



23 January 2024

Philippine Dealing & Exchange Corp.
29th Floor, BDO Equitable Tower,
8751 Paseo de Roxas,
Makati City 1226

Attention: **Atty. Marie Rose M. Magallen-Lirio**
Head - Issuer Compliance & Disclosure Department

Dear Atty. Magallen-Lirio:

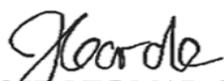
In compliance with PDEx Rule 7.9.3, we enclose a copy of Cebu Landmasters, Inc.'s ("CLI" or the "Company") disclosure filing to The Philippine Stock Exchange, Inc. which pertains to the issuance and release by the Securities and Exchange Commission ("SEC") of the SEC Certificate of Filing of Enabling Resolution in relation to CLI's follow-on offering of Series "A" Preferred Shares.

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. **January 23, 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** **6000**
Address of principal office 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

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
COMMON SHARES	3,465,201,467

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

**SEC issues Certificate of Filing of Enabling Resolution for
CLI Series "A" Preferred Shares**

Notice is hereby given to The Philippine Stock Exchange, Inc. ("PSE" or the "Exchange"), the Philippine Dealing & Exchange Corp. ("PDEx"), and the public that on 23 January 2024 leading VisMin developer Cebu Landmasters, Inc. ("CLI" or the "Company") received from the Securities and Exchange Commission ("SEC") the Certificate of Filing of Enabling Resolution

dated 22 January 2024 approving CLI's Enabling Resolution in relation to its follow-on offering of up to 3,000,000 Series "A" Preferred Shares with an oversubscription option of up to 2,000,000 Series "A" Preferred Shares at an offer price of Php 1,000 per share (the "Offer Shares").

The Offer Shares which are redeemable starting on the 4th anniversary of the issue date, or on any Dividend Payment Date thereafter, will be denominated as Series A-1 Preferred Shares, while those which are redeemable starting on the 7th anniversary of the issue date, or on any Dividend Payment Date thereafter, will be denominated as Series A-2 Preferred Shares. The Enabling Resolution approved by the CLI Board of Directors on January 08, 2024 was filed with the SEC pursuant to Section 6 of the Revised Corporation Code of the Philippines.

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

January 23, 2024

Date



ATTY. JOHN EDMAR G. GARDE

Legal Counsel & Compliance Senior Manager

Signature and Title



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
The SEC Headquarters
7907 Makati Avenue, Salcedo Village,
Barangay Bel-Air, Makati City, 1209, Metro Manila

COMPANY REG. NO. CS200321240

CERTIFICATE OF FILING OF ENABLING RESOLUTION

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the Secretary's Certificate executed on January 8, 2024 by at least a majority of the Board, containing the Enabling Resolution of

CEBU LANDMASTERS, INC.

copy annexed, that the company be authorized, as it hereby approves and authorizes, the Corporation's public offering (the "Offer") of up to 3,000,000 Series "A" Preferred Shares with an oversubscription option of up to 2,000,000 Series "A" Preferred Shares, to be issued from its unissued Series "A" Preferred Shares (collectively, the "Offer Shares") and to be issued at an offer price of Php 1,000 per share. The Offer Shares which are redeemable starting on the 4th anniversary of the issue date, or on any Dividend Payment Date thereafter, will be denominated as Series A-1 Preferred Shares, while those which are redeemable starting on the 7th anniversary of the issue date, or on any Dividend Payment Date thereafter, will be denominated as Series A-2 Preferred Shares (for purposes of this Offer and unless the context otherwise provides, the Offer Shares may also be referred to as the "Series A Preferred Shares"); approved by its Board of Directors on January 8, 2024, was filed with this Office and attached to the other papers pertaining to said corporation, pursuant to Section 6 of the Revised Corporation Code of the Philippines (Republic Act No. 11232).

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at The SEC Headquarters, 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, 1209, Metro Manila, Philippines, this 22nd day of January, Twenty Twenty Four.


GERARDO F. DEL ROSARIO

Director

Company Registration and Monitoring Department