



**ROBINSONS LAND
CORPORATION**

43rd FLOOR ROBINSONS EQUITABLE TOWER ADB AVE. COR. POVEDA RD. ORTIGAS CENTER, PASIG CITY
TEL. NO.: 633-7631 to 40, 240-8801 FAX NO.: 633-9207, 240-9106

May 31, 2019

PHILIPPINE DEALING AND EXCHANGE CORP.

37/F, Tower 1, The Enterprise Center

6766 Ayala Avenue corner Paseo de Roxas, Makati City

Attention: Atty. Joseph B. Evangelista

Head - Issuer Compliance and Disclosure Department

Gentlemen:

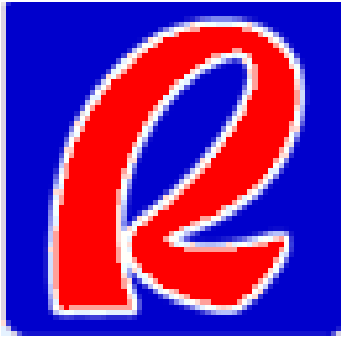
Please find attached a copy of the PSE Disclosure Form 4-23Mergers and Consolidations filed by Robinsons Land Corporation with the Philippine Stock Exchange on May 29, 2019.

Very truly yours,

ROSALINDA F. RIVERA

Corporate Secretary

/lbo/



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. Vioria	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