



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. **27 July 2017**  
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**      6.  (SEC Use Only)  
Province, country or other jurisdiction of incorporation
  
7. **7<sup>th</sup> Floor, STI Holdings Center, 6764 Ayala Avenue, Makati City 1226**  
Address of principal office      Postal Code
  
8. **(632) 844-9553**  
Issuer's telephone number, including area code
  
9. **7<sup>th</sup> Floor, i-Academy Building, 6764 Ayala Avenue, Makati City 1226**  
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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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<b>Common</b>	<b><u>9,904,806,924</u></b>
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11. Indicate the item numbers reported herein: **Items 4 and 9**

#### **Item 4. Resignation/Election of Director**

In the Board of Directors Meeting of STI Education Systems Holdings, Inc. ("STI ESH") held today, 27 July 2017, the Board accepted the resignation of Mr. Ernest Lawrence Cu as Independent Director with regrets. The resignation of Mr. Cu was not due to any disagreement with STI ESH on any matter relating to the Corporation's operations, policies or practices

The Board of Directors elected Mr. Robert G. Vergara as new Independent Director of STI ESH for the unexpired term of Mr. Cu.

#### **Item 9. Other Events**

##### 1) Sale of Maestro Shares

Further to our disclosure last 27 June 2017, please be advised that STI Education Services Group, Inc. ("STI ESG") received a Letter of Intent from Carret Private Investments Limited ("Carret"), a company incorporated under the laws of HongKong, to acquire its 20% stake in Maestro Holdings, Inc. ("Maestro Holdings").

In the STI ESG Board of Directors Meeting held today, 27 July 2017, the STI ESG Board authorized its Vice Chairman and Chief Executive Officer, Mr. Monico V. Jacob to negotiate with Carret for the terms and conditions of the sale of its 20% stake in Maestro Holdings.

In order to guide the STI ESG Board in determining the fair value of its 20% stake in Maestro Holdings, Isla Lipana and Co. was engaged to conduct a Third Party Fairness Opinion Report.

Maestro Holdings owns 100% of the issued and outstanding capital stock of PhilPlans First, Inc., a pre-need company as well as 99.89% of the issued and outstanding capital stock of Philhealthcare, Inc., a Health Maintenance Organization (HMO). Maestro Holdings also owns 70% of the issued and outstanding capital stock of Philippine Life Financial Assurance Corporation, a company which provides financial services such as insurance, investment plans and loan privilege programs.

The rationale for this disposition is to enable STI ESG to focus on its core business of offering educational services.

STI Education Systems Holdings, Inc. owns 98.66% of the issued and outstanding capital stock of STI ESG.

##### 2) Date and Venue of the 2017 Annual Stockholders' Meeting

The Annual Stockholders' Meeting of STI ESH shall be held on 29 September 2017 at 3:00 p.m. at 7<sup>th</sup> Floor Lobby, STI Holdings Center, 6764 Ayala Avenue, Makati City. Furthermore, STI ESH's stockholders of record as of 29 August 2017 shall be entitled to notice of and to vote at the Annual Stockholders' Meeting.

The last day to submit nominations for the Board of Directors of STI ESH is on 4 August 2017. The Nomination Committee shall pre-screen the qualifications and prepare a Final List of all Candidates for directors. Only nominees whose names appear on the Final List of Candidates shall be eligible for election as directors.

### 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*



**27 July 2017**  
Date