

# 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)  
Feb 13, 2020
2. SEC Identification Number  
AS093008809
3. BIR Tax Identification No.  
003-865-392
4. Exact name of issuer as specified in its charter  
PACIFIC ONLINE SYSTEMS CORPORATION
5. Province, country or other jurisdiction of incorporation  
METRO MANILA
6. Industry Classification Code(SEC Use Only)
7. Address of principal office  
28th Floor East Tower, PSE Centre, Exchange Road, Ortigas Center, Pasig City  
Postal Code  
1605
8. Issuer's telephone number, including area code  
+63 2 8584 1700
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	895,330,946

11. Indicate the item numbers reported herein  
Item 2

*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.*



# Pacific Online Systems Corporation

## LOTO

### PSE Disclosure Form 4-2 - Acquisition/Disposition of Shares of Another Corporation References: SRC Rule 17 (SEC Form 17-C) and Section 4.4 of the Revised Disclosure Rules

#### Subject of the Disclosure

Sale of Wholly-Owned Subsidiary (Lucky Circle Corporation)

#### Background/Description of the Disclosure

The Corporation has concluded the sale of all of the Corporation's interest (100%) in the equity of Lucky Circle Corporation (LCC).

LCC currently operates and/or manages several outlets throughout the Philippines which sell products of the Philippine Charity Sweepstakes Office, including Lotto, Keno, and instant scratch tickets.

LCC was acquired by Pacific Online from its original owners in October 2007.

#### Date of Approval by Board of Directors

Feb 13, 2020

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

With the online gaming business fast becoming a more challenging environment owing to the proliferation of other forms of gaming, legal or otherwise, it has been decided by the Board of Directors that the Pacific Online Group should focus its resources to its principal business of providing modern and efficient online gaming facilities and equipment to its customers. The divestment from LCC, which is engaged in the retail business, has been decided in furtherance of this directive for the Pacific Online Group to focus on its core business.

#### Details of the acquisition or disposition

##### Date

Feb 13, 2020

#### Manner

The LCC shares to be sold by Pacific Online will be paid for in cash.

#### Description of the company to be acquired or sold

LCC operates and/or manages several outlets throughout the Philippines which sell products of the PCSO.

It is currently wholly-owned by Pacific Online and its other subsidiary, Loto Pacific Corporation.

#### The terms and conditions of the transaction

##### Number of shares to be acquired or disposed

125,000,000

##### Percentage to the total outstanding shares of the company subject of the transaction

100

##### Price per share

Php1.082

#### Nature and amount of consideration given or received

The LCC shares subject of the sale will be paid for in cash.

**Principle followed in determining the amount of consideration**

The selling price is based on LCC's book value as of 31 December 2019.

**Terms of payment**

The selling price will be paid upon execution of the sale documents.

**Conditions precedent to closing of the transaction, if any**

None.

**Any other salient terms**

None.

**Identity of the person(s) from whom the shares were acquired or to whom they were sold**

Name	Nature of any material relationship with the Issuer, their directors/ officers, or any of their affiliates
Maison Noble Holdings, Inc.	None

**Effect(s) on the business, financial condition and operations of the Issuer, if any**

LCC, together with its operating subsidiaries, has been posting net losses over the past 3 to 4 years which, being a wholly-owned subsidiary, negatively impacts the financial performance of its parent, Pacific Online. With LCC no longer part of the Pacific Online Group, its losses will no longer be taken up by Pacific Online after the sale thereof.

**Other Relevant Information**

Pacific Online's principal business activity is as lessor of the online lottery system being used by the Philippine Charity Sweepstakes Office (PCSO) for its lotto operations. It's other operating subsidiary, Total Gaming Technologies, Inc., on the other hand, is the equipment lessor, also to PCSO, of the online system used for the latter's Keno game.

**Filed on behalf by:**

<b>Name</b>	JASON NALUPTA
<b>Designation</b>	ASSISTANT CORPORATE SECRETARY