

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)
Dec 27, 2021
2. SEC Identification Number
ASO-94-007160
3. BIR Tax Identification No.
126-004-450-721
4. Exact name of issuer as specified in its charter
ARTHALAND CORPORATION
5. Province, country or other jurisdiction of incorporation
Metro Manila, Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office
7/F Arthaland Century Pacific Tower, 5th Avenue corner 30th Street, Bonifacio Global City, Taguig City
Postal Code
1634
8. Issuer's telephone number, including area code
(+632) 8403-6910
9. Former name or former address, if changed since last report
Not Applicable
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	5,318,095,199
Preferred - Series A	12,500,000
Preferred - Series B	20,000,000
Preferred - Series C	10,000,000
Preferred - Series D	6,000,000

11. Indicate the item numbers reported herein
Item 9 - Other Events

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.



Arthaland Corporation

ALCO

PSE Disclosure Form 4-2 - Acquisition/Disposition of Shares of Another Corporation

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

Subject of the Disclosure

Acquisition of Shares of Cebu Lavana Land Corp.

Background/Description of the Disclosure

The Corporation purchased and acquired all of the rights, title and interest of Rock and Salt B.V. in and to 40% of the issued and outstanding shares of stock of Cebu Lavana Land Corp. (CLLC), or 214,351 common shares of stock and 118,982 preferred shares of stock thereof (333,333 shares in all), for and in consideration of the amount of Php113,159,210.00.

Date of Approval by Board of Directors

Dec 15, 2021

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

This transaction arose following the end of the investment period for Rock and Salt B.V. which was pre-agreed with the Corporation in 2016. As the majority shareholder in CLLC, it is in the best interest of the Corporation to acquire the share of Rock and Salt B.V. and allow it to consolidate its ownership over the Cebu Exchange project and CLLC, especially as the said project is about to reach operational status by year-end 2021.

Details of the acquisition or disposition

Date

Dec 27, 2021

Manner

The acquisition is by way of secondary sale.

Description of the company to be acquired or sold

CLLC was incorporated on 11 September 2015 to principally engage in the realty development business. It is the vehicle used by the Corporation to acquire two parcels of adjacent land in Cebu City, Philippines with a total area of 8,440 square meters.

CLLC is the project company for the Corporation's Cebu Exchange Project. Currently, it has an authorized capital stock of Php200,000,000.00, and its total subscribed capital and paid up capital is Php83,333,300.00.

The terms and conditions of the transaction

Number of shares to be acquired or disposed	333,333
Percentage to the total outstanding shares of the company subject of the transaction	40
Price per share	Php100/common share and Php100/preferred share

Nature and amount of consideration given or received

Php113,159,210.00 cash

Principle followed in determining the amount of consideration

The consideration was determined using valuation models based on discounted cash flow and net asset value of CLLC.

Terms of payment

The total consideration will be paid on closing.

Conditions precedent to closing of the transaction, if any

None. The transaction closed today. The Deed of Absolute Sale was executed today.

Any other salient terms

The Corporation acquires absolute ownership over all the CLLC Sale Shares, and has all the rights and benefits (voting, dividends and other rights) in respect thereof as of the date of the Deed of Absolute Sale.

Identity of the person(s) from whom the shares 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
Rock and Salt B.V.	None.

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

The Corporation will own 100% of CLLC.

Further, this transaction is aligned with the existing strategies of the Corporation. The Corporation will remain compliant with all its financial covenants.

Other Relevant Information

The Corporation also purchased and acquired by way of secondary sale all of the rights, title and interest of Rock and Salt B.V. in and to its shareholder advances in CLLC, and all of the interest accrued on such principal amount of shareholder advances, for and in consideration of the amount of Php762,340,790.00.

Rock and Salt B.V. is a foreign private limited liability company existing and duly constituted under the laws of The Netherlands and managed by Arch Capital Management Company Ltd., a Hong Kong based private equity fund set up to pursue investments in Asian property markets which are in strong growth phases, such as China, India, and Thailand.

Filed on behalf by:

Name	Riva Khristine Maala
Designation	Corporate Secretary and General Counsel