

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)
Oct 18, 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

LDA Capital Subscribes to 70.835 million shares of Premiere Horizon

Background/Description of the Disclosure

Premiere Horizon Alliance Corporation (PHA) is pleased to announce that PHA has signed on 15 October 2021 a Subscription Agreement with LDA Capital Limited (LDA). LDA has agreed to subscribe 70,835,000 new primary shares of PHA at a subscription price of Php1.01 per share. LDA has remitted to PHA a total of Php71,543,350 as full payment for the subscribed shares.

As disclosed on 21 July 2021, the Board of Directors of PHA has approved the Put Option Agreement with LDA Capital, a global investment group, to provide PHA with up to Two Billion Five Hundred Million Pesos (PhP2,500,000,000) in committed equity capital over the next thirty-six months. Under the Agreement, the Company will be able to access the equity financing by exercising Put Options.

PHA announced on 12 August 2021 that it has issued a Put Option Notice to LDA in accordance with the provisions of the Put Option Agreement. The subscription price of Php1.01 per share for the 70,835,000 shares is 90% of the average Volume Weighted Average Price (VWAP) of the Company's shares during the pricing period after the Put Option Notice.

The investment of LDA in Premiere Horizon confirms its belief in the growth prospects of PHA. The funds will be used for the expansion of its projects in real estate through subsidiaries West Palawan Premiere and Goshen Land Capital, as well as new investments in fintech and mining.

Please see attached Subscription Agreement.

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

SUBSCRIPTION AGREEMENT

This Subscription Agreement is made and entered this 15 day of October 2021, by and between:

PARTIES

LDA CAPITAL LIMITED, a corporation incorporated in the British Virgin Islands whose registered office is at Commerce House, Wickhams Cay 1, P.O. Box 3140, Road Town, Tortola, British Virgin Islands VG1110 ('**Subscriber**');

- and -

PREMIERE HORIZON ALLIANCE CORPORATION, a company incorporated in the Philippines whose principal office address is at 1705 East Tower Philippine Stock Exchange Center, Exchange Road, Ortigas Center, Pasig City 1605, Metro Manila, Philippines (the "**Corporation**").

RECITALS

- A. The Corporation has an authorised capital stock of **One Billion Five Hundred Million Philippine Pesos** (PHP 1,500,000,000.00) divided into **Six Billion** (6,000,000,000] shares with a **par value of PHP0.25 per share**.
- B. Pursuant to a Put Option Agreement dated 20 July 2021 (the "**Put Option Agreement**"), the Subscriber agreed to subscribe for and the Corporation agreed to issue shares in the Corporation from time to time, subject to the terms and conditions set out in the Put Option Agreement.
- C. Pursuant to the Put Option Agreement, the Subscriber and the Company agreed to enter into this Subscription Agreement.

The parties hereby agree as follows:

OPERATIVE PROVISIONS

1. *Subscription into Equity.* Subscriber agrees to subscribe for **70,835,000** shares of the capital stock of the Corporation (the "**Subscription Shares**"), with a **subscription price of PHP1.01** per share and a **par value of PHP0.25** per share.
2. *Stock Certificate.* The Corporation shall issue to the Subscriber the certificate of stock evidencing the shares subscribed.
3. *Payment.* Subscriber agrees to pay the amount of **PHP71,543,350.00** (the "**Subscription Price**") as full payment for the Subscription Shares immediately after the Corporation has issued to the Subscriber the certificate of stock evidencing the Subscription Shares. Receipt of full payment is hereby acknowledged by the Corporation.
4. *Taxes and Other Fees.* Any and all expenses involved in the transactions contemplated herein, such as the payment of documentary stamp tax for issuance of the Subscription Shares, shall be the sole and exclusive account of the Corporation.
5. *Compliance with Regulatory Requirements.* The Corporation shall be solely responsible in ensuring that all necessary regulatory requirements of the Securities and Exchange Commission of the Philippines (the "**SEC**") shall be complied with in the issuance of the Subscription Shares.



6. *Implementing Documents.* The parties shall execute and deliver all other documents as may be necessary or appropriate to implement the transactions contemplated in this Agreement.
7. *Governing Law.* This Agreement shall be governed by and interpreted and take effect according to the laws of the Philippines.
8. *Arbitration.* All disputes, controversy or claim arising out of or in connection with this Agreement, or the breach, termination or invalidity thereof shall be exclusively referred to and finally resolved by arbitration in accordance with the Rules of Arbitration of the International Chamber of Commerce (the "**Rules**") in force at the date of the Notice of Arbitration, which Rules are deemed to be incorporated by reference to this Clause. The arbitration award shall be final and binding on the parties. The seat of arbitration shall be Singapore. The number of arbitrators shall be one (1) who will be appointed in accordance with the Rules. The arbitration proceedings shall be conducted in English.

INTENDING TO BE LEGALLY BOUND, the parties hereto have caused this Agreement to be executed as of the date first above written.

Subscriber:

LDA CAPITAL LIMITED

BY:

WARREN BAKER

Date: 10-15-21

ACCEPTED by the Corporation:

PREMIERE HORIZON ALLIANCE CORPORATION

By:

AUGUSTO ANTONIO C. SERAFICA, JR.

President & CEO

ROBERTO B. ORTIZ

Group CFO

Date: 10-15-21