

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)
May 6, 2024
2. SEC Identification Number
1746
3. BIR Tax Identification No.
000-126-853-000
4. Exact name of issuer as specified in its charter
STI Education Systems Holdings, Inc.
5. Province, country or other jurisdiction of incorporation
Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office
7th Floor, STI Holdings Center, 6764 Ayala Avenue, Makati City
Postal Code
1226
8. Issuer's telephone number, including area code
+63288449553
9. Former name or former address, if changed since last report
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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	9,904,806,924

11. Indicate the item numbers reported herein
Item 2

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.



STI Education Systems Holdings, Inc.

STI

PSE Disclosure Form 4-1 - Acquisition or Disposition of Assets

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

Subject of the Disclosure

Execution of Agreements with Philippine School of Business Administration

Background/Description of the Disclosure

We write in connection with developments regarding the transactions by and among STI Education Systems Holdings, Inc. (the "Company"), Philippine School of Business Administration ("PSBA Manila") and Philippine School of Business Administration, Inc.- Quezon City ("PSBA Quezon City") (PSBA Manila and PSBA Quezon City are collectively referred to as "PSBA") involving the following: (a) the acquisition by the Company or its affiliates, assignees or successors-in-interest of a 3,000 square meter parcel of land located at Aurora Boulevard, Quezon City which forms part of the properties owned by PSBA Manila (the "Subject Property"); (b) the acquisition by the Company or its affiliates, assignees or successors-in-interest of the tangible and intangible assets of PSBA (collectively, the "School Related Assets") used or relating to the operation by PSBA of its schools located in Manila and Quezon City (collectively, the "PSBA Schools"); and (c) the grant by PSBA of a right of first refusal over the properties owned by PSBA Manila located in Manila (the "PSBA Manila Property") and Quezon City, net of the Subject Property (the "Remaining PSBA Quezon City Properties").

Date of Approval by Board of Directors

N/A

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

The acquisition by the Company and/or its affiliates, assignees, or successors-in-interest (collectively, "STI") of various tangible and intangible assets used in or relating to the operations of the schools of PSBA (collectively, the "School Related Assets") of PSBA and a parcel of land consisting of three thousand (3,000) square meters located at Aurora Boulevard, Quezon City ("the Subject Property") will pave the way for the expansion of the educational portfolio of STI.

Details of the acquisition or disposition

Date

May 2, 2024

Description of the Transaction

The transaction involves the acquisition of the School Related Assets and the Subject Property as well as the grant by PSBA Manila of a right of first refusal over other properties owned by PSBA Manila.

Manner

After PSBA's fulfillment of the conditions precedent and the approval of the regulatory agencies, STI and PSBA shall execute the Deed of Absolute Sale over the Subject Property and the Deeds of Assignment over the School Related Assets.

Description of the assets involved

The following assets shall be acquired by STI after the fulfilment of conditions precedent and approval of regulatory agencies:

1. The Subject Property; and
2. School Related Assets used by PSBA in its school operations.

Terms and conditions of the transaction

Nature and amount of consideration given or received

STI shall pay the purchase price after PSBA's fulfilment of the conditions precedent and approval of regulatory agencies. The Purchase Price for the Subject Property and School Related Assets is less than ten percent (10%) of the total assets of the Company.

Principle followed in determining the amount of consideration

Fair Market Value of the Assets.

Terms of payment

The Purchase Price for the Subject Property and School Related Assets shall be paid upon fulfilment of the conditions precedent and the approval of the regulatory agencies.

Conditions precedent to closing of the transaction, if any

The approval of the regulatory agencies, such as but not limited to the Commission on Higher Education, Land Registration Authority, Department of Labor and Employment and Registry of Deeds, is necessary for the closing of the transactions.

Any other salient terms

None

Identity of the person(s) from whom the assets were acquired or to whom they were sold

Name	Nature of any material relationship with the Issuer, their directors/ officers, or any of their affiliates
Philippine School of Business Administration	N/A
Philippine School of Business Administration, Inc.	N/A

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

The acquisition of the Subject Property and School Related Assets shall expand the course offerings of the Company, increase enrolment and provide additional streams of revenue.

Other Relevant Information

None

If the transaction being reported is an acquisition, kindly submit the following additional information:

Source(s) of funds

Internally generated funds.

If any asset so acquired by the issuer or its subsidiaries constituted plant, equipment or other physical property, state the nature of the business in which the assets were used by the persons from whom acquired and whether the issuer intends to continue such use or intends to devote the assets to other purposes, indicating such other purposes

The School Related Assets and the Subject Property were used by PSBA in the operations of the PSBA Schools. STI shall continue to use the School Related Assets and the Subject Property in the operations of the PSBA Schools.

Filed on behalf by:

Name	Arsenio Cabrera, Jr.
Designation	Corporate Secretary