

COVER SHEET

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S.E.C. Registration Number

[illegible][illegible]

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[illegible]

(Company's Full Name)

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(Business Address : No. Street Company / Town / Province)

MARK ANTHONY RAMOS

Contact Person

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Month

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Day

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FORM TYPE

86313179

Company Telephone Number

0	6
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Month

3	0
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Day

Annual Meeting

N/A

Secondary License Type, If Applicable

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Dept. Requiring this Doc.

Amended Articles Number/Section

Total Amount of Borrowings

Total No. of Stockholders

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Domestic

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Foreign

To be accomplished by SEC Personnel concerned

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. June 22, 2021

2. SEC Identification Number 99905

3. BIR Tax Identification No. 000-188-233-000

4. **PHILIPPINE REALTY AND HOLDINGS CORPORATION**

Exact name of registrant as specified in its charter

5. Metro Manila

6.

(SEC Use Only)

Province, country or other jurisdiction of
Incorporation.

Industry Classification Code

7. One Balete, 1 Balete Drive corner N. Domingo St., Brgy. Kaunlaran District 4, Quezon
City 1111

Address of principal office

8. (632) 8631 – 3179 to 80

Registrant's telephone number, including area code

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

10. Securities registered pursuant to Sections 4 & 8 of the RSA

Title of Each Class

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

Common

9,100,102,685 shares

11. Other matters

In a disclosure made by Philippine Realty and Holdings Corporation ("RLT" or the "Company") on 23 April 2018, it reported that its Board of Directors approved on 18 April 2018 the amendment in the Company's Articles of Incorporation to increase RLT's authorized capital stock ("ACS") which is necessary to accommodate the issuance of new, primary shares from the increased capital stock in favor of Greenhills Properties, Inc. ("GPI") and Meridian Assurance Corp. ("MAC") in exchange for prime real properties that the two (2) entities will contribute into RLT as capital.

The 23 April 2018 disclosure also stated that GPI will be contributing into RLT two (2) vacant lots located in the Bonifacio Global City ("BGC") more particularly described as follows: 1) Lot 1 Block 8 containing 1,600 sq.m., located at the corner of 6th Avenue and 24th Street; and 2) Lot 4 Block 8 also containing 1,600 sq.m., located at 6th Avenue corner 25th Street. Lot 1 Block 8 is registered under the name of GPI, and GPI also acquired Lot 4 Block 8 from its wholly owned subsidiary, Lochinver Assets Inc. ("LAI"), by way of merger

approved by the Securities and Exchange Commission (“SEC”) on 28 November 2012, with GPI as the Surviving Corporation and LAI as the Absorbed Corporation.

MAC on the other hand, will be contributing three (3) office condominium units and six (6) parking units in the Philippine Stock Exchange Centre (“PSEC”) in Ortigas Center with a total floor area of 699 sq.m. and two (2) commercial condominium units and two (2) parking units in The Icon Plaza located in BGC containing a total floor area of 223 sq.m.

The said transaction also involves the following: 1) issuance of 4,177,777,778 new common shares by RLT, to be issued from the increase in its ACS in favor of GPI which will contribute two (2) vacant lots in BGC as capital; and 2) issuance of 150,396,296 new common shares, to be issued from the increase in the ACS of RLT, in favor of MAC, which will contribute condominium units and parking units located in PSEC and The Icon Plaza, as capital in RLT.

However, in a subsequent report made by RLT on 22 July 2020, the SEC was informed that the related party transaction by and between RLT and MAC involving the exchange of properties for shares will no longer push through at the instance of MAC.

The SEC approved on 14 May 2019 the Amended Articles of Incorporation (amending Article VII) of the Company increasing the Company’s ACS from P4,000,000,000.00 divided into 8,000,000,000 shares at a par value of P0.50 per share to P8,000,000,000.00 divided into 16,000,000,000 shares at a par value of P0.50 per share, as approved by the Board of Directors at a meeting held on 18 April 2018, and by the stockholders at the annual stockholders’ meeting held on 23 July 2018.

On 22 June 2021, RLT, through its external legal counsels, received from the Registry of Deeds for Taguig City, the land titles covering the two (2) vacant lots located in the BGC as described above, contributed by GPI as equity into RLT, already registered under the name of RLT.

In exchange for the two (2) BGC vacant lots, RLT issued on 22 June 2021, 4,177,777,778 new common shares from its increased capital stock in favor of GPI.

With the issuance of new shares in its favor, GPI now owns 5,933,556,844 shares in RLT, bringing its percentage ownership to 65.20% from 35.67%.

With the completion of the transaction, the following changes will be reflected in RLTs financial records:

- a. Authorized Capital Stock – Peso Amount from P4,000,000,000 to P8,000,000,000;
- b. Authorized Capital Stock – No. of Common Shares from 8,000,000,000 to 16,000,000,000;
- c. Issued Shares from 5,003,581,007 to 9,181,358,785; and
- d. Outstanding Shares from 4,922,324,907 to 9,100,102,685.

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

PHILIPPINE REALTY AND HOLDINGS CORPORATION

Issuer

By:



MARK ANTHONY M. RAMOS

Assistant Vice President for Accounting, Compliance Officer and Data Protection Officer