

# 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 11, 2018
2. SEC Identification Number  
CS20091269
3. BIR Tax Identification No.  
007236853000
4. Exact name of issuer as specified in its charter  
PH RESORTS GROUP HOLDINGS, INC.
5. Province, country or other jurisdiction of incorporation  
Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office  
GGDC Administrative Services Building, Clark Global City, Clark Freeport Zone,  
Pampanga, Philippines  
Postal Code  
2023
8. Issuer's telephone number, including area code  
(632)403-4015
9. Former name or former address, if changed since last report  
PHILIPPINE H2O VENTURES CORP.; 4th Floor 20 Lansbergh Place, 170 Tomas Morato  
Avenue, Quezon City
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	243,241,504
11. Indicate the item numbers reported herein  
Item 9

*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 4-3 - Amendments to Articles of Incorporation *References: SRC Rule 17 (SEC Form 17-C) and Section 4.4 of the Revised Disclosure Rules*

**Subject of the Disclosure**

Amendment of the Articles of Incorporation

**Background/Description of the Disclosure**

The Shareholders and Board of Directors approved the amendment of the Articles of Incorporation of the Corporation in connection with the following:

- Change of name of the Corporation to from Philippine H2O Ventures Corp. to PH Resorts Group Holdings, Inc.;
- Change of the principal office of the Corporation;
- Amendment of the primary purpose of the Corporation;
- Increase of the number of directors from seven (7) to nine (9);
- Increase of the authorized capital stock of the Corporation from Php 500,000,000 up to Php 8,000,000,000.

On 10 December 2018, the SEC approved the foregoing amendments. See attached for a copy of the Certificate of Filing of Amended Articles of Incorporation and Certificate of Approval of Increase of Capital Stock

<b>Date of Approval by Board of Directors</b>	Jun 25, 2018
<b>Date of Approval by Stockholders</b>	Jun 25, 2018
<b>Other Relevant Regulatory Agency, if applicable</b>	N/A
<b>Date of Approval by Relevant Regulatory Agency, if applicable</b>	N/A
<b>Date of Approval by Securities and Exchange Commission</b>	Dec 10, 2018
<b>Date of Receipt of SEC approval</b>	Dec 11, 2018

**Amendment(s)**

Article No.	From	To
First	That the name of the Corporation shall be Philippine H2O Ventures Corp.	That the name of the Corporation shall be PH Resorts Group Holdings, Inc.

Second	To invest in, purchase, or otherwise acquire and own, hold, use, develop, lease, sell, assign, transfer, mortgage, pledge, exchange, operate, enjoy or otherwise dispose of, as may be permitted by law, all properties of every kind, nature and description and wherever situated, including but not limited to real estate, whether improved or unimproved, agricultural and natural resource projects, buildings, warehouses, factories, industrial complexes and facilities; shares of stock, subscriptions, bonds, warrants, debentures, notes, evidences of indebtedness, and other securities and obligations of any corporation or corporations, association or associations, domestic or foreign, for whatever lawful purpose or purposes the same may have been...	The primary purpose of the Corporation is to subscribe, acquire, hold, sell, assign, or dispose of shares of stock and other securities of any corporation including those engaged in the hotel and/or gaming and entertainment business, without however engaging in the dealership of securities or in the stock brokerage business or in the business of an investment company, to the extent permitted by law, and to be involved in the management and operations of such investee companies; and to guarantee the obligations of its subsidiaries or affiliates or any entity in which the Corporation has lawful interest.
Third	The principal office of the Corporation shall be established or located in 4th Floor 20 Lansbergh Place Bldg., 170 Tomas Morato Ave., Quezon City, Philippines	The principal office of the Corporation shall be established or located in GGDC Administrative Services Building, Clark Global City, Clark Freeport Zone, Pampanga, Philippines 2023.
Sixth	The number of directors of the Corporation shall be Seven (7)...	The number of directors of the Corporation shall be Nine (9)...
Seventh	The capital stock of the corporation is Five Hundred Million (P500,000,000.00) Pesos, Philippine Currency, divided into Five Hundred Million (500,000,000) shares with a par value of One Peso (P1.00) Philippine Currency per share.	The authorized capital stock of the corporation is Eight Billion (P8,000,000,000.00) Pesos, divided into Eight Billion (8,000,000,000) shares with a par value of One Peso (P1.00) per share.

**Rationale for the amendment(s)**

These amendments will enable the Corporation to pursue a new line of business as a result of the recent change in majority ownership of the Corporation.

**The timetable for the effectivity of the amendment(s)**

<b>Expected date of filing the amendments to the Articles of Incorporation with the SEC</b>	Jul 2, 2018
<b>Expected date of SEC approval of the Amended Articles of Incorporation</b>	Dec 10, 2018

**Effect(s) of the amendment(s) to the business, operations and/or capital structure of the Issuer, if any**

These amendments will enable the Corporation to pursue a new line of business as a result of the recent change in majority ownership of the Corporation. The amendments also increases the capitalization of the Corporation from Php 500,000,000.00 to Php 8,000,000,000.00.

**Other Relevant Information**

The issuance of the shares that were subscribed pursuant to the increase of the authorized capital stock will be completed upon payment of the relevant taxes. Thus, the minimum public float of the Corporation is still currently maintained at 30% of the issued and outstanding shares.

Upon issuance of the shares that were subscribed in the increase of its authorized capital stock, the Corporation will maintain a minimum public float of at least 10% as it will also be issuing shares to other unaffiliated and unrelated shareholders of the Corporation.

**Filed on behalf by:**

<b>Name</b>	Leandro Abarquez
<b>Designation</b>	Corporate Secretary

