

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 3, 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
1705

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 4-31 - Press Release
References: SRC Rule 17 (SEC Form 17-C)
Section 4.4 of the Revised Disclosure Rules

Subject of the Disclosure

Reply to Bilyonaryo's article dated August 2, 2021

Background/Description of the Disclosure

In response to the article that came out in Bilyonaryo dated August 2, 2021, we would like to clarify several points that were mentioned in the said article. Please see attached.

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 3, 2021

REPLY TO BILYONARYO ARTICLE DATED AUGUST 2, 2021

In response to the article that came out in Bilyonaryo dated August 2, 2021, we would like to clarify several points that were mentioned in the said article.

1. Conversion of the Three-year convertible note amounting to Php 378 million at a strike price of Php0.70 per share.

The convertible note payable was incurred by Premiere Horizon Alliance Corporation (PHA or the “Company”) in 2015 to partially finance its investments. The note’s term was originally three years but was extended in 2018 for another three years to mature in June 2021. The 2018 loan extension carried an option to convert the loan to equity at a conversion strike price of Php 0.70 per share (“Strike Price”). Of note is at the time of the loan extension in 2018, the stock price of PHA was hovering at around Php0.36 per share.

The decision of the convertible note holders to exercise their option to convert their notes receivable to equity of PHA benefited the Company as it did not have to pay the loan at the note’s maturity. Furthermore, the conversion to equity at the Strike Price is effectively a subscription to equity at a significant premium to both the Company’s par value and book value, thereby improving and strengthening the Company’s stockholders’ equity.

Although the conversion was announced on July 21, 2021, the issuance of the corresponding shares will still need to be approved by the Securities and Exchange Commission and, subsequently, approved by the Philippine Stock Exchange for listing. This entire process usually takes three to six months.

The note holders’ exercise of their conversion option signals a vote of confidence in the growth prospects of PHA and belief that the share price will remain above the Php0.70 Strike Price by the time the shares are listed.

To clarify the relationship of certain convertible note holders with the Company’s management, the following should be noted:

- a. Mr. Serafica retired as the Managing Director of Asian Alliance Investment Corp. in June 2020. Mr. Serafica is not a shareholder of the said company.
- b. Mr. Atendido retired as the President of Asian Alliance Investment Corp. in 2014.
- c. Mr. Atendido is also not involved in the Trust Department operations of the Philippine Business Bank. Bank Trust departments operate independently for its clientele.



As regards the convertible loans attributed to Mr. Anonas and Atty. San Jose, we would like to state for the record that all requisite board approvals and shareholder ratifications regarding these related party transactions are in order.

2. We would like to state for the record that Messrs. Serafica and Anonas did not provide a Php 100 million loan to the group of Mr. Marvin dela Cruz.

To recall, on October 29, 2020, the PHA Board of Directors approved the entry of Mr. dela Cruz's group into PHA for a 55% ownership for a total consideration of Php 925.0 million of which Php 300.0 million will be in cash and the balance of Php 625.0 million will be via a combination of cash and/or infusion of Squidpay Technologies, Inc. (SPT) over a period of two years. The subscription price set at Php 0.33 per share, was equivalent to the book value per share of PHA. At the time of the Board approval, the average share price of PHA is at Php 0.299 and closed at Php 0.355 per share. The cash infusion of Php 300.0 million, provided the necessary liquidity to PHA to settle some of its urgent financial commitments as well as provide some renewed funding to the operations of its subsidiaries. Attendant to the equity deal with Mr. dela Cruz is the issuance of new shares which will also come from the increase of PHA's authorized capital stock, amounting to Php100.0 million to existing creditors composed mainly of certain officers (notably, Messrs. Serafica and Anonas) that provided financial support during the times when PHA was experiencing continuing liquidity concerns.

Consequently, trading for PHA was halted starting October 30, 2020 until November 13, 2020. Trading resumed on November 16, 2020 after the PSE Disclosure Department found to its satisfaction that all relevant and requisite information on the abovementioned transactions were presented and explained in the Comprehensive Corporate Disclosure.

On December 18, 2020, the shareholders of PHA approved and ratified the abovementioned equity transactions as well as approved the increase of PHA's Authorized Capital Stock (ACS) to 6.0 billion shares. Subsequent to the full payment of Mr. dela Cruz's group of the Php 300.0 million cash equity portion on March 2, 2021, the Company filed for the increase of its authorized capital stock via the subscription for 2.539 billion shares. The Securities and Exchange Commission approved the increase in PHA's ACS on May 28, 2021.

3. With the raging COVID 19 pandemic and the announcement on July 30, 2021 of an enhanced community quarantine in Metro Manila from August 6 to 20, the overall Philippine stock market suffered a severe setback which did not spare PHA's stock price from falling steeply.



**Premiere
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Nonetheless, PHA has been tirelessly trying to improve its financial and operating position even during these precarious times that started with the entry of Mr. dela Cruz' Group. Anchored on the impending possible completion of the fold in/acquisition of Squidpay within this 3rd quarter, its board and management on last July 22, 2021, approved and entered into an agreement with a global fund, LDA Capital, who has expressed its commitment to provide equity funding of up to Php 2.8 billion to PHA to finance its planned countryside fintech endeavors, real estate projects in certain regional growth areas as well as investments in high growth mining projects.

Raul Ma. F. Anonas
EVP and COO, Chief Information Officer (CIO)