

SEC Number **7160**
File Number _____

ARTHALAND CORPORATION
(Company's Full Name)

**7/F Arthaland Century Pacific Tower, 5th Avenue corner 30th Street
Bonifacio Global City, Taguig City 1634**
(Company's Address)

(+632) 8403-6910
(Telephone Number)

December 31
(Fiscal Year Ending)
(Month and Day)

FORM 17-C
(Form Type)

(Period Ended Date)

(Secondary License Type and File Number)

cc: Philippine Stock Exchange

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. **22 January 2025**
Date of Report (Date of earliest event reported)
2. SEC Identification No. **ASO-94-007160** 3. BIR Tax Identification No. **126-004-450-721**
4. **ARTHALAND CORPORATION**
Exact name of issuer as specified in its charter
5. **Metro Manila, Philippines** 6. (SEC Use Only)
Province, country or other jurisdiction of Industry Classification Code:
incorporation
7. **7/F Arthaland Century Pacific Tower, 5th Avenue corner 30th Street**
Bonifacio Global City, Taguig City **1634**
Address of Principal Office Postal Code
8. **(+632) 8403-6910**
Issuer's telephone number, including area code
9. **Not Applicable**
Former name or former address, if changed since last report
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
Common Shares	5,318,095,199 (₱0.18 par value)
Preferred Shares – Series A	12,500,000 (₱1.00 par value)
Preferred Shares – Series D	6,000,000 (₱1.00 par value)
Preferred Shares – Series E	14,000,000 (₱1.00 par value)
Preferred Shares – Series F	4,964,860 (₱1.00 par value)

11. Indicate the item numbers reported herein:

Item 9. Other Events

Item 9. Other Events

At its recently concluded meeting, the Board of Directors of **ARTHALAND CORPORATION** (the “**Corporation**”) approved the following:

1. Subscription by the Corporation to 7,100,000 preferred shares of Zileya Land Development Corporation (Zileya) at a subscription price of ₱100.00 per share, or the total amount of ₱710,000,000.00, to be issued from the proposed increase of its authorized capital stock by 20,000,000 redeemable,¹ cumulative, and voting preferred shares at a par value of ₱1.00 per share once approved by the Securities and Exchange Commission.

Zileya is a wholly-owned subsidiary of the Corporation which is in the process of completing the acquisition of a property which will be the site of a new sustainable development. Presently, Zileya’s authorized capital stock is ₱200,000,000.00 divided into ₱150,000,000.00 of common shares consisting of 1,500,000 common shares with a par value of ₱100.00 per share, and ₱50,000,000.00 of preferred shares consisting of 500,000 preferred shares with a par value of ₱100.00 per share.

The Corporation will pay its subscription in full on or before 31 March 2025 and this will be recorded as deposit for future subscription in the meantime.

2. Declaration of cash dividends to holders of Preferred Shares Series D (ALCPD), as follows:

	<u>Series D</u>
Date of Declaration	22 January 2025
Record Date	07 February 2025
Payment Date	03 March 2025
Amount per Share	₱7.50
Total Amount of Dividends	₱45,000,000.00
Source of Payment	Unappropriated retained earnings as of 31 December 2024

3. Reallocation of use of proceeds of the Second Tranche of the ASEAN Green Bonds, as follows:

Tranche 2		
<u>Project</u>	<u>Use of Proceeds as of 22 March 2024²</u>	<u>Proposed Reallocation</u>
Project Rock	₱226,000,000.00	₱964,000,000.00
Project Vanilla	₱1,120,000,000.00	₱760,000,000.00
Arthaland Century Pacific Tower	₱225,000,000.00	₱225,000,000.00
Project Olive	₱1,378,000,000.00	₱1,000,000,000.00
Total Use of Proceeds	₱2,949,000,000.00	₱2,949,000,000.00

¹ At the option of Zileya.

² As disclosed on 22 February 2024 with effectivity on 22 March 2024.

The foregoing reallocation will become effective on 21 February 2025.

Other relevant information in relation to the foregoing is reflected in the Corporation's website at <https://arthaland.com/investor-relations/asean-green-bonds> per disclosure dated 07 December 2022 and at <https://arthaland.com/assets/documents/2024-0221-17-C-Reallocation-UOP-ASEAN-Green-Bonds.pdf> per disclosure dated 22 February 2024.

4. The amendment of Article SEVENTH of the Corporation's Articles of Incorporation by decreasing its authorized capital stock by ₱10.0M, as underlined below:

“SEVENTH – That the authorized capital stock of the Corporation is Philippine Pesos: Three Billion Sixteen Million Two Hundred Fifty-Seven Thousand One Hundred Thirty-Five and 82/100 (₱3,016,257,135.82) divided into Philippine Pesos: Two Billion Nine Hundred Forty Six Million Two Hundred Fifty Seven Thousand One Hundred Thirty Five and 82/100 (₱2,946,257,135.82) of common shares consisting of 16,368,095,199 common shares with a par value of Philippine Pesos: Eighteen Centavos (₱0.18) per share and Philippine Pesos: Seventy Million (₱70,000,000.00) of preferred shares consisting of 70,000,000 preferred shares with a par value of Philippine Peso: One (₱1.00) per share.

“The preferred shares shall have such features as the Board of Directors may prescribe, provided that, in no case shall such preferred shares be voting or participating.

“The shares of stock of the corporation are not subject to pre-emptive rights of stockholders and may be issued for the unissued portion of authorized capital stock in such quantities, at such times, and under such terms as the Board of Directors shall determine.”

The foregoing decrease in the authorized capital stock corresponds to the Preferred Shares Series C (ALCPC) redeemed by the Corporation on 27 June 2024.

5. The Annual Stockholders' Meeting for 2025 will be held in person on the last Friday of June, or on 27 June 2025, Friday, 9:00 A.M., at the Diamond Room, 8/F Arthaland Century Pacific Tower, 5th Avenue corner 30th Street, Bonifacio Global City, Taguig City 1634.

The record date for the purpose of determining the stockholders entitled to notice of and to vote at the said meeting will be on 04 June 2025, Wednesday, and the closing of the books will begin on 05 June 2025.

All nominations for the election of directors by the stockholders, including those for independent directors, should be submitted in writing to the Governance and Nomination Committee through the Corporate Secretary at rvmaala@arthaland.com or at the Corporation's principal place of business not later than the end of office hours of 25 April 2025, Friday.

Other details about the meeting, including the agenda which will include the abovementioned amendment of Article SEVENTH of the Corporation's Articles of Incorporation, will be disclosed as soon as these become available.

ARTHALAND CORPORATION

Issuer

By:



RIVA KHRISTINE V. MAALA

Corporate Secretary and General Counsel

22 January 2025

Date