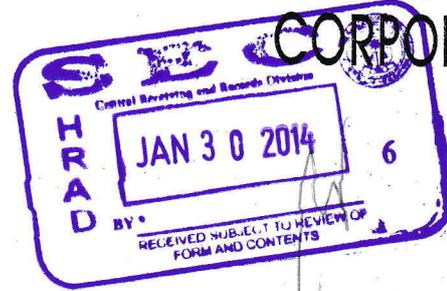




CITYLAND
DEVELOPMENT
CORPORATION

January 30, 2014



ATTY. JUSTINA F. CALLANGAN
Director, Corporate Governance and Finance Department
SECURITIES AND EXCHANGE COMMISSION
SEC Bldg., EDSA, Greenhills, Mandaluyong City

Dear Director Callangan:

This is with regards to the changes and updates in the Annual Corporate Governance Report (ACGR) of Cityland Development Corporation as addressed by SEC Memorandum Circular No. 1, Series of 2014.

We are attaching herewith the pertinent pages of the ACGR showing the following updates/ changes:

1. *Attendance of Directors to Board Meetings for the Year 2013*, page 22;
2. *Attendance of Committee Members to Board Committee Meetings for the Year 2013*, pages 29 to 30; and
3. *Items on Annual Stockholders Meeting for the Year 2013*.
 - a) Questions and Answers during the Annual Stockholders' Meeting, page 53.
 - b) Results of Annual Stockholders' Meeting/ Stockholders' Attendance, pages 54 and 55.
 - i. Details of stockholders' attendance; and
 - ii. Independent party to count/ validate the votes.

We have correspondingly posted the updated ACGR in our website www.cityland.net and have further updated the location of the file for easy reference and verification of the Commission and ASEAN CG evaluators/ reviewers. The ACGR can now be easily accessed in the Company's website as shown in the attached screen shots of the website pages.

- In the website homepage as shown in ANNEX "A", click the *Corporate Governance and Investor Relations* tab.
- Under the Corporate Governance section as shown in ANNEX "B", click *Annual Corporate Governance Report (ACGR)* under the "Table of Contents" portion of the web page.

Thank you very much and we hope that you will find everything in order.

Very truly yours,

JOSE C. GOHOC
President

(c) Indicate any shareholder agreements that may impact on the control, ownership and strategic direction of the company:

There are no shareholder agreements that may impact on the control, ownership and strategic direction of the Company.

Name of Shareholders	% of Capital Stock affected (Parties)	Brief Description of the Transaction
N.A.	N.A.	N.A.

6) Alternative Dispute Resolution

Describe the alternative dispute resolution system adopted by the company for the last three (3) years in amicably settling conflicts or differences between the corporation and its stockholders, and the corporation and third parties, including regulatory authorities.

For the past three (3) years, there have been no conflicts or differences between the corporation and its stockholders, and the corporation and third parties, including regulatory authorities.

	Alternative Dispute Resolution System
Corporation & Stockholders	N.A.
Corporation and Third Parties	N.A.
Corporation & Regulatory Authorities	N.A.

C. BOARD MEETINGS & ATTENDANCE

1) Are Board of Directors' meetings scheduled before or at the beginning of the year?

Board meetings are scheduled and disseminated to the members of the Board at the beginning of the year.

Cityland Website: Corporate Governance Section, Board of Directors
http://www.citylandcondo.com/main/corporate_governance.html#bod

2) Attendance of Directors

Cityland Website: Corporate Governance Section, Board of Directors
http://www.citylandcondo.com/main/corporate_governance.html#bod
http://www.citylandcondo.com/main/docs_pdf/CDC%202013%20Attendance%20of%20BOD.PDF

Board	Name	Date of Election	No. of Meetings Held during the year (2013)	No. of Meetings Attended	%
Chairman/ Independent	Washington SyCip	June 4, 2013	18	16	89
Member	Stephen C. Roxas	June 4, 2013	18	18	100
Member	Andrew I. Liuson	June 4, 2013	18	18	100
Member	Grace C. Liuson	June 4, 2013	18	18	100
Member	Josef C. Gohoc	June 4, 2013	18	18	100
Member	Sabino R. Padilla, Jr.	June 4, 2013	18	18	100
Independent	Peter S. Dee	June 4, 2013	18	16	89
Member	Alice C. Gohoc	June 4, 2013	18	18	100
Member	Helen C. Roxas	June 4, 2013	18	17	94

					<p>l) Establish and identify the reporting line of the Internal Auditor to enable him to properly fulfill his duties and responsibilities. He shall functionally report directly to the Audit Committee.</p> <p>The Audit Committee shall ensure that, in the performance of the work of the Internal Auditor, he shall be free from interference by outside parties.</p> <p><u>Key Responsibilities of the Audit Committee</u> (Audit Committee Charter)</p> <p>The key responsibilities of the Audit Committee includes overseeing the integrity of the company's financial statements, financial reporting and disclosures, the Company's systems of internal controls and financial reporting controls, performance of the Company's internal audit function, independent audit on the Company's financial statements and compliance with legal and regulatory requirements.</p>
Nomination	0	2	1	None	<p><u>Functions, Responsibilities and Powers of the Nomination Committee</u> (Revised Manual of Corporate Governance: Article 3K. Board Committees)</p> <p>Review and evaluate qualifications of all persons nominated to the Board and other appointments that require Board approval, and assessment of the effectiveness of the Board's processes and procedures in the election or replacement of directors.</p>
Compensation and Remuneration	0	2	1	None	<p><u>Functions, Responsibilities and Powers of the Compensation and Remuneration Committee</u> (Revised Manual of Corporate Governance: Article 3K. Board Committees)</p> <p>Establishes a formal and transparent procedure for developing a policy on remuneration of directors and officers to ensure that their compensation is consistent with the Corporation's culture, strategy and the business environment in which it operates.</p>
Others (specify)	N.A.				N.A.

2) Committee Members

(a) Executive Committee

Office	Name	Date of Appointment	No. of Meetings Held (2013)	%	Length of Service in the Committee
Chairman (NED)	Stephen C. Roxas	October 1979	144	100%	34 years
Member (NED)	Andrew I. Liuson	October 1979	144	100%	34 years
Member (NED)	Grace C. Liuson	October 1979	144	100%	34 years
Member (ED)	Josef C. Gohoc	January 2011	144	100%	3 years

(b) Audit Committee

Office	Name	Date of Appointment	No. of Meetings Held (2013)	%	Length of Service in the Committee
Chairman (ID)	Peter S. Dee	August 2, 2002	4/4	100	11 years
Member (NED)	Grace C. Liuson	August 2, 2002	4/4	100	11 years
Member (NED)	Alice C. Gohoc	August 2, 2002	4/4	100	11 years

Disclose the profile or qualifications of the Audit Committee members.

Revised Manual of Corporate Governance: Article 3.K Board Committees
Audit Committee Charter: 3. Committee Structure and Composition

- The Audit Committee consists of three (3) members, one of whom is an independent director.

- The Chair of the Audit Committee is an independent director.
- The members have accounting and finance backgrounds.

Describe the Audit Committee's responsibility relative to the external auditor.

Audit Committee Charter: 5. External Audit

The Audit Committee shall ensure that the internal auditor and external auditor act independently from each other and shall monitor the coordination of efforts between the external and internal auditors.

- In the appointment and recommendation of the external auditor by the Board, the Audit Committee shall assess the independence and professional qualifications and competence of the external auditors. It shall also ensure that the external auditor shall comply with the applicable and proper accounting standards.
- Prior to the commencement of the audit, it shall discuss the nature, scope, and expenses of the audit.
- The Audit Com shall ensure that the external auditors are given unrestricted access to all records, properties and personnel to enable them to perform their audit functions.
- It shall ensure the completeness and timeliness of communications with external auditors as to critical policies, alternative treatments, observations on internal controls, audit adjustments, independence, limitations on the audit work set by the Management, and other material issues that affect the audit and financial reporting.
- It shall also provide evaluation on the performance of external audit with regards the reappointment, resignation and rotation. Every external auditor-in-charge will only be allowed a maximum of five (5) audit year engagements. Such external auditor-in-charge may be allowed reappointment after three (3) years of cooling-off period.
- The Audit Committee shall also understand and perform any action in cases where there are any disagreements between the Management and the independent auditor. Findings of the external auditor shall also be evaluated for action of the Management.
- If any non-audit services will be performed, it shall evaluate and determine its scope of work and review the fees related to it.

(c) Nomination Committee

Office	Name	Date of Appointment	No. of Meetings Held (2013)	%	Length of Service in the Committee
Chairman	Jesus Go	August 2, 2002	2/2	100	11 years
Member (ID)	Washington SyCip	August 2, 2002	2/2	100	11 years
Member (NED)	Stephen C. Roxas	August 2, 2002	2/2	100	11 years
Member (NED)	Andrew I. Liuson	August 2, 2002	2/2	100	11 years

(d) Compensation and Remuneration Committee

Office	Name	Date of Appointment	No. of Meetings Held (2013)	%	Length of Service in the Committee
Chairman (ID)	Washington SyCip	August 2, 2002	2/2	100	11 years
Member (NED)	Stephen C. Roxas	August 2, 2002	2/2	100	11 years
Member (NED)	Andrew I. Liuson	August 2, 2002	2/2	100	11 years

other details of the meeting to each shareholder of record at his place of residence as shown in the books of the corporation and disclosing the same through PSE and SEC disclosures and uploading of notices to the company's website.

During a stockholders' meeting where a Resolution needs to be submitted for discussion and approval of the stockholders, the approved Board Resolution will be read by the Corporate Secretary. The Chairman will wait for comments. If none, votation will be done through AYE (approved) and NAY (disapproved).

b. Authorization of additional shares

All shareholders are asked to actively participate in the authorization of additional shares company's through sending out written notices of the date, place and other details of the meeting to each shareholder of record at his place of residence as shown in the books of the corporation and disclosing the same through PSE and SEC disclosures and uploading of notices to the company's website.

During a stockholders' meeting where a Resolution needs to be submitted for discussion and approval of the stockholders, the approved Board Resolution will be read by the Corporate Secretary. The Chairman will wait for comments. If none, votation will be done through AYE (approved) and NAY (disapproved).

c. Transfer of all or substantially all assets, which in effect results in the sale of the company

All shareholders are asked to actively participate in corporate decisions through sending out written notices of the date, place and other details of the meeting to each shareholder of record at his place of residence as shown in the books of the corporation and disclosing the same through PSE and SEC disclosures and uploading of notices to the company's website.

During a stockholders' meeting where a Resolution needs to be submitted for discussion and approval of the stockholders, the approved Board Resolution will be read by the Corporate Secretary. The Chairman will wait for comments. If none, votation will be done through AYE (approved) and NAY (disapproved).

9. *Does the company observe a minimum of 21 business days for giving out notices to the AGM where items to be resolved by shareholders are taken up?*

Yes.

a. Date of sending out notices:

For 2011 Annual Stockholders' Meeting: April 25, 2011
For 2012 Annual Stockholders' Meeting: April 20, 2012
For 2013 Annual Stockholders' Meeting: April 19, 2013

b. Date of Annual/Special Stockholders' Meeting:

2011 Annual Stockholders' Meeting: June 07, 2011
2012 Annual Stockholders' Meeting: June 05, 2012
2013 Annual Stockholders' Meeting: June 04, 2013

10. *State, if any, questions and answers during the Annual/Special Stockholders' Meeting.*

- Question 1 : Mr. Philip Turner inquired on the basis of the stock and cash dividends.
Answer 1 : The President replied that it is based on earned income and does not include projects that are not yet finished.
Question 2 : Mr. Philip Tuner further mentioned that he noticed that there is an increase on the salaries of employees.
Answer 2 : The President explained that it is a matter of necessity – people need to grow not just mentally but also financially to meet their needs. There are other opportunities that our employees may consider outside which may be more rewarding financially, hence, we have to give salary increases to encourage them to stay with the company.
Question 3 : Mr. Philip Turner complained that the compact disc (CD) distributed to the stockholders that contain the annual report cannot be opened.
Answer 3 : Dr. Liuson, Vice-Chairman of the Board, explained that Acrobat Reader should be downloaded first to be able to open the CD. It was further explained that CD was distributed instead of those in paper in support of the program to save the environment.

11. Result of Annual/Special Stockholders' Meeting's Resolutions

12. Resolution	13. Approving	14. Dissenting	15. Abstaining
Approval and/ or ratification of the following by the stockholders:			
<ul style="list-style-type: none"> Minutes of previous meeting 	<ul style="list-style-type: none"> 2,490,542,735 votes representing 76.87% of the outstanding capital stock 	<ul style="list-style-type: none"> -0- 	<ul style="list-style-type: none"> -0-
<ul style="list-style-type: none"> President's Report 	<ul style="list-style-type: none"> 2,490,542,735 votes representing 76.87% of the outstanding capital stock 	<ul style="list-style-type: none"> -0- 	<ul style="list-style-type: none"> -0-
<ul style="list-style-type: none"> Election of Directors (including Independent Directors) 	<ul style="list-style-type: none"> 2,490,542,735 votes per nominated director/ independent director representing 76.87% of the outstanding capital stock 	<ul style="list-style-type: none"> -0- 	<ul style="list-style-type: none"> -0-
<ul style="list-style-type: none"> Appointment of external auditor: SyCip, Gorres, Velayo & Co. (SGV) 	<ul style="list-style-type: none"> 2,490,542,735 votes representing 76.87% of the outstanding capital stock 	<ul style="list-style-type: none"> -0- 	<ul style="list-style-type: none"> -0-
<ul style="list-style-type: none"> Declaration of 5 percent stock dividends 	<ul style="list-style-type: none"> 2,490,542,735 votes representing 76.87% of the outstanding capital stock 	<ul style="list-style-type: none"> -0- 	<ul style="list-style-type: none"> -0-
<ul style="list-style-type: none"> Confirmation of all acts of the Board of Directors for the period covering January 1, 2012 to December 31, 2012 adopted in the ordinary course of business 	<ul style="list-style-type: none"> 2,490,542,735 votes representing 76.87% of the outstanding capital stock 	<ul style="list-style-type: none"> -0- 	<ul style="list-style-type: none"> -0-
<ul style="list-style-type: none"> Cash dividends declaration of P0.03 per share 	<ul style="list-style-type: none"> 2,490,542,735 votes representing 76.87% of the outstanding capital stock 	<ul style="list-style-type: none"> -0- 	<ul style="list-style-type: none"> -0-

24. Date of publishing of the result of the votes taken during the most recent AGM for all resolutions:

For June 04, 2013 Annual Stockholders' Meeting, the result of the meeting was disclosed in the PSE on the same day, June 04, 2013.

This was also uploaded in the Company Website under Corporate Governance Section, Latest Disclosures.

<www.cityland.net>

<http://www.citylandcondo.com/main/docs_pdf/CDC%20Stockholders%20Meeting%202013.PDF>

(e) Modifications

State, if any, the modifications made in the Annual/Special Stockholders' Meeting regulations during the most recent year and the reason for such modification:

There are no modifications made in the stockholders' meeting regulations during the most recent year.

Modifications	Reason for Modification
N.A.	N.A.

f) Stockholders' Attendance

(i) Details of the Attendance in the Annual/Special Stockholders' Meeting Held:

Type of Meeting	Names of Board members / Officers present	Date of Meeting	Voting Procedure (by poll, show of hands, etc.)	% of SH Attending in Person	% of SH in Proxy	Total % of SH Attendance
Annual	Washington SyCip	June 04,2013	Viva voce	17.55%	59.32%	76.87%
	Stephen C. Roxas	June 04,2013	Viva voce	17.55%	59.32%	76.87%
	Andrew I. Liuson	June 04,2013	Viva voce	17.55%	59.32%	76.87%
	Grace C. Liuson	June 04,2013	Viva voce	17.55%	59.32%	76.87%
	Josef C. Gohoc	June 04,2013	Viva voce	17.55%	59.32%	76.87%
	Sabino R. Padilla, Jr.	June 04,2013	Viva voce	17.55%	59.32%	76.87%
	Peter S. Dee	June 04,2013	Viva voce	17.55%	59.32%	76.87%

Type of Meeting	Names of Board members / Officers present	Date of Meeting	Voting Procedure (by poll, show of hands, etc.)	% of SH Attending in Person	% of SH in Proxy	Total % of SH Attendance
	Alice C. Gohoc	June 04,2013	Viva voce	17.55%	59.32%	76.87%
	Helen C. Roxas	June 04,2013	Viva voce	17.55%	59.32%	76.87%
Special	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

(ii) Does the company appoint an independent party (inspectors) to count and/or validate the votes at the ASM/SSSMs?

Yes. Professional Stock Transfer, Inc., a registered stock transfer agent of Securities and Exchange Commission (SEC) and Philippine Stocks Exchange (PSE).

(Company website www.cityland.net; Investor Relations, Stockholders' Meeting)

<http://www.citylandcondo.com/main/investor_relations.html>

<http://www.citylandcondo.com/main/docs_pdf/CDC%202013%20PSTI%20Validation%20Form.PDF>

(iii) Do the company's common shares carry one vote for one share? If not, disclose and give reasons for any divergence to this standard. Where the company has more than one class of shares, describe the voting rights attached to each class of shares.

(Definitive Information Statement: SEC Form 20-IS: Control and Compensation Information, IV.1 Voting Securities and Principal Holders Thereof)

Each common share shall be entitled to one vote with respect to all matters to be taken up during the annual stockholders' meeting.

(Company's Amended By-Laws: Article VII, Section 4. Vote)

Voting upon all questions at all meeting of the stockholders shall be by shares of stock and not per capital.

(Company Website: Corporate Governance Section, Stockholders' Rights and Protection of Minority Interests <www.cityland.net>:

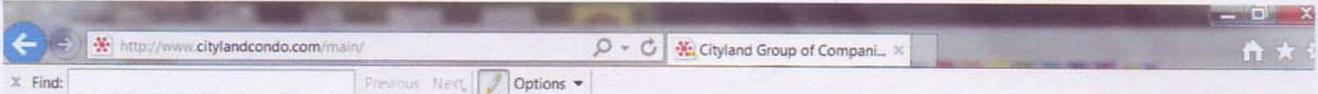
<http://www.citylandcondo.com/main/corporate_governance.html#bodv>)

Each share of stock entitles the person in whose name it is registered in the books of the Company to one vote.

g) Proxy Voting Policies

State the policies followed by the company regarding proxy voting in the Annual/Special Stockholders' Meeting.

	Company's Policies
Execution and acceptance of proxies	Company's Amended By-Laws: Article VI. Section 2. Proxy All proxies, voting trusts and other voting arrangements must be received by the Corporate Secretary or the Assistant Corporate Secretary at the Corporation's head office not later than five (5) working days before the date of the meeting within which period such proxies, voting trusts and other voting arrangements may be accepted or rejected by a special committee of inspectors if they do not have the appearance of prima facie authenticity.
Notary	N.A.
Submission of proxy	Company's Amended By-Laws: Article VI. Section 2. Proxy All proxies, voting trusts and other voting arrangements must be received by the Corporate Secretary or the Assistant Corporate Secretary at the Corporation's head office not later than five (5) working days before the date of the meeting.
Several proxies	N.A.
Validity of proxy	Definitive Information Statement, SEC Form 20-IS: Proxy Form and Notice of



CITYLAND *We commit, we deliver.*

- HOME
- NEWS & EVENTS
- CORPORATE PROFILE
- PROJECTS
- CAREERS
- CONTACT US

ADVANCED TURNOVER

The top 10 reasons for investing with Cityland

Latest News

OPENHOUSE – TAGAYTAY PRIME RESIDENCES

November 2, 2013



Tagaytay City is one of the top tourist destination in the country not only because of its cool mountain breeze and picturesque view, but also because of its relative proximity. Just an hour and a half drive away from the city, Tagaytay City is the best place to unwind and enjoy nature's bounty. With this in mind, Cityland's newest project, the Tagaytay Prime Residences is holding an openhouse this November up to

December. Special discounts will be given to early birds on a first-come, first-served basis.

TAGAYTAY PRIME RESIDENCES is a 21-storey condominium / condotel building situated near Tagaytay prime rotunda, Barangay San Jose, Tagaytay City. Despite its countryside ambiance, Tagaytay Prime Residences is just a stroll away from banks, churches, schools, entertainment centers and popular tourist spots.

[Read More](#)

Featured Project

TAGAYTAY
Prime Residences

OPENHOUSE Own a unit for as low as
NOVEMBER - DECEMBER 2013 **₱ 14,715/mo.**



VIRTUAL TOUR

Limited Offer
NO LUMP SUM • NO DOWNPAYMENT

THE MANILA RESIDENCES
TOWER II &
GRAND CENTRAL RESIDENCES

A LASTING CHRISTMAS GIFT



INTERACTIVE PROJECT MAP

ABOUT CITYLAND

- Corporate Profile
- News & Events
- Corporate Governance & Investor Relations
- Suppliers & Contractors
- Broker Accreditation
- Contact Us

CURRENT DEVELOPMENTS

- Makati Executive Tower III
- Makati Executive Tower IV
- Grand Emerald Tower
- Brentwood Mansion
- Windsor Mansion
- The Manila Residences Tower I
- The Manila Residences Tower II
- Manila Residences Bocobo
- Pines Peak Tower I
- Grand Central Residences Tower I
- Mandaluyong Executive Mansion III
- Tagaytay Prime Residences
- CityNet 1

INTERACT



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- ORTIGAS 687-3333
- VITO CRUZ 567-3333
- MANILA 242-1212
- MOBILE 0919-999-1999

ANNEX "B"

Website- Corporate Governance Section

The screenshot shows a web browser window with the URL http://www.citylandcondo.com/main/corporate_governance.html. The browser's address bar also shows "Cityland Group of Compani...". The website header features the Cityland logo and the tagline "We commit, we deliver." Below the header is a navigation menu with links for HOME, NEWS & EVENTS, CORPORATE PROFILE, PROJECTS, CAREERS, and CONTACT US. The main content area has a background image of a person in a suit holding a globe, with the text "PROVEN TRACK RECORD" overlaid. Below this image is the heading "The top 10 reasons for investing with Cityland". The page then lists "Corporate Governance", "Investor Relations", and "Corporate Social Responsibility". A paragraph states: "The Board of Directors and the management of Cityland Group believe that good corporate governance is a necessary component of what constitutes sound strategic business management and will therefore undertake every effort necessary to create awareness within the organization." A "Table of Contents:" section lists several items, including "Corporate Structure and Organization", "Board of Directors", "Board Values and Practices", "Board Committees", "Risk Management", and "Disclosures". The "Annual Corporate Governance Report (ACGR)" section is circled in black and lists "Cityland Development Corporation" (with sub-items for "For the Year 2012" and "For the Year 2013") and "City & Land Developers, Inc." (with sub-items for "For the Year 2012" and "For the Year 2013").

CITYLAND We commit, we deliver.

HOME NEWS & EVENTS CORPORATE PROFILE PROJECTS CAREERS CONTACT US

PROVEN TRACK RECORD

The top 10 reasons for investing with Cityland

Corporate Governance | Investor Relations | Corporate Social Responsibility

The Board of Directors and the management of Cityland Group believe that good corporate governance is a necessary component of what constitutes sound strategic business management and will therefore undertake every effort necessary to create awareness within the organization.

Table of Contents:

- Corporate Structure and Organization
- Board of Directors
- Board Values and Practices
- Board Committees
- Risk Management
- Disclosures

Annual Corporate Governance Report (ACGR)

- Cityland Development Corporation
 - For the Year 2012
 - For the Year 2013
- City & Land Developers, Inc.
 - For the Year 2012
 - For the Year 2013