

# 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 23, 2021
2. SEC Identification Number  
0000086335
3. BIR Tax Identification No.  
000-417-352-000
4. Exact name of issuer as specified in its charter  
Monde Nissin Corporation
5. Province, country or other jurisdiction of incorporation  
Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office  
Felix Reyes Street, Barangay Balibago, City of Santa Rosa, Laguna  
Postal Code  
4026
8. Issuer's telephone number, including area code  
+63277597595
9. Former name or former address, if changed since last report  
Not applicable
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
Common	17,968,611,496

11. Indicate the item numbers reported herein  
Item 9

*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.*



## Monde Nissin Corporation MONDE

**PSE Disclosure Form 4-25 - Results of Organizational Meeting**  
*References: SRC Rule 17 (SEC Form 17-C) and  
Section 4.4 of the Revised Disclosure Rules*

**Subject of the Disclosure**

Results of the Organizational Board of Directors' Meeting

**Background/Description of the Disclosure**

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

Name of Person	Position/Designation	Shareholdings in the Listed Company		Nature of Indirect Ownership
		Direct	Indirect	
Hartono Kweefanus	Chairperson Emeritus	4,214,244,600	-	Not applicable
Kataline Darmono	Chairperson of the Board	2	-	Not applicable
Hoediono Kweefanus	Vice-Chairperson of the Board	948,324,600	-	Not applicable
Betty T. Ang	President	3,265,920,000	-	Not applicable
Henry Soesanto	Chief Executive Officer and Executive Vice President	1,548,681,396	-	Not applicable
Monica Darmono	Treasurer	765,897,596	-	Not applicable
Helen G. Tiu	Corporate Secretary, Chief Legal Officer, and Data Protection Officer	3,800,000	-	Not applicable
Jesse C. Teo	Chief Financial Officer	750,000	-	Not applicable
Daniel Teichert	Chief Risk Executive	74,100	-	Not applicable
Jon Edmarc R. Castillo	Chief Compliance Officer and Company Information Officer	35,000	-	Not applicable
Shiela P. Alarcio	Chief Internal Audit Executive	37,500	-	Not applicable
Katherine C. Lee-Bacus	Assistant Corporate Secretary	15,000	-	Not applicable

**List of Committees and Membership**

Name of Committees	Members	Position/Designation in Committee
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Executive Committee	Henry Soesanto	Chairperson
Executive Committee	Betty T. Ang	Member
Executive Committee	Delfin L. Lazaro	Member
Executive Committee	Monica Darmono	Member
Executive Committee	Kataline Darmono	Member
Audit Committee	Nina Perpetua D. Aguas	Chairperson
Audit Committee	Delfin L. Lazaro	Member
Audit Committee	Marie Elaine Teo	Member
Risk and Related Party Transactions Committee	Delfin L. Lazaro	Chairperson
Risk and Related Party Transactions Committee	Nina Perpetua D. Aguas	Member
Risk and Related Party Transactions Committee	Marie Elaine Teo	Member
Corporate Governance, Nomination, and Remuneration Committee	Marie Elaine Teo	Chairperson
Corporate Governance, Nomination, and Remuneration Committee	Delfin L. Lazaro	Member
Corporate Governance, Nomination, and Remuneration Committee	Nina Perpetua D. Aguas	Member

**List of other material resolutions, transactions and corporate actions approved by the Board of Directors**

Please see attached (amended) letter dated November 23, 2021 addressed to the Securities and Exchange Commission and to the Philippine Stock Exchange regarding the results of the Company's 2021 Annual Stockholders' Meeting (ASM) and the Organizational Meeting of the Company's Board of Directors.

**Other Relevant Information**

The amendment to this 4-25 report pertains to a correction in the attached November 23, 2021 Letter to the SEC and to the PSE clarifying that the consolidated audited financial statements ratified by the stockholders during the 2021 ASM are for the year ended December 31, 2020 (and not for December 31, 2021).

**Filed on behalf by:**

<b>Name</b>	Jon Edmarc Castillo
<b>Designation</b>	Chief Compliance Officer



MONDE NISSIN CORPORATION  
21<sup>st</sup> Floor, 6750 Office Tower  
Ayala Avenue, Makati City  
Philippines 1223

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November 23, 2021

**Securities and Exchange Commission**

PICC Complex, Roxas Boulevard  
Pasay City

Attention: **Director Vicente Graciano P. Felizmenio, Jr.**  
Director, Markets & Securities Regulation Department

**The Philippine Stock Exchange, Inc.**

PSE Tower, 5<sup>th</sup> Avenue corner 28<sup>th</sup> Street  
Bonifacio Global City, 1643  
Taguig City

Attention: **Ms. Janet A. Encarnacion**  
Head, PSE Disclosures Department

Subject: **Results of the 2021 Annual Stockholders' Meeting and Organizational Board of Directors' Meeting**

Ladies and Gentlemen:

We are pleased to inform you that during Monde Nissin Corporation's (the "Corporation's") 2021 Annual Stockholders' Meeting held via remote communication on November 23, 2021 pursuant to the requirements of SEC Memorandum Circular No. 06, s. 2020, the Corporation's stockholders approved the following:

1. Minutes of Previous Stockholders' Meeting Held on May 28, 2021

*Resolution No S-13-2021: "RESOLVED, That we, the stockholders of MONDE NISSIN CORPORATION (the "Corporation") approve, as we hereby approve, the minutes of the special stockholders' meeting held on May 28, 2021."*

2. Management Report

*Resolution No S-14-2021: "RESOLVED, That we, the stockholders of MONDE NISSIN CORPORATION (the "Corporation") note, as we hereby note, the Corporation's Management Report comprising the Message of the Chairperson of the Board, the Report of the Chief Executive Officer, and the Report of the Chief Financial Officer."*

3. Ratification of the 2020 Audited Financial Statements

*Resolution No S-15-2021: "RESOLVED, That we, the stockholders of MONDE NISSIN CORPORATION (the "Corporation") ratify, as we hereby ratify, the consolidated financial statements of the Corporation and its subsidiaries for the year ended December 31, 2020 as audited by its external auditor SyCip Gorres Velayo & Company."*

4. Amendment of the By-Laws, particularly:

- a. Article IV, Section 4, changing the date of the annual or regular stockholders' meeting from the "Fourth Tuesday of November" to the "last Friday of June"

*Resolution No S-16-2021: "RESOLVED, That we, the stockholders of MONDE NISSIN CORPORATION (the "Corporation") approve, as we hereby approve, the amendment of Section 4, Article IV of the By-Laws of the Corporation ("By-laws") to change the date of the annual meeting from "the Fourth Tuesday of November" to "the last Friday of June" so that as amended, Section 4 of Article IV of the By-Laws shall read as follows:*

*"Section 4. Date of Annual or Regular Meeting.*

*The annual or regular meeting of the stockholders of the Corporation shall be held on the **last Friday of June** of each year at the principal office of the Corporation as set forth in the Articles of incorporation, or in the city where the principal office of the Corporation is located."*

*RESOLVED, FURTHER, That, any one of the Corporation's President Ms. Betty Ang, Chief Executive Officer Mr. Henry Soesanto, Treasurer Ms. Monica Darmono, and Corporate Secretary Ms. Helen G. Tiu be, as each is hereby authorized, for and on behalf of the Corporation, to execute such documents and papers, to make the necessary submissions and filings with the Securities and Exchange Commission, and/or to do any and all acts and deeds necessary and appropriate to carry into effect the foregoing resolutions, including to secure all necessary approvals from the Securities and Exchange Commission."*

- b. Article III, Section 11.1, with respect to the Chief Financial Officer, removing the second sentence "He/she shall be elected by the Board and shall hold office at the pleasure of the Board."

*Resolution No S-17-2021: "RESOLVED, That we, the stockholders of MONDE NISSIN CORPORATION (the "Corporation") approve, as we hereby approve, the amendment of Section*

11.1 of Article III of the By-Laws of the Corporation (“By-laws”) to remove the second sentence “He/she shall be elected by the Board and shall hold office at the pleasure of the Board” so that as amended, Section 11.1 of Article III of the By-Laws shall read as follows:

*“The Chief Financial Officer, who may or may not be a stockholder of the Corporation, should not be a member of the Board of Directors. The Chief Financial Officer must be a resident of the Philippines and an individual competent in all matters relating to finance, fiscal management, and accounting, in order to optimize and achieve the implementation and realization of the Corporation’s financial goals, objectives, and budgets.”*

*RESOLVED, FURTHER, That, any one of the Corporation’s President Ms. Betty Ang, Chief Executive Officer Mr. Henry Soesanto, Treasurer Ms. Monica Darmono, and Corporate Secretary Ms. Helen G. Tiu be, as each is hereby authorized, for and on behalf of the Corporation, to execute such documents and papers, to make the necessary submissions and filings with the Securities and Exchange Commission, and/or to do any and all acts and deeds necessary and appropriate to carry into effect the foregoing resolutions, including to secure all necessary approvals from the Securities and Exchange Commission.”*

5. Ratification of All Acts of the Board of Directors, Board Committees, Officers, and Management for the Period of May 28, 2021 to November 23, 2021

*Resolution No S-18-2021: “RESOLVED, That we, the stockholders of MONDE NISSIN CORPORATION (the “Corporation”) ratify, as we hereby ratify each and every act and/or resolution from May 28, 2021 to November 23, 2021 of the Board of Directors, the Executive Committee and other Board Committees exercising powers delegated by the Board, of officers of the Corporation performed in accordance with the resolutions of the Board, the Executive Committee and the Board Committees, or pursuant to the By-laws of the Corporation.”*

6. Election of Directors (Including 3 Independent Directors) for the Ensuing Year

*Resolution No S-19-2021: “RESOLVED, That we, the stockholders of MONDE NISSIN CORPORATION (the “Corporation”) elect, as we hereby elect the following as directors of the Corporation to serve as such beginning November 23, 2021 until their successors are elected and have duly qualified:*

*Hartono Kweefanus  
Kataline Darmono  
Hoediono Kweefanus  
Betty T. Ang  
Henry Soesanto  
Monica Darmono  
Delfin L. Lazaro (for independent director)  
Nina Perpetua D. Aguas (for independent director)  
Marie Elaine Teo (for independent director)*

7. Appointment of External Auditor

*Resolution No S-20-2021: "RESOLVED, That we, the stockholders of MONDE NISSIN CORPORATION (the "Corporation") approve, as we hereby approve, the appointment of the accounting firm SyCip Gorres Velayo & Co. as the external auditor of the Corporation for the calendar year 2021 for an audit fee of Php13,970,000, exclusive of value-added taxes."*

At its organizational meeting held immediately after the stockholders' meeting, our Board of Directors considered and approved the following material resolutions:

1. Election of Chairpersons and Members of the Board Committees:

a. Executive Committee

<u>Henry Soesanto</u>	<u>Chairperson</u>
<u>Betty Ang</u>	<u>Member</u>
<u>Delfin L. Lazaro (Independent director)</u>	<u>Member</u>
<u>Monica Darmono</u>	<u>Member</u>
<u>Kataline Darmono</u>	<u>Member</u>

b. Audit Committee

<u>Nina Perpetua D. Aguas (Independent director)</u>	<u>Chairperson</u>
<u>Delfin L. Lazaro (Independent director)</u>	<u>Member</u>
<u>Marie Elaine Teo (Independent director)</u>	<u>Member</u>

c. Risk and Related Party Transactions Committee

<u>Delfin L. Lazaro (Independent director)</u>	<u>Chairperson</u>
<u>Nina Perpetua D. Aguas (Independent director)</u>	<u>Member</u>
<u>Marie Elaine Teo (Independent director)</u>	<u>Member</u>

d. Corporate Governance, Nomination and Remuneration Committee

<u>Marie Elaine Teo (Independent director)</u>	<u>Chairperson</u>
<u>Delfin L. Lazaro (Independent director)</u>	<u>Member</u>
<u>Nina Perpetua D. Aguas (Independent director)</u>	<u>Member</u>

2. Election of Mr. Delfin L. Lazaro as lead independent director;

3. Election of Officers:

<u>Hartono Kweefanus</u>	<u>Chairperson Emeritus</u>
<u>Kataline Darmono</u>	<u>Chairperson of the Board</u>
<u>Hoediono Kweefanus</u>	<u>Vice-Chairperson of the Board</u>
<u>Betty T. Ang</u>	<u>President</u>

<u>Henry Soesanto</u>	<u>Chief Executive Officer and Executive Vice President</u>
<u>Monica Darmono</u>	<u>Treasurer</u>
<u>Helen G. Tiu</u>	<u>Corporate Secretary, Chief Legal Officer, and Data Protection Officer</u>
<u>Jesse C. Teo</u>	<u>Chief Financial Officer</u>
<u>Daniel Teichert</u>	<u>Chief Risk Executive</u>
<u>Jon Edmarc R. Castillo</u>	<u>Chief Compliance Officer and PSE Company Information Officer</u>
<u>Shiela P. Alarcio</u>	<u>Chief Internal Audit Executive</u>
<u>Katherine C. Lee-Bacus</u>	<u>Assistant Corporate Secretary</u>

4. Approval of Re-Allocation or Change in the Use of IPO Proceeds;

“WHEREAS, under the “Use of Proceeds” section of the final prospectus dated May 14, 2021 (the “Final Prospectus”) submitted by MONDE NISSIN CORPORATION (the “Corporation”), an estimated ₱7.105 Billion of the Corporation’s expected June 1, 2021 initial public offering proceeds (“IPO Proceeds”) was allocated for capital expenditures to expand the capacity of its meat alternative business;

WHEREAS, concurrent with the Corporation’s plan to expand the manufacturing capacity of its meat alternative business, it would be beneficial for the Corporation to engage in activities that will accelerate consumer demand and consumption of its meat alternative products in the United States and the United Kingdom (including but not limited to spending for brand building, new product development, influencer partnerships etc.);

RESOLVED, That the Board of Directors of the Corporation approve, as it hereby approves the change in use of IPO proceeds previously earmarked for “capital expenditures to expand the capacity of its meat alternative business” to **“operating expenditures (not in excess of ₱4.1 Billion) relating to, and/or capital expenditures to expand the capacity of, its meat alternative business”**;

RESOLVED, FURTHER, That, the Board of Directors of the Corporation confirm, as it hereby confirms that there is no change in its planned capital expenditures in the amount of ₱7.105 Billion to expand the capacity of its meat alternative business as stipulated in its Final Prospectus and that the same be funded from the Corporation’s operating cash in lieu of IPO Proceeds in the event the IPO Proceeds will not be sufficient to fund the same;

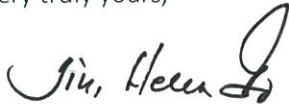
RESOLVED, FINALLY, That in connection with the foregoing, any one of the Corporation’s Chief Executive Officer Henry Soesanto, Chief Financial Officer Jesse C. Teo, Corporate Secretary Atty. Helen G. Tiu or Chief Compliance Officer Atty. Jon Edmarc R. Castillo be authorized as each is hereby authorized, for and on behalf of the Corporation and under such terms and conditions as he/she may consider to be beneficial to the Corporation to negotiate, sign, execute and/or deliver any and all related papers, agreements, certifications and document as well as necessary disclosures to the Philippine Stock Exchange, the Securities and Exchange Commission, and any other relevant government authorities), and (b) to do any and all acts, as may be necessary to implement these resolutions.”



5. Amendment of the By-Laws, particularly:
  - a. Article IV, Section 4, changing the date of the annual or regular stockholders' meeting from the "Fourth Tuesday of November" to the "last Friday of June"
  - b. Article III, Section 11.1, with respect to the Chief Financial Officer, removing the second sentence "He/she shall be elected by the Board and shall hold office at the pleasure of the Board."

We trust that you find the foregoing in order. Thank you very much.

Very truly yours,

A handwritten signature in black ink, appearing to read "Helen G. Tiou". The signature is fluid and cursive, with a large loop at the end.

HELEN G. TIU  
Corporate Secretary