# **COVER SHEET**

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|   | (Company's Full Name) |        |       |      |      |     |          |          |     |          |        |       |       |               |          |            |            |      |  |          |          |      |     |    |
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| Stockholders                                  |                       |        |       |      |      |     |          |          |     |          |        |       |       |               |          |            |            |      |  |          |          |      |     |    |
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| To be accomplished by SEC Personnel concerned |                       |        |       |      |      |     |          |          |     |          |        |       |       |               |          |            |            |      |  |          |          |      |     |    |
| <b>-</b>                                      | ,                     |        |       |      |      |     |          |          |     |          |        |       |       |               |          |            |            |      |  |          |          |      |     |    |
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| <u>L</u>                                      |                       |        | Do    | cun  | nent | I.D | ).       | ı        |     | _        |        |       |       | Cas           | shie     | r          |            |      |  |          |          |      |     |    |
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# **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.  | July 28, 2025 Date of Report (Date of earliest event reported  | )   |
|-----|--|---|
| 2.  | SEC Identification Number 39587  |   |
| 3.  | BIR Tax Identification Number 000-806-396  | <u>-000</u>   |
| 4.  | VISTAMALLS, INC. Exact name of issuer as specified in its charte   | r   |
| 5.  | Philippines Province, country or other jurisdiction of incorporation  6.                                       | (SEC Use Only) Industry Classification Code:  |
| 7.  | Lower Ground Floor, Building B, EVIA Lifes  Daanghari, Almanza II, Las Piñas City  Address of principal office | tyle Center, Vista City,<br>1747<br>Postal Code   |
| 8.  | (632) 8571-5948<br>Issuer's telephone number, including area code  | •   |
| 9.  | STARMALLS, INC. Former name or former address, if changed sir  | ice last report   |
| 10. | Securities registered pursuant to Sections 8 an  | d 12 of the SRC or Sections 4 and 8 of the RSA  |
|     | Title of Each Class  | Number of Shares of Common Stock<br>Outstanding and Amount of Debt Outstanding<br>(as of June 30, 2025) |
|     | Common stock Preferred stock   | 8,425,981,156 shares<br>2,350,000,000 shares  |
| 11. | Indicate the item numbers reported herein:   |   |

Item 4. Resignation, Removal or Election of Directors or Officers

Item 9. Other Events

#### Item 4. Resignation, Removal or Election of Directors or Officers

1. During the Annual Stockholders' Meeting of Vistamalls, Inc. (the "Company") held on July 28, 2025, via remote communication, the following persons were elected by the shareholders of the Company to serve as Directors of the Company for the year 2025:

Manuel B. Villar, Jr.
Manuel Paolo A. Villar
Camille A. Villar
Cynthia J. Javarez
Achawin Asavabhokin
Cherrylyn P. Caoile
Marilou O. Adea

Atty. Caoile and Ms. Adea were elected as independent directors.

The qualifications and business experience of these directors are set forth in the Definitive Information Statement for this meeting.

- 2. At the organizational meeting of the Board of Directors held after the annual meeting of the shareholders of the Company:
  - a. Mr. Manuel B. Villar, Jr. was elected as Chairman;
  - b. The following persons were elected as officers of the Company:

| Manuel Paolo A. Villar    | President & Chief Executive Officer |  |  |  |  |
|---------------------------|-------------------------------------|--|--|--|--|
| Cynthia J. Javarez        | Treasurer & Chief Risk Officer      |  |  |  |  |
| Brian N. Edang            | Chief Financial Officer &           |  |  |  |  |
|                           | Head of Investor Relations          |  |  |  |  |
| Ma. Nalen SJ. Rosero      | Corporate Secretary &               |  |  |  |  |
|                           | Chief Information Officer           |  |  |  |  |
| Arbin Omar P. Cariño      | Assistant Corporate Secretary       |  |  |  |  |
|                           | & Compliance Officer                |  |  |  |  |
| Rowena B. Bandigan        | Chief Audit Executive               |  |  |  |  |
| Reymart Rodger M. Nerizon | Chief Accountant                    |  |  |  |  |

c. The following officers were elected as members of the Management Committee of the Company:

Manuel Paolo A. Villar Camille A. Villar Brian N. Edang

d. The following directors were elected as members of the following committees of the Board:

## **Nomination Committee:**

| Manuel B. Villar, Jr.                      | Chairman |
|--|----------|
| Achawin Asavabhokin                        | Member   |
| Cherrylyn P. Caoile (Independent Director) | Member   |

### **Compensation and Remuneration Committee:**

| Manuel Paolo A. Villar                     | Chairman |
|--|----------|
| Camille A. Villar                          | Member   |
| Cherrylyn P. Caoile (Independent Director) | Member   |

#### **Audit Committee:**

| Marilou O. Adea (Independent Director)     | Chairman |
|--|----------|
| Cherrylyn P. Caoile (Independent Director) | Member   |
| Cynthia J. Javarez                         | Member   |

#### **Corporate Governance Committee:**

| Cherrylyn P. Caoile (Independent Director) | Chairman |
|--|----------|
| Marilou O. Adea (Independent Director)     | Member   |
| Manuel B. Villar, Jr.                      | Member   |

### **Board Risk Oversight Committee:**

| Cherrylyn P. Caoile (Independent Director) | Chairman |
|--|----------|
| Marilou O. Adea (Independent Director)     | Member   |
| Manuel Paolo A. Villar                     | Member   |

# **Related Party Transactions Committee:**

| Marilou O. Adea (Independent Director)     | Chairman |
|--|----------|
| Cherrylyn P. Caoile (Independent Director) | Member   |
| Achawin Asavabhokin                        | Member   |

#### Item 9. Other Events

During the Annual Stockholders' Meeting of the Company held on July 28, 2025, the shareholders of the Company approved the following matters:

- (1) The minutes of last year's Annual Stockholders' Meeting held on June 24, 2024;
- (2) The Audited Financial Statements of the Company as of and for the year ended December 31, 2024;
- (3) The ratification of all acts and resolutions of the Board of Directors and Management for the year 2024 until July 28, 2025;
- (4) The election of the members of the Board of Directors, including the Independent Directors, for the year 2025; and
- (5) The re-appointment of SGV & Co. as the external auditor of the Company for the year 2025.

### **SIGNATURES**

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

VISTAMALLS, INC.

Issuer

Ву:

BRIAN N. EDANG Chief Financial Officer

Date: July 28, 2025