

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 20, 2019
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
(632) 844-9553
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 4

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 4-2 - 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

STI Education Systems Holdings, Inc. ("STI Holdings") subsidiary, STI Education Services Group, Inc. ("STI ESG"), acquires 94% of issued capital stock of NAMEI Polytechnic Institute, Inc. ("NPPI").

Background/Description of the Disclosure

STI ESG, driven by a desire to provide relevant education and world-class opportunities to youth across the country, acquires NAMEI Polytechnic Institute, Inc., an educational institution that offers courses in Maritime Transportation and Marine Engineering and Naval Architecture.

Date of Approval by Board of Directors

Dec 17, 2018

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

The acquisition of NAMEI will expand the tertiary course offerings of the network of schools owned and operated by STI ESG.

Details of the acquisition or disposition

Date

Feb 19, 2019

Manner

Cash payment upon execution of Deed of Absolute Sale of shares.

Execution of a Share Purchase Agreement between STI ESG and Sellers on 19 February 2019. Closing shall be upon fulfillment of conditions precedent.

Description of the company to be acquired or sold

NPPI offers tertiary or college level education program including Maritime Transportation, Marine Engineering and Naval Architecture.

The terms and conditions of the transaction

Number of shares to be acquired or disposed

47,133

Percentage to the total outstanding shares of the company subject of the transaction	94.27
Price per share	-

Nature and amount of consideration given or received

Cash payment upon execution of Deed of Absolute Sale on Closing Date. The Purchase Price of the NPII and NPIM Shares is less than 10% of the total book value of STI Holdings as of 31 December 2018.

Principle followed in determining the amount of consideration

Discounted cash flow of NPII.

Terms of payment

The Purchase Price shall be paid in full upon execution of Deed of Absolute Sale on Closing Date.

Conditions precedent to closing of the transaction, if any

Conditions precedent include the completion of all necessary approvals, including the approval of the Commission on Higher Education.

Any other salient terms

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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
Antonio Ma. Tomas Padilla	N/A
Felix Marcelino Padilla Jr.	N/A
Ma. Celedonia Padilla Patag	N/A
Aurelio Luis Martin Dayrit Padilla	N/A
Rosalia Ma. Socorro Padilla Medalla	N/A
Noemi Antoinette Padilla Caces	N/A
Felipe Antonio Padilla Estrella, III	N/A
Maria Josefina Estrella Jalandoni	N/A
Maria Margarita Padilla Estrella	N/A
Maria Regina Victoria Estrella Yuson	N/A

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

The entry of STI ESG into NAMEI aligns with STI's approach in building new paths and creating more opportunities for the Filipino youth to break into the professional world.

The acquisition of NAMEI is a strategic move to boost the institution's sought-after courses that emphasize academic excellence, and practical and industry-driven skills that will produce more world-class professionals in various fields particularly in maritime.

STI ESG will also establish information technology programs for maritime such as networking and communications, cybersecurity, and IT maintenance and services to keep up with the ever-changing demands in the seafaring industry.

Other Relevant Information

December 17, 2018 was the board approval of STI ESG.

Filed on behalf by:

Name	Arsenio Cabrera, Jr.
Designation	Corporate Secretary