

COVER SHEET

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SEC Registration Number

[illegible]

(Company's Full Name)

[illegible]

(Business Address: No. Street City/Town/Province)

Atty. Riva Khristine V. Maala

(Contact Person)

(+632) 8403-6910

(Company Telephone Number)

1	2
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Month Day
(Fiscal Year)

3	1
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Day

1	7	-	C
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(Form Type)

0	6	Last	Fri
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Month Day
(Annual Meeting)

(Secondary License Type, If Applicable)

Dept. Requiring this Doc.

Amended Articles Number/Section

Total Amount of Borrowings

Total No. of Stockholders

Domestic

2000

Foreign

To be accomplished by SEC Personnel concerned

[illegible]

File Number

LCU

[illegible]

Document ID

Cashier

STAMPS

Remarks: Please use BLACK ink for scanning purposes.



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. **31 January 2024**
Date of Report (Date of earliest event reported)
2. SEC Identification No. **ASO-94-007160** 3. BIR Tax Identification No. **004-450-721-000**
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 B	20,000,000 (₱1.00 par value)
Preferred Shares – Series C	10,000,000 (₱1.00 par value)
Preferred Shares – Series D	6,000,000 (₱1.00 par value)
11. Indicate the item numbers reported herein:

Item 9. Other Events

Item 9. Other Events

During the Special Stockholders Meeting of **Arthaland Corporation (the "Corporation")** held today, stockholders representing at least sixty-seven percent (67%) of the Corporation's outstanding common and preferred shares which are entitled and qualified to vote APPROVED the proposal to amend Article SEVENTH of the Articles of Incorporation by increasing the Corporation's authorized capital stock by ₱50,000,000.00 with the creation of 50.0M preferred shares with a par value of ₱1.00 per share.

It was also recalled during the same Special Stockholders Meeting that the stockholders had approved during the Annual Stockholders Meeting held on 24 June 2022 the amendment of Article SEVENTH of the Articles of Incorporation for purposes of decreasing the Corporation's authorized capital stock by ₱20,000,000.00 to cancel the 20.0M Preferred Shares Series B that had been redeemed in December 2021 from the holders thereof. The approval granted on 24 June 2022 has not been revoked and remains valid to date, and so stockholders representing at least sixty-seven percent (67%) of the Corporation's outstanding common and preferred shares which are entitled and qualified to vote CONFIRMED and RATIFIED said earlier approval.

With the stockholders' approval granted at today's Special Stockholders Meeting and the ratification of their approval during the Annual Stockholders Meeting held on 24 June 2022, the total authorized capital stock of the Corporation should now be ₱3,026,257,135.82 divided into ₱2,946,257,135.82 of common shares consisting of 16,368,095,199 common shares with a par value of ₱0.18 per share, and ₱80,000,000.00 of preferred shares consisting of 80,000,000 preferred shares with a par value of ₱1.00 per share. Article SEVENTH of the Corporation's Articles of Incorporation is, therefore, amended, as follows:

<u>Article and Number</u>	<u>Current Provision (as of 2018)</u>	<u>Approved Amendment</u>
ARTICLE VII Authorized Capital Stock	That the authorized capital stock of the Corporation is Philippine Pesos: Two Billion Nine Hundred Ninety Six Million Two Hundred Fifty Seven Thousand One Hundred Thirty Five and 82/100 (₱2,996,257,135.82) 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: Fifty Million (₱50,000,000.00) of preferred shares consisting of 50,000,000 preferred shares with a par value of Philippine Peso: One (₱1.00) per share. The preferred shares shall be redeemable and 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	That the authorized capital stock of the Corporation is Philippine Pesos: <u>Three Billion Twenty Six Million Two Hundred Fifty Seven Thousand One Hundred Thirty Five and 82/100 (₱3,026,257,135.82)</u> 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: <u>Eighty Million (₱80,000,000.00) of preferred shares consisting of 80,000,000 preferred shares with a par value of Philippine Peso: One (₱1.00) per share.</u> The preferred shares shall be redeemable and 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.	unissued portion of authorized capital stock in such quantities, at such times, and under such terms as the Board of Directors shall determine.
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It was clarified during the Special Stockholders Meeting that the Corporation will not be offering preferred shares to the public at this time but may issue such number of preferred shares necessary to meet the requirements of the regulators for purposes of implementing the capital increase.

As disclosed on 13 December 2023, the creation of 50.0M preferred shares is in anticipation of future fund-raising activities of the Corporation for its projects and working capital.

Further, at its recently concluded meeting, the Board of Directors of the Corporation APPROVED the following:

1. Issuance of 14,000,000 cumulative, non-voting, non-participating, non-convertible Peso-denominated Preferred Shares Series E at an offer price of ₱1.00 per share, where 1,500,000 preferred shares will be issued from the authorized capital stock of the Corporation, and 12,500,000 preferred shares will come from the increase of 50,000,000 preferred shares as approved by the stockholders during the abovementioned Special Stockholders Meeting, and subject also to the following terms and conditions:

Dividend Rate	The Preferred Shares Series E will, subject to certain dividend payment conditions, bear cumulative, non-participating cash dividends based on the offer price, payable annually on every anniversary of the Issue Date. The dividend rate shall be 100 basis points below the dividend rate of other preferred shares to be issued by the Corporation subsequently to the public (the "Public Preferred Shares").
Optional Redemption	Applicable only if all other preferred shares ranking <i>pari passu</i> with the Public Preferred Shares have been fully redeemed.
No Sinking Fund	The Corporation has not established, and currently has no plans to establish, a sinking fund for the redemption of the Preferred Shares Series E.
Liquidation Rights	Rank junior to all other series of preferred shares to be subsequently offered to the public.
Status of the Series E Preferred Shares in relation to the declaration and payment of dividends, redemption and liquidation	The Preferred Shares Series E will be subordinated to the Public Preferred Shares. Accordingly, the obligations of the Corporation under the Series E Preferred Shares will not be satisfied unless the Corporation can satisfy in full all of its other obligations ranking senior to the Preferred Shares Series A and Series E, including the Public Preferred Shares.
Governing Law	The Preferred Shares Series E will be issued pursuant to the laws of the Republic of the Philippines.

The issuance of Preferred Shares Series E is intended to meet the requirements of the regulators for purposes of implementing the increase of the Corporation's authorized capital stock.

2. Subscription by Manchesterland Properties, Inc., a wholly owned subsidiary of the Corporation, to Preferred Shares Series E equivalent to 14,000,000 at the price of ₱1.00 per share. The transaction will be settled not later than 05 February 2024 pursuant to the Subscription Agreements between the parties.
3. Declaration of cash dividends to holders of Preferred Shares Series C (ALCPC) and Series D (ALCPD), as follows:

	<u>Series C</u>	<u>Series D</u>
Date of Declaration	31 January 2024	31 January 2024
Record Date	March 01 Friday	February 15 Thursday
Payment Date	March 27 Wednesday	March 03/04 Sunday/Monday
Amount per Share	₱1.7319	₱7.50
Total Amount of Dividends	₱17,319,250.00	₱45,000,000.00
Source of Payment	Unrestricted Retained Earnings as of 31 December 2023	

4. The Annual Stockholders' Meeting for 2024 will be held on the last Friday of June, or on 28 June 2024, Friday, at 9:00 A.M., at the Sapphire Room, 8/F Arthaland Century Pacific Tower, 5th avenue corner 30th street, Bonifacio Global City, Taguig City.

The record date for the purpose of determining the stockholders entitled to notice of and to vote at the 2024 Annual Stockholders' Meeting will be on 07 June 2024, Friday, and the closing of the books will begin on 08 June 2024.

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 26 April 2024, Friday.

Other details about the meeting, such as the agenda and the other modes of attending the same, will be disclosed as soon as these become available.

ARTHALAND CORPORATION

Issuer

By:



RIVA KRISTINE V. MAALA

Corporate Secretary and General Counsel

31 January 2024

Date