



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 05, 2023**  
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
<b><u>Unclassified Common Shares</u></b>	<b><u>149,811,657 net of 587,123 treasury shares</u></b>
11. Indicate the item numbers reported herein: **ITEM # 9 - Other Events**

The 2023 Annual Stockholders' Meeting (ASM) of Cityland, Inc. will be held on June 20, 2023, Tuesday, at 4:00 pm. The record date of the said ASM is on May 19, 2023. The closing date of the Stock Transfer Books will start May 24, 2023 and will end on May 26, 2023.

In light of the COVID-19 global pandemic, the Board of Directors has decided to conduct a virtual ASM via Zoom or its equivalent.

As a result, there will be no physical venue allotted for stockholders to attend the meeting. 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 29, 2023 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

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### 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 20, 2023 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, 2022 to December 31, 2022 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 19, 2023 are entitled to attend and vote in the said meeting.

In light of the COVID-19 pandemic, stockholders who intend to attend and participate in the virtual meeting whether through proxy or not shall first submit via email to [ci\\_rq@cityland.net](mailto:ci_rq@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 13, 2023. 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 21, 2022 will be available upon request.

Makati City, May 5, 2023

FOR THE BOARD OF DIRECTORS

*Joelyn C. de Asis*

**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 3<sup>rd</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. The 2023 Annual Stockholders' Meeting (hereinafter referred to as "ASM") shall be held on June 20, 2023.

### **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 21, 2022.*

The Chairman will request the Secretary to read the minutes of the said meeting. The minutes of ASM held last June 21, 2022 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, 2022 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 2022, 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, 2023, recommended to the Board of Directors the re-appointment of Sycip Gorres Velayo & Co. as the Company's external auditor for the calendar year 2023.

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, 2022 to December 31, 2022 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, 2022 through December 31, 2022.*

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 2023 ASM.