

# 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)

Apr 26, 2023

2. SEC Identification Number

15393

3. BIR Tax Identification No.

000-463-069-000

4. Exact name of issuer as specified in its charter

House of Investments, Inc.

5. Province, country or other jurisdiction of incorporation

Makati City, Metro Manila, Philippines

6. Industry Classification Code(SEC Use Only)

7. Address of principal office

9F Grepalife Building 221 Sen. Gil Puyat Ave., Makati City, Metro Manila

Postal Code

1200

8. Issuer's telephone number, including area code

(632) 8815 9636

9. Former name or former address, if changed since last report

N/A

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 Shares	776,465,281

11. Indicate the item numbers reported herein

N/A

*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.*



# House of Investments, Inc.

## HI

**PSE Disclosure Form LR-1 - Comprehensive Corporate Disclosure on Issuance of Shares  
(Private Placements, Share Swaps, Property-for-Share Swaps  
or Conversion of Liabilities/Debt into Equity)  
Reference: Rule on Additional Listing of Securities**

### Subject of the Disclosure

Additional shares to be issued in connection with the Share Swap to Acquire Mico Equities, Inc., Sunlife Grepa Financial, Inc and Realty Holdings Corp.

### Background/Description of the Disclosure

During the April 25, 2023 Special BOD Meeting of House of Investments, Inc., it was disclosed that MICO Equities, Inc. (MEI), Sunlife Grepa Financial, Inc. (SLGFI) and Grepa Realty Holdings Corporation (GRHC) will be acquired by HI through a Share Swap Agreement. To enable the share swap agreement, additional shares will be issued. For Mico Equities, 397,703,801 HI shares will be issued to Pan Malayan Management & Investment Corporation. For SLGFI and GRHC, 295,133,148 HI Shares will be issued to GPL Holdings. No agreement has been signed so far and this will be for approval during the HI ASM on July 21, 2023.

### Date of Approval by Board of Directors

Apr 25, 2023

### Comprehensive Corporate Disclosure

#### Description of the proposed transaction including the timetable for implementation, and related regulatory requirements

The transaction will be through a share swap agreement as per timetable below:

1. HI Board Approval - April 2023
2. Shareholders Approval - July 2023
3. Execution of Share Swap Documents - July 2023
4. Application for IC approval of transfer of the SLGFI/MEI shares - July - Nov 2023
5. Application for letter of non-coverage from the Philippine Competition Commission - July - Nov 2023
6. Application for Increase in Authorized Capital Stock, Amendment of Articles of Incorporation and Confirmation of Valuation with the SEC - July - Mar 2024
7. Payment of DST in relationship to the issuance of HI shares - Mar 2024
8. Application of the listing of shares of stocks of HI issued to PMMIC and GPL - Mar - Jun 2024

#### Rationale for the transaction including the benefits which are expected to be accrued to the listed issuer as a result of the transaction

Several key companies in YGC will be housed under listed HoldCo House of Investments, bringing the major Yuchengco businesses together under one roof. The re-organization exercise will seek to unlock values from the Yuchengco Group of Companies ('YGC'), through House of Investments in fulfillment of Ambassador ATY's 'Womb-to-Tomb' dream from the 90's via consolidation of significant verticals in Non-banking Financial Services and Real Estate

#### The aggregate value of the consideration, explaining how this is to be satisfied, including the terms of any agreements for payment on a deferred basis

1. MICO Equities - PhP9,032,294,771.93 | Equivalent to 397,703,801 HI shares
2. SunLife Grepa Financial, Inc. - PhP5,035,429,864.31 | Equivalent to 221,716,590 HI shares
3. Grepa Realty Holdings - PhP1,667,371,524.56 | Equivalent to 73,416,558 HI shares
4. Total consideration for the 3 companies above - PhP15,735,096,160.80 | Equivalent to 692,836,949 HI shares

**The basis upon which the consideration or the issue value was determined**

HI Valued at PhP22.71111/share based on 1.0X P/BV

1. MEI - PhP9,032,294,771.93 valued at 1.0X P/BV + increase in land valuation
2. SLGFI - PhP5,035,429,864.31 valued at 1.65XP/BV
3. GRHC - PhP1,667,371,524.56 valued at 1.0X P/BV + increase in land valuation

**Detailed work program of the application of proceeds, the corresponding timetable of disbursements and status of each project included in the work program. For debt retirement application, state which projects were financed by debt being retired, the project cost, amount of project financed by debt and financing sources for the remaining cost of the project**

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2. Shareholders Approval - July 2023
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4. Application for IC approval of transfer of the SLGFI/MEI shares - July - Nov 2023
5. Application for letter of non-coverage from the Philippine Competition Commission - July - Nov 2023
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**Identity and/or corporate background of the beneficial owners of the shares subscribed, including the following**

Beneficial Owners/Subscribers	Nature of Business	Nature of any material relationship with the Issuer and the parties to the transaction, their directors/officers or any of their affiliates
Pan Malayan Management & Investment Corporation	Holding Company	Ultimate Parent of House of Investments, MICO Equities and GPL Holdings; Helen Y. Dee is the chairperson of both PMMIC and HI; Lorenzo V. Tan is a Director of both PMMIC and HI; Yvonne S. Yuchengco is a Director of both PMMIC and HI
GPL Holdings, Inc (GPLHI)	Holding Company (SLGFI and GRHC)	Affiliate of HI as PMMIC is the ultimate parent of GPLHI and HI; Helen Y. Dee is the chairperson of both GPLH and HI; Yvonne S. Yuchengco is a Director of both GPLH and HI

**Organizational/Ownership Structure of Subscribers**

Controlling Shareholders of Subscribers	Number of Shares Held	%
Please refer to attached GIS of subscribers	-	-

**For subscribers with no track record or with no operating history: the Subscriber must present a statement of active business pursuits and objectives which details the step undertaken and proposed to be undertaken by the Issuer in order to advance its business. Projected financial statements shall only be required should there be references made in the Statement to forecasts or targets**

N/A

**The interest which directors of the parties to the transaction have in the proposed transaction**

The ultimate parent of Mico Equity, GPL Holdings (Sunlife Grepa Financial and Grepa Realty) and House of Investments, Inc. is Pan Malayan Management and Investment Corporation. Helen Y. Dee is the chairperson of PMMIC, GPL Holdings and HI; Lorenzo V. Tan is a Director of both PMMIC and HI; Yvonne S. Yuchengco is a Director of PMMIC, GPL Holdings and HI.

**Statement as to the steps to be taken, if any, to safeguard the interests of any independent shareholders**

This will be put for approval during the Annual Stockholders Meeting. This needs to be approved by the majority of the minority present during the ASM on July 21, 2023. This will also need SEC approval.

**Any conditions precedent to closing of the transaction**

This will need to be approved by the Shareholders and various regulators (Insurance Commission for MICO and Sunlife, SEC and PSE). A letter of non-coverage will be obtained from the Philippine Competition Commission.

**Change(s) in the composition of the Board of Directors and Management**

None.

**Effects on the following****Ownership structure**

Principal Shareholders	Before		After	
	Number of shares	%	Number of shares	%
PAN MALAYAN MANAGEMENT & INVESTMENT CORP.	397,166,269	51.15	794,870,070	54.1
GPL Holdings	45,670,360	5.88	340,803,508	23.19
Estate of Alfonso T. Yuchengco	90,123,082	11.61	90,123,082	6.13
Y Realty Corporation	3,545,890	0.46	3,545,890	0.2
Malayan Insurance Co., Inc.	35,359,851	4.55	35,359,851	2.41
Malayan Securities Corporation	2,790,000	0.36	2,790,000	0.19
Directors	1,660,100	0.21	1,660,100	0.01
Public	184,475,364	23.76	184,475,364	12.56
Others	15,674,265	2.02	15,674,265	1.07

**Capital structure****Issued Shares**

Type of Security /Stock Symbol	Before	After
Common / HI	776,765,281	1,469,602,230

**Outstanding Shares**

Type of Security /Stock Symbol	Before	After
Common / HI	776,465,281	1,469,302,230

**Treasury Shares**

Type of Security /Stock Symbol	Before	After
Common / Hi	300,000	300,000

**Listed Shares**

Type of Security /Stock Symbol	Before	After
Common / HI	776,765,281	776,765,281

**Effect(s) on the public float, if any** Will go down from 23.76 to 12.56%

**Effect(s) on foreign ownership level, if any** Will go down from 2.03% to 1.07%

**Other Relevant Information**

Please see attached GIS.

**Filed on behalf by:**

<b>Name</b>	Jose Genaro Layug
<b>Designation</b>	FP&A Manager