



January 18, 2019

Securities and Exchange Commission
G/F Secretariat Bldg. PICC Complex
Roxas Blvd., Pasay City

Attention: **Vicente Graciano P. Felizmenio, Jr.**
Director – Market and Securities Regulation Division

Subject: **Reply to PSE Inquiry re: Top-Up Placement**

GENTLEMEN:

Furnishing you a copy of PGOLD reply to PSE Inquiry re: Top-Up Placement dated January 16, 2019.

Thank you.

Very truly yours,


ATTY. CANDY H. DACANAY-DATUON
Assistant Corporate Secretary

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	January 18, 2019
SEC Identification Number	A199813754
BIR Tax Identification Number	201-277-095
Name of Issuer as specified in its charter	Puregold Price Club, Inc.
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 – 2,765,381,406 Treasury Shares – 19,981,471
Indicate the item numbers reported therein	Other Matters/Event

Other Event:

Furnishing you a copy of PGOLD reply to PSE Inquiry re: Top-Up Placement dated January 16, 2019.

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.

January 18, 2019

ATTY. CANDY H. DACANAY-DATUON
Assistant Corporate Secretary

PGOLD Reply to PSE Inquiry re Top-Up Placement dated January 16, 2019:

1. Date of approval by the Board of Directors;

16 January 2019

2. Description of the transaction, including the total transaction value and the number and class of shares subject of the placing and subscription tranches;

The first stage of the transaction (the "Placement") consists in the offer and sale by Mr. Lucio L. Co (the "Selling Shareholder"), PGOLD's principal shareholder, of 104,300,000 common shares in PGOLD (the "Placement Shares") at a price of Php45.00 per common share. The Placement Shares are to be offered and sold: (i) outside the United States in reliance on Regulation S under the U.S. Securities Act, as amended and (ii) in the Philippines in transactions that will not require registration under the Securities Regulation Code of the Philippines (SRC).

The second stage of the transaction (the "Subscription") consists in the subscription by the Selling Shareholder, and the issuance by PGOLD to the Selling Shareholder, of new common shares in the same number and at the same price as the shares sold in the Placement transaction (the "Subscription Shares"), with such Subscription Shares being listed as soon as practicable thereafter.

3. Placing price of the shares and the basis for setting such price;

The Placement price for the Placement Shares is Php45.00 per common share (the "Placement Price"). The Placement Price was determined through a book-building process and discussions between PGOLD, the Selling Shareholder and Deutsche Bank AG, Hong Kong Branch (the "Placement Agent").

4. Subscription price of the shares and terms of payment under the subscription tranche;

The subscription price for the Subscription Shares is Php45.00 per common share (the "Subscription Price"). The completion of the Subscription is conditional upon, among other things, the completion of the Placement and receipt by the Selling Shareholder of the proceeds of the Placement. The Subscription Shares shall be issued to the Selling Shareholder upon payment of the Subscription Price.

5. Rationale for the transaction, including the timetable for implementation and applicable regulatory approvals, if any;

The transaction was executed to raise primary capital for PGOLD. Use of proceeds will be used for general corporate purposes, capital expenditure, and potential acquisitions.

The Placement Shares are to be offered and sold (i) outside the United States in reliance on Regulation S under the U.S. Securities Act, as amended and (ii) in the Philippines in transactions that will not require registration under the Securities Regulation Code of the Philippines (SRC). Accordingly, the sale of the Placement Shares is exempt from the registration requirements of the SRC and is not and will not be registered with the Philippine Securities and Exchange Commission ("SEC").

PGOLD intends to secure the approval of the PSE for the listing of the shares issued by PGOLD pursuant to the Subscription.

6. Identity and/or corporate background of the subscriber/s;

The subscriber to the Subscription Shares is Mr. Lucio L. Co.

Mr. Co is the Chairman of Cosco Capital, Inc., Puregold Price Club, Inc., and Da Vinci Capital Holdings, Inc. and Director of Philippine Bank of Communications (all publicly-listed companies).

He is also the Chairman of Union Equities, Inc., Entenso Equities, Inc., Liquigaz Philippines Corporation, NE Pacific Shopping Centers Corporation, Puregold Duty Free (Subic), Inc., San Jose City I Power Corp., Union Energy Corporation, Puregold Finance, Inc., Puregold Realty Leasing & Management, Inc., and Alcorn Petroleum and Minerals Corporation. He is the Chairman and President of Bellagio Holdings, Inc., Canaria Holdings Corporation, Ellimac Prime Holdings, Inc., Forbes Corporation, Invescap Incorporated, P.G. Holdings, Inc., Puregold Duty Free, Inc., Puregold Properties, Inc., Pure Petroleum Corp. He is also Director of PPCI Subic, Inc., Tower 6789 Corporation, Karayan Hydropower Corporation, PG Lawson Company, Inc., Catuiran Hydropower Corporation, Illido Management Corporation, League One Finance and Leasing Corporation, Kareila Management Corporation, LCCK & Sons Realty, Inc., Meritus Prime Distributions, Inc., Montosco, Inc., Nation Realty, Inc., Patagonia Holdings Corp. and Premier Wine and Spirits, Inc. He is a member of the Board of Trustees of Adamson University.

He has been an entrepreneur for the past 40 years.

7. The interest which directors of the parties to the transaction have in the proposed transaction;

Other than the sale by the Selling Shareholder, a director of PGOLD, of the Placement Shares and his subscription to the Subscription Shares, the other directors of PGOLD have no interest in the transaction.

8. Effect(s) on the ownership structure:

Principal Shareholders	Before		After	
	Number of Shares	%	Number of Shares	%
Cosco Capital, Inc.	1,410,867,188	51.02%	1,410,867,188	49.16%
Lucio L. Co	211,088,022	7.63%	211,088,022	7.35%
Susan P. Co	178,242,585	6.45%	178,242,585	6.21%

9. Effect(s) on the capital structure:

	Before	After
Issued Shares	2,785,362,877	2,889,662,877
Outstanding Shares	2,765,381,406	2,869,681,406
Treasury Shares	19,981,471	19,981,471
Listed Shares	2,766,406,250	2,766,406,250

10. Effect(s) on foreign ownership level and public float, if any;

	Before	After
Foreign Ownership	588,277,829 or 21.27%	668,287,829 or 23.29%
Public Float	901,864,449 or 32.61%	1,006,164,449 or 35.06%

11. Any conditions precedent to closing of the transaction; and

The completion of the Placement is conditional upon, among other things, the approval by the Philippine Stock Exchange of the block sale of the Placement Shares and the compliance by PGOLD of certain conditions precedent for the Placement.

The completion of the Subscription is conditional upon, among other things, the completion of the Placement and receipt by the Selling Shareholder of the proceeds of the Placement. The Subscription Shares shall be issued to the Selling Shareholder upon payment of the Subscription Price.

12. Any other relevant information.

None.