

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)

**632-7717-0523**

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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 25, 2021**

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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 25, 2021**

\_\_\_\_\_  
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**

**1552**

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

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

8. **(632) - 7717-0523**

\_\_\_\_\_  
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

**Common A  
Common B**

**3,700,000,000  
800,000,000**

**P370,000,000.00  
P 80,000,000.00**

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

## Minutes of the Annual Stockholders Meeting of November 25, 2021, 1:30PM via Zoom meeting

- 1. Call to Order.** This is to notify that **ATN Holdings, Inc.** held its regular annual stockholders' meeting on November 25, 2021 at the Summit One Tower, 530 Shaw Boulevard, Mandaluyong City. via Zoom Teleconference The meeting started at 1:30 PM and adjourned at 3:00 PM.
- 2. Notice of the Meeting.** The Corporate Secretary certified that the Notice of the Annual Stockholders' Meeting and Definitive Information Statement were sent on October 6, 2021 and November 4, 2021 respectively via (1) Disclosure in the PSE Edge system, (2) Disclosure in the Company's website, (3) Publication in two (2) newspapers Daily Tribune and Malaya both on October 25 and 26, 2021., and (4) via email upon request of stockholders.
- 3. Determination of Quorum.** The Corporate Secretary certified that a quorum existed with 69.08% or 3,108,444,600 shares of the issued and outstanding shares were present in person or by proxy.

	No of shares	%
No. of Outstanding Voting shares	4,500,000,000	100%
Shareholders present	3,108,444,600	69.08%

Directors Present:	Position
Arsenio T. Ng	Chairman of the Board
Hilario T. Ng	Director
Manuel Moje	Director
Santos L. Cejoco	Director
Leonides Respicio	Director
Paul B. Saria	Director
Sophie Miles Ng	Director
Twinie Kaye Ng	Director
Hyland Si	Independent Director
Bonifacio Choa	Independent Director

- 4. Instructions on Rules of Conduct, Voting Procedures and Voting Requirements.** The Corporate Secretary explained the rules of conduct, voting procedures and voting requirements of the meeting via (1) show of hands or (2) registration and voting in absentia. Registration form and/or proxy forms were sent to stockholder that signified their intent to join the meeting via email or via downloadable form in the company website with a deadline of submission on November 18, 2021. Other question are to be taken up under "Other Matters"
- 5. Approval of the Minutes of Meeting of 2020.** The Assistant Corporate Secretary presented an electronic copy of the previous minutes of meeting held on November 26, 2020. On motion duly made and seconded, the minutes of meeting of the previous meeting of the Stockholders held on November 26, 2020. Stockholders votes on the resolution as follows:

	FOR	AGAINST	ABSTAIN
No. of Voted Shares	3,108,444,600	0	0
% of total outstanding shares	69%		

- 6. Report of the President and Presentation of the Audited Financial Statements.** The President, Arsenio T. Ng instructed the Chief Operations Officer, Paul B. Saria to present the report (*in powerpoint*) and the Audited Financial Statements ending March 31, 2021 of the Corporation. Stockholders noted the President/Annual Report and the Audited Financial Statements ending March 31, 2021 without objections, as follows:

	FOR	AGAINST	ABSTAIN
No. of Voted Shares	3,108,444,600	0	0
% of total outstanding shares	69%		

- 7. Ratification of the Acts of the Board of Directors and Officer.** The Corporate Secretary announced that stockholders' ratification is being sought for all the acts and resolution of the Board and other Board Committees exercising powers delegated by the Board, which were adopted for year 2020 to 2021, as well as for all the acts of the Corporation's officers performed in accordance

with the resolutions of the Board. Stockholders ratified all the acts of the Board, Committees and Officers, with the following votes:

	FOR	AGAINST	ABSTAIN
No. of Voted Shares	3,108,444,600	0	0
% of total outstanding shares	69%		

- 8. Ratification of the Board of Directors' approval regarding the Unipage Management, Inc. Subscription of 2,325,055,429 shares to be issued from the unsubscribed portion of the authorized capital stock of the corporation, and application for listing.** Last November 14, 2019, the stockholders of the Corporation ratified Board of Directors' resolution on the subscription of Unipage Management, Inc. (UMI) of 2,325,055,429 shares at a price per share value of P0.20 per share. Further, the waiver of the majority of the minority shareholders to conduct a rights/public offering with respect to the abovementioned subscription was also obtained. Following the approval of the stockholders, the Board of Directors on its special meeting of October 4, 2021 meeting resolved to approve the issuance of the 2,325,055,429 ATN shares for UMI from the unsubscribed portion of the authorized capital stock of the Corporation consisting of Three Hundred Twenty Five Million Fifty Five Thousand Four Hundred Twenty Nine (325,055,429) Common Class "A" Shares and Two Billion (2,000,000,000) Common Class "B" shares, and listing thereof in the Philippine Stock Exchange. Stockholders ratified the abovementioned Resolution with the following votes:

	FOR	AGAINST	ABSTAIN
No. of Voted Shares	3,108,444,600	0	0
% of total outstanding shares	69%		

- 9. Reaffirmation of the waiver of rights/public offering by the minority shareholders with respect to the subscription of Unipage Management, Inc. of 2,325,055,429 shares and Arsenio T. Ng of 824,944.571 shares at a price per share value of p0.20 per share.**

This is a reaffirmation of the waiver of the majority of the minority shareholders, previously obtained in 2019, to conduct a rights/public offering with respect to the to the subscription of Unipage Management, Inc. of 2,325,055,429 shares and Arsenio T. Ng of 824,944,571 shares at a price per share value of p0.20 per share used solely for the payment of subscription payable to ATN Philippines Solar Energy Group, Inc. The majority of the minority reaffirmed the above-mentioned waiver. No objections were received.

- 10. Election of Directors.** The Corporate Secretary presented the nominees for the Board of Directors of the Corporation. The Corporate Secretary certified that the following were duly nominated as directors of the Company for the ensuing year in accordance with the By-laws of the Corporation. Given that the number of nominees is similar to the required number of Directors under the Corporation's By-laws, stockholders duly elected the new Board of Directors based on the total cumulative votes as follows:

Director	Shareholdings	FOR
Arsenio T. Ng	2,763,541,260	3,108,444,600
Hilario T. Ng	3,501,000	3,108,444,600
Manuel Moje	10,000	3,108,444,600
Santos L. Cejoco	1,000	3,108,444,600
Leonides Respicio	10,000	3,108,444,600
Paul B. Saria	3,010,000	3,108,444,600
Sophie Miles Ng	3,052,774	3,108,444,600
Twinie Kaye Ng	5,114,333	3,108,444,600
Hyland Si	1,000,000	3,108,444,600
Bonifacio Choa	2,000,000	3,108,444,600
Paul C. Cheah	11,371,000	3,108,444,600

- 11. Appointment of External Auditor.** The Committee and the Board endorsed the appointment of R.R. Tan and Associates as the Corporation's External Auditor for the fiscal year 2021 to 2022. The Corporate Secretary, on behalf of the management, proposed the adoption of resolution for the appointment of the Corporation's external auditor. The stockholders voted on the resolution as follows:

	FOR	AGAINST	ABSTAIN
No. of Voted Shares	33,108,444,600	0	0
% of total outstanding shares	69%		

**12. Other Matters.** The Chairman opened the floor for other matters to be taken up or questions from the stockholders. After a few minutes, there being no matters raised the Chairman adjourned the meeting at 3:00PM, and thanked the stockholders for their attendance and support.

Immediately after the annual stockholders' meeting, the company held its organizational meeting and the following were elected as officers for the year 2019-2020:

Arsenio T. Ng	Chairman President Chief Executive Officer
Hilario Ng	Chief Financial Officer
Santos Cejoco	Chief Corporate Planner
Atty. Leonides S. Respicio	Corporate Secretary
Paul B. Saria	Chief Operations Officer Corporate Information Officer Assistant Corporate Secretary

The following are the committees and the respective members:

**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**

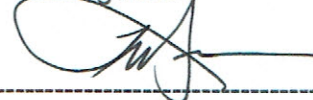
Arsenio T. Ng - Chairman  
Santos Cejoco – Member  
Hyland Si - Independent

**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.**

Registrant



**LEONIDES S. RESPICIO**  
Corporate Secretary

Date November 25, 2021

SUBSCRIBED AND SWORN to before me this 25<sup>TH</sup> day of November 2021,  
affiant exhibiting his \_\_\_\_\_ issued by the  
Integrated Bar of the Philippines.

Doc. No.: 277  
Page No.: 16  
Book No.: 150  
Series of 2021

**NOTARY PUBLIC**  
**ATTY. ROGELIO J. BOLIVAR I**  
**NOTARY PUBLIC IN QUEZON CITY**  
AM Adm. Matter No. 204 June 21, 2021 to Dec. 31, 2022  
IBP O.R. No. 132134 MD 2021 & IBP O.R. No. 133076 MD 2022  
PTR O.R. No. 0695112 D 1/4/21 / Roll No. 33832/TIN# 129-871-009  
MCLE No. VI-0029583 valid from 12/16/19 valid until 04/14/22 Quezon City  
Address: 31-F Harvard St., Cubao, Q.C.