

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 2, 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 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

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").

Other Relevant Information

Please see attached SEC Form 17-C.

Filed on behalf by:

Name	Arsenio Cabrera, Jr.
Designation	Corporate Secretary

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATION CODE
AND RSA RULE 17.2(c) THEREUNDER

1. **2 May 2024**
Date of Report (Date of earliest event reported)

2. SEC Identification Number.... **1746** 3. BIR Tax Identification No.....**000126853000**

4. **STI Education Systems Holdings, Inc.**
Exact name of issuer as specified in its charter

5. **Philippines**
Province, country or other jurisdiction of incorporation

6. (SEC Use Only)

7. **7th Floor, STI Holdings Center, 6764 Ayala Avenue, Makati City 1226**
Address of principal office Postal Code

8. **(632) 8844-9553**
Issuer's telephone number, including area code

9. _____
Former name or former address, if changed since last report

10. Securities Registered Pursuant to Section 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
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Common	9,904,806,924
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11. Indicate the item numbers reported herein: **Item 9**

Item 9. Other Events

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").

On 2 May 2024, STI Education Services Group, Inc. ("STI ESG"), a wholly owned subsidiary of the Company, entered into a Contract to Sell with PSBA Manila for the sale and purchase of the Subject Property. The purchase price for the Subject Property is less than ten percent (10%) of the total assets of the Company. The sale and purchase of the Subject Property is subject to regulatory approvals and the fulfillment of certain conditions precedent. Subject to regulatory approvals and upon fulfillment of such conditions precedent, STI ESG and PSBA Manila shall execute a Deed of Absolute Sale over the Subject Property.

On 2 May 2024, STI College of Novaliches, Inc. ("STI Novaliches"), an affiliate of the Company, entered into an Asset Purchase Agreement with PSBA for the acquisition by STI Novaliches of the School Related Assets. The purchase price for the School Related Assets is less than ten percent (10%) of the total assets of the Company. The sale and purchase of the School Related Assets is subject to regulatory approvals and the fulfillment of certain conditions. Subject to regulatory approvals and the fulfillment of certain conditions, STI Novaliches and PSBA shall execute Deeds of Assignment for the sale and purchase of the School Related Assets.

On 2 May 2024, the Company entered into a Right of First Refusal Agreement with PSBA Manila. Pursuant to the Right of First Refusal Agreement, PSBA Manila granted the Company a right of first refusal over the PSBA Manila Property and the Remaining PSBA Quezon City Properties for a period of three (3) years counted from 1 June 2024.

The Company will provide further disclosures upon the execution of other agreements relating to its transactions with PSBA.

SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the Issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

STI Education Systems Holdings, Inc.
Issuer



ARSENIO C. CABRERA, JR.
*Corporate Secretary/
Corporate Information Officer*

2 May 2024
Date