

Remarks

C07668-2021

- The transactions and corporate actions disclosed by Filsyn Corporation ("FYN") as approved by its Board of Directors and stockholders are subject to further evaluation by the Exchange. The Exchange will require FYN to submit a full and comprehensive disclosure on the foregoing and will update the Trading Participants and the investing public accordingly.

SECURITIES AND EXCHANGE COMMISSION SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES REGULATION CODE AND SRC RULE 17.2(c) THEREUNDER

1. Date of Report (Date of earliest event reported)
Nov 11, 2021
2. SEC Identification Number
35841
3. BIR Tax Identification No.
000-158-664-000
4. Exact name of issuer as specified in its charter
FILSYN CORPORATION
5. Province, country or other jurisdiction of incorporation
MAKATI CITY
6. Industry Classification Code(SEC Use Only)
7. Address of principal office
UNIT 8 5B PEARLBANK CENTRE, 146 VALERO ST., SALCEDO VILLAGE, MAKATI CITY
Postal Code
1227
8. Issuer's telephone number, including area code
(02) 7752-3133 / 7752-3611
9. Former name or former address, if changed since last report
N/A
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
CLASS A COMMON	123,747,707
CLASS B COMMON	82,498,474

11. Indicate the item numbers reported herein

2

The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.



Filsyn Corporation
FYN

PSE Disclosure Form 4-24 - Results of Annual or Special Stockholders' Meeting
References: SRC Rule 17 (SEC Form 17-C) and Section 4.4 of the Revised Disclosure Rules

Subject of the Disclosure

ANNUAL STOCKHOLDERS' MEETING

Background/Description of the Disclosure

RESULTS OF ANNUAL STOCKHOLDERS' MEETING

List of elected directors for the ensuing year with their corresponding shareholdings in the Issuer

Name of Person	Shareholdings in the Listed Company		Nature of Indirect Ownership
	Direct	Indirect	
CHEN YU CHENG	50,000	- -	
AMY HUANG	49,999	- -	
RENATO V. DIAZ	9,376	- -	
JAIME M. STO. DOMINGO	1,040	- -	
MA. BELINA MARIANO	-	1	QUALIFYING SHARE
DAVID WANG	-	1	QUALIFYING SHARE
ALAN TSAI	50,000	- -	
EVELYN LIM-FORBES	113,233	- -	
CONSOLACION A. SANCHEZ	-	1	QUALIFYING SHARE
SAMUEL V. TORRES	-	1	QUALIFYING SHARE

External auditor SYCIP GORRES VELAYO AND CO.

List of other material resolutions, transactions and corporate actions approved by the stockholders

At the Rescheduled Annual Meeting of Filsyn Corporation (the "Company") held on November 11, 2021, the following corporate actions or matters were approved by the stockholders:

1. Financial Restructuring Project
2. Election of Directors
3. Minutes of the Rescheduled Annual Stockholders Meeting held on September 17, 2020
4. Annual Report/Audited Financial Statements for the year ended December 31, 2020
5. All acts of the Board of Directors and Management as disclosed in the corporate records from the date of the last annual meeting (September 17, 2020) up to the date of the present meeting (November 11, 2021)
6. Re-appointment of SyCip Gorres Velayo & Co. (SGV) as the external auditor of the company for the term 2021-2022

Other Relevant Information

NONE

Filed on behalf by:

Name	Apolinario Posio
Designation	Senior Vice President - Accounting, Auditor and Compliance Officer, Chief Audit Executive and Chief Risk Officer



November 11, 2021

SECURITIES AND EXCHANGE COMMISSION

Ground Floor, Secretariat Building
Philippine International Convention Center
PICC Complex, Pasay City

Attention : **Ms. Rachel Esther J. Gumtang-Remalante**
Director, Corporate Governance and Finance Department

THE PHILIPPINE STOCK EXCHANGE

5th Avenue cor. 28th Street
Bonifacio Global City, Taguig City

Attention: **Atty. Marigel M. Baniqued-Garcia**
Head, Disclosures Department

Re : **FILSYN CORPORATION**

Ladies and Gentlemen:

At the Rescheduled Annual Meeting of Filsyn Corporation (the "Company") held on November 11, 2021, the following corporate actions or matters were approved by the stockholders:

1. Financial Restructuring Project

a. Amendments to the Seventh Article of the Articles of Incorporation of the Corporation to:

- (i) reduce the par value of common shares from ₱5.00 to ₱0.50 per share,
- (ii) decrease the authorized capital stock from ₱1,200,000,000 to ₱120,000,000,
- (iii) reclassify 33,426,498 Class B common shares held by Malaysia Garment Manufacturers (Pte) Ltd. into 33,426,498 Preferred Shares, and
- (iv) provide for the features of the Preferred Shares.

In connection with item (iv) above, the Preferred Shares shall have the following features:

- a. Preemptive Right - The Preferred Shareholders shall have preemptive rights to subscribe to new shares in proportion to their respective shareholding ratios; provided that the names and addresses of such shareholders shall be registered accordingly as of the date designated by the Company in the public notice made two (2) weeks prior thereto;
- b. Dividends – The Preferred Shareholders shall bear preferential dividends at the rate of 5% *per annum* of total debt converted in the amount of PHP1,389,961,828.00.



Dividends in respect of the common shares shall not be paid, declared, set apart for payment, or distributed unless cash dividends shall have been declared and paid in full to all holders of the preferred shares.

The preferential dividends declared shall be payable annually in cash. The dividends on the preferred shares shall be cumulative from and after the issue date of the preferred shares, whether or not in any period the amount thereof is covered by available unrestricted retained earnings, so long as at the time of payment the Company has sufficient retained earnings.

The Preferred Shareholder shall be entitled to participate and share in the retained earnings remaining after payment of the preferential dividends;

- c. Exercise of Voting Right - The Preferred Shareholders shall not have a right to vote, except on matters specified in Section 6 of the Revised Corporation Code of the Philippines and those relative to the development of the Sta. Rosa Property; and
- d. Convertibility – The Preferred Shareholders shall, at their option, have the right to convert their preferred shares to common shares using 16.78:1 conversion ratio at PHP0.50 per share. The Preferred Shareholders are thus entitled to subscribe to a total of 560,896,636 Common Stock upon conversion.

The Preferred Shareholder shall have the right to assign its right of conversion to its nominee or qualified transferee, to allow the latter to subscribe to such number of common shares as is allowed by Philippine laws.

Upon the conversion of THIRTY THREE MILLION FOUR HUNDRED TWENTY SIX THOUSAND FOUR HUNDRED NINETY EIGHT (33,426,498) Preferred Shares to Common Stock, the Corporation shall issue 733,716,319 Common Stock, broken down as follows: (1) 440,229,812 Class "A" Common Stock, with a par value of PHP 0.50 per share; and (2) 293,486,507 Class "B" Common Stock, with a par value of PHP 0.50 per share.

No issuance, conversion or transfer of shares of stock of the Corporation which would reduce the stock ownership of Filipino citizens to less than the percentage of the outstanding capital stock required by law to be owned by Filipino citizens, shall be allowed or permitted to be recorded in the books of the Corporation. This restriction shall be printed or indicated in all the certificates of stock to be issued by the Corporation.

- c. Further amendments to the Seventh Article of the Articles of Incorporation of the Company to increase of the Company's authorized capital stock from ₱120,000,000 to ₱647,306,477.22 which consists of:
 - (i) 440,229,812 Class "A" common shares with par value of ₱0.50 per share, or an aggregate par value of ₱220,114,906;



- (ii) 293,486,507 Class "B" common shares with a par value of ₱ 0.50 per share, or an aggregate par value of ₱146,743,253.50; and
- (iii) 33,426,498 Preferred Shares, with a par value of ₱8.39 per share (increased from ₱0.50), or an aggregate par value of ₱280,448,318.22.

The Board of Directors approved the subscription by Malaysia Garment Manufacturers (Pte) Ltd. to the increase in the par value of the 33,426,498 Preferred Shares amounting to ₱263,735,069.22, and the conversion of debt owed to it by the Corporation as of December 31, 2020 amounting to PHP1,389,961,828 to equity as payment for the aforesaid 33,426,498 Preferred Shares with the excess of the debt over the par value of preferred shares recorded as Additional Paid In Capital.

- d. Use of the Additional Paid In Capital in the amount of PHP2,197,924,318.28 resulting from (1) the existing Additional Paid in Capital, (2) the decrease of capital through the reduction of par value, and (3) the conversion of the existing liability to Malaysia Garment Manufacturers (Pte) Ltd., to wipe out all the accumulated deficit of the Company.
- e. Filing with all governmental agencies and self-regulatory organizations, including without limitation, the Securities and Exchange Commission ("SEC") and the Philippine Stock Exchange ("PSE"), any and all such documents as may be necessary to effect the foregoing amendments to the Articles of Incorporation and otherwise in connection with the foregoing resolutions. Without limiting the generality of the authority granted in this paragraph, these documents include the documents required by the SEC to approve the foregoing amendments to the Articles of Incorporation of the Corporation, the amendments to the registration statement of the Corporation as filed with the SEC, and documents as may be required by the PSE in connection with the foregoing amendments (including in respect of the 33,426,498 Class B Common Shares which are to be converted or reclassified to Preferred Shares).
- f. Authority of certain officers of the Corporation to sign documents and perform all acts in connection with the amendments and as may be necessary to effect the resolutions, and authority of SyCip Gorres & Velayo, the Corporation's financial advisor, or any other advisor, or any representative of the Corporation, to make file and liaise with all governmental agencies and self-regulatory organizations to effect the foregoing amendments and to perform any and all such acts as may be necessary to implement these resolutions;
- g. Authority of the Board of Directors of the Corporation to approve any minor amendment to the Amended Articles of Incorporation in connection with the equity restructuring for the purpose of, among others, meeting the requirements of the SEC and the PSE, provided that any such amendment shall be consistent with the commercial intent as approved by the stockholders through the foregoing resolutions;
- h. Revocation of the September 20, 2018 resolutions approving (i) the amendments to the Seventh Article of the Articles of Incorporation of the Corporation, and (ii) the conversion of debt to additional paid in capital to be reserved for the conversion of preferred shares to common shares, with the said resolutions being superseded by the resolutions approved at



the November 11, 2021 stockholders' meeting. For the avoidance of doubt, the September 20, 2018 resolutions on the amendments to the Registration Statement shall continue to be in effect, except to the extent amended as above in respect of the authorized signatories thereof.

2. Election of Directors

The following persons were elected directors of the Corporation for the year 2021-2022:

1. CONSOLACION A. SANCHEZ (Independent Director)
 2. JAIME M. STO DOMINGO
 3. AMY HUANG
 4. DAVID WANG
 5. RENATO V. DIAZ (Independent Director)
 6. EVELYN LIM FORBES
 7. SAMUEL V. TORRES (Independent Director)
 8. ALAN TSAI
 9. CHEN YU CHENG
 10. MA. BELINA B. MARIANO
3. Minutes of the Rescheduled Annual Stockholders Meeting held on September 17, 2020
 4. Annual Report/Audited Financial Statements for the year ended December 31, 2020
 5. All acts of the Board of Directors and Management as disclosed in the corporate records from the date of the last annual meeting (September 17, 2020) up to the date of the present meeting (November 11, 2021)
 6. Re-appointment of SyCip Gorres Velayo & Co. (SGV) as the external auditor of the company for the term 2021-2022

Very truly yours,

A handwritten signature in black ink, appearing to read "Melyjané G. Bertillo-Ancheta", written over a horizontal line.

Melyjané G. Bertillo-Ancheta
Corporate Secretary
Filsyn Corporation