

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 27, 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 4-2 - Acquisition/Disposition of Shares of Another Corporation

References: SRC Rule 17 (SEC Form 17-C) and Section 4.4 of the Revised Disclosure Rules

Subject of the Disclosure

This disclosure covers the share swap proposal with GPL Holdings, Inc. to acquire 100% of GPLH's outstanding shareholdings in Grepa Realty Holdings Corporation.

Background/Description of the Disclosure

During the April 25, 2023 Special BOD Meeting of House of Investments, Inc., it was disclosed that HI will acquire 100% of GPLH's outstanding shareholdings in Grepa Realty Holdings Corporation (GRHC). The deal is valued at PhP1,667,371,524.56.

Date of Approval by Board of Directors

Apr 25, 2023

Rationale for the transaction including the benefits which are expected to be accrued to the 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.

Details of the acquisition or disposition

Date

TBA

Manner

The acquisition will be through a share swap agreement. GPLH will receive 7.24 HI shares for each share of GRHC.

Description of the company to be acquired or sold

The main asset of GRHI is Grepalife Building which stands on a 5,000 sq.m. land along Sen. Gil J. Puyat Avenue in Makati and will add to the property portfolio of HI which includes A.T. Yuchengco Centre, RCBC Plaza, and the upcoming The Yuchengco Centre. GRHI also owns properties in Cebu, Antipolo, Tacloban, and Manila. It also owns a lot in Carmelray in Calamba which is an industrial park classified as Special Economic Zone by PEZA.

The terms and conditions of the transaction

Number of shares to be acquired or disposed	10,146,768
Percentage to the total outstanding shares of the company subject of the transaction	49
Price per share	164.32538

Nature and amount of consideration given or received

GPLH will receive 7.24 HI shares for each share in GRHC. In total, GPLH will receive 73,416,558 HI shares for 10,146,768 GRHC shares. The deal is valued at PhP1,667,371,524.56.

Principle followed in determining the amount of consideration

GRHC is valued using a price to book value of 1.0X plus any increase in land valuation. HI is valued at 1.0X price to book value.

Terms of payment

The payment will be through a share swap agreement. This will be executed after shareholders approval and effectivity is conditional on SEC approval.

Conditions precedent to closing of the transaction, if any

This needs to be approved by the majority of the minority present during the annual stockholders meeting. It will also need the approval of the Securities and Exchange Commission. House of Investments will also apply for a letter of non-coverage from the Philippine Competition Commission.

Any other salient terms

None

Identity of the person(s) from whom the shares were acquired or to whom they were sold

Name	Nature of any material relationship with the Issuer, their directors/ officers, or any of their affiliates
GPL Holdings, Inc (GPLHI)	Pan Malayan Management & Investment Corporation (PMMIC) is the ultimate parent of GPLHI and HI; Helen Y. Dee is the chairman 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

Effect(s) on the business, financial condition and operations of the Issuer, if any

1. The transaction is expected to unlock values for HI.
2. Increase in scale will allow for greater access to capital and expansion possibilities for HI.
3. Increase in liquidity is assured given the increase in scale.
4. Controlling stake in GRHC sets the stage for HI to redevelop the properties.

Other Relevant Information

Please see the attached results of the Special BOD Meeting.

Filed on behalf by:

Name	Jose Genaro Layug
Designation	FP&A Manager