

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	100,000,006	
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

Sale of Shares of Bhavya Properties, Inc.

Background/Description of the Disclosure

The Corporation sold, transferred and conveyed in favor of Narra Investment Properties Pte. Ltd. ("Narra") all of its rights, title and interest in and to 40% of the common shares of stock of Bhavya Properties, Inc. (Bhavya), or 10,000,000 common shares of stock thereof, as well as the Corporation's shareholder advances therein with a principal balance amounting to Php197,500,000.00, together with the accrued interest on such principal balance, for and in consideration of the total amount of Php258,000,000.00.

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 is aligned with the Corporation's key strategy of inviting strategic partners for its new projects as a means to mitigate execution and financing risk as the Corporation grows its development portfolio. As a result, the Corporation is able to broaden its access to capital for its projects.

Details of the acquisition or disposition

Date

Dec 27, 2021

Manner

The transaction is by way of secondary sale.

Description of the company to be acquired or sold

Bhavya was incorporated on 19 July 2019 with the primary purpose of engaging in the realty development business. This is the investment vehicle used by the Corporation to acquire a 916 square meter property in Legazpi Village, Makati City, which will be the site of a low-density, multi-certified, ultra-luxury development. The Corporation expects to formally launch this project within Q1 2022.

Currently, Bhavya has an authorized capital stock of Php100,000,000.00. Its total subscribed capital and paid up capital are Php25,000,000.00 and Php25,000,000.00 respectively.

The terms and conditions of the transaction

Number of shares to be acquired or disposed	10,000,000
Percentage to the total outstanding shares of the company subject of the transaction	40
Price per share	Php1.00

Nature and amount of consideration given or received

Php10,000,000.00 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 Bhavya.

Terms of payment

Php5,000,000.00 on closing, and Php5,000,000.00 six (6) months from and after the date of execution of the Deed of Absolute Sale

Conditions precedent to closing of the transaction, if any

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

Any other salient terms

Narra, the buyer, acquires absolute ownership over all the Bhavya Sale Shares, and has all the rights and benefits (voting, dividends and other rights) in respect of the Bhavya Sale Shares as of the date of this Deed. Narra will be entitled to two seats in the five-man Board of Bhavya.

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
Narra Investment Properties Pte. Ltd.	None.

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

With this transaction, the Corporation will continue to own 60% of Bhavya.

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

Other Relevant Information

Narra is a private limited liability company existing and duly constituted under the laws of Singapore with principal office address at 10 Changi Business Park Central 2 #01-02, Hansa Point, Singapore 486030, and managed by Arch Capital Management Company Limited, 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