

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
Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office
9F GREPALIFE BLDG 219 SEN GIL J PUYAT AVENUE
Postal Code
1200
8. Issuer's telephone number, including area code
88966476
9. Former name or former address, if changed since last report
Not applicable.
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	776,465,281

11. Indicate the item numbers reported herein
1

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 5-1 - Substantial Acquisitions
References: SRC Rule 17 (SEC Form 17-C) and
Section 4.4 and/or Section 5 of the Revised Disclosure Rules

Subject of the Disclosure

Acquisition of 77.32% of MICO Equities, Inc.

Background/Description of the Disclosure

During the Special BOD Meeting dated April 25, 2023, the board of directors approved to enter in a Share Swap Agreement with Pan Malayan Management & Investment Corporation (PMMIC) whereby HI will issue 397,703,801 common shares to PMMIC in exchange for the acquisition of 100% of PMMIC's outstanding shareholdings in MICO Equities, Inc.

Date of Approval by Board of Directors	Apr 25, 2023
Date of Approval by Stockholders	TBA
Other Relevant Regulatory Agency, if applicable	SEC and Insurance Commission
Date of Approval by Relevant Regulatory Agency	TBA

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.

Description of the transaction including the timetable for implementation and related regulatory requirements, if any

The proposed re-organization project will entail the transfers of MICO Equities into HI through a tax-free exchange. HI will be swapping its company shares.

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

Identities of the parties to the transaction

Name	Nature of Business	Nature of any material relationship with the Issuer, their directors/officers or any of their affiliates
PAN MALAYAN INVESTMENT & MANAGEMENT CORPORATION	HOLDING COMPANY	Ultimate Parent of Mico Equities and House of Investments; Helen Y. Dee is the chairman of both HI and PMMIC; Lorenzo V. Tan is a director at both HI and PMMIC; Yvonne S. Yuchengco is a director at both HI and PMMIC

Terms and conditions of the transaction

The nature and amount of consideration (e.g. price per share, the aggregate amount)

Each share of Mico Equity will be swapped with 85.72 shares of HI. In total, 4,639,711 shares of Mico Equities, Inc. will be swapped with 397,703,801 HI shares in a deal valued at PhP9,032,294,771.93.

Basis upon which the amount of consideration or value of the transaction was determined

Mico equities was valued at book value plus the increase in land valuation. HI was valued at book value.

The number of shares to be acquired	4,639,711
Ratio/percentage to total outstanding capital stock	77.32

Terms of payment

SHARE FOR SHARE SWAP

Conditions precedent to closing of the transaction, if any

The transaction will require approval of the majority of the minority present during the annual stockholders meeting. It will also require regulatory approval from the Insurance Commission and the Securities and Exchange Commission. Additionally, House of Investments will request non-coverage from the Philippine Competition Commission.

Description of the company subject of the transaction

Nature and business

MICO Equities, Inc. is the holding company of YGC that holds the investments in non-life insurance through Malayan Insurance Co., Inc. ("MICO"). MICO is one of the leading non-life insurance companies in the Philippines that is authorized by the Insurance Commission to underwrite the following: Aviation, Engineering, Fire/Property, Marine, Miscellaneous Casualty, Motorcar, Personal Accident, Residential Fire and Travel Insurance, and Surety/Bonds. It has an extensive network of 35 branches and service offices nationwide.

Discussion of major projects and investments

MICO EQUITIES is invested in MALAYAN INSURANCE CO., INC. (MICO)(80.63%)

List of subsidiaries and affiliates, with percentage holdings

Name	% Ownership
MALAYAN INSURANCE CO., INC.	80.63

Capital structure

Authorized capital stock

Type of Security	Amount	Number of Shares
COMMON	1,000,000,000	10,000,000

Subscribed Shares

Type of Security	Amount	Number of Shares
COMMON	600,000,000	6,000,000

Paid-Up Capital

Amount	600,000,000
Number of Shares	6,000,000

Issued Shares

Type of Security	Amount	Number of Shares
COMMON	600,000,000	6,000,000

Outstanding Shares

Type of Security	Amount	Number of Shares
COMMON	600,000,000	6,000,000

Par Value

Type of Security	Amount
COMMON	100

Ownership Structure (including percentage holdings)

Name	Number of Shares	% Ownership
PAN MALAYAN MANAGEMENT & INVESTMENT CORPORATION	4,639,707	77.33
MUNICH REINSURANCE CO.	613,416	10.22
RIZAL COMMERCIAL BANKING CORPORATION	338,118	5.63
AY HOLDINGS INC.	247,703	4.13
YU CHU INVESTMENT CORPORATION	94,662	1.58
ENRIQUE T YUCHENGCO INC.	48,162	0.8
ESTATE OF NECITAS DELAS ALAS	7,074	0.12
HYDEE MANAGEMENT & INVESTMENT CORPORATION	5,772	0.1
BIA INC	4,782	0.08
HELEN Y DEE	600	0.01
ALFONSO S YUCHENGCO JR	1	0
YVONNE S YUCHENGCO	1	0
LORENZO V. TAN	1	0
ALFONSO S YUCHENGCO III	1	0

Board of Directors

Name	(Regular or Independent)
HELEN Y DEE	REGULAR
YVONNE S YUCHENGCO	REGULAR
ALFONSO S YUCHENGO JR	REGULAR
LORENZO V TAN	REGULAR
ALFONSO S YUCHENGCO III	REGULAR

Principal Officers

Name	Position/Designation
HELEN Y DEE	CHAIRPERSON
YVONNE S YUCHENGCO	PRESIDENT
MICHELLE MARIE Y DEE	TREASURER
SAMUEL V TORRES	CORPORATE SECRETARY
JOSE MARTIN A MORENTE	ASST CORPORATE SECRETARY

Effect(s)/impact on the business, financial condition and operations of the Issuer

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. Transfer of the insurance companies can broaden non-listed verticals in HI that can add to its investment appeal to investors.
5. Access to prime insurance companies in HI's portfolio. SLGFI is in a partnership with the biggest Life Insurance Company in the World, Sunlife.

Other Relevant Information

N/A

Filed on behalf by:

Name	Ma. Esperanza Joven
Designation	Vice President