

COVER SHEET

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SEC Registration Number

[illegible]

(Company's Full Name)

[illegible]

(Business Address: No. Street City/Town/Province)

Kerwin Max S. Tan
Treasurer

(Contact Person)

8397 1888

(Company Telephone Number)

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Month *Day*
(Fiscal Year)

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(Form Type)

Last Wednesday of May

Month Day
(Annual Meeting)

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)

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Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

[illegible]

File Number

LCU

LCU

[illegible]

Document ID

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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. **September 19 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, Ortigas Center, 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 Stock****10,726,804,330**

SEC FORM 17-C

ROBINSONS LAND CORPORATION**11. Item 9 – Other Matters*****Subject of the Disclosure***

RL Commercial REIT, Inc. (“RCR”) expands its portfolio through the infusion of Php33,915,960,000.00 worth of assets from Robinsons Land Corporation (“RLC”) via Property-for-Share Swap.

Background/ Description of the Disclosure

On 16 July 2024, the third Property-for-Share Swap transaction of RCR with its Sponsor, RLC, was executed through the signing of a Deed of Assignment for the infusion of the following RLC assets, specifically malls and office buildings (the “Properties”):

1. Robinsons Luisita
2. Robinsons Sta. Rosa
3. Giga Tower
4. Cybergate Davao
5. Robinsons Imus
6. Robinsons Los Baños
7. Robinsons Lipa
8. Robinsons Cabanatuan
9. Cybergate Delta 2
10. Robinsons Palawan
11. Robinsons Novaliches
12. Robinsons Cainta
13. Robinsons Ormoc

The Properties will be exchanged for 4,987,641,178 RCR common shares of RCR for a total transaction value of Php33,915,960,000.00. Appraisal reports on the Properties were prepared by Asian Appraisal Company, Inc. (“AACI”). Further, the valuation is supported by a third-party fairness opinion issued by FTI Consulting Philippines, Inc. (“FTI”).

The transaction has been approved by the Board of Directors and stockholders of RCR and the Board of Directors of RL Fund Management, Inc., the Fund Manager of RCR, as well as the Related Party Transactions Committee of RCR. Furthermore, the transaction is subject to the approval of pertinent regulatory bodies, such as The Philippine Stock Exchange, Inc. (“PSE”) and the SEC.

Material Update or Status of the Transaction

Today, 19 September 2024, RCR received the Certificate of Approval of Valuation dated on the same date from the SEC for the Property-for-Share Swap certifying that the valuation of the

Properties in the total amount of Php33,915,960,000.00 be applied as payment for the additional issuance of 4,987,641,178 common shares of RCR.

With the approval and upon issuance of new shares, RCR will have a total of 15,714,445,508 common shares issued and outstanding. The public ownership of RCR will be 34.10% of the enlarged total shares, which will still be higher than the Minimum Public Ownership (MPO) of one third (1/3) of the outstanding capital stock as mandated by the Real Estate Investment Trust Implementing Rules and Regulations. RCR shall file the relevant disclosures upon the actual issuance and booking of the 4,987,641,178 common shares of RCR under the name of RLC.

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.

RL Commercial REIT, Inc.
(Registrant)

September 19, 2024
(Date)

Kerwin Max S. Tan
Treasurer
(Signature and Title)