

COVER SHEET

0 0 0 0 0 3 7 5 3 5
S.E.C. Registration Number

A T N H O L D I N G S , I N C .
(Company's Full Name)

9 t h F o o r S u m m i t 1 T o w e r , 5 3 0 S h a w
B o u l e v a r d , M a n d a l u y o n g C i t y
(Business Address: No. Street City/Town/Province)

Paul B. Saria
Contact Person

7170523
Company Telephone Number

1 1 0 9
Month Day
Fiscal Year

SEC Form 17-C
Minutes of Annual
Stockholders' Meeting
FORM TYPE

November 12
Month Day
Annual Meeting

LISTED
Secondary License Type, If Applicable

Dep. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings
Domestic Foreign

To be accomplished by SEC Personnel concerned

LCU

Cashier

STAMPS

Remarks: pls. use black ink for scanning purposes.

SEC Number 37535
File Number

ATN HOLDINGS, INC.

(Company)

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

(Address)

533-4052 / 717-0523 / 718-3720

(Telephone Number)

March 31

(Fiscal Year Ending)
(Month & day)

**SEC Form 17-C
Minutes of Annual Stockholders' Meeting
November 12, 2015**

(Form Type)

Amendment Designation (if applicable)

(Period Ended Date)

(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 12, 2015**

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	
Common A	3,700,000,000	P370,000,000.00
Common B	800,000,000	P 80,000,000.00

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 12, 2015 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 70% 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, 2015 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 13st November 2014,
- (2) the Audited Financial statements of ending March 31, 2015,
- (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:

Stockholders' Ratification: 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 convert its unissued Common Class A Shares and Common Class B Shares into Preferred Shares amending the authorized capital stock of the Corporation in the amount of One Billion Two Hundred Million (P1,200,000,000.00) shall be divided as follows:

SEVENTH: That the authorized capital stock of said corporation is Philippine Pesos: One Billion Two Hundred Million (P1,200,000,000.00), consisting of Four Billion Two Hundred Million (4,200,000,000) Common Class "A" Shares with par value of Philippine Pesos: ten centavos (P0.10) per share, Two Billion Eight Hundred Million (2,800,000,000) Common Class "B" Shares with par value of Philippine Pesos: ten centavos (P0.10) per share, and Five Billion (5,000,000,000) Preferred Shares with a par value of Philippine Pesos: ten centavos (P0.10) per share.

Preferred Shares

The Preferred Shares shall have the following features, rights, and privileges:

- a. Its issue value shall be determined by the Board of Directors at the time of the issuance of the shares.
- b. The Board of Directors shall declare a dividend rate equivalent to agreed dividend rate formula as determined by the Board of Directors as of issue date, payable quarterly on each anniversary of the issue date. The dividend rate will be repriced every 5, 7 or 10 years based on basis for repricing of each relevant anniversary of the issue date.
- c. Holders of preferred shares have preference over holders of common stock in the distribution of corporate assets in the event of dissolution and liquidation of the Corporation and in the payment of the dividend at the rate specified at the time of issuance.
- d. Preferred Shares shall be cumulative
- e. Preferred Shares shall be non-participating in any other or further dividends beyond that specifically payable on the shares.
- f. Holders of Preferred Shares shall have no voting rights.
- g. Mandatory redemption [5, 7 or 10]th year anniversary from issuance.
- h. Supervised Credit.

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."

- (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
 Hilario T. Ng - Director
 Santos L. Cejoco – Director
 Eduard O. Jalandoni – Director
 Paul B. Saria – Director
 Renato E. Taguiam– Director

Manuel R. Moje - Director
 Arturo Magtibay - Director
 Chee Chong Cheah – Independent Director
 Bonifacio Choa - Independent Director
 Hyland Si – Independent Director

Immediately after the annual stockholders' meeting, the company held its organizational meeting and the following were elected as officers for the year 2015-2016:

Arsenio T. Ng	Chairman President Chief Executive Officer
Hilario Ng	Chief Operating Officer
Santos Cejoco	Chief Corporate Planner
Atty. Renato E. Taguiam	Corporate Secretary
Paul B. Saria	Assistant Corporate Secretary 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.

Registrant

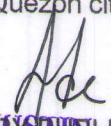


ATTY. RENATO E. TAGUIAM
 Corporate Secretary

Date NOV 12 2015

SUBSCRIBED AND SWORN to before me this 12TH day of November 2015, affiant exhibiting his Driver's License No. N02-83-334096, expires on March 11, 2017, issued at Quezon city.

Doc. No.: 280
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Series of 2015



NOTARY PUBLIC J. CABREDO
Notary Public for Manila
Notarial Commission No. 2015-030
Until December 31, 2016
Rm. 409, First United Bldg. Co.,
Escolta, Manila
Roll No. 26047
PTR. No. 3837962/ 1-5-15/ Manila
IBP Life Member 05097
MCLE No. V-0003138/ 7-26