

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)
Nov 17, 2020
2. SEC Identification Number
CS201619734
3. BIR Tax Identification No.
009-393-167
4. Exact name of issuer as specified in its charter
Chelsea Logistics and Infrastructure Holdings Corp.
5. Province, country or other jurisdiction of incorporation
Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office
Stella Hizon Reyes Road, Bo. Pampanga, Davao City
Postal Code
8000
8. Issuer's telephone number, including area code
+63 82 224 5373 / +63 2 8403 4015
9. Former name or former address, if changed since last report
n/a
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	1,821,977,615
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.



Chelsea Logistics and Infrastructure Holdings Corp.

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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

Assignment by Chelsea Logistics and Infrastructure Holdings Corp. ("Chelsea" or the "Corporation") of its Common Shares and Preferred Shares in Dito Telecommunity Corporation to Dito Holdings Corporation.

Background/Description of the Disclosure

The Board of Directors of Chelsea approved on October 30, 2020 the sale by the Corporation of its 40,833,332 Common Shares and 22,916,666 Preferred Shares of Dito Telecommunity Corporation to Dito Holdings Corporation.

The Deed of Assignment was executed by Chelsea and Dito Holdings Corporation on November 11, 2020.

At the time Chelsea approved and executed the transfer of its shares in Dito Telecommunity Corporation to Dito Holdings Corporation, Chelsea owned 42% of Dito Holdings Corp. However, after the execution of the transfer of its shares in Dito Telecommunity Corporation, Udena Communications Media and Entertainment Holdings Corp. ("UCME"), executed a subscription agreement for a subscription of 7,379,166,900 common shares in Dito Holdings Corp. This additional subscription by UCME decreased the shareholdings of Chelsea in Dito Holdings Corporation from 42% to 11%, and the indirect ownership of Chelsea in Dito Telecommunity is now 6.6%

Date of Approval by Board of Directors

Oct 30, 2020

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

The transfer of the shares is Chelsea only for the purpose of restructuring Chelsea's shareholdings in Dito Telecommunity, and to streamline the shareholdings of the Corporation and of Udena Corporation in Dito Telecommunity through a holding company, Dito Holdings Corp. Chelsea will continue to hold beneficial interest in Dito Telecommunity albeit indirectly.

Details of the acquisition or disposition

Date

Nov 11, 2020

Manner

Deed of Assignment between Chelsea and Dito Holdings Corporation.

Description of the company to be acquired or sold

Dito Telecommunity Corporation is a corporation engaged in telecommunications. It was registered with the Securities and Exchange Commission on 25 September 1997 and has SEC Registration No. A1997-18540. Dito Telecommunity was the winner of the government-sanctioned bidding for the New Major Telecommunications Player of the Philippines held in November 2018.

The terms and conditions of the transaction

Number of shares to be acquired or disposed	63,749,998
Percentage to the total outstanding shares of the company subject of the transaction	25
Price per share	P 12.474 for Common, P 1.00 for Preferred

Nature and amount of consideration given or received

The total consideration for the Shares is Five Hundred Thirty Two Million Two Hundred Ninety One Thousand Five Hundred Thirty Three Pesos (P 532,291,533.00). The total consideration is equivalent to the paid-up subscription price of the Common shares in the amount of P 509,374,867, and the paid-up subscription price of the Preferred shares in the amount of P 22,916,666.00.

Principle followed in determining the amount of consideration

Since this is an internal restructuring, the subscription price for the Dito Telecommunity Corporation shares was used in determining the transfer price or consideration.

Terms of payment

The full amount of the consideration has been paid to Chelsea Logistics and Infrastructure Holdings Corp.

Conditions precedent to closing of the transaction, if any

There are no conditions precedent to the closing of the transaction.

Any other salient terms

Chelsea Logistics and Infrastructure Holdings Corp. assigns, transfers and conveys in favor of Dito Holdings Corporation all its rights, title and interests over its subscription to the subject shares. Chelsea will continue to hold beneficial interest in Dito Telecommunity, albeit, indirectly.

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
Dito Holdings Corporation	Major stockholders are Chelsea Logistics and Infrastructure Holdings Corp. and Udenna Communications, Media and Entertainment Holdings Corp.

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

As this is an internal restructuring, Chelsea's ownership in Dito Telecommunity will change from direct interest to indirect interest.

Other Relevant Information

Dito Holdings Corporation is an entity separate and distinct from Dito CME Holdings Corp.
Dito Holdings Corporation with SEC Registration No.CS201916797 was registered with the Securities and Exchange Commission on October 4, 2019.
Dito CME Holdings Corp. (formerly ISM Communications Corporation) with SEC Registration No.808 was registered with the Securities and Exchange Commission on January 3, 1925. It is a publicly-listed Company and its shares trade at the Philippine Stock Exchange under the ticker "DITO".

This amended disclosure is made is to clarify the changes in Chelsea's ownership of Dito Telecommunity shares after the assignment of said shares by Chelsea to Dito Holdings Corporation, and after the subscription by Udenna Communications, Media and Entertainment Holdings Corp. to shares of Dito Holdings Corporation.

Filed on behalf by:

Name	Ma. Henedina San Juan
Designation	Corporate Secretary