

# 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)  
Feb 19, 2018
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  
7/F STI Holdings Center, 6764 Ayala Avenue, Makati City  
Postal Code  
1226
8. Issuer's telephone number, including area code  
(632) 844-95-53
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 9

*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 4-30 - Material Information/Transactions

*References: SRC Rule 17 (SEC Form 17-C) and Sections 4.1 and 4.4 of the Revised Disclosure Rules*

#### Subject of the Disclosure

Policy on Declaration of Dividends - Further Amendment of Definition of Core Income

#### Background/Description of the Disclosure

In the meeting of the Board of Directors of the Company held today, 15 February 2018, the Board adopted a revised policy on the declaration of dividends starting with Fiscal Year 2017-2018 in order to (1) clarify the dividend declaration policy of not less than 25% of the Company's core net income from the previous fiscal year; and (2) provide the definition of the core net income of the Company.

The Board approved a dividend declaration policy of not less than 25% of the core net income of the Company from the previous fiscal year, subject to compliance with the requirements of applicable laws and regulations, statutory limitations and/or restrictions, terms and conditions which may be imposed on the Company by lenders or other financial institutions, and the Company's investment plans and financial condition.

Core net income is defined as consolidated net income after income tax derived from the Company's main business-education and other recurring income.

The amount of dividends will be reviewed periodically by the Board in light of the Company's earnings, financial conditions, cash flows, capital requirements and other considerations, while maintaining a level of capitalization that is commercially sound and sufficient to ensure that the Company can operate on a standalone basis.

Dividends shall be declared and paid out of the Company's unrestricted retained earnings which shall be payable in cash, property or stock to all shareholders on the basis of outstanding stock held by them. Unless otherwise required by law, the Board, at its sole discretion, shall determine the amount, type and date of payment of the dividends to the shareholders, taking into account various factors, including:

- the level of the Company's earnings, cash flow, return on equity and retained earnings;
- its results for and its financial condition at the end of the year in respect of which the dividend is to be paid and its expected financial performance;
- the projected levels of capital expenditures and other investment programs;
- restrictions on payments of dividends that may be imposed on it by any of its financing arrangements and current or prospective debt service requirements; and
- such other factors as the Board deems appropriate.

#### Other Relevant Information

To further amend the definition of core income from "Core income is defined as consolidated net income derived from the Company's main business-education and other recurring income" to "Core income is defined as consolidated net income after income tax derived from the Company's main business-education and other recurring income".

**Filed on behalf by:**

<b>Name</b>	Arsenio Cabrera, Jr.
<b>Designation</b>	Corporate Secretary