

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)

Aug 16, 2021

2. SEC Identification Number

147584

3. BIR Tax Identification No.

002-727-376-000

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 Centre, 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	5,096,541,496

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 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

Subject of the Disclosure

Salient points and relevant terms and conditions of Premiere Horizon Alliance Corporation's ("PHA") Put Option Agreement with LDA Capital Limited

Background/Description of the Disclosure

Please find the attached file.

Other Relevant Information

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Filed on behalf by:

Name	Raul Ma. Anonas
Designation	Executive Vice President, Chief Operating Officer, Chief Information Officer (CIO) and SEC Compliance Officer



August 16, 2021

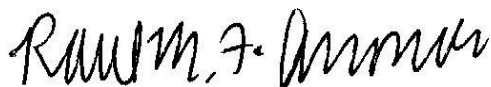
Ms. Janet A. Encarnacion
Head, Disclosure Department
6F, Philippine Stock Exchange Tower
28th Street corner 5th Avenue
Bonifacio Global City

Subject: Reply to Exchange's Query

Dear Ms. Encarnacion,

This is in reply to the Exchange's query on the salient points and relevant terms and conditions of Premiere Horizon Alliance Corporation's ("PHA") Put Option Agreement with LDA Capital Limited.

Sincerely yours,



RAUL MA. F. ANONAS
Corporate Information Officer

PREMIERE HORIZON ALLIANCE CORPORATION

Salient Terms of the Php2.5 Billion Equity Financing Agreement between Premiere Horizon Alliance Corporation's (PHA) and LDA Capital Limited as disclosed on 21 July 2021

Date of Report:

August 16, 2021

Background of Report:

Additional information are provided below on the Put Option Agreement between Premiere Horizon Alliance Corporation (“PHA”, “Company”) and LDA Capital Limited (“LDA”, “Investor”) as disclosed on July 21, 2021. PHA’s Board of Directors announced that they approved on July 20, 2021 a Put Option Agreement with LDA an equity financing agreement of up to Php2.5 Billion over the next thirty-six months. In addition, the Board also approved the grant of a Call Option to LDA, which shall allow the Investor to purchase up to 133 million (133,000,000) common shares of the Company at an exercise price of Php2.26 per share during the term of the Agreement.

Last week, PHA sent a Put Option Notice (PON) to LDA for One Hundred Ninety Million (190,000,000) shares. To support PHA in this equity funding, the group of Mr. Marvin C. Dela Cruz lent One Hundred Fifty Five Million (155,000,000) shares and Mr. Augusto Antonio C. Serafica, Jr. lent Fifty Five Million (55,000,000) shares to PHA which were delivered to LDA Capital through a cross sale transaction on August 11, 2021. From the total Two Hundred Ten Million (210,000,000) shares, the One Hundred Ninety Million (190,000,000) shares were used as the Collateral Shares for the Put Option Notice. The remaining Twenty Million (20,000,000) shares were transferred to an Options Shares Securities Account of LDA to satisfy PHA’s obligations to sell options shares and to secure the payment of any portion of the commitment fee.

Once the pricing period is completed and LDA subscribed to the Put for a maximum of One Hundred Ninety Million (190,000,000) shares, PHA will execute a subscription agreement with LDA for the new shares. PHA will apply for listing for these shares and once they are listed, the shares lent by Mr. Dela Cruz and Mr. Serafica will be returned back to them by LDA.

The Share Lending arrangement shows a vote of confidence by the majority shareholder and management in the Put Option Agreement with LDA because they were in effect tying up their shares and will not be able to touch these until they were redelivered which is expected to take at least six months.

Salient Terms of the Put Option Agreement:

Put Option Exercise

- 1) At any time, the Company may, in its sole discretion, issue a “Put Option Notice”. This Put Option Notice will commence a “Pricing Period,” for a period of thirty (30) to forty-five (45) consecutive trading days preceding a Closing Date (defined below).
- 2) Only one Put Option exercise shall be allowed in each Pricing Period. The Put Option Subscription shall occur on the first trading day following the end of the Pricing Period (the “Closing Date”), with pricing as outlined below.
- 3) In any Put Option period, the Company may issue a Put Option Notice for up to one thousand percent (1,000%) of the average daily trading volume for the fifteen (15) trading days prior to the Put Option Notice (“Trading Volume”). The Investor will subscribe to at least fifty percent (50%) of any Put Option Notice but not more than one hundred percent (100%) of any Put Option Notice.
- 4) The Investor agrees to honor the Put Option Notices from the Company based on a per share subscription price equal to ninety percent (90%) of the average Volume Weighted Average Price (“VWAP”) during the Put Option Pricing Period (“Purchase Price”).

Commitment Fee

The Company shall pay LDA, an Option Premium Fee equal to two percent (2.00%) of the Total Commitment, payable in cash from the proceeds of the Put Option exercises.

Call Options

The Company will issue a call option for one hundred thirty-three million (133,000,000) shares to the Investor at a strike price of Php2.26 per share, upon signing of the Agreement. The strike price is based on the VWAP of the stock from May 28 to July 19, 2021 with a 133% premium. The option can be exercised anytime, in whole or in part, during the three-year agreement.

Options Security

As part of the Agreement, the Company shall authorize the transfer of Twenty Million (20,000,000) shares to an Options Shares Securities Account designated by LDA to satisfy the Company’s obligation to sell the Options Shares free from encumbrances and to secure the payment of any portion of the commitment fee that may be due. The shares may be provided in whole or in part by a third party on the Company’s behalf. An additional Thirty Million (30,000,000) shares shall be delivered to LDA on the twelfth month of the Agreement for the same purpose.

Collateral Shares

Prior to each relevant Put Option Notice Date, the Company shall deliver to the Investor “Collateral Shares” equivalent to 100% of the number of shares stipulated in the Put Option Notice. Collateral Shares delivered to the Investor shall have been previously listed and free of all encumbrances and trading restrictions. The shares may be provided in whole or in part by a third party on the Company’s behalf.

Background of LDA Capital, including the nature and extent of its relationship to the Company, directors, officers or affiliates, if any;

LDA Capital is a global alternative investment group with expertise in complex, cross border transactions worldwide. The team has dedicated their careers to international and cross border opportunities having collectively executed over 200 transactions in both the public and private markets across 43 countries with aggregate transaction values of over US\$10 billion. For more information please visit: www.ldacap.com.

LDA Capital will be an Investor in PHA and has no existing relationship or interest with any of our directors, officers or affiliates.

The interest which directors of the parties to the transaction have in the proposed transaction, if any;

None. All transactions will be between PHA and LDA.

Statement as to the steps to be taken, if any, to safeguard the interests of any independent shareholders; and

The Company will ensure that appropriate and timely disclosures are made, when necessary, to keep all of its shareholders as well as the investing public fully apprised of the transactions of PHA and LDA under the Agreement. The shareholders may also raise questions at the next annual meeting to be scheduled this year.