

# COVER SHEET

SEC Registration Number

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**COMPANY NAME**

C	I	T	Y	L	A	N	D	D	E	V	E	L	O	P	M	E	N	T
C	O	R	P	O	R	A	T	I	O	N								

**PRINCIPAL OFFICE** (No. / Street / Barangay / City / Town / Province)

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Form Type

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Department requiring the report

M	S	R	D
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Secondary License Type, if Applicable

			N	/	A		
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**Notice of Annual Stockholders' Meeting**

<b>COMPANY INFORMATION</b>		
Company's Email Address	Company's Telephone Number	Mobile Number
<a href="mailto:stocks@cityland.net">stocks@cityland.net</a>	893-6060	n/a
No. of Stockholders	Annual Meeting (Month / Day)	Fiscal Year (Month / Day)
657 as of April 15, 2019	1 <sup>st</sup> Tuesday of June	December 31

<b>CONTACT PERSON INFORMATION</b>			
The designated contact person <b><i>MUST</i></b> be an Officer of the Corporation			
Name of Contact Person	Email Address	Telephone Number/s	Mobile Number
Rudy Go	<a href="mailto:cdc_rg@cityland.net">cdc_rg@cityland.net</a>	893-6060	n/a

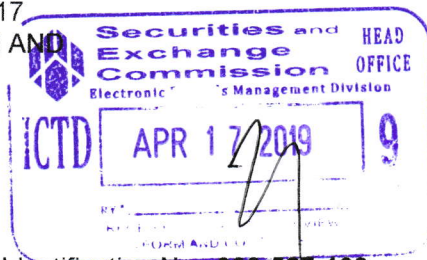
**CONTACT PERSON'S ADDRESS**

<b>3<sup>rd</sup> Floor Cityland Condominium 10, Tower II, 154 H.V. dela Costa Street, Makati City</b>
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**NOTE 1 :** In case of death, resignation or cessation of office of the officer designated as contact person, such incident shall be reported to the Commission within thirty (30) calendar days from the occurrence thereof with information and complete contact details of the new contact person designated.

**2 :** All Boxes must be properly and completely filled-up. Failure to do so shall cause the delay in updating the corporation's records with the Commission and/or non-receipt of Notice of Deficiencies. Further, non-receipt of Notice of Deficiencies shall not excuse the corporation from liability for its deficiencies.

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. **April 17, 2019**  
Date of Report (Date of earliest event reported)
2. SEC Identification Number **77823**
3. BIR Tax Identification No. **000-527-103**
4. **Cityland Development Corporation**  
Exact name of registrant as specified in its charter
5. **Makati City, Philippines** 6. \_\_\_\_\_ (SEC Use Only)  
Province, country or other jurisdiction of incorporation Industry Classification Code:
7. **2/F Cityland Condominium 10, Tower I, 156 H.V. dela Costa Street, Makati City, 1226**  
Address of principal office Postal Code
8. **(02) 893-60-60**  
Registrant's telephone number, including area code
9. \_\_\_\_\_  
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  
**Unclassified Common Shares 3,938,063,701**
11. Indicate the item numbers reported herein: **ITEM #9 - Other Events**

**NOTICE OF ANNUAL STOCKHOLDERS' MEETING**

Date: June 4, 2019  
Venue: 3F Cityland Condominium 10 Tower II, 154 H.V. dela Costa St., Makati City  
Time: 4:00 pm  
Record date: May 6, 2019  
Inclusive Dates of Closing of Stock Transfer Books:  
Start Date: May 7, 2019  
End Date: May 10, 2019

Please see attached AGENDA and other details.

Certified true and correct:

  
Rudy Go  
Senior Vice President

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# CITYLAND DEVELOPMENT CORPORATION

## NOTICE OF ANNUAL STOCKHOLDERS' MEETING

NOTICE IS HEREBY GIVEN that the annual stockholders' meeting of **CITYLAND DEVELOPMENT CORPORATION** will be held at the 3F Cityland Condominium 10 Tower II, 154 H.V. Dela Costa Street, Makati City, on **June 4, 2019 at 4:00PM** with the following:

### A G E N D A

1. Call to Order
2. Proof of Notice of Meeting
3. Determination of Quorum and Rules of Conduct and Procedures
4. Approval of Minutes of Annual Stockholders' Meeting and Special Stockholders' Meeting
5. President's Report
6. Election of Directors (including Independent Directors)
7. Appointment of External Auditors
8. Confirmation of all acts of the Board of Directors for the period covering January 1, 2018 through December 31, 2018 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
9. Other matters which may be raised by the body
10. Adjournment

For the purpose of the meeting, only stockholders of record as of May 6, 2019 are entitled to attend and vote in the said meeting.

Copies of the minutes of the Annual Stockholders' Meeting and Special Stockholders' Meeting held last June 5, 2018 and October 5, 2018, respectively will be available upon request.

Makati City, April 16, 2019

FOR THE BOARD OF DIRECTORS

  
ATTY. EMMA G. JULARBAL  
Corporate Secretary

*\*We are not soliciting your proxy. However, if you would be unable to attend the meeting but would like to be represented thereat, you may obtain a copy of the proxy form from the Office of the Corporate Secretary at 3/F Cityland Condominium 10 Tower I, 156 H.V. Dela Costa Street, Makati City. Validation of proxies shall be held on May 28, 2019 at the Office of the Corporate Secretary. Thank you.*

## **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 1<sup>st</sup> 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.

### **Item 1: Call to Order**

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

### **Item 2: Proof of Notice of Meeting**

*Rationale: To inform the stockholders that the notice of meeting were sent to all stockholders in accordance with the Corporation Code of the Philippines and Company's Amended By-laws.*

The Corporate Secretary (or Secretary) will show proof of the sending of the required notice of the meeting. The Secretary will also certify the date of sending of the notices of the meeting to all the stockholders. Written notice of the annual meeting of the Company shall be sent to each registered stockholders at least fifteen (15) days prior to the date of such meeting. Waiver of such notice may only be made in writing.

### **Item 3: Determination of Quorum and Voting Procedures**

*Rationale: To determine the presence of a quorum for the 2019 Annual Stockholders' Meeting (ASM) and to inform the stockholders of the voting procedures for the agenda items to be discussed in the ASM.*

The Secretary will inform the body and attest the existence of a quorum in the meeting. As stated in the Company's Amended By-Laws, the stockholders' meeting shall be competent to decide any matter or transact any business, unless a majority of the subscribed capital stock is present or represented thereat, except in those cases wherein the Corporation Laws requires the affirmative vote of a greater proportion. The number of shares represented in the meeting is validated by a third-party stock transfer agent.

### **Voting Procedures**

Each common share shall be entitled to one vote with respect to all matters to be taken up during the annual stockholders' meeting. In accordance with the Company's Amended By-Laws, voting upon all questions at all meetings of the stockholders shall be by shares of stock and not per capital.

At least a majority of the outstanding capital stock of the Company is required for the election of directors and approval of the following matters:

- a. Minutes of the previous Annual Stockholders' Meeting and Special Stockholders' Meeting
- b. Appointment of external auditors
- c. Acts of the management and of the Board of Directors relative to Annual Report and related financial statements.

The method by which votes will be counted through viva voce. The "Ayes" and "Nayes" are requested to raise their hands during the ASM. The Secretary will count the number of votes approving, dissenting and abstaining. The Company also has an independent party who will validate the votes counted by the Secretary.

The voting procedures are discussed in the Preliminary Information Statement.

Item 4: Approval of Minutes of previous Annual Stockholders' Meeting (ASM) and Special Stockholders' Meeting (SSM)

*Rationale: To obtain from the stockholders the approval of the minutes of the ASM and SSM held last June 5, 2018 and October 5, 2018, respectively.*

The Chairman will request the Secretary to read the minutes of the said meeting. The minutes of ASM and SSM held last June 5, 2018 and October 5, 2018, respectively are posted in the Company's website (<http://cityland.net>). The results of the previous ASM and SSM are hereby presented to the stockholders for approval.

Item 5: 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, 2018 including any future projects of the Company. The detailed discussion of the financial position and results of operations are presented in the Preliminary 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 auditors for the Year 2018, are invited in the ASM to respond to queries concerning the audited financial statements.

Item 6: 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 24 of the 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 nine (9) directors, at least two (2) of whom shall be independent directors, who are stockholders and who shall be elected annually by the stockholders owning or representing the majority of the subscribed capital stock of the term of one (1) year and shall serve until the election and qualification of their successors.

A nomination of independent directors shall be conducted by the Nomination 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 Preliminary Information Statement. The stockholders who nominated the independent directors and other members of the Board are also disclosed in the Preliminary Information Statement.

Item 7: Appointment of External Auditors

*Rationale: To appoint external auditors 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 and Risk Committee will recommend to the Board of the Directors the appointment of external auditors 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 and Risk Committee, in its meeting held on March 20, 2019, recommended to the Board of Directors the re-appointment of Sycip Gorres Velayo & Co. as the Company's external auditors for the calendar year 2019.

The appointment of the external auditors will be presented to the stockholders for approval.

Item 8: Confirmation of all acts of the Board of Directors for the period covering January 1, 2018 through December 31, 2018 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, 2018 through December 31, 2018.*

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 and to the Philippine Stock Exchange can be accessed on the Company's website (<http://cityland.net/>).

Item 9: 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 any other matter or business which he or she would like to present in the ASM. Such items will be discussed in the 2019 ASM.