

**From:** Philippine Stock Exchange <no-reply@pse.com.ph>  
**Sent:** Thursday, 30 January 2025 8:57 am

**Subject:** Acquisition or Disposition of Shares of Another Corporation

Dear Sir/Madam:

Your disclosure was approved as Company Announcement. Details are as follows:

Company Name: Pacific Online Systems Corporation  
Reference Number: 0003762-2025  
Date and Time: Thursday, January 30, 2025 08:56 AM  
Template Name: Acquisition or Disposition of Shares of Another Corporation  
Report Number: C00525-2025

Best Regards,  
PSE EDGE

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The Philippine Stock Exchange, Inc., 6th to 10th Floors, PSE Tower, 5th Avenue corner 28th Street, Bonifacio Global City, Taguig City, Philippines 1634

## 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)  
Jan 29, 2025
2. SEC Identification Number  
AS093008809
3. BIR Tax Identification No.  
003-865-392-000
4. Exact name of issuer as specified in its charter  
PACIFIC ONLINE SYSTEMS CORPORATION
5. Province, country or other jurisdiction of incorporation  
Metro Manila, Philippines
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  
(632) 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

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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.*



## 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**

Equity Investment in HHR Philippines, Inc.

**Background/Description of the Disclosure**

Please be advised that Pacific Online Systems Corporation ("POSC") today entered into an Investment Agreement with HHR Philippines, Inc. ("HHRPI") together with the latter's principal shareholders. POSC will be acquiring the equivalent of Thirty-Seven Point Five Percent (37.5%) of the resulting outstanding capital of HHRPI after POSC's investment. The proceeds of POSC's capital infusion will be utilized by HHRPI primarily to fund its expansion program.

HHRPI, a software and professional service provider of electronic gaming platforms for land-based and online gaming operators, is licensed and accredited by the Philippine Amusement and Gaming Corporation (PAGCOR). At the same time, it is a holder of a PAGCOR Gaming License for online gaming (e-Casino) under the brand "Buenas".

**Date of Approval by Board of Directors**

Jan 29, 2025

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

Through this investment in HHRPI, the Corporation will be expanding its presence in the online gaming business through a company licensed by PAGCOR. The new capital to be infused by the Corporation into HHRPI, on the other hand, will be utilized by the latter to fund its expansion activities.

**Details of the acquisition or disposition****Date**

Jan 29, 2025

**Manner**

POSC subscribed to 81,000 common shares translating to 37.50% of the total issued and outstanding capital stock of HHRPI for the amount of Philippine Pesos: One Hundred Fifty Million (Php150,000,000.00), which shall be paid in three (3) tranches.

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

HHRPI, a software and professional service provider of electronic gaming platforms for land-based and online gaming operators, is licensed and accredited by the Philippine Amusement and Gaming Corporation (PAGCOR). At the same time, it is a holder of a PAGCOR Gaming License for online gaming (e-Casino) under the brand "Buenas".

**The terms and conditions of the transaction****Number of shares to be acquired or disposed**

81,000

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

37.5

**Price per share**

1,851.85

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

Philippine Pesos: One Hundred Fifty Million (Php150,000,000.00) to be paid in cash in three (3) tranches

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

The transaction price is a negotiated amount which takes into account, among others, the start-up/pre-operating costs already expended by HHRPI as of the date of the transaction, inclusive of some reasonable premium.

**Terms of payment**

Php150,000,000.00 shall be paid in three (3) tranches

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

Not applicable

**Any other salient terms**

Not applicable

**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
ANTHONY C. MANGUIAT	Chairman of the Board and Director
MARTIN OLE ZUPETZ	Director
LEE MENG KONG	Director
RIZALINO C. ESTANISLAO, JR.	Director

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

The new capital infusion shall be used for the expansion of HHRPI's business.

**Other Relevant Information**

Not applicable

**Filed on behalf by:**

<b>Name</b>	Michelle Angeli Hernandez
<b>Designation</b>	Compliance Officer



29 January 2025

**SECURITIES AND EXCHANGE COMMISSION**  
**Markets and Securities Regulation Department**  
17/F SEC Headquarters  
7907 Makati Avenue, Makati City

Attention : **Mr. Oliver O. Leonardo**  
Director

**THE PHILIPPINE STOCK EXCHANGE, INC.**  
**Disclosure Department**  
6/F PSE Tower, 5<sup>th</sup> Avenue cor. 28<sup>th</sup> Street  
Bonifacio Global City, Taguig City

Attention : **Atty. Stefanie Ann B. Go**  
Officer-in-Charge – Disclosure Department

Re : Equity Investment in HHR Philippines, Inc.

Gentlemen:

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Thank you for your kind attention.

Very truly yours,

**JASON C. NALUPTA**  
Corporate Secretary