


## CERTIFICATION

I, **KERWIN MAX S. TAN**, Treasurer of RL Commercial REIT, Inc., (the "Corporation") with SEC registration number 151309 and with principal office address at 25F Robinsons Cyberscape Alpha, Sapphire and Garnet Roads, Brgy. San Antonio, Ortigas Center, Pasig City, hereby state under oath that:


1. On behalf of the Corporation, I have caused this SEC Form 17-C to be prepared;
2. I read and understood its contents which are true and correct of my own personal knowledge and/or based on true records;
3. The Corporation will comply with the requirements set forth in SEC Notice dated June 24, 2020 for the complete and official submission of reports and/or documents through electronic mail; and
4. I am fully aware that documents filed online which requires pre-evaluation and/or processing fee shall be considered complete and officially received only upon payment of a filing fee.

IN WITNESS WHEREOF, I have hereunto set my hand this JUN 29 2022 at City of Pasig.

  
**KERWIN MAX S. TAN**  
Treasurer

SUBSCRIBED AND SWORN to before me this JUN 29 2022 day of June, 2022 at City of Pasig affiant exhibiting to me his Driver's License with no. N01-88-084971.

Doc No. 44;  
Page No. 9;  
Book No. 11;  
Series of 2022.

  
**ATTY. IRIS FATIMA V. CERO**  
Notary Public for Pasig, San Juan, and Pateros  
Appointment No. 194; Extended until June 30, 2022  
by virtue of Bar Matter No. 3795 dated Sept. 28, 2021  
12F Cyberscape Alpha, Sapphire &  
Garnet Rds. Ortigas Center, Pasig City  
Roll of Attorneys No. 65837; June 21, 2016  
PTR No. 8207774; January 24, 2022; Pasig City  
IBF No. 171119; December 21, 2021; RSM Chapter  
MCLE Compliance No. VI - 0013539; April 14, 2022

# COVER SHEET

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SEC Registration Number

RL COMMERCIAL REIT, INC.  
(Formerly: Robinsons Realty and  
Management Corporation  
(Company's Full Name)

25F Robinsons Cyberscape Alpha,  
Sapphire and Garnet Roads, Brgy.  
San Antonio, Ortigas Center,  
Pasig City  
(Business Address: No. Street City/Town/Province)

Kerwin Max S. Tan  
Treasurer

(Contact Person)

8397 1888

(Company Telephone Number)

1 2 3 1

Month Day  
(Fiscal Year)

1 7 - C

(Form Type)

First Wednesday of May

Month Day  
(Annual Meeting)

## Reply to Exchange's Query

Issuer of Securities under  
SEC-BED Order No.125, Series of 1989; SEC-BED Order No.435, Series of 1989; SEC-  
BED Order No.523, Series of 1993; SEC-BED Order No.524 Series of 1993; SEC-BED  
Order No. 572, Series of 1995; SEC-BED Order No. 057, Series of 1997; and SEC-CFD  
Order No. 128, Series of 2006

(Secondary License Type,  
If Applicable)

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document ID

Cashier

STAMPS

Remarks: Please use BLACK ink for scanning purposes.

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. **June 29, 2022**  
(Date of Report)
2. SEC Identification No. **151309**
3. BIR TIN: **004-707-597-000**
4. **RL COMMERCIAL REIT, INC. (Formerly: Robinsons Realty and Management Corporation)**  
(Exact name of issuer as specified in its charter)
5. **Metro Manila, Philippines**  
(Province, country or other jurisdiction of incorporation)
6.  (SEC Use Only)  
Industry Classification Code:
7. **25F Robinsons Cyberscape Alpha, Sapphire and Garnet Roads, Brgy. San Antonio, Ortigas Center, Pasig City**  
(Address of principal office)
- 1605**  
(Postal Code)
8. **(02) 8397-1888**  
(Issuer's Tel. No., including area code)
9. **NA**  
(Former name or former address, if changed since last report)
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**

**9,948,997,197**

## **RL Commercial REIT, Inc.**

### **11. Item 9. Other Matters**

#### ***Subject of the Disclosure***

RL Commercial REIT, Inc. ("RCR") expands its portfolio thru the infusion of Php5,888 million Robinsons Cyberscape Gamma from Robinsons Land Corporation ("RLC") via Property-for-Share Swap.

#### ***Background/Description of the Disclosure***

On 20 Apr 2022, the second Property-for-Share Swap transaction of RCR with its Sponsor, RLC, has been consummated through the execution of a Deed of Assignment for the infusion of Robinsons Cyberscape Gamma (the "Property") subject to the approval of the Securities and Exchange Commission ("SEC"). The Property is a Grade-A asset valued at Php5,888 million which will be in exchange for 777,807,133 primary common shares of RCR (the "Shares"). Valuation reports were prepared by Santos Knight Frank, Inc. ("SKF") and FTI Consulting Philippines, Inc. ("FTI"). The valuation has been supported by a third-party fairness opinion issued by FTI.

The Property has a projected dividend yield of 5.64%. With the infusion of this Property and Cybergate Bacolod to RCR, the projected dividend yield of RCR for 2022 is 6.06% on an annualized basis at IPO Price of Php6.45 per share.

This PEZA-registered commercial development is located within the heart of Ortigas Central Business District in Pasig City with a gross leasable area of 44,797 sqm. The building has high occupancy which is consistent with the set investment criteria of RCR. Majority of the tenants of the office building are BPO companies.

This transaction has been approved by the Board of Directors of RL Fund Management, Inc. and RCR, as well as the Related Party Transactions Committee, and is subject to the approval of pertinent regulatory bodies, such as The Philippine Stock Exchange, Inc. ("PSE") and the SEC. The application for Confirmation of Valuation is pending with the SEC.

With the additional new shares to be issued to its Sponsor, RLC, the public ownership of RCR will be 33.86% of the enlarged total shares. This is still higher than the Minimum Public Ownership (MPO) of 33.33% as mandated by the REIT Implementing Rules and Regulations.

#### ***Description of the proposed transaction including the timetable for implementation, and related regulatory requirements***

The proposed transaction is a property-for-share swap between RCR and its Sponsor, RLC, through the execution of a Deed of Assignment for the infusion of the Property in exchange for the Shares, subject to the approval of the SEC. Valuation reports were prepared by SKF and FTI. The valuation has been supported by a third-party fairness opinion made by FTI.

The Shares to be issued in favor of RLC shall come from the unissued shares of RCR, and thus, there will be no increase in the authorized capital stock of RCR. Furthermore, the issuance of the Shares is not subject to pre-emptive rights of stockholders pursuant to Article Seventh of RCR's Articles of Incorporation, which states that –

“xxx

No stockholders of any class shall be entitled to any pre-emptive right to purchase, subscribe for, or receive any part of the shares of the Corporation, whether issued from its unissued capital, increase in its authorized capital stock or its treasury stock.”

The exchange of the Shares for the Property will qualify as a tax-free exchange under Section 40 (C) (2) of the Tax Code, as amended by Republic Act No. 11534, or the Corporate Recovery and Tax Incentives for Enterprises (“CREATE”) Act or, which provides that:

(2) Exception. - \* \* \*

No gain or loss shall also be recognized if property is transferred to a corporation by a person alone or together with others, not exceeding four (4) persons, in exchange for stock or unit of participation in such a corporation of which as a result of such exchange the transferor or transferors, collectively, gains or maintains control of said corporation: Provided, That stocks issued for services shall not be considered as issued in return for property.

RCR filed an application for Confirmation of Valuation with the SEC, which is deemed to include an application for confirmation that the Shares to be issued in exchange for the Property is exempt from registration requirements with the SEC, pursuant to Section 10.1.5.3 of the Implementing Rules and Regulations of the Securities Regulation Code.

RCR has secured from the Bureau of Internal Revenue (“BIR”) the Certificate Authorizing Registration (“CAR”) of the transfer of the Property to RCR. RCR has paid the local transfer taxes and is awaiting the issuance of the new tax declarations under its name.

RCR will file with the PSE an application for the additional listing of the Shares.

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

The Property will immediately start contributing revenues to RCR, resulting to higher distributable income for its shareholders. It is a dividend-yield accretive acquisition.

With this infusion, the portfolio size of RCR will be increased from 435,682 sqm to 480,479 sqm or a growth of 10.3%.

***The basis upon which the consideration or the issue value was determined***

The Discounted Cashflows (“DCF”) Method was used by FTI as the primary method to estimate the fair value of the Property. Under the DCF Method, FTI discounted the cashflows of the Property based on a weighted average cost of capital (WACC) using the Capital Asset Pricing

Model. The Direct Capitalization Approach was used as secondary method to cross-check the fair value of the Property.

The property-for-share swap will qualify as a tax-free exchange under Section 40(C)(2) of the Tax Code.

*Detailed work program of the application of proceeds, the corresponding timetable of disbursements and status of each project included in the work program. For debt retirement application, state which projects were financed by debt being retired, the project cost, amount of project financed by debt and financing sources for the remaining cost of the project*

N/A

***The interest which directors of the parties to the transaction have in the proposed transaction***

Except as provided below, the directors of RCR and RLC have no personal interest in the proposed transaction.

Mr. Lance Y. Gokongwei is the Chairman of RLC and he is also a Director of RCR. Similarly, Mr. Frederick D. Go is the Chairman of RCR and he is also a Director and the President and Chief Executive Officer of RLC.

***Statement as to the steps to be taken, if any, to safeguard the interests of any independent shareholders***

RCR has three (3) independent directors who shall safeguard the interests of shareholders, including minority and independent shareholders of RCR.

Since the transaction will not result in the issuance of new voting shares equivalent to at least ten percent (10%) of the resulting total issued and outstanding capital stock, Article V, Part A of the Consolidated Listing and Disclosure Rules of PSE, i.e., stockholders approval and waiver of the rights to conduct a rights or public offering, will not apply.

***Any conditions precedent to closing of the transaction***

Subject to the approval of the SEC and securing of the CAR with the BIR, the transaction will close upon the listing of the Shares with PSE.

***Effects on the following:***

***Ownership structure***

Principal Shareholders	Before		After	
	Number of shares	%	Number of shares	%
Robinsons Land Corporation	6,316,584,573	63.49	7,094,391,706	66.14

***Capital structure***

***Issued Shares***

Type of Security/Stock Symbol	Before	After
Common Shares/ RCR	9,948,997,197	10,726,804,330

***Outstanding Shares***

Type of Security/Stock Symbol	Before	After
Common Shares/ RCR	9,948,997,197	10,726,804,330

***Treasury Shares***

Type of Security/Stock Symbol	Before	After
None	0	0

***Listed Shares***

Type of Security/Stock Symbol	Before	After
Common Shares/ RCR	9,948,997,197	10,726,804,330

***Other Relevant Information***

Board approval of the transaction was disclosed by RCR on March 8, 2022.

The signing of the Deed of Assignment was further disclosed by RCR on April 20, 2022.

Copies of all agreements and related financial statements will be submitted once the transaction has closed.

The property appraisal was conducted by SKF, a pioneer in the appraisal practice both in the Philippines and globally. SKF is accredited by both the SEC and PSE. The Fairness Opinion was issued by FTI, an independent fairness opinion provider accredited by both the SEC and PSE to render a fairness opinion on the Property-for-Share Swap between RCR and RLC.

SIGNATURE

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**RL Commercial REIT, Inc.**  
(Registrant)

A handwritten signature in black ink, appearing to read 'Ktan', written over a horizontal line.

**Kerwin Max S. Tan**  
Treasurer  
(Signature and Title)

**June 29, 2022**  
(Date)