

# COVER SHEET

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SEC Registration Number

PUREGOLD PRICE CLUB, INC.

(Company's Full Name)

NO. 900 ROMUALDEZ ST., PACO,  
MANILA

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

CANDY H. DACANAY-DATUON

(Contact Person)

(632) 8522-8801 to 04

(Company Telephone Number)

1 2    3 1  
Month    Day

SEC FORM 17-C  
(Form Type)

0 5    1 0  
Month    Day

(Secondary License Type, If Applicable)

Dept. Requiring this Doc

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowing  
Domestic    Foreign

SEC Personnel concerned

File Number

\_\_\_\_\_  
LCU

Document ID

\_\_\_\_\_  
Cashier

STAMPS

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES  
REGULATIONS CODE AND SRC RULE 17.2 (C) THEREUNDER

Date of Report	July 5, 2022
SEC Identification Number	A199813754
BIR Tax Identification Number	201-277-095
Name of Issuer as specified in its charter	<b>Puregold Price Club, Inc.</b>
Address of principal office and postal code	No. 900 Romualdez St., Paco, Manila, 1007
Industry Classification Code	
Issuer's Telephone Number	(632) 522-8801
Former Name	None
Securities registered pursuant to Section 8 and 12 of the SRC or Sections 4 and 8 of the RSA	Number of Common Shares – 2,881,137,615 Treasury Shares 23,079,471
Indicate the item numbers reported therein	Other Matters/Event

Other Matters:

Please be informed that the application for an additional listing of 137,807,836 shares of Puregold Price Club, Inc. has been approved by the Philippine Stocks Exchange per Notice of Approval dated July 1, 2022.

Enclosed herewith is the PSE's Notice of Approval.

**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.

**PUREGOLD PRICE CLUB, INC.**



**CANDY H. DACANAY - DATUON**  
Assistant Corporate Secretary & Compliance Officer



July 1, 2022

**Puregold Price Club, Inc.**  
2<sup>nd</sup> Floor, Tabacalera Building  
No. 900 Romualdez Street  
Paco, Manila

Attention : **Ferdinand Vincent P. Co**  
*President*

Subject : **Notice of Approval**  
Mergers and Placing and Subscription Transactions

Gentlemen:

We are pleased to inform you that the Board of Directors ("Board") of The Philippine Stock Exchange, Inc. (the "Exchange"), approved, subject to the conditions set forth below, the application of **Puregold Price Club, Inc. ("PGOLD" or the "Company")** to list an additional 137,807,836 common shares, consisting of 33,507,836 shares covered by three (3) merger transactions (the "Merger Shares") and 104,300,000 shares (the "Subscription Shares", collectively with the Merger Shares, the "Subject Shares") subscribed to by Mr. Lucio L. Co (the "Subscriber") pursuant to a Placing and Subscription Transaction. The Subject Shares have a par value of Php1.00 per share.

Transactions	No. of Common Shares	Transaction Values (in Php)
<b>Merger Shares</b>		
1 <sup>st</sup> Merger	16,911,162	448,991,351.10
2 <sup>nd</sup> Merger	2,045,465	88,773,181.00
3 <sup>rd</sup> Merger	14,551,209	567,497,151.00
<b>Sub-total</b>	<b>33,507,836</b>	<b>1,105,261,683.10</b>
<b>Placing and Subscription Shares</b>	<b>104,300,000</b>	<b>4,693,500,000.00</b>
<b>Total No. of Shares Applied for Listing</b>	<b>137,807,836</b>	

The foregoing approval is subject to all the conditions as set forth in the Post-Approval Requirements and Conditions attached as **Annex "A"** hereof and which are made an integral part of this Notice and incorporated herein by reference.

Kindly note that this approval is being issued on the basis of the representations made to the Exchange by the Company, and its counsels and representatives in the course of the

processing of the Company's listing application and in the event that the representations are found to be false, inaccurate, misleading or incomplete, then this approval may be revoked and considered null and void.

Finally, this Notice of Approval is without prejudice to any action that the Exchange may take in relation to any guidelines, procedures and/or requirements that may subsequently be set or imposed by the Securities and Exchange Commission (the "SEC") with regard to the Subject Shares.

Should you find the conditions contained in this Notice acceptable to you, please indicate your conformity by signing on the space provided below and return the duplicate original no later than the end of business hours on July 06, 2022, so that we can proceed with the final processing of your application.

Very truly yours,



**Marigel M. Baniqued-Garcia**  
*Head, Issuer Regulation Division*

***Conforme:***

I have read and understood the terms and conditions of the Exchange's approval of **Puregold Price Club, Inc.'s** listing applications contained in this Notice, including the Post-Approval Requirements and Conditions set out in Annex "A" hereof which are made an integral part of this Notice and incorporated herein by reference.

I hereby confirm that the foregoing conditions and requirements are acceptable to the Company (including its counsels and other representatives) and I acknowledge that non-compliance with any condition or requirement by the Company or its counsels and other representatives may be considered a material breach of this Notice which may warrant the imposition of applicable sanctions by the Exchange in the exercise of its mandate as a self-regulatory organization.

**Puregold Price Club, Inc.**

By: \_\_\_\_\_  
Authorized Signatory  
(Signature over Printed Name)

Date: \_\_\_\_\_

## ANNEX A: POST-APPROVAL REQUIREMENTS AND CONDITIONS

The actual listing and eligibility for trading of the Subject Shares will take effect only after the following requirements have been complied with:

1. The Company pays the applicable Securities and Exchange Commission ("SEC") listing fee within fifteen (15) calendar days from receipt of this notice. A copy of the official receipt covering the SEC listing fee should be submitted to the Exchange with a certification from a duly authorized representative of the Company that the photocopy is a faithful reproduction of the original receipt. The original receipt may be required to be presented to the Listings Department for purposes of verification.
2. Submission by the Company of the following:
  - a) the duplicate original of this letter duly signed by PGOLD's authorized representative;
  - b) a sworn Corporate Secretary's Certification certifying that the Subject Shares have been duly lodged with the Philippine Depository & Trust Corp. ("PDTC"). This Certification should make reference to (i) the number of Subject Shares for listing; (ii) the date of actual lodgment; and (iii) the listing application covering the Subject Shares;
  - c) a written confirmation from the PDTC of the lodgment of the Subject Shares. We note that the Company previously submitted PDTC's lodgment certificate dated October 22, 2021. In this regard, in lieu of the written confirmation from PDTC of the lodgment of the Subject Shares, the Company may submit a sworn certification from PDTC that the October 22, 2021 certificate is still valid and subsisting; and
  - d) an Escrow Agreement duly executed by the Company, the Subscriber, and an escrow agent on the lock-up of the Subscription Shares in compliance to item (5) of the Guidance Note No. 2010-0204 dated May 4, 2010. Please note that the Escrow Agreement must be pre-cleared with the Exchange prior to execution.
3. Resolution of all outstanding disclosure issues and due clearance by the Disclosure Department.

This approval for the listing of the Subject Shares is only valid for a period of sixty (60) days from receipt by the Company of this Notice. Should the Company fail to comply

with the post-approval requirements and cause the listing of the Subject Shares within the prescribed period, this approval shall be considered revoked and the Company must re-file the applications for listing of the Subject Shares and pay the requisite listing fees.

In addition to the above, the foregoing approval is likewise subject to the following conditions:

1. The Company complies with the Consolidated Listing and Disclosure Rules, as amended, the Revised Trading Rules and its implementing guidelines, and other applicable laws, rules, and regulations.
2. The Company, including its counsels and representatives, shall ensure that they strictly comply with the deadlines stated in this Notice of Approval and other deadlines that the Exchange may impose with respect to any additional information or document that may be required by the Exchange to be submitted in connection with the Company's listing of its shares.

The Company, including its counsels and representatives, are cognizant of the deadlines stated in this Notice of Approval and acknowledge that strict adherence and compliance therewith is compulsory.

The Company, including its counsels and representatives, acknowledge that the periods stated in this Notice of Approval are non-extendible and in the event of non-compliance therewith, the Exchange will take regulatory action as may be necessary under the circumstances consistent with the Exchange's mandate to maintain a fair and orderly market.

3. All documents must be duly received by the Listings Department at the date and time specified herein. If there is no specific time indicated, submission should be made no later than 5:00P.M. All submissions made after 5:00P.M. shall be considered as submitted and filed as of the immediately succeeding trading day.
4. Preliminary submission may be made via electronic mail to [listings@pse.com.ph](mailto:listings@pse.com.ph), with the submission of the printed copies to follow on a schedule as may be agreed upon by the Company and the Exchange. Notwithstanding anything to the contrary, all printed copies of the relevant documents should be submitted to the Exchange no later than two (2) weeks from listing date.

The printed copies to be submitted should include:

- a) a cover letter with the following information: title of each document as well as the date when the document was submitted electronically; and

- b) a sworn certification from the Company's authorized representative stating that the printed copies being submitted and the electronic copies previously submitted to the Exchange are identical, that any photocopies submitted are true and correct copies of the original documents, and that the printed copies submitted are complete.

Further, the Company shall submit a USB flash drive containing scanned copies of each document submitted in .pdf format. The filename for each file must clearly indicate the type/title of document and the files should be arranged by folders and grouped based on the date of electronic submission to the Exchange.

The listing date of the Subject Shares will be scheduled at least two (2) trading days from the Exchange's posting of the listing notice and after confirmation by the Exchange of the completeness of the Company's submissions and the Company's compliance with all the post-approval requirements.