

# 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)  
Nov 27, 2020
2. SEC Identification Number  
147584
3. BIR Tax Identification No.  
043-002-727-376
4. Exact name of issuer as specified in its charter  
PREMIERE HORIZON ALLIANCE CORPORATION
5. Province, country or other jurisdiction of incorporation  
PHILIPPINES
6. Industry Classification Code(SEC Use Only)
7. Address of principal office  
Unit 1705, East Tower, Philippine Stock Exchange Center, Exchange Road, Ortigas  
Center, Pasig City  
Postal Code  
1605
8. Issuer's telephone number, including area code  
(02) 8632-7715
9. Former name or former address, if changed since last report  
Not Applicable
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 P 0.25 PAR VALUE	1,990,480,889

11. Indicate the item numbers reported herein  
Item No. 9 Other Item

*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.*



# Premiere Horizon Alliance Corporation

## PHA

### PSE Disclosure Form 7-1 - Notice of Annual or Special Stockholders' Meeting

**References: SRC Rule 17 (SEC Form 17-C) and Sections 7 and 4.4 of the Revised Disclosure Rules**

#### Subject of the Disclosure

PHA Annual Stockholders' Meeting

#### Background/Description of the Disclosure

We advise that the virtual annual stockholders' meeting of the Company scheduled on November 26, 2020 has been postponed and reset to December 17, 2020, 3:00 p.m. The Record Date also been changed from October 16, 2020 to November 20, 2020.

The agenda of the meeting will include the following: the approval and ratification of the Memorandum of Agreement and related transactions between PHA and Marvin Dela Cruz on behalf of the shareholders of Squidpay Technology, Inc. ("SPT Shareholders"), the approval and ratification of the subscriptions by SPT shareholders and the approval of increase in authorized capital stock and amendment of the Articles of Incorporation of PHA.

#### Type of Meeting

- Annual
- Special

<b>Date of Approval by Board of Directors</b>	Jun 25, 2020
<b>Date of Stockholders' Meeting</b>	Dec 17, 2020
<b>Time</b>	3:00 P.M.
<b>Venue</b>	Unit 1705, East Tower, Philippine Stock Exchange Centre, Exchange Road, Ortigas CTR. Pasig City via virtual meeting
<b>Record Date</b>	Nov 20, 2020

<b>Agenda</b>	<p>The following is the agenda of the meeting:</p> <ol style="list-style-type: none"> <li>1. Call to order</li> <li>2. Proof of Notice and Certification of Quorum</li> <li>3. Approval of the Minutes of the Annual Meeting of Stockholders' held on October 24, 2019</li> <li>4. Management Report and Audited Financial Statements for the Year Ended December 31, 2019</li> <li>5. Ratification of Acts of the Board of Directors and Management</li> <li>6. Election of Directors</li> <li>7. Appointment of External Auditor</li> <li>8. Approval and ratification of Memorandum of Agreement and related transaction between PHA and Marvin Dela Cruz on behalf of the shareholders of Squidpay Technology , Inc. (or "SPT Shareholders")</li> <li>9. Approval and ratification of subscription by SPT shareholders to 263,636,364 new shares out of the existing unissued capital stock of PHA</li> <li>10. Approval of Increase in authorized capital stock and amendment of Articles of Incorporation of PHA</li> <li>11. Approval of subscriptions by SPT shareholders to up to 2,539,393,939 shares and existing creditors to up to 303,030,303 shares out of the increase in authorized capital stock of PHA</li> <li>12. Waiver of the requirement to conduct a rights/public offer under the Philippine Stock Exchange Additional Listing Rule in connection with the issuance of shares to SPT shareholders and existing creditors who are related parties</li> <li>13. Other Matters</li> <li>14. Adjournment.</li> </ol>
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**Inclusive Dates of Closing of Stock Transfer Books**

<b>Start Date</b>	N/A
<b>End Date</b>	N/A

**Other Relevant Information**

To update the agenda of the meeting.

**Filed on behalf by:**

<b>Name</b>	Raul Ma. Anonas
<b>Designation</b>	Executive Vice President, CIO/ COO



## **NOTICE OF ANNUAL STOCKHOLDERS' MEETING**

To All Stockholders:

Please be advised that the Annual Meeting of the Stockholders of **PREMIERE HORIZON ALLIANCE CORPORATION** (the “**Company**” or “**PHA**”) will be held virtually by remote communication or *in absentia* on Thursday, December 17, 2020 at 3:00 p.m. at Pasig City. Due to the COVID-19 situation and for the health and safety of the stockholders, the meeting will be conducted virtually and may be accessed through the following link <https://us02web.zoom.us/j/87935184087?pwd=R08vanJWUHA2dGNXSFcvSTJBT1oxUT09>. The password to attend the meeting shall be provided by the Company to all stockholders of record as of November 20, 2020 or their proxies who have successfully registered to attend the meeting (Please refer to the registration procedure below).

The following is the agenda of the meeting:

1. Call to order
2. Proof of notice and certification of quorum
3. Approval of the minutes of the Annual Meeting of Stockholders held on October 24, 2019
4. Management Report & Audited Financial Statements for year ended December 31, 2019
5. Ratification of acts of the Board of Directors and Management
6. Election of directors
7. Appointment of external auditor
8. Approval and ratification of Memorandum of Agreement and related transactions between PHA and Marvin Dela Cruz on behalf of the shareholders of Squidpay Technology, Inc. (or “**SPT Shareholders**”)
9. Approval and ratification of subscriptions by SPT shareholders to 263,636,364 new shares out of the existing unissued capital stock of PHA
10. Approval of increase in authorized capital stock and amendment of Articles of Incorporation of PHA
11. Approval of subscriptions by SPT shareholders to up to 2,539,393,939 shares and existing creditors to up to 303,030,303 shares out of the increase in authorized capital stock of PHA
12. Waiver of the requirement to conduct a rights/public offer under the Philippine Stock Exchange Additional Listing Rule in connection with the issuance of shares to SPT shareholders and existing creditors who are related parties
13. Other matters
14. Adjournment

Only stockholders of record as of November 20, 2020 or their proxies shall be entitled to attend and vote at the virtual meeting. Stockholders who wish to attend the virtual meeting by remote communication or *in absentia* must email to [investors@premierehorizon.com](mailto:investors@premierehorizon.com) their request to attend, not later than the close of business on December 7, 2020.

Individual stockholders who wish to be represented at the virtual meeting by proxy must either: (a) submit an original, duly signed and accomplished proxy form (which may be downloaded from the website) by post or courier to the Office of the Corporate Secretary at the Corporation’s principal office located at Unit 1705 East Tower Philippine Stock Exchange Bldg., Exchange Road, Ortigas Center, Pasig City; or (b) email a scanned copy of proxy form in PDF, JPEG or similar format to [investors@premierehorizon.com](mailto:investors@premierehorizon.com) not later than the close of business on December 7, 2020 and transmit the original signed copy not later than the meeting date. The Company shall validate the

requests, and the proxies, and email to the stockholders and/or proxy holders the instructions and password on how to access the virtual stockholders' meeting.

If you own shares through your broker or your shares are lodged with the Philippine Depository Trust Corporation, please secure from your broker, bank or other fiduciary allowed by law a duly signed and accomplished proxy form, which you or your broker, bank or other fiduciary must submit to the Company in the same manner above and not later than December 7, 2020. In accordance with Rule 20.11.2.18 of the 2015 Implementing Rules and Regulations of the Securities and Regulation Code, proxies executed by brokers shall be accompanied by a certification under oath stating that before the proxy was given to the broker, he had duly obtained the written consent of the persons in whose account the shares are held.

Corporate shareholders shall likewise be required to submit a notarized secretary's certificate attesting to the authority of the representative or proxy holder to attend and vote at the virtual stockholders' meeting. The same must be submitted to the Company in the same manner above and not later than December 7, 2020. Otherwise, the Company may likewise not recognize you as a stockholder of record.

Validation of proxies will take place on December 11, 2020.

Pursuant to SEC Notice dated April 20, 2020, a copy of this Notice of meeting and accompanying annex containing a brief statement of the rationale and explanation of each item in the agenda, Definitive Information Statement, Management Report, SEC Form 17-Q, Proxy Form and other documents related to the meeting are available at the Company's website at <https://www.premierehorizon.com>.

For any questions about the meeting, you may email [investors@premierehorizon.com](mailto:investors@premierehorizon.com).

Makati City, Metro Manila, November 23, 2020.

  
**ROBERTO V. SAN JOSE**  
Corporate Secretary



Copies of the Notice, Proxy Form, Definitive Information Statement, Management Report, Audited Financial Statements of the Corporation as of December 31, 2019, Quarterly Report (SEC Form 17-Q) for the period ended September 30, 2020 and other related materials for the Annual Stockholders' Meeting can be accessed through the following options:

1. Scan the QR code using your smart phone's QR code reader.
2. Visit the Company's website at <https://www.premierehorizon.com>
3. Visit the PSE Edge Portal.
4. Request for a copy by sending an email to [investors@premierehorizon.com](mailto:investors@premierehorizon.com).

**ANNEX TO THE NOTICE OF THE  
2020 ANNUAL STOCKHOLDERS' MEETING**

**AGENDA**

**Details and Rationale**

**1. Call to order**

The Chairman of the Board of Directors, Mr. Augusto Antonio C. Serafica, will call the meeting to order.

**2. Proof of notice and certification of quorum**

The Corporate Secretary, Mr. Roberto V. San Jose, will certify that copies of the Notice and Definitive Information Statement have been sent to all stockholders of record as of November 20, 2020 and whether the attendees present and represented at the meeting hold a sufficient number of shares for quorum to exist for the valid transaction of business.

**3. Approval of minutes of previous stockholders' meeting**

Copies of the draft minutes will be distributed before the meeting and are available for examination at the Company website <https://www.premierehorizon.com>.

The stockholders will be requested to approve the draft minutes. The following is the proposed resolution:

*“RESOLVED, that the minutes of the Annual Stockholders' Meeting of Premiere Horizon Alliance Corporation held on October 24, 2019 be, as it is hereby, approved.”*

**4. Management report and audited financial statements**

The Chairman and President, Mr. Augusto Antonio C. Serafica, will present the Management Report, the Company's operational highlights and financial results and the audited financial statements for the year ended December 31, 2019. The audited financial statements were prepared by the Company's independent auditors, SyCip Gorres Velayo & Co., and approved by the Company's Audit and Governance Committee and the Board of Directors. In compliance with regulatory requirements, the audited financial statements have also been submitted to the Philippine Stock Exchange, Securities and Exchange Commission and Bureau of Internal Revenue.

Questions will be entertained from the stockholders after the presentation.

The stockholders will be requested to approve the annual report of management as presented by the President, and the audited financial statements for the year ended December 31, 2019. The following is the proposed resolution:

*“RESOLVED, that the Annual Report of Management as presented by the President, and the Company's audited financial statements for the year ended December 31, 2019 be, as it is hereby, approved.”*

**5. Ratification of previous corporate acts**

The stockholders will be requested to ratify the acts, contracts, resolutions and deeds of the Board of Directors and management of the Company that were significant towards achieving the Company's performance and results. The following is the proposed resolution:

*“RESOLVED, that all acts, contracts, resolutions and actions, authorized and entered into by the Board of Directors and Management of the Company*

*from the date of the last annual stockholders' meeting up to the present be, as they are hereby, approved, ratified and confirmed."*

## **6. Election of directors**

It is proposed to elect the following members of the Board of Directors. The biographical profiles of the Director-Nominees were provided in the Information Statement that has been posted in the Company's website at <https://www.premierehorizon.com>. The Director-Nominees are the following;

### For Regular Directors

1. Augusto Antonio C. Serafica
2. George Edwin Y. Sycip
3. Winston A. Chan
4. Raul Ma. F. Anonas
5. Victor Y. Lim
6. Ramon A. Recto
7. Danilo A. Antonio

### For Independent Directors

8. Felipe A. Judan
9. Ramon G. Santos

## **7. Appointment of external auditors**

Upon the favorable recommendation of the Company's Audit and Governance Committee, the Company's external auditor, SyCip Gorres Velayo & Co., is proposed to be reappointed for the current year 2020-2021. The following is the proposed resolution:

*"RESOLVED, that the accounting firm SyCip Gorres Velayo & Co. be, as it is hereby, reappointed as the Company's external auditor for the current year 2020-2021."*

## **8. Approval and Ratification of Memorandum of Agreement and related transactions between PHA and Marvin Dela Cruz on behalf of the shareholders of Squidpay Technology, Inc. (or "SPT Shareholders")**

The stockholders will be requested to approve and ratify the Memorandum of Agreement and related transactions entered into by the Board of Directors and management of the Company and Mr. Marvin Dela Cruz on behalf of the SPT shareholders. Details of the agreement and the transactions are discussed in the Information Statement.

The following is the proposed resolution:

**"RESOLVED**, that the stockholders of **PREMIERE HORIZON ALLIANCE CORPORATION** (the "**Corporation**") hereby approve, ratify and confirm, the execution of the memorandum of agreement and subscription agreements for the subscription to a total of 2,803,030,303 common shares (the "**Subscription Shares**") representing 55% of the resulting outstanding capital stock of the Corporation, at a price of Php0.33per share for a total consideration of Php925.0 Million, of which Php300 Million will be payable in cash and the balance of Php625 Million will be payable through cash and/or infusion of Squidpay Technology, Inc. shares;

**RESOLVED FURTHER**, that the Board of Directors be, as it is hereby, authorized to finalize and approve the terms and conditions to implement the foregoing transactions;

**RESOLVED FURTHER**, that the following officers of the Corporation:

Chairman/President : Mr. Augusto Antonio C. Serafica, Jr.  
and  
Chief Operating Officer : Mr. Raul Ma. F. Anonas

be, as they are hereby, authorized to sign, execute and deliver the memorandum of agreement, subscription agreements, and other contracts, certifications, notices and documents, and to perform any and all acts which may be necessary, requisite and proper to implement the foregoing resolution;

**RESOLVED FINALLY**, that the officers of the Corporation be, as they are hereby, authorized to sign, execute and deliver any and all forms, applications, certifications and documents to comply with the regulatory requirements of the Securities and Exchange Commission (or "**SEC**") and Philippine Stock Exchange (or "**PSE**") for the issuance of the shares, SEC registration or notices of exempt transactions, and listing of the shares on the PSE.

**9. Approval and Ratification of subscriptions by SPT shareholders to 263,636,364 new shares out of the existing unissued capital stock of PHA**

The stockholders will be requested to approve the subscriptions by and issuance to SPT shareholders of 263,636,364 common shares out of the existing unissued capital stock of the Company. Details of the agreement and the transactions are discussed in the Information Statement.

The following is the proposed resolution:

***“RESOLVED**, that the stockholders of Premiere Horizon Alliance Corporation (the **“Corporation”**) approve, ratify and confirm the issuance of 263,636,364 common shares out of the existing unissued authorized capital stock of the Corporation to the shareholders of Squidpay Technology, Inc. according to the breakdown of shares approved by the Corporation’s Board of Directors;*

***RESOLVED FURTHER**, that the execution of the subscription agreements and all acts to implement the subscription agreements performed by the following officers of the Corporation:*

*Chairman/President : Mr. Augusto Antonio C. Serafica, Jr.  
and  
Chief Operating Officer : Mr. Raul Ma. F. Anonas*

*be, as they are hereby, approved, ratified and confirmed”*

**10. Approval of increase in authorized capital stock and amendment of Articles of Incorporation of PHA**

The stockholders will be requested to approve the following:

- (i) An increase in the Corporation’s authorized capital stock from Five Hundred Sixty Three Million Five Hundred Fifty Six Thousand Pesos (Php563,556,000) divided into Two Billion Two Hundred Fifty Four Million Two Hundred Twenty Four Thousand (2,254,224,000) common shares with par value of Twenty Five Centavos (Php0.25) each share, to up to One Billion Five Hundred Million Pesos (Php1,500,000,000.00) divided into Six Billion (6,000,000,000) common shares with a par value of Twenty Five Centavos (Php0.25) per share, as may be fixed by the Board of Directors; and



- (ii) The corresponding amendment to Article Seven of the Corporation's Articles of Incorporation.

Details of the proposed increase in authorized capital stock and amendment of the Articles of Incorporation are discussed in the Information Statement. The following is the proposed resolution:

**“RESOLVED**, that the increase of the Corporation's authorized capital stock from Five Hundred Sixty Three Million Five Hundred Fifty Six Thousand Pesos (Php563,556,000) divided into Two Billion Two Hundred Fifty Four Million Two Hundred Twenty Four Thousand (2,254,224,000) common shares with par value of Twenty Five Centavos (Php0.25) each share, to up to One Billion Five Hundred Million Pesos (Php1,500,000,000.00) divided into Six Billion (6,000,000,000) common shares with a par value of Twenty Five Centavos (Php0.25) per share, as may be fixed by the Board of Directors, thereby amending the SEVENTH Article of the Articles of Incorporation be, as it is hereby, approved;

**RESOLVED FINALLY**, that the directors and officers of the Corporation be, as they are hereby, authorized to sign, execute and deliver any and all documents which may be required to implement the foregoing resolutions and secure the approval by the Securities and Exchange Commission of the amendment to the Corporation's Articles of Incorporation.”

**11. Approval of subscriptions by SPT shareholders to up to 2,539,393,939 shares and existing creditors to up to 303,030,303 shares out of the increase in authorized capital stock of PHA**

The stockholders will be requested to approve the subscriptions by SPT shareholders and existing creditors to the proposed increase of the Corporation's authorized capital stock. Details of the proposed subscriptions are discussed in the Information Statement. The following is the proposed resolution:

**“RESOLVED**, that the following subscriptions by the shareholders of Squidpay Technology, Inc. (the **“SPT Shareholders”**) and existing creditors to the increase in authorized capital stock of the Corporation be, as it is hereby, approved:

Name	Number of Shares to be subscribed shall not be more than the following:	Price per share (Php)	Amount subscribed (Php) shall not be more than the following:
SPT Shareholders	2,539,393,939	0.33	837,999,999.87
Creditors	303,030,303	0.33	99,999,999.99

**RESOLVED FURTHER**, that the Board of Directors be, as it is hereby, authorized to approve the breakdown of shares for the subscriptions by the SPT Shareholders and existing creditors, and to finalize the other terms and conditions to implement the foregoing transaction;

**RESOLVED FURTHER**, that the following officers of the Corporation:

Chairman/President : Mr. Augusto Antonio C. Serafica, Jr.  
and  
Chief Operating Officer : Mr. Raul Ma. F. Anonas

*be, as they are hereby, authorized to sign, execute and deliver the subscription agreements, and other contracts, certifications, notices and documents, and to perform any and all acts which may be necessary, requisite and proper to implement the foregoing resolution;*

**RESOLVED FINALLY**, *that the officers of the Corporation be, as they are hereby, authorized to sign, execute and deliver any and all forms, applications, certifications and documents to comply with the regulatory requirements of the Securities and Exchange Commission (or “SEC”) and Philippine Stock Exchange (or “PSE”) for the issuance of the shares, SEC registration or notices of exempt transactions, and listing of the shares on the PSE.*

**12. Waiver of the requirement to conduct a rights/public offer under the Philippine Stock Exchange Additional Listing Rule in connection with the issuance of shares to SPT shareholders and existing creditors who are related parties**

The PSE Rules on Additional Listing require the consent by a majority of the Corporation’s minority stockholders to waive the requirement of a rights/public offer of shares in connection with the issuance of shares to related parties. Details of the proposed transaction are discussed in the Information Statement. The following is the proposed resolution:

*RESOLVED, that the stockholders hereby waive the requirement of the Philippine Stock Exchange of a rights or public offering in relation to the subscriptions to the increase in authorized capital stock of the Corporation by the shareholders of Squidpay Technology, Inc. and existing creditors who are related parties.*

**13. Other matters**

Management may address questions sent in by the stockholders.

**14. Adjournment**

After all matters in the agenda have been taken up, the Chairman shall entertain a motion to adjourn the meeting.