

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)
Jul 11, 2025
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
1634
Postal Code
1634
8. Issuer's telephone number, including area code
0284034007
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 | 7,282,017,027 |

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 4-32 - Reply to Exchange's Query

Subject of the Disclosure

PHR's Business Plan

Description of the Disclosure

As instructed by the Exchange, PHR hereby submits its detailed business plan.

Information Requested

Please see attached.

Filed on behalf by:

| | |
|--------------------|-------------------------|
| Name | Alyssa Hannah Nuqui |
| Designation | Associate Legal Counsel |



11 July 2025

THE PHILIPPINE STOCK EXCHANGE, INC.

6th Floor, PSE Tower
5th Avenue corner 28th Street
Bonifacio Global City, Taguig City

**Re: PH RESORTS GROUP HOLDINGS INC.
Negative Stockholders' Equity**

Ladies and Gentlemen:

We write on behalf of PH Resorts Group Holdings Inc. (the “**Company**” or “**PHR**”) concerning the Company’s Negative Stockholders’ Equity as reported in PHR’s Annual Report for the year 2024 and the first quarter of 2025.

In this regard, we are submitting herewith the Company’s business plan detailing the action it will undertake to bring its stockholders’ equity from negative to positive.

Please find PHR’s business plan attached as “Annex A”.

Very Truly Yours,

A handwritten signature in blue ink, appearing to read 'Raymundo'.

RAYMUNDO MARTIN M. ESCALONA
President

A handwritten signature in black ink, appearing to read 'Lara'.

LARA LORENZANA
Chief Financial Officer



ANNEX “A”

PH RESORTS GROUP HOLDINGS INC. Proposed Plan to Convert Advances for Future Stock Subscription to Equity by the 4th Quarter of 2025

Background

PH Resorts Group Holdings, Inc. (“PHR”) was incorporated primarily 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. PHR is the parent company of PH Travel and Leisure Holdings Corp. (“PH Travel”). Through PH Travel and its subsidiaries, PHR is engaged in real estate property development, including the management and operation of the activities conducted therein such as but not limited to resorts, hotels and/or casinos, clubhouses and sports facilities. PHR’s indirect subsidiaries include LapuLapu Leisure, Inc. and LapuLapu Land Inc., Donatela Hotel Panglao Corp, and Davao PH Resort Corp.

Main Cause of the Negative Shareholders’ Equity

As the Company’s projects are in the development phase, construction spending and pre-operation costs typically results in cumulative net losses over prior periods. Please note that the Company historically has had sufficient equity in excess of these losses, however, construction development expenses combined with the following key factors, led to a negative equity position as of December 31, 2024 (PHP229.6 million) and March 31, 2025 (PHP503.7 million):

1. Capital Infusion from Stockholders Booked as Liabilities Due to Insufficient Authorized Capital Stock

A significant factor contributing to the negative equity is the classification of capital infusions from Udenna Corporation, the parent entity, as a liability. These capital infusions, amounting to PHP4.21 billion as of March 31, 2025, were booked as advances for future stock subscriptions, a liability in the Statement of Financial Position due to insufficient authorized capital stock of the Company. This accounting treatment materially impacts the equity position and does not reflect the parent’s continuing financial support and long-term commitment to the Company.

2. Financing Transaction with Chinabank

In connection with the full settlement and discharge of its Peso bridge loan balance and accrued interest, the Group entered into a Deed of Assignment with Chinabank whereby it irrevocably cedes, assigns, transfers and conveys to Chinabank, free from all liens, encumbrances, restrictions, claims and occupants, all of its rights, title and interest in the Improvements in Emerald Bay and parcels of land. Subsequently, the Group entered into a lease agreement with Chinabank with the option to buyback the said properties.



This restructuring arrangement with Chinabank required the company to incur significant finance charges (through lease payments and transaction costs) and finance losses stemming from the buyback option.

3. Pre-Operating Costs of Emerald Bay

These include noncapitalizable pre-development expenses such as taxes and licenses, salaries, professional fees, and rentals.

4. Negative Equity Reserve

This is a noncash accounting adjustment in connection with the 2018 reverse acquisition of H2O. This is continued to be reflected in the audited financial statement (17-A) and in the quarterly filing (17-Q). Please refer to Note 16 of the 17Q March 31, 2025 financial statements.

Proposed Action to Resolve its Negative Equity Position

Proposed Activity: Conversion of Deposits and Advances for Future Stock Subscription to Common Stock by its Parent Entity, Udenna Corporation

Target Timetable: By the end of the 4th Quarter of 2025

Target Additional Equity: Conversion of Approximately PHP4.09 Billion

As of March 31, 2025, the Group has advances for future stock subscription of PHP4.210 billion classified as liability in its consolidated statement of financial position. On April 30, 2025, the Group has worked towards an increase of its authorized capital stock from PHP8.00 billion to PHP15.0 billion, which was previously approved by its board of directors and shareholders. The application for increase will be presented for reapproval by the stockholders during the upcoming 2025 Annual Stockholders' Meeting to be held on 17 July 2025 as the Securities and Exchange Commission requires that the application for increase is filed within 6 months from stockholders' approval. Once the application is approved, PHP3.37 billion of Advances for Future Stock Subscription and PHP718.0 million of Deposits for Future Stock Subscription will be converted to equity, and, thus, the proforma equity as of March 31, 2025 would be positive PHP2.86 billion (see next page).



PROFORMA FINANCIAL STATEMENTS AFTER THE CAPITAL INFUSION

| | As of 31 Mar 2025 | Infusion through Conversion of Advances for Future Stock Subscription | PROFORMA as of 31 Mar 2025 |
|--|-------------------|---|-------------------------------|
| TOTAL ASSETS | 19,456,992,576 | - | 19,456,992,576 |
| LIABILITIES AND EQUITY | | | |
| Liabilities | | | |
| Current liabilities | 13,818,322,201 | - | 13,818,322,201 |
| Advances for future stock subscription | 4,209,967,688 | (3,368,136,715) | 841,830,973 |
| Other noncurrent liabilities | 1,932,384,279 | - | 1,932,384,279 |
| Total Liabilities | 19,960,674,168 | (3,368,136,715) | 16,592,537,453 |
| Equity | | | |
| Capital stock | 7,282,017,027 | 4,086,119,688 | 11,368,136,715 |
| Additional paid-in capital | 1,629,450,205 | - | 1,629,450,205 |
| Deposit for future stock subscription | 717,982,973 | (717,982,973) | - |
| Equity reserve | (4,126,935,056) | - | (4,126,935,056) |
| Revaluation surplus | 2,892,969,846 | - | 2,892,969,846 |
| Deficit | (8,899,166,587) | - | (8,899,166,587) |
| Total Equity | (503,681,592) | 3,368,136,715 | 2,864,455,123 |
| TOTAL LIABILITIES AND EQUITY | 19,456,992,576 | - | 19,456,992,576 |

Thus, the proposed conversion of advances for future stock subscription into equity represents a strengthening in the capital structure of that will sufficiently address the current negative equity position. Hopefully, with the approval of the increase in authorized capital stock before year-end, PHR expects to restore its positive equity position.