

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)
May 29, 2019
2. SEC Identification Number
93269-A
3. BIR Tax Identification No.
000361376000
4. Exact name of issuer as specified in its charter
Robinsons Land Corporation
5. Province, country or other jurisdiction of incorporation
Metro Manila, Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office
Level 2, Galleria Corporate Center, EDSA corner Ortigas Avenue, Quezon City, Metro Manila
Postal Code
1100
8. Issuer's telephone number, including area code
(632) 6337631 to 40
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	5,193,830,685

11. Indicate the item numbers reported herein
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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.



Robinsons Land Corporation RLC

PSE Disclosure Form 4-23 - Mergers and Consolidations
References: SRC Rule 17 (SEC Form 17-C) and
Section 4.4 and/or Section 5 of the Revised Disclosure Rules

Subject of the Disclosure

Merger of Altus Mall Ventures, Inc. (AMVI) into and with Robinsons Land Corporation (RLC)

Background/Description of the Disclosure

In the annual meeting of the stockholders of RLC held on May 29, 2019, stockholders representing more than two-thirds (2/3) of the outstanding capital stock of RLC approved the plan of merger of AMVI with and into RLC under the terms and conditions of which RLC shall be the surviving entity.

Date of Approval by Board of Directors	Apr 25, 2019
Date of Approval by Stockholders	May 29, 2019
Other Relevant Regulatory Agency, if applicable	N/A
Date of Approval by Relevant Regulatory Agency	TBA
Date of Approval by Securities and Exchange Commission	TBA

Rationale for the transaction including the benefits which are expected to be accrued to the Issuer as a result of the transaction

AMVI is a wholly-owned subsidiary of RLC, the primary purpose of which is to acquire by purchase, lease, donation or otherwise, and to own, use, improve, develop, subdivide, sell, mortgage, exchange, lease and hold for investment or otherwise, real estate of all kinds. The merger was proposed to attain the following objectives: 1) eliminate the duplication of functions, 2) attain greater efficiency and economy in the management of operations, 3) enable the more productive use of properties, and 4) achieve more favorable financing and credit facilities.

Description of the transaction including the timetable for implementation and related regulatory requirements, if any

- 1) Filing of the Plan of Merger and the Articles of Merger with the Securities and Exchange Commission ("SEC")
- 2) RLC will provide further updates on the merger once approved by the SEC.

Identities of the parties to the transaction

Name	Nature of Business	Nature of any material relationship with the Issuer, their directors/officers or any of their affiliates
Robinsons Land Corporation	Real estate development, property investment and hotel operations	N/A
Altus Mall Ventures, Inc.	Real estate development and property investment	AMVI is a wholly-owned subsidiary of RLC.

Terms and conditions of the transaction

Plan of merger
1:26.5484 RLC to AMVI shares
Ratio of exchange of shares
1:26.5484 RLC to AMVI shares
Basis upon which the exchange ratio was determined
Book Value of Net Assets of AMVI as per December 31, 2018 audited financial statements vis-à-vis price per share of RLC stocks at the close of December 31, 2018 trading day as per record of the Philippine Stock Exchange.
Number of shares subject of the merger
Subject to the approval of the SEC, no RLC shares shall be issued in exchange for the net assets of AMVI considering that AMVI is a wholly-owned subsidiary of the Corporation. In the event that the SEC shall recommend the issuance of RLC shares for this transaction, RLC shall issue 37,667 common shares to the stockholders of AMVI in exchange for 1,000,000 common shares of AMVI.
Timetable
The merger shall take effect upon the approval of the merger and the issuance of the Certificate of Filing of the Articles and Plan of Merger by the SEC.
Conditions precedent to closing of the transaction, if any
Submission of stockholders' approval for RLC and AMVI.
Procedures for exchange
TBA

Description of the company subject of the transaction

Nature and business
AMVI is engaged in real estate development and property investment.
Discussion of major projects and investments
N/A

List of subsidiaries and affiliates, with percentage holdings

Name	% Ownership
AMVI is a wholly-owned subsidiary of RLC.	-

Capital structure

Authorized capital stock

Type of Security /Stock Symbol	Amount	Number of Shares
Common	4,000,000	4,000,000

Subscribed Shares

Type of Security /Stock Symbol	Amount	Number of Shares
Common	1,000,000	1,000,000

Paid-Up Capital

Amount	1,000,000
Number of Shares	1,000,000

Issued Shares

Type of Security /Stock Symbol	Amount	Number of Shares
Common	1,000,000	1,000,000

Outstanding Shares

Type of Security /Stock Symbol	Amount	Number of Shares
Common	1,000,000	1,000,000

Par Value

Type of Security /Stock Symbol	Amount
Common	1.00

Ownership Structure (including percentage holdings)

Name	Number of Shares	% Ownership
Robinsons Land Corporation	999,995	100
Frederick D. Go	1	0
Faraday D. Go	1	0
Patrick Henry C. Go	1	0
Corazon L. Ang Ley	1	0
Carmen M. Vilorio	1	0

Board of Directors

Name	(Regular or Independent)
Frederick D. Go	Regular
Faraday D. Go	Regular
Patrick Henry C. Go	Regular
Corazon L. Ang Ley	Regular
Carmen M. Vilorio	Regular

Principal Officers

Name	Position/Designation
Frederick D. Go	Chairman and President
Kerwin Max S. Tan	Treasurer
Rosalinda F. Rivera	Corporate Secretary

Effect(s)/impact on the business, financial condition and operations of the Issuer

The proposed merger is expected to benefit RLC as it will result in the elimination of the duplication of functions, attainment of greater efficiency and economy in the management of operations, more productive use of properties, and achieving more favorable financing and credit facilities.

The proposed merger is not expected to have any significant effect on the business, financial condition, and operations of RLC.

Other Relevant Information

This PSE Form 4-23 is being amended in order to include the date of approval by the stockholders of RLC of the plan of merger of AMVI with and into RLC.

Filed on behalf by:

Name	Rosalinda Rivera
Designation	Corporate Secretary