

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. **03 June 2021**  
Date of Report (Date of earliest event reported)
2. SEC Identification No. **4409**
3. BIR Tax Identification No. **000-313-401-000**
4. **2GO GROUP, INC.**  
Exact name of issuer as specified in its charter
5. **Philippines**  
Province, country or other jurisdiction of incorporation
6.  (SEC Use Only)  
Industry Classification Code
7. **8th Floor, Tower 1, Double Dragon Plaza, EDSA corner Macapagal Avenue Pasay City, Philippines**  
Address of principal office  
Postal Code **1302**
8. **(02) 8528-7540**  
Issuer's telephone number, including area code
9. --  
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

Title of Each Class

Number of Shares of Common Stock  
Outstanding and Amount of Debt Outstanding

**Common**

**2,462,146,316**

11. Indicate the item numbers reported herein:

**Item 1. Changes in Control of Issuer**

On 03 June 2021, SM Investments Corporation (**SMIC**) completed its acquisition from KGLI-NM Holdings, Inc. (**KGLI-NM**) of 550,558,388 common shares representing 22.36% of the 2GO Group, Inc. (**2GO**) via a special block sale through the facilities of the Philippine Stock Exchange (**PSE**), resulting in the increase of SMIC's current shareholding from around 30.53% to approximately 52.85% of 2GO. Following this transaction, 2GO is now a subsidiary of SMIC.

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On the same date, Trident Investments Holdings Pte. Ltd. (**Trident**) purchased 230,563,877 common shares in 2GO from KGLI-NM and 550,558,388 common shares from China-ASEAN Marine B.V., or a total of 781,122,265 common shares representing approximately 31.73% of 2GO. The sale transactions were transacted via special block sales through the Philippine Stock Exchange, Inc.

Trident is an entity directly controlled and majority owned by Archipelago Asia Focus Fund II Pte Ltd, a company incorporated under the laws of the Republic of Singapore and is indirectly controlled by Archipelago Capital Partners Pte. Ltd. (**Archipelago**). Archipelago is a Singapore-based private equity firm that is licensed by the Monetary Authority of Singapore and invests across South East Asia.

#### **Item 4. Resignation, Removal or Election of Registrant's Directors or Officers**

(a) Resignation or Removal

In connection with the divestment by the Udenna Group of their entire effective interest in 2GO, the following representatives of the Udenna Group have tendered their resignations as directors/officers of 2GO effective 03 June 2021, and the Board of Directors on the same day accepted such resignations:

- i. Mr. Dennis A. Uy as Chairman and Director
- ii. Ms. Ma. Concepcion F. de Claro as Director
- iii. Mr. Chryss Alfonsus V. Damuy as Director

(b) Election or Appointment

In view of the vacancies in the Board, the remaining directors, still constituting a quorum, approved the following:

(1) Election of the following non-independent directors of 2GO effective 03 June 2021, to serve the remaining unexpired term of the outgoing directors:

- i. Mr. Stephen Ly;
- ii. Mr. Chan Kiat; and
- iii. Mr. Sam Ang Sing Mein.

Mr. Stephen Ly, Australian, served as the Managing Director of DHL Global Forwarding-Singapore from 2015 to 2020, and was part of the Deutsche Post DHL Group from 2003 to 2020. He holds 100 common shares in 2GO.

Mr. Chan Kiat, Singaporean, has been the Managing Director/Partner of Archipelago Capital Partners since 2016. He previously served as the Executive Vice President for Investments of Singapore Post Limited from 2012 to 2016. He holds 100 common shares in 2GO.

Mr. Sam Ang Sing Mein, Singaporean, has over 35 years of experience in shipping, ocean freight forwarding, airfreight forwarding and logistics management across international logistics operators. He was the Group Chief Executive Officer of Quantium Solutions International, the 3PL arm of Singapore Post Limited, as well as the Chief Executive Officer of Famous Holdings, the freight forwarding business of Singapore Post, from 2015 to 2017. For the same period, he served as an Executive Vice President of Singapore Post. Prior to this, he was the Chief Executive Officer of DHL Global Forwarding Southeast Asia from 2006 to 2015. He holds 100 common shares in 2GO.

(2) Appointment Mr. Frederic C. DyBuncio as Chairman of the Board of Directors. Mr. DyBuncio is currently the President and CEO of 2GO and of SMIC.

(3) Appointment of the following Board Committee members:

- i. Mr. Stephen Ly as Executive Committee Member;
- ii. Mr. Chan Kiat as Audit Committee Member; and
- iii. Mr. Sam Ang Sing Mein as Related Party Transactions Committee 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.

**2GO GROUP, INC.**

By:



**Elmer B. Serrano**  
*Corporate Secretary and  
Corporate Information Officer*

Date: 03 June 2021