

# 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)  
Dec 20, 2017
2. SEC Identification Number  
CS200901269
3. BIR Tax Identification No.  
007236853000
4. Exact name of issuer as specified in its charter  
PHILIPPINE H2O VENTURES CORP.
5. Province, country or other jurisdiction of incorporation  
Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office  
4th Floor 20 Lansbergh Place, 170 Tomas Morato Avenue, Quezon City  
Postal Code  
1103
8. Issuer's telephone number, including area code  
(632) 373-3038
9. Former name or former address, if changed since last report  
-
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 Stock, Php1.00 par value | 243,241,504   |

11. Indicate the item numbers reported herein  
Item 1 - Change in control of Issuer

*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.*

# Philippine H2O Ventures Corp. H2O

## PSE Disclosure Form 4-5 - Change in Control of Issuer *References: SRC Rule 17 (SEC Form 17-C) and Section 4.4 of the Revised Disclosure Rules*

### Subject of the Disclosure

Change in control of Issuer

### Background/Description of the Disclosure

Sale by H2O's parent company, Jolliville Holdings Corporation ("JOH"), along with its subsidiaries and related parties (collectively, the "Sellers"), of all their shareholding in H2O, representing 62.006% of the issued and outstanding capital of H2O, to Udenna Development Corp. ("UDEVCO"), or to any of the latter's subsidiaries or affiliates (the "H2O Sale"). One of the conditions to the H2O Sale is the implementation and completion by H2O of a spin-off by selling all of its existing business and assets, including shares and interests in Calapan Waterworks Corporation ("CWWC") and all other interests in other corporations. H2O shall also collect all receivables, settle all its obligations, assign its contractual interests, transfer or reassign all of its employees and settle and dissolve its retirement fund (the "Clean-up Exercise").

### Rationale for the transaction

JOH believes that the proposed transaction creates value for the Company.

### Description of the transaction

We will be providing information upon closing of the transaction and when actual change of control takes place.

### Identity of the person(s)/entity(ies) who intends to acquire a controlling interest in the Issuer

| Name                     | Nature of any material relationship with the Issuer, their directors/ officers or any of their affiliates |
|--------------------------|---|
| Udenna Development Corp. | None  |

### Identity of the person(s)/entity(ies) from whom control was assumed

| Name                            | Number of Shares | % to Total Number of Outstanding Shares |
|---------------------------------|------------------|---|
| Jolliville Holdings Corporation | 89,338,805       | 36.728                                  |

|                          |            |       |
|--------------------------|------------|-------|
| KGT Ventures Inc.        | 15,000,000 | 6.167 |
| Melan Properties Corp.   | 15,000,000 | 6.167 |
| NGTO Resouces Corp.      | 15,000,000 | 6.167 |
| OTY Development Corp.    | 15,000,000 | 6.167 |
| Nanette T. Ongcarranceja | 1,866,002  | 0.767 |
| Ortrud T. Yao            | 1,932,002  | 0.794 |
| Kenrick G. Ting          | 966,000    | 0.398 |
| Jolly L. Ting            | 414,720    | 0.17  |
| Lourdes G. Ting          | 207,362    | 0.085 |

#### Details of the transaction

|   |             |
|---|-------------|
| <b>Number of shares of voting securities which will be beneficially owned by the person(s)/entity(ies) who will acquire control</b> | 150,824,890 |
| <b>Percentage to total number of shares of voting securities</b>  | 62          |
| <b>Amount and source of consideration used by such person(s)/entity(ies)</b>  | TBA         |

#### Any arrangement or understanding among members of both the former and new control groups and their affiliates/associates with respect to the election of directors or other matters

TBA

#### Describe any arrangement known to the Issuer, including any pledge by any person of securities of the issuer or any of its parents

None

#### The interest which directors of the parties have in the proposed transaction

Some of the Directors are selling shareholders.

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

Udenna Development Corp. will conduct a tender offer to minority shareholders.

### Effects on the following

#### Ownership structure

| Principal Shareholders          | Before           |        | After            |   |
|---------------------------------|------------------|--------|------------------|---|
|                                 | Number of shares | %      | Number of shares | % |
| Jolliville Holdings Corporation | 89,338,805       | 36.728 | 0                | 0 |
| KGT Ventures Inc.               | 15,000,000       | 6.167  | 0                | 0 |

|                          |            |       |           |       |
|--------------------------|------------|-------|-----------|-------|
| Melan Properties Corp.   | 15,000,000 | 6.167 | 0         | 0     |
| NGTO Resouces Corp.      | 15,000,000 | 6.167 | 0         | 0     |
| OTY Development Corp.    | 15,000,000 | 6.167 | 0         | 0     |
| Nanette T. Ongcarranceja | 1,866,002  | 0.767 | 1,650,001 | 0.678 |
| Ortrud T. Yao            | 1,932,002  | 0.794 | 1,500,000 | 0.617 |
| Kenrick G. Ting          | 966,000    | 0.398 | 750,000   | 0.308 |
| Jolly L. Ting            | 414,720    | 0.17  | 0         | 0     |
| Lourdes G. Ting          | 207,362    | 0.085 | 0         | 0     |

## Capital structure

### Issued Shares

| Type of Security/Stock Symbol | Before      | After       |
|-------------------------------|-------------|-------------|
| Common                        | 243,241,504 | 243,241,504 |

### Outstanding Shares

| Type of Security/Stock Symbol | Before      | After       |
|-------------------------------|-------------|-------------|
| Common                        | 243,241,504 | 243,241,504 |

### Treasury Shares

| Type of Security/Stock Symbol | Before | After |
|-------------------------------|--------|-------|
| -                             | -      | -     |

### Listed Shares

| Type of Security/Stock Symbol | Before      | After       |
|-------------------------------|-------------|-------------|
| Common                        | 243,241,504 | 243,241,504 |

|  |      |
|--|------|
| Effect(s) on the public float, if any        | None |
| Effect(s) on foreign ownership level, if any | None |

| Other Relevant Information |
|----------------------------|
| -                          |

### Filed on behalf by:

|             |                                   |
|-------------|-----------------------------------|
| Name        | Ortrud Yao                        |
| Designation | CFO/Treasurer/Corporate Secretary |