

CERTIFICATION

I, Rudy Go, Senior Vice President of Cityland, Inc. (the Company) with SEC Registration No. of 86188 with principal office address at 3/F Cityland Condominium 10 Tower I, 156 H.V. Dela Costa Street, Makati City, on oath state:

1. That I have caused this SEC Form 17C **Item No. 9 - Other Events** to be prepared on behalf of Cityland, Inc;
2. That I read and understood its contents which are true and correct of my own personal knowledge and/or on authentic records;
3. That Cityland, Inc. will comply with the requirements set forth in SEC Notice dated June 24, 2020 to effect a complete and official submission of reports and/or documents through electronic mail;
4. That I am fully aware that documents filed online which require pre-evaluation and/or processing fee shall be considered complete and officially received only upon payment of a filing fee; and
5. That the e-mail account designated by the Company pursuant to SEC Memorandum Circular No. 28, s.2020 shall be used in its online submissions to SEC.

IN WITNESS WHEREOF, I have hereunto set my hand this **3rd day of May, 2024.**


Rudy Go
Affiant

SUBSCRIBED AND SWORN to before me this day MAY 03 2024 at PASIG CITY, affiant personally appeared and exhibited his Social Security System No. 03-4602228-9 and other competent evidence of identification.

Doc. No. 488 ;
Page No. 87 ;
Book No. V ;
Series-of 2024.


ATTY. ANDRE ANTON S. SUAREZ
NOTARY PUBLIC FOR THE CITY OF PASIG, SAN JUAN
AND MUNICIPALITY OF PATEROS
UNIT II, DECEMBER 31, 2024
APPOINTMENT NO. 136
IBRROLL NO. 63345
IBR NO. 032069/Lifetime/RSM
PTR No. 1570972701-02-2024-Pasig
Unit 105 Grand Emerald Tower, Ortigas Center, Pasig City

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. **May 03, 2024**
Date of Report (Date of earliest event reported)
2. SEC Identification Number **86188**
3. BIR Tax Identification No. **000-662-829**
4. **Cityland, Inc.**
Exact name of registrant as specified in its charter
5. **Makati City, Philippines**
Province, country or other jurisdiction of incorporation
6. _____ (SEC Use Only)
Industry Classification Code:
7. **3/F Cityland Condominium 10 Tower I, 156 H.V.dela Costa Street, Makati City 1226**
Address of principal office Postal Code
8. **(02) 8893-60-60**
Registrant's telephone number, including area code
9. **Not Applicable**
Former name or former address, if changed since last report

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 Issued and Outstanding
<u>N/A</u>	<u>N/A</u>

The Company's shares are not listed with the Philippine Stock Exchange. However, it has SEC registered commercial papers with an outstanding amount of Php 395,450,000.00 as of March 31, 2024.

11. Indicate the item numbers reported herein: **Item No. 9 - Other Events**

The Board of Directors of Cityland, Inc. (the Company), in its special meeting held today, has decided to conduct the 2024 Annual Stockholders' Meeting (ASM) via Zoom or its equivalent which will be held on June 18, 2024, Tuesday, at 4:00 pm. As a result, there will be no physical venue allotted for stockholders to attend the meeting.

The record date of the said ASM is on May 17, 2024. The closing date of the Stock Transfer Books will start May 20, 2024 and will end on May 22, 2024.

Guidelines for the registration and participation in the meeting will be discussed in the Information Statement which shall be made available to the public not later than May 28, 2024 through the Company's website.

Attached herewith is the Notice of Annual Stockholders' Meeting for the Agenda and other details.

Certified true and correct:



Rudy Go
Senior Vice President



NOTICE OF ANNUAL STOCKHOLDERS' MEETING

NOTICE IS HEREBY GIVEN that the Annual Stockholders' Meeting (ASM) of **CITYLAND, INC.** will be held virtually or via remote communication on **June 18, 2024 at 4:00PM.**

The following shall be the agenda of the meeting:

A G E N D A

1. Call to Order
2. Approval of Minutes of previous Annual Stockholders' Meeting
3. President's Report
4. Election of Directors (including Independent Directors)
5. Appointment of the External Auditor
6. Confirmation of all acts of the Board of Directors for the period covering January 1, 2023 to December 31, 2023 adopted in the ordinary course of business, including but not limited to:
 - a. Approval of investments;
 - b. Treasury matters related to opening of accounts and bank transactions;
 - c. Appointment of signatories and amendments thereof; and
 - d. Approval of Annual Report and related Financial Statements
7. Other matters which may be raised by the body
8. Adjournment

For the purpose of the meeting, only stockholders of record as of May 17, 2024 are entitled to attend and vote in the said meeting.

Stockholders who intend to attend and participate in the virtual meeting whether through proxy or not shall first submit via email to ci_rg@cityland.net the scanned copy of the letter of intent to attend or to participate via proxy by remote communication. Once validated, a registered stockholder who will attend through proxy will receive via email the proxy form.

Validation of proxies shall be until 4:00PM of June 10, 2024. Registered stockholders will receive the meeting link and password two days before the ASM.

Only stockholders who have notified the Company of their intention to participate in the virtual meeting and have registered themselves or their proxies, will be included in the determination of a quorum.

We are not soliciting your proxy.

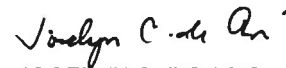
We encourage all registered stockholders to log onto the meeting link 15 minutes before the meeting starts, to avoid any technical difficulty. The meeting will start promptly at 4:00 in the afternoon.

The meeting shall be recorded in audio and video format and copies shall be kept by the Company.

Copies of the minutes of the Annual Stockholders' Meeting held last June 20, 2023 will be available upon request.

Makati City, May 3, 2024

FOR THE BOARD OF DIRECTORS



JOCELYN C. DE ASIS

Corporate Secretary

EXPLANATION OF AGENDA ITEMS REQUIRING STOCKHOLDERS' APPROVAL

In accordance with *Article VII – Stockholders' Meeting* of the Company's Amended By-Laws, the annual meeting of the stockholders shall be held every 3rd Tuesday of June of each calendar year at four o'clock in the afternoon, when the Board of Directors shall be elected by plurality of votes by ballot system or viva voce. The 2024 Annual Stockholders' Meeting (hereinafter referred to as "ASM") shall be held on June 18, 2024.

Item 1: Call to Order

The Chairman of the Board of Directors will formally call the meeting to order.

Item 2: Approval of Minutes of previous Annual Stockholders' Meeting

Rationale: To obtain from the stockholders the approval of the minutes of the ASM held last June 20, 2023.

The Chairman will request the Secretary to read the minutes of the said meeting. The minutes of ASM held last June 20, 2023 are posted in the Company's website (<http://cityland.net>). The minutes of the previous ASM are hereby presented to the stockholders for approval.

Item 3: President's Report

Rationale: To inform the stockholders of the Company's financial position and performance.

The Secretary will read the President's Report on the Company's financial position and performance as of and for the year ended December 31, 2023 including any future projects of the Company. The detailed discussion of the financial position and results of operations are presented in the Information Statement. The audited financial statements are duly submitted to the Securities and Exchange Commission and the Bureau of Internal Revenue.

Representatives of Sycip Gorres Velayo & Co., the Company's external auditor for the Year 2023, are invited in the ASM to respond to queries concerning the audited financial statements.

Item 4: Election of Directors (including Independent Directors)

Rationale: To give the stockholders the opportunity to elect the Company's Board of Directors in accordance with Section 23 of the Revised Corporation Code and the Company's Amended By-Laws.

In accordance with the Company's Amended By-Laws, the general management of the Corporation, shall be vested in a Board of eight (8) Directors, two (2) of whom shall be independent directors, who shall be stockholders and who shall be elected annually by the stockholders in accordance with law and who shall serve until their successors shall have been elected and duly qualified. Any vacancy in the Board of Directors other than by removal or expiration of term shall be filled by a majority vote of the remaining members of the board, if still constituting a quorum, and the directors or director so chosen shall serve for the unexpired term.

A nomination of independent directors shall be conducted by the Nomination Committee through the Corporate Governance Committee prior to the stockholders' meeting. All recommendations shall be signed by the nominating stockholders together with the acceptance and conformity by the would-be nominees. The Committee shall pre-screen the qualifications and prepare a final list of all candidates and

put in place screening policies and parameters to enable it to effectively review the qualifications of the nominees for independent directors.

The names of the individuals who have been duly nominated as members of the Board of Directors of the Company, including independent directors shall be presented during the ASM. The qualifications and profiles of the nominees are discussed in the Information Statement. The stockholders who nominated the independent directors and other members of the Board are also disclosed in the Information Statement.

Item 5: Appointment of the External Auditor

Rationale: To appoint external auditor who will provide an opinion as to the fairness of the financial statements of the Company and assess the adequacy of the internal controls implemented by the Company.

The Audit & Risk Committee will recommend to the Board of the Directors the appointment of external auditor who will provide an opinion on the fairness of the financial statements of the Company and assess the adequacy of internal controls implemented by the Company. The Audit & Risk Committee, in its meeting held on April 11, 2024, recommended to the Board of Directors the re-appointment of Sycip Gorres Velayo & Co. as the Company's external auditor for the calendar year 2024.

The re-appointment of Sycip Gorres Velayo & Co. was approved by the Board of Directors and shall be presented to the stockholders for approval.

Item 6: Confirmation of all acts of the Board of Directors for the period covering January 1, 2023 to December 31, 2023 adopted in the ordinary course of business

Rationale: To obtain from the stockholders confirmation of all the acts of the Board of Directors for the period covering January 1, 2023 through December 31, 2023.

Confirmation of all the acts of the Board of Directors will be requested from the stockholders. All significant transactions required to be submitted to the Securities and Exchange Commission through SEC Form 17-C can be accessed on the Company's website (<http://cityland.net>).

Item 7: Other Matters which may be raised by the body

Rationale: To give the stockholders the opportunity to ask questions and raise concerns.

The Chairman will ask the stockholders if there are other matters which any stockholder would like to present in the ASM. Such item/s will be discussed in the 2024 ASM.