

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 29, 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 4-23 - Mergers and Consolidations
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

Approval of the Board of Directors and shareholders of the merger (the "Merger") between PH Resorts Group Holdings, Inc. (the "Company") and its 100% direct subsidiary, PH Travel and Leisure Holdings Corp. ("PH Travel"), subject to obtaining the relevant regulatory approvals.

Background/Description of the Disclosure

The Board of Directors approved the Merger on May 23, 2019. The shareholders of the Company likewise approved the Merger in the Company's Annual Shareholders' Meeting, also held on 23 May 2019. The Merger is subject to the relevant regulatory approvals, particularly the approval of the Securities and Exchange Commission ("SEC") and the Bureau of Internal Revenue ("BIR").

Date of Approval by Board of Directors	May 23, 2019
Date of Approval by Stockholders	May 23, 2019
Other Relevant Regulatory Agency, if applicable	SEC and BIR
Date of Approval by Relevant Regulatory Agency	TBA
Date of Approval by Securities and Exchange Commission	TBA

Rationale for the transaction including the benefits which are expected to be accrued to the Issuer as a result of the transaction

PH Travel is the the holding company for the gaming and hospitality arm of the Udenna Group, which includes LapuLapu Leisure, Inc., Clark Grand Leisure Corp., and Donatela Hotel Panglao Corp. PH Travel is 100% owned by the Company, hence, both companies own, hold and manage various assets for the same beneficial owner. 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 and for the advantage of their stockholders. PH Travel, at this point, is a redundant holding company.

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

To be announced (TBA). The details of the transaction will still be subject to regulatory approvals.

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
PH Travel and Leisure Holdings Corp.	Holding Company	100% owned subsidiary of PHR
PH Resorts Group Holdings Inc	Holding Company	The issuer

Terms and conditions of the transaction

Plan of merger
TBA
Ratio of exchange of shares
TBA
Basis upon which the exchange ratio was determined
TBA
Number of shares subject of the merger
500,000,000 common shares
Timetable
TBA
Conditions precedent to closing of the transaction, if any
TBA
Procedures for exchange
TBA

Description of the company subject of the transaction

Nature and business
PH Travel is a holding Company that is 100% owned by PHR. PH Travel owns 100% of the operating subsidiaries including Lapulapu Leisure, Inc., Donatela Hotel Panglao Corp., Clark Grand Leisure Corp., Donatela Resorts & Development Corp., CD Treasures Holdings Corp., Davao PH Resort Corp., and Lapulapu Cultural Heritage Foundation, Inc.
Discussion of major projects and investments
N/A

List of subsidiaries and affiliates, with percentage holdings

Name	% Ownership
Lapulapu Leisure, Inc.	100
Donatela Hotel Panglao Corp.	100

Clark Grand Leisure Corp.	100
Donatela Resorts & Development Corp.	100
CD Treasures Holdings Corp.	100
Davao PH Resort Corp.	100
Lapulapu Cultural Heritage Foundation, Inc.	100

Capital structure

Authorized capital stock

Type of Security /Stock Symbol	Amount	Number of Shares
Common shares	Php 500,000,000.00	500,000,000

Subscribed Shares

Type of Security /Stock Symbol	Amount	Number of Shares
Common shares	Php 500,000,000.00	500,000,000

Paid-Up Capital

Amount	Php 500,000,000.00
Number of Shares	500,000,000

Issued Shares

Type of Security /Stock Symbol	Amount	Number of Shares
Common shares	Php 500,000,000.00	500,000,000

Outstanding Shares

Type of Security /Stock Symbol	Amount	Number of Shares
Common shares	Php 500,000,000.00	500,000,000

Par Value

Type of Security /Stock Symbol	Amount
Common shares	Php 1.00

Ownership Structure (including percentage holdings)

Name	Number of Shares	% Ownership
PH Resorts Group Holdings Inc.	500,000,000	100

Board of Directors

Name	(Regular or Independent)
Dennis A. Uy	Regular
Cherylyn C. Uy	Regular
Raymundo Martin M. Escalona	Regular
Ignacia S. Braga IV	Regular
Leandro E. Abarquez	Regular

Principal Officers

Name	Position/Designation
Dennis A. Uy	President & CEO
Cherylyn C. Uy	Treasurer
Ignacia S. Braga IV	VP-Finance
Leandro E. Abarquez	Corporate Secretary

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

Since 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, the merger of the two companies aims to achieve greater efficiency and economy in the management and operations of both companies.

Other Relevant Information

None

Filed on behalf by:

Name	Leandro Abarquez
Designation	Corporate Secretary