

10 January 2025

**Philippine Dealing & Exchange Corp.**

29th Floor, BDO Equitable Tower  
8751 Paseo de Roxas  
Makati City 1226

Attention: **Atty. Suzy Claire R. Selleza**  
*Head - Issuer Compliance and Disclosure Department*

**Securities and Exchange Commission**

The SEC Headquarters, 7907 Makati Avenue  
Salcedo Village, Bel-Air, Makati City 1209

Attention: **Atty. Oliver O. Leonardo**  
*Director - Markets and Securities Regulation Department*

**Dear Mesdames and Gentlemen:**

In compliance with PDEX Rule 7.9.3 and the Implementing Rules and Regulations of the Securities and Regulation Code, we enclose a copy of Cebu Landmasters, Inc.'s ("CLI" or the "Company") disclosure filing to The Philippine Stock Exchange, Inc.

We trust that this submission meets your requirements. If you have questions and/or clarifications, please feel free to contact the undersigned. Thank you.

Very truly yours,

**CEBU LANDMASTERS, INC.**

By:

  
**ATTY. JOHN EDMAR G. GARDE**  
Legal Counsel and Compliance Senior Manager

# 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 10, 2025
2. SEC Identification Number  
CS200321240
3. BIR Tax Identification No.  
227-599-320-000
4. Exact name of issuer as specified in its charter  
CEBU LANDMASTERS, INC.
5. Province, country or other jurisdiction of incorporation  
CEBU CITY, CEBU, PHILIPPINES
6. Industry Classification Code(SEC Use Only)
  
7. Address of principal office  
10TH FLOOR, PARK CENTRALE TOWER, JOSE MA. DEL MAR ST., CEBU I.T. PARK,  
BRGY. APAS, CEBU CITY, PHILIPPINES  
Postal Code  
6000
  
8. Issuer's telephone number, including area code  
(032) 231-4870
9. Former name or former address, if changed since last report  
N/A
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	3,465,201,467
PREFERRED SHARES	4,280,340

11. Indicate the item numbers reported herein  
ITEM 9 (OTHER MATTERS)

*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.*



# Cebu Landmasters, Inc.

## CLI

**PSE Disclosure Form 4-3 - Amendments to Articles of Incorporation**  
**References: SRC Rule 17 (SEC Form 17-C) and**  
**Section 4.4 of the Revised Disclosure Rules**

<b>Subject of the Disclosure</b>
Amendment of Articles of Incorporation
<b>Background/Description of the Disclosure</b>
<p>Notice is hereby given to The Philippine Stock Exchange, Inc. ("PSE"), the Philippine Dealing &amp; Exchange Corp. ("PDEX"), and the public that Cebu Landmasters, Inc. ("CLI" or the "Company") secured today, January 10, 2025, a copy of the Securities and Exchange Commission (SEC) Certificate of Filing of Amended Articles of Incorporation dated January 09, 2025, which duly approved CLI's application for amendment of Article VI of its Articles of Incorporation to increase the number of directors from nine (9) to eleven (11).</p>

<b>Date of Approval by Board of Directors</b>	Mar 18, 2024
<b>Date of Approval by Stockholders</b>	Jun 4, 2024
<b>Other Relevant Regulatory Agency, if applicable</b>	N/A
<b>Date of Approval by Relevant Regulatory Agency, if applicable</b>	N/A
<b>Date of Approval by Securities and Exchange Commission</b>	Jan 9, 2025
<b>Date of Receipt of SEC approval</b>	Jan 10, 2025

**Amendment(s)**

Article No.	From	To
SIXTH	SIXTH: That the number of directors of said corporation shall be nine (9), three (3) of whom shall be independent.	SIXTH: That the number of directors of said corporation shall be eleven, at least one-third (1/3) of whom shall be independent.

<b>Rationale for the amendment(s)</b>
To increase the number of CLI directors

**The timetable for the effectivity of the amendment(s)**

<b>Expected date of filing the amendments to the Articles of Incorporation with the SEC</b>	Dec 2, 2024
<b>Expected date of SEC approval of the Amended Articles of Incorporation</b>	Jan 31, 2025

**Effect(s) of the amendment(s) to the business, operations and/or capital structure of the Issuer, if any**

None

**Other Relevant Information**

A copy of the SEC approval document is included in this disclosure.

**Filed on behalf by:**

<b>Name</b>	Atty. John Edmar Garde
<b>Designation</b>	Legal Counsel & Compliance Senior Manager



REPUBLIC OF THE PHILIPPINES  
**SECURITIES AND EXCHANGE COMMISSION**  
12th Floor, AppleOne – Equicom Tower,  
Mindanao Ave. Cor. BiliranSt.,  
Cebu Business Park, Cebu City



**COMPANY REG. NO.: CS200321240**

**CERTIFICATE OF FILING  
OF  
AMENDED ARTICLES OF INCORPORATION OF**

**CEBU LANDMASTERS, INC.**

**KNOW ALL PERSONS BY THESE PRESENTS:**

**THIS IS TO CERTIFY** that the Commission has approved the amendment of the **Increase / Decrease in the number of the Board** of the above-named Corporation pursuant to the provisions of Section 15 of the Republic Act No. 11232, Revised Corporation Code of the Philippines, which took effect on February 23, 2019.

This amendment was adopted on **March 18, 2024** by majority vote of the Board of Directors and on **June 4, 2024** by the vote of at least two-thirds (2/3) of the outstanding capital stock, and certified under oath by the Corporate Secretary and a majority of the Board of Directors of the Corporation.

**IN WITNESS WHEREOF**, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at 12th Floor, AppleOne – Equicom Tower, Mindanao Ave. Cor. BiliranSt., Cebu Business Park, Cebu City, Philippines, this **9th** day of January, Two Thousand Twenty-Five.



**SHEARA L. LUPANGO-TAMAYO**

**Director**

**Cebu Extension Office**

*This is a computer generated certificate, signature is not required.*

Note: The original copy of this Certificate must be secured within thirty (30) calendar days from the date indicated in the digital copy of the Certificate of Amendment.