

07 August 2024

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:

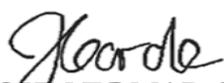
In compliance with PDEx Rule 7.9.3, we enclose a copy of Cebu Landmasters, Inc.'s ("CLI" or the "Company") disclosure filing to The Philippine Stock Exchange, Inc.

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)

Aug 7, 2024

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

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

0322314870

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 Items)

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

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

Subject of the Disclosure

CLI enters into a joint venture for a midtown Cebu mixed-use development

Background/Description of the Disclosure

Notice is hereby given to The Philippine Stock Exchange, Inc. ("PSE" or the "Exchange"), the Philippine Dealing & Exchange Corp. ("PDEX"), the Securities and Exchange Commission ("SEC"), and the public that the leading VisMin developer Cebu Landmasters, Inc. ("CLI" or the "Company") enters into a Joint Venture Agreement with Martinez Agricultural Corporation ("MAC", for brevity) to jointly develop properties into a mixed-use project with residential condominiums and a retail component.

Cebu Landmasters, Inc. is the leading real estate developer in the Visayas and Mindanao regions with over 124 developments across 17 major Vismin locations.

For details and information, please refer to the attached SEC Form 17-C.

**Date of Approval by
Board of Directors**

Nov 23, 2023

**Date of Approval by
Stockholders, if
applicable**

Jun 4, 2024

Description and nature of the transaction including the timetable for implementation, and related regulatory requirements

The joint venture between Cebu Landmasters, Inc. and MAC endeavors to develop properties into a mixed-use project with residential condominiums and a retail component.

For this purpose, a new JV company shall be incorporated to undertake in the development of the mixed-use project. The parties are in the process of preparing the necessary incorporation papers and application documents. Once completed, these will be lodged and submitted to the pertinent government bodies and regulatory agencies, for review and approval.

Rationale for the transaction including the benefits which are expected to be accrued to the Issuer as a result of the transaction

CLI's new joint venture with MAC aims to develop a residential condominium project that is positioned to address the ongoing need and demand of residential condominium in the project area.

Terms and conditions of the joint venture

Amount of investment and/or interest by the parties involved

Total amount of investment is Three Hundred Seventy-Three Million Five Hundred Ninety Thousand Philippine Pesos (Php 373,590,000.00). Under the JVA, CLI and MAC shall subscribe to 60% and 40%, respectively, of the authorized capital stock of the new JV entity.

Provisions on profit-sharing, arrangements on management and operations

The profit sharing shall be at a ratio of 60:40 in favor of CLI.

Conditions precedent to closing of transaction, if any

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Other salient features of the joint venture agreement

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Identity and/or corporate background of the parties to the transaction, including the following

Name	Nature of Business	Nature of any material relationship with the Issuer and the parties to the joint venture, their directors/officers or any of their affiliates
Martinez Agricultural Corporation	Real Estate	None

Effect(s) on the business, financial condition and operations of the Issuer, if any

There is no material effect on CLI's business, financial condition, and operations.

Other Relevant Information

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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. **August 07, 2024**
Date of Report (Date of earliest event reported)
2. SEC Identification Number: **CS200321240**
3. BIR Tax Identification No.: **227-599-320**
4. **CEBU LANDMASTERS, INC.**
Exact name of issuer as specified in its charter
5. **CEBU CITY, CEBU PHILIPPINES**
Province, country or other jurisdiction of incorporation
6. (SEC Use Only)
Industry Classification Code:
7. **10TH FLOOR, PARK CENTRALE TOWER, JOSE MA. DEL MAR ST., CEBU I.T. PARK, BRGY. APAS, CEBU CITY, PHILIPPINES**
Address of principal office
- 6000**
Postal Code
8. **(032) 231-4870**
Issuer's telephone number, including area code
9. **N/A**
Former name or former address, if changed since the last report
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

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COMMON SHARES	3,465,201,467
PREFERRED SHARES	4,280,340

11. Indicate the item numbers reported herein: Item 9 (Other Matters)

**CLI enters into a joint venture
for a midtown Cebu mixed-use development**

Notice is hereby given to The Philippine Stock Exchange, Inc. ("PSE" or the "Exchange"), the Philippine Dealing & Exchange Corp. ("PDEX"), the Securities and Exchange Commission ("SEC"), and the public that the leading VisMin developer Cebu Landmasters, Inc. ("CLI" or the "Company") has entered into a Joint Venture Agreement with Martinez Agricultural

Corporation ("MAC", for brevity) to jointly develop properties into a mixed-use project with residential condominiums and a retail component.

Cebu Landmasters, Inc. is the leading real estate developer in the Visayas and Mindanao regions with over 124 developments across 17 major VisMin locations.

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.

CEBU LANDMASTERS, INC.

Issuer

August 07, 2024

Date



ATTY. JOEN EDMAR G. GARDE

Legal Counsel & Compliance Senior Manager

Signature and Title