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CGFD_Globalport 900, Inc._SEC Form 17-C_30JUNE22

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Thu, Jun 30, 2022 at 2:57 PM

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NOTICE

Please be informed that pursuant to SEC Memorandum Circular No. 3, series of 2021, scanned copies of the printed reports with wet signature and proper notarization shall be filed in PORTABLE DOCUMENT FORMAT (PDF) **Secondary Reports** such as: 17-A, 17-C, 17-L, 17-Q, ICASR, 23-A, 23-B, I-ACGR, Monthly Reports, Quarterly Reports, Letters, through email at

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Note: All submissions through this email are no longer required to submit the hard copy thru mail, eFAST/OST or over- the- counter.

For those applications that require payment of filing fees, these still need to be filed and sent via email with the SEC RESPECTIVE OPERATING DEPARTMENT.

Further, note that other reports shall be filed thru the **ONLINE SUBMISSION TOOL (OST)** such as: AFS, GIS, GFFS, LCFS, LCIF, FCFS, FCIF, IHFS, BDFS, PHFS etc. ANO, ANHAM, FS-PARENT, FS-CONSOLIDATED, OPC_AO, AFS WITH NSPO FORM 1,2,3 AND 4,5,6, AFS WITH NSPO FORM 1,2,3 (FOUNDATIONS)

FOR MC28, please email to:

<https://apps010.sec.gov.ph>

For your information and guidance.

Thank you and keep safe.

COVER SHEET

SEC Registration Number

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COMPANY NAME

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M	I	C		H	O	L	D	I	N	G	S		C	O	R	P	O	R	A	T	I	O	N)					

PRINCIPAL OFFICE (No. / Street / Barangay / City / Town / Province)

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A	V	E	.		O	R	T	I	G	A	S		C	E	N	T	E	R		P	A	S	I	G		C	I	T	Y

Form Type
17-C

Department requiring the report

Secondary License Type, If Applicable

COMPANY INFORMATION

Company's Email Address <input style="width: 90%; height: 20px;" type="text"/>	Company's Telephone Number 8-637-8851	Mobile Number <input style="width: 90%; height: 20px;" type="text"/>
No. of Stockholders <input style="width: 90%; height: 20px;" type="text"/>	Annual Meeting (Month / Day) Any day in June	Fiscal Year (Month / Day) December 31

CONTACT PERSON INFORMATION

The designated contact person ***MUST*** be an Officer of the Corporation

Name of Contact Person Edwin Joseph G. Galvez	Email Address edwingalvez.ph@gmail.com	Telephone Number/s 8-637-8851	Mobile Number 09171573778
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CONTACT PERSON'S ADDRESS

Unit 2701, One Corporate Centre, Julia Vargas Ave. cor. Meralco Ave., Ortigas Center, Pasig City

NOTE 1: In case of death, resignation or cessation of office of the officer designated as contact person, such incident shall be reported to the Commission within thirty (30) calendar days from the occurrence thereof with information and complete contact details of the new contact person designated.
2: All Boxes must be properly and completely filled-up. Failure to do so shall cause the delay in updating the corporation's records with the Commission and/or non-receipt of Notice of Deficiencies. Further, non-receipt of Notice of Deficiencies shall not excuse the corporation from liability for its deficiencies.

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) June 30, 2022
2. SEC Identification Number PW-225 3. BIR Tax Identification No. 000-477-902
4. Exact name of issuer as specified in its charter GLOBALPORT 900, INC.
5. Metro Manila, Philippines 6. (SEC Use Only)
Province, country or other jurisdiction Industry Classification Code:
of incorporation
7. Unit 2701 One Corporate Centre, Meralco Ave. cor.
Julia Vargas Ave. Ortigas Center, Pasig City 1605
Address of principal office Postal Code
8. (632) 8637-8851
Issuer's telephone number, including area code
9. N/A
Former name or former address, if changed since last report
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

<u>Title of Each Class</u>	<u>Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding</u>
Common Shares	2,335,134,100

11. Indicate the item numbers reported herein: Item 9. Other Events

A. Results of the Annual Stockholders' Meeting

Globalport 900, Inc. (the "Corporation") held its Annual Stockholders' Meeting ("ASM") on 30 June 2022, 2:00 P.M., via remote communication. Stockholders representing 92.42% of the total issued and outstanding capital stock of the Corporation participated in the meeting.

During the meeting, 100% of the total shares present or represented approved the following items:

- 1) Minutes of the Special Stockholders' Meeting held on 12 January 2022;
- 2) 2020 Audited Financial Statements and Annual Report;

- 3) Confirmation and Ratification of Corporate Acts of the Board of Directors, Officers, and Management since the date of the last Stockholders' Meeting;
- 4) Amendment to the Corporation's Articles of Incorporation on the Primary Purpose to give emphasis to the port maintenance and operations business of the Corporation and its subsidiaries (*previously approved by the Board of Directors on 16 May 2022*); and
- 5) Other Matters:
 - a. Delegation to the Board of Directors of the selection and appointment of the Corporation's external auditors for the year ending 31 December 2022, subject to confirmation and ratification by the Stockholders at the next stockholders' meeting.

Also, during the ASM, the following persons were elected as members of the Corporation's Board of Directors:

- 1) **Sheila Marie B. Romero**, a diverse business leader who heads the Romero family's business conglomerate which has stakes in various industries. She serves as Chairperson, Chief Executive Officer, Director and/or Officer of various companies engaged in aviation, power generation, real estate and infrastructure development, hospitality management, F&B, and port terminal management operation businesses. She is also the incumbent Chairperson, President, and Chief Executive Officer of Sultan 900 Capital, Inc. and Globalcity Mandaue Corp., the corporation spearheading and managing the reclamation and development of the 101-hectare Mandaue Global City in Cebu.
- 2) **Mikaela Louise B. Romero**, a member of the Board of Directors of Globalport Zamboanga Terminal Inc., Globalport Ozamiz Terminal Inc., Globalport Iligan Terminal Inc. and Globalport Tacloban Terminal Inc. Ms. Romero is also an entrepreneur and restaurateur and the incumbent Managing Director of Sushi Nori and a Managing Partner of Roku Sushi + Ramen.
- 3) **Edwin Joseph G. Galvez**, armed with more than thirty-two (32) years of experience in comptrollership, corporate and project finance, and management and directorial functions in the field of port management, shipping, construction, real estate, waste management, and power and energy. Mr. Galvez was the Chairman of Globalport 900, Inc. until January 2022.
- 4) **Marvee M. Espejo**, the incumbent Chief Management Officer of Zamboanga City Electric Cooperative and Crowninvestment Holdings Inc. He is also experienced in port terminal management and operations, serving as President of Zamboanga City Integrated Port Services, Inc. and as previous President of Harbour Centre Port Holdings, Inc.
- 5) **Henry Rophen B. Virola**, armed with twenty-eight (28) years of experience in port terminal management and operations, he is the incumbent President of Globalport Terminals Inc. (formerly: Harbour Centre Port Holdings, Inc.), Globalport Zamboanga Terminal Inc., Globalport Ozamiz Terminal Inc., Globalport Iligan Terminal Inc., Globalport Tacloban Terminal Inc., Globalport Agusan Terminal Inc., and Globalport Surigao Terminal Inc.

- 6) **Walter Enrique R. Ramos**, a Certified Public Accountant with more than twenty (20) years of experience in the field of finance. He previously served as Financial Controller and Chief Finance Officer of various companies in the Philippines.
- 7) **Ariel R. Arriola** (*Independent Director*), a duly licensed lawyer in the Philippines, State of New York, United States of America, and Hong Kong whose practice involves the Corporation Code, Foreign Investments Act, Special Economic Zone Act, Omnibus Investment Code, Securities Regulation Code, Investment Company Act, Securitization Act, and the Financial Rehabilitation and Insolvency Act.
- 8) **Alejandro J. Ferreria** (*Independent Director*), a professor and book author with over forty (40) years of experience in the academe, previously serving as part time faculty in the Ateneo de Manila University's Graduate School of Business and College of Arts and Sciences and University of the Philippines' College of Business Administration, and fulltime faculty at the Asian Institute of Management. Prof. Ferreria also renders consulting services, ranging from design and implementation of training programs to strategic management consulting and project execution, to several Philippine and international organizations.
- 9) **Lara Victoria Estevez-Austria** (*Independent Director*), a lawyer by profession, is the Director of the Legal Affairs Service of the Department of Tourism (DOT). Atty. Esteves-Austria supervises and manages the operations of the Administrative Investigation, Adjudication, and Counseling Division, and the Legal, Research, and Documentation Division of the DOT.

The full business and academic backgrounds of the elected members of the Board of Directors are discussed in the Information Statement.

B. Results of Organizational Meeting

Immediately after the ASM, the Organizational Meeting of the Board of Directors was held. During the said meeting, the Board of Directors approved the Minutes of the Organizational Meeting held on 12 January 2022.

Also during the said meeting, the following persons were elected as officers of the Corporation:

Name	Position
Sheila Marie B. Romero	Chairperson and President
Mikaela Louise B. Romero	Vice-Chairperson
Walter Enrique R. Ramos	Treasurer
Agnes H. Maranan	Corporate Secretary
Jansen F. Bernardo	Assistant Corporate Secretary
Paul Vincent T. Cunanan	Compliance Officer
Dan Jorge L. Leyson	Internal Auditor

Further, the following were elected as members of the various Board Committees:

Audit Committee	
Name	Position
Alejandro J. Ferreria	Chairman
Ariel R. Arriola	Member
Lara Victoria Estevez-Austria	Member
Mikaela Louise B. Romero	Member
Edwin Joseph G. Galvez	Member

Related Party Transaction Committee	
Name	Position
Ariel R. Arriola	Chairman
Alejandro J. Ferreria	Member
Mikaela Louise B. Romero	Member
Edwin Joseph G. Galvez	Member
Marvee M. Espejo	Member

Corporate Governance Committee	
Name	Position
Ariel R. Arriola	Chairman
Alejandro J. Ferreria	Member
Lara Victoria Estevez-Austria	Member
Henry Rophen B. Viola	Member

Board Risk Oversight Committee	
Name	Position
Lara Victoria Estevez-Austria	Chairman
Ariel R. Arriola	Member
Alejandro J. Ferreria	Member
Mikaela Louise B. Romero	Member
Marvee M. Espejo	Member
Henry Rophen B. Viola	Member

SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GLOBALPORT 900, INC.
Issuer

30 June 2022
Date



AGNES H. MARANAN
Corporate Secretary