevant provisions of the Corporation's articles of incorporation be amended in order to effect the above resolution;*

*RESOLVED FURTHER, that the Corporation's President, Arsenio T. Ng, be authorized to sign any and all documents and resolutions in order to effect the foregoing resolution;*

*RESOLVED FINALLY, that the foregoing resolution remain valid and subsisting, unless otherwise revoked or amended in writing by the Corporation."*

**d. Stockholders' Ratification No 4: Declaration of Stock Dividends**

*RESOLVE, as it is hereby resolved that all the members of the Board of Directors of ATN Holdings, Inc. (the "Corporation"), approved the declaration of Four Hundred Fifty Million (450,000,000) shares of stock as stock dividends payable in shares taken from the increase in authorized capital stock from 1,200,000,000 to 1,650,000,000 with a par value of P1.00 per share;*

*RESOLVED FURTHER that the Corporation is hereby authorized to issue the corresponding proportionate shares of stock to stockholders of records as of \_\_\_\_\_. (The record date of the stockholders entitled to stock dividends shall be fixed and approved by the Securities and Exchange Commission (SEC) after all clearances and approvals by the Commission shall have been secured. The payment date shall be determined by the Corporation after the SEC has fixed the record date.)*

*RESOLVED FURTHER that no dividend shall be paid with respect to any shares of stock for which payment shall not have been fully made to the Corporation on the dividend date;*

*RESOLVED FURTHER, that the Corporation's President, Arsenio T. Ng, be authorized to sign any and all documents and resolutions in order to effect the foregoing resolution;*

*RESOLVED FINALLY, that the foregoing resolution remain valid and subsisting, unless otherwise revoked or amended in writing by the Corporation."*

**e. Stockholders' Ratification No 5: Creation of Stock Options etc.**

*"RESOLVE, as it is hereby resolved, that ATN Holdings, Inc. (the "Corporation") be authorized to grant stock options, issue warrants or enter into stock purchase agreements as the board may deem necessary and desirable for the Corporation;*

*RESOLVED FURTHER, that the Corporation be authorized to add a provision in its Articles of Incorporation in order to authorize the board to effect the above resolution;*

*RESOLVED FURTHER, that the Corporation's President, Arsenio T. Ng be authorized to sign any and all documents and resolutions in order to effect the foregoing resolution;*

*RESOLVED FINALLY, that the foregoing resolution remain valid and subsisting, unless otherwise revoked or amended in writing by the Corporation."*

**f. Stockholders' Ratification No 6: Change on the date of the Annual Stockholders Meeting**

*"RESOLVE, as it is hereby resolved, that ATN Holdings, Inc. (the "Corporation") be authorized to change the date of the Corporation's annual stockholders' meeting from 2<sup>nd</sup> Thursday of July to 2<sup>nd</sup> Thursday of November;*

*RESOLVED FURTHER, that the relevant provisions of the Corporation's by-laws be amended in order to effect the above resolution;*

*RESOLVED FURTHER, that the Corporation's President, Arsenio T. Ng, be authorized to sign any and all documents and resolutions in order to effect the foregoing resolution;*

*RESOLVED FINALLY, that the foregoing resolution remain valid and subsisting, unless otherwise revoked or amended in writing by the Corporation."*

**g. Stockholders' Ratification No 7: Dividend Policy**

*"RESOLVE, as it is hereby resolved, that ATN Holdings, Inc. (the "Corporation") be authorized to approve the Corporation's dividend policy to be read as follows:*

*“Shareholders of the Corporation are entitled to receive dividends based on the recommendation of the board of directors. Such recommendation will take into consideration factors such as operating expenses, implementation of business plans, and working capital among other factors.”*

*RESOLVED FURTHER, that Corporation be authorized to incorporate its dividend policy in the Corporation’s by-laws;*

*RESOLVED FURTHER, that the Corporation's President, Arsenio T. Ng, be authorized to sign any and all documents and resolutions in order to effect the foregoing resolution;*

*RESOLVED FINALLY, that the foregoing resolution remain valid and subsisting, unless otherwise revoked or amended in writing by the Corporation.”*

**h. Stockholders’ Ratification No 8: Manual on Corporate Governance**

*“RESOLVED, that the Board of Directors of ATN Holdings, Inc. (the “Corporation”), hereby approves the Revised Manual on Corporate Governance of the Corporation in compliance with SEC Memorandum Circular Nos. 6 and 9 series of 2009 and 2014 respectively;*

*RESOLVED FURTHER, that the Corporation's President, Arsenio T. Ng, be authorized to sign any and all documents and resolutions in order to effect the foregoing resolution;*

*RESOLVED FINALLY, that the foregoing resolution remain valid and subsisting, unless otherwise revoked or amended in writing by the Corporation.”*

**i. Stockholders’ Ratification No 9: Incorporation of the Manual on Corporate Governance**

*“RESOLVE, as it is hereby resolved, that ATN Holdings, Inc. (the “Corporation”) be authorized to require candidates nominated to become a member of the Corporation to be pre-screened and shortlisted by the nomination committee;*

*RESOLVED FURTHER, that the relevant provisions of the Corporation’s by-laws be amended in order to effect the above resolution;*

*RESOLVED FURTHER, that the Corporation's President, Arsenio T. Ng, be authorized to sign any and all documents and resolutions in order to effect the foregoing resolution;*

*RESOLVED FINALLY, that the foregoing resolution remain valid and subsisting, unless otherwise revoked or amended in writing by the Corporation.”*

- (5) the appointment of R.R. Tan and Associates as external auditor, and Atty. Renato E. Taguiam as Corporate Secretary,
- (6) 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:

**Remuneration Committee:**

Arsenio T. Ng - Chairman  
Paul B. Saria – Member  
Bonifacio Choa – Independent

**Audit Committee**

Hyland Si – Chairman, Independent  
Santos Cejoco – Member  
Hilario T. Ng - Member

**Nomination Committee**

Arsenio T. Ng - Chairman  
Santos Cejoco – Member  
Hyland Si - Independent

Elected as members of the Board of Directors effective immediately and until their successors are duly elected and qualified:

- |  |   |
|--|---|
| Arsenio T. Ng, - Chairman, CEO & President | Manuel R. Moje - Director               |
| Hilario T. Ng - Director                   | Arturo Magtibay - Director              |
| Santos L. Cejoco – Director                | Chee Chong Cheah – Independent Director |
| Yu Ting Guan – Director                    | Bonifacio Choa - Independent Director   |
| Paul B. Saria – Director                   | Hyland Si – Independent Director        |
| Jose V. Romero Jr. – Director              |   |

Immediately after the annual stockholders' meeting, the company held its organizational meeting and the following were elected as officers for the year 2014-2015:

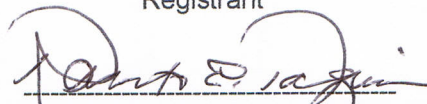
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|------------------------|--|
| Arsenio T. Ng          | Chairman<br>President<br>Chief Executive Officer               |
| Hilario Ng             | Chief Operating Officer  |
| Santos Cejoco          | Chief Corporate Planner  |
| Atty. Renato E. Taguam | Corporate Secretary  |
| Paul B. Saria          | Assistant Corporate Secretary<br>Corporate Information Officer |

**SIGNATURES**

Pursuant to the requirements of the Revised Securities Act, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**ATN HOLDINGS, INC.**

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Registrant

  
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**ATTY. RENATO E. TAGUAM**  
Corporate Secretary

Date -----

SUBSCRIBED AND SWORN to before me this 13<sup>TH</sup> day of November 2014, affiant exhibiting his Driver's License No. N02-83-334096, expires on March 11, 2017, issued at Quezon city.

NOTARY PUBLIC

Doc. No.: \_\_\_\_\_  
Page No.: \_\_\_\_\_  
Book No.: \_\_\_\_\_  
Series of 2014