

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 3, 2020
 2. SEC Identification Number
A200201756
 3. BIR Tax Identification No.
216-303-212-000
 4. Exact name of issuer as specified in its charter
ROBINSONS RETAIL HOLDINGS, INC.
 5. Province, country or other jurisdiction of incorporation
Philippines
 6. Industry Classification Code(SEC Use Only)
 7. Address of principal office
43rd Floor, Robinsons Equitable Tower, ADB Avenue corner Poveda Street, Ortigas Center, Pasig City, Metro Manila, Philippines
Postal Code
1600
 8. Issuer's telephone number, including area code
(632) 8635-07-51
 9. Former name or former address, if changed since last report
Not Applicable
 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 Shares | 1,576,489,360 |

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.



Robinsons Retail Holdings, Inc.

RRHI

PSE Disclosure Form 4-30 - Material Information/Transactions

*References: SRC Rule 17 (SEC Form 17-C) and
Sections 4.1 and 4.4 of the Revised Disclosure Rules*

Subject of the Disclosure

Merger of Robinson's Incorporated, Robinsons Toys, Inc. and Robinsons Gourmet Food and Beverage Inc. with and into Robinson's Supermarket Corporation

Background/Description of the Disclosure

The Board of Directors of Robinson's Supermarket Corporation ("RSC"), a wholly-owned subsidiary of Robinsons Retail Holdings, Inc. ("RRHI"), approved on February 1, 2019 the merger of Robinson's Incorporated ("RI") and its wholly-owned subsidiaries, Robinsons Toys, Inc. ("RTI") and Robinsons Gourmet Food and Beverage Inc. ("RGBFI"), with and into RSC under the terms and conditions of which RSC shall be the surviving entity.

Subsequently, the stockholders (by at least 2/3 vote of the outstanding capital stock) of RSC, RI, RTI and RGBFI approved the said merger during their respective meetings held on March 4, 2019.

RSC shall issue 84,330,105 shares with a par value of Php1.00 per share in exchange for the consolidated net assets of RI and its wholly-owned subsidiaries, RTI and RGBFI, as of December 31, 2018 audited financial statements.

The Articles of Merger was approved by the Security and Exchange Commission on September 30, 2019 and this will take effect on January 1, 2020.

Other Relevant Information

The merger is expected to increase operational efficiency by reducing back-end paper work and processes by and among these companies. The merger of RI, RTI and RGBFI with and into RSC is not expected to have any significant effect on the business, financial condition, and operations of RRHI.

Filed on behalf by:

Name	Mylene Kasiban
Designation	Chief Financial Officer



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
Ground Floor, Secretariat Building, PICC
City of Pasay, Metro Manila

**CERTIFICATE OF FILING OF THE
ARTICLES AND PLAN OF MERGER**

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the Articles and Plan of Merger executed on April 15, 2019 and Amended Articles and Plan of Merger executed on July 31, 2019 by and between:

ROBINSON'S SUPERMARKET CORPORATION

doing business under the name and style of
JAYNITH'S SUPERMART, ROBINSONS SUPERMARKET, ROBINSONS GO MART, ROBINSONS
EASYMART AND ROBINSONS SELECTIONS

(Surviving Corporation)

and

ROBINSON'S INCORPORATED

ROBINSONS TOYS, INC.

ROBINSONS GOURMET FOOD AND BEVERAGE INC.

(Absorbed Corporations)

copy annexed, approved by a majority vote of the Board of Directors on **February 1, 2019** and by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock on **March 4, 2019 and July 5, 2019**, signed by their Presidents certified by their respective Corporate Secretaries, whereby the entire assets and liabilities of **ROBINSON'S INCORPORATED, ROBINSONS TOYS, INC. and ROBINSONS GOURMET FOOD AND BEVERAGE INC.** will be transferred to and absorbed by **ROBINSON'S SUPERMARKET CORPORATION doing business under the name and style of JAYNITH'S SUPERMART, ROBINSONS SUPERMARKET, ROBINSONS GO MART, ROBINSONS EASYMART and ROBINSONS SELECTIONS** was approved by this Office on this date pursuant to the provisions of Sections 75 to 79 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019, and attached to the other papers pertaining to said corporations subject to compliance with Republic Act 10667 or the Philippine Competition Act.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 30th day of September, Twenty Nineteen.

GERARDO F. DEL ROSARIO

Director

Company Registration and Monitoring Department