



# RCREIT

## 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 05, 2024**  
(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, Pasig City**  
(Address of principal office)
- 1605**  
(Postal Code)
8. **(632) 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**

**10,726,804,330**



**June 05, 2024**

**Securities and Exchange Commission**

17/F SEC Headquarters, 7907 Makati Avenue  
Barangay Bel-Air, Makati City

Attention: Atty. Oliver O. Leonardo  
Director, Market and Securities Regulation

**Philippine Stock Exchange, Inc.**

6<sup>th</sup> Floor, PSE Tower, 28<sup>th</sup> street corner 5<sup>th</sup> Avenue  
Bonifacio Global City, Taguig City

Attention: Mr. Norberto Moreno, Jr.  
Officer-in-Charge, Disclosure Department

**Gentlemen:**

Please be informed that the Board of Directors (“Board”) of RL Commercial REIT, Inc. (“RCR”), at its special meeting held today, June 05, 2024, approved the following:

**1. Property-for-share swap transaction between Robinsons Land Corporation (“RLC”) and RL Commercial REIT, Inc. (the “Transaction”)**

The Transaction is comprised of eleven (11) malls totaling 278,526 square meters (“sqm.”) of leasable space, namely, Robinsons Novaliches, Robinsons Cainta, Robinsons Luisita, Robinsons Cabanatuan, Robinsons Lipa, Robinsons Sta. Rosa, Robinsons Imus, Robinsons Los Baños, Robinsons Palawan, Robinsons Ormoc and Cybergate Davao, as well as two (2) office assets totaling 68,803 sqm. of leasable space, namely, Giga Tower in the Bridgetowne Destination Estate, Quezon City, and Cybergate Delta 2 in Davao City.

RLC will subscribe to 4,987,641,178 primary common shares of RCR at a price of ₱6.80 per share, equivalent to a total valuation of Thirty-Three Billion Nine Hundred Fifteen Million Nine Hundred Sixty Thousand Pesos (₱33,915,960,000.00), as supported by an SEC/PSE accredited appraiser and a third-party fairness opinion.

The Transaction has been approved by the Board of RL Fund Management, Inc. as well as the Related Party Transactions Committee of RCR.

The Transaction shall be subject to the approval of pertinent regulatory bodies and will be presented for approval in a Special Shareholders Meeting, the details of which will be included in the Definitive Information Statement for the said meeting.

## 2. Conduct of a Special Shareholders Meeting

Pursuant to the approval of the Transaction, the Board approved the conduct of a Special Shareholders Meeting and related matters:

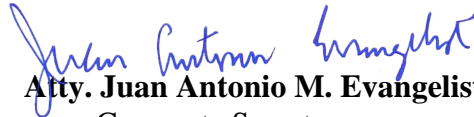
<b>Date of Approval by Board of Directors</b>	June 05, 2024
<b>Date of Special Shareholders Meeting</b>	July 15, 2024
<b>Time</b>	1:30 p.m.
<b>Venue</b>	Via remote communication
<b>Record Date</b>	June 21, 2024
<b>Agenda</b>	a. Proof of notice of the meeting and existence of a quorum; b. Approval of the property-for-share swap transaction of Robinsons Land Corporation and RL Commercial REIT, Inc.; c. Consideration of such other matters as may properly come during the meeting; and d. Adjournment.

### SIGNATURES

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.

June 05, 2024

**RL Commercial REIT, Inc.**



**Atty. Juan Antonio M. Evangelista**  
Corporate Secretary

## CERTIFICATION

I, Atty. Juan Antonio M. Evangelista, Corporate Secretary of RL Commercial REIT, Inc. (the "Corporation") with SEC registration number 151309 and with principal office address at 25/F Robinsons Cyberscape Alpha, Sapphire and Garnet Roads, Ortigas Center, Pasig City, hereby state under oath that:

1. On behalf of the Corporation, I have caused the following to be prepared:  
SEC Form 17-C – Material Information and Notice of Special Shareholders Meeting
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.

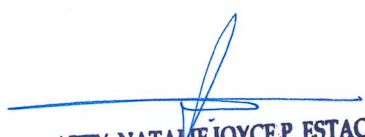
IN WITNESS WHEREOF, I have hereunto set my hands this JUN 05 2024 at

PASIG CITY

  
ATTY. JUAN ANTONIO M. EVANGELISTA  
Corporate Secretary

SUBSCRIBED AND SWORN to before me this JUN 05 2024 at the City of Pasig affiant exhibiting to me his IBP Lifetime ID No. 12937.

Doc No. 163 ;  
Page No. 34 ;  
Book No. 11 ;  
Series of 2024.

  
ATTY. NATALIE JOYCE P. ESTACIO  
Notary Public for Pasig, San Juan, and Pateros  
Appointment No. 36 (2023-2024)  
12F Robinsons Cyberscape Alpha Sapphire and  
Garnet Roads, Ortigas, Pasig City  
Roll of Attorneys No. 69249; May 31, 2017  
IBP Lifetime Member Roll No. 016702, CALMANA Chapter  
MCLE No. VII-0006762, August 27, 2021 - April 14, 2025  
PTR No. 1651117; January 04, 2024; Pasig City