

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
88159636
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 51% OF SUN LIFE GREPA FINANCIAL 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 GPL Holdings, Inc. whereby HI will issue 221,716,590 common shares to GPLH in exchange for the acquisition of 100% of GPLH's outstanding shareholdings in SunLife Grepa Financial, 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

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

ACQUISITION OF 51% OF SUN LIGE GREPA FINANCIAL INC THROUGH A SHARE-FOR-SHARE SWAP.

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
GPL HOLDINGS INC.	HOLDING COMPANY	UNDER COMMON CONTROL OF PARENT COMPANY; Helen Y. Dee is the chairman of both GPL Holdings and House of Investments; Yvonne S. Yuchengco is a director at both GPL Holdings and House of Investments

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

Each share of SLGFI will be swapped with 12.42 HI Shares. In total, 17,850,000 shares of SLGFI. will be swapped with 221,716,590 HI shares in a deal valued at PhP5,035,429,864.31.

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

SLGFI shares was valued at 1.65 multiple to the book value. HI was valued at book value.

The number of shares to be acquired	17,850,000
Ratio/percentage to total outstanding capital stock	51

Terms of payment

SHARE FOR SHARE SWAP

Conditions precedent to closing of the transaction, if any

The transaction will require the 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**

Sun Life Grepa Financial, Inc. ("SLGFI") is a joint venture between YGC and Sun Life Financial (Philippines), a top player in the Philippine Insurance Market for over 120 years. SLGFI provides financial planning and guidance; life and health products for every stage of life; investment, wealth accumulation, and savings products for individuals, families, and corporations; and insurance benefit offerings for companies and their employees.

Discussion of major projects and investments

Sun Life Grepa Investments are as follows:
 GREPALIFE ASSET MANAGEMENT CORPORATION (under dissolution)
 GREPA REALTY HOLDINGS CORPORATION (51%)

List of subsidiaries and affiliates, with percentage holdings

Name	% Ownership
GREPALIFE ASSET MANAGEMENT CORPORATION	100
GREPA REALTY HOLDINGS CORPORATION	51

Capital structure**Authorized capital stock**

Type of Security	Amount	Number of Shares
COMMON	780,000,000	78,000,000

Subscribed Shares

Type of Security	Amount	Number of Shares
COMMON	350,000,000	35,000,000

Paid-Up Capital

Amount	350,000,000
Number of Shares	35,000,000

Issued Shares

Type of Security	Amount	Number of Shares
COMMON	350,000,000	35,000,000

Outstanding Shares

Type of Security	Amount	Number of Shares
COMMON	350,000,000	35,000,000

Par Value

Type of Security	Amount
COMMON	10

Ownership Structure (including percentage holdings)

Name	Number of Shares	% Ownership
GPL HOLDINGS INC	17,849,995	51
SUN LIFE FINANCIAL PHILIPPINE HOLDING COMPANY INC	17,149,996	49
HELEN Y DEE	1	0
LORENZO V TAN	1	0
RICHARD S LIM	1	0
MICHELLE MARIE Y DEE	1	0
RIZALINA MANTARING	1	0
FRANCISCO EIZMENDI	1	0
JOSE ISIDRO CAMACHO	1	0
JUAN B SANTOS	1	0
INGRID GAIL JOHNSON	1	0

Board of Directors

Name	(Regular or Independent)
HELEN Y DEE	REGULAR
LORENZO V TAN	REGULAR
RICHARD S LIM	REGUALR
MICHELLE MARIE Y DEE	REGULAR

RIZALINA MANTARING	REGULAR	
FRANCISCO EIZMENDI	INDEPENDENT	
JOSE ISIDRO CAMACHO	INDEPENDENT	
JUAN B SANTOS	INDEPENDENT	
INGRID GAIL JOHNSON	REGULAR	

Principal Officers

Name	Position/Designation	
HELEN Y DEE	CHAIRPERSON	
RICHARD S LIM	PRESIDENT	
SAMUEL V TORRES	CORPORATE SECRETARY	
ANNA KATRINA KABIGTING-IBERO	ASST CORPORATE SECRETARY	
CANDY S ESTEBAN	TREASURER	
MARIA PIA A. URGELLO	INTERIM COMPLAINEE OFFICER, MONEY LAUNDERING REPORTING OFFICER, M DATA PROTECTION OFFICER	

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