

# 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)  
May 23, 2019
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  
2203
8. Issuer's telephone number, including area code  
6324034015
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	4,793,266,504

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.*

# PH Resorts Group Holdings, Inc.

## PHR

**PSE Disclosure Form 4-30 - Material Information/Transactions**  
***References: SRC Rule 17 (SEC Form 17-C) and***  
***Sections 4.1 and 4.4 of the Revised Disclosure Rules***

<b>Subject of the Disclosure</b>
Approvals from the Board of Directors
<b>Background/Description of the Disclosure</b>

Upon recommendation of Management, the Board of Directors of the Company approved the following matters:

1) Amendment of the Articles of Incorporation

The Board approved that the principal office of the Corporation be amended from GGDC Administrative Services Building, Clark Global City, Clark Freeport Zone Pampanga, Philippines, to Udenna Tower, 4th Ave. cor. Rizal Drive, Bonifacio Global City, Taguig City, Philippines.

The Board also approved the increase of the authorized capital stock of the Corporation from Php 8,000,000,000.00 divided into 8 Billion common shares at Php 1.00 per share to Php 15,000,000,000.00 divided into 15 Billion common shares at Php 1.00 per share.

2. Amendment of By-Laws of the Corporation

The Board also approved that the annual meeting of the shareholders be held on the 3rd Wednesday of May instead of the 3rd Wednesday of June.

3. Merger of the Corporation with its wholly owned subsidiary, PH Travel and Leisure Holdings Corp.

The Board also approved the merger and consolidation of assets of the Corporation with its wholly-owned subsidiary, PH Travel and Leisure Holdings, Corp. Considering the fact that the Company and PH Travel own, hold and manage various assets for the same beneficial owner, with PH Travel being the 100% direct subsidiary of the Company, it is deemed necessary and advisable to merge the two companies, in order to achieve greater efficiency and economy in the management and operations of both companies to the Companies' and their stockholders' advantage.

4. Approval of the acquisition of 100% of the shares in Lapulapu Land Corp. by Lapulapu Leisure Inc.

The Board approved the acquisition of 100% of the issued and outstanding common shares of Lapulapu Land Corp. by the Company's wholly owned subsidiary, Lapulapu Leisure, Inc.. This is to consolidate the assets of the integrated resort project in Mactan, Cebu under PHR.

5. Employee Stock Incentive Plan

The Board also approved the Company's Employee Stock Incentive Plan for qualified employees, directors, officers and other qualified persons, the terms of which shall be determined by the Administrative Committee of the Plan, and to further approved by the Board. The Purpose of the Plan is to: (a) reward and retain high performing employees; (b) motivation for work increased work performance; (c) to attract qualified and young talents; (d) improve employees' net worth; and (e) broaden the Company's ownership base. 5% of the outstanding common stock of the Company, which number may be increased from time to time as determined by the Board of Directors, may be issued under the Plan.

**Other Relevant Information**

None

**Filed on behalf by:**

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