

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 26, 2018**
Date of Report (Date of earliest event reported)
2. SEC Identification Number **152661**
3. BIR Tax Identification No. **000-444-840**
4. **City & Land Developers, Incorporated**
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) 8936060**
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 & 12 of the SRC or Section 4 & 8 of the RSA

Title of Each Class	Number of Shares Issued and Outstanding
Unclassified common shares	1,298,672,140
11. Indicate the item numbers reported herein: **Item 9: Other Events**

NOTICE OF ANNUAL STOCKHOLDERS' MEETING

The Annual Stockholders' Meeting of the Corporation for 2018 fell on June 12, 2018 which is a regular holiday. Hence, the date is moved to June 13, 2018 at 3:00pm.

Date: June 13, 2018 - Wednesday
 Venue: 3F Cityland Condominium 10 Tower II, 154 H.V. Dela Costa St., Makati City
 Time: 3:00 pm
 Record date: May 14, 2018

Inclusive Dates of Closing of Stock Transfer Books:

Start date: May 15, 2018
 End date: May 18, 2018

Please see attached AGENDA.

Certified true and correct:



Rudy Go
 Senior Vice President
for M&M



CITY & LAND DEVELOPERS, INC.

NOTICE OF ANNUAL STOCKHOLDERS' MEETING

NOTICE IS HEREBY GIVEN that the annual stockholders' meeting of **CITY & LAND DEVELOPERS, INCORPORATED** will be held at the 3F Cityland Condominium 10 Tower II, 154 H.V. Dela Costa Street, Makati City, on **June 13, 2018 at 3:00PM** 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
5. President's Report
6. Election of Directors (including Independent Directors)
7. Appointment of the External Auditors
8. Confirmation of all acts of the Board of Directors for the period covering January 1, 2017 through December 31, 2017 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 14, 2018 are entitled to attend and vote in the said meeting.

Copies of the minutes of the Annual Stockholders' Meeting held on June 13, 2017 will be available upon request.

Makati City, April 26, 2018

FOR THE BOARD OF DIRECTORS


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 accomplish the enclosed proxy form and submit the same to the Office of the Corporate Secretary at 3F Cityland Condominium 10 Tower I, 156 H.V. dela Costa Street, Makati City. Validation of proxies shall be held on June 5, 2018 at the Office of the 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 second Tuesday of June of each calendar year, when the Board of Directors shall be elected by plurality of votes by ballot system or viva voce.

The Annual Stockholders' Meeting (ASM) of the Company for 2018 fell on June 12, 2018 which is a regular holiday. Hence, the date is moved to June 13, 2018 at 3:00pm.

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 2018 Annual Stockholders' Meeting 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
- b. Appointment of external auditor
- 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

Rationale: To obtain from the stockholders the approval of the minutes of the ASM held last June 13, 2017.

The Chairman will request the Secretary to read the minutes of the said meeting. The minutes of ASM held last June 13, 2017 are posted in the Company's website (<http://cityland.net/>). The results of the previous ASM 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, 2017 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, Philippine Stock Exchange and the Bureau of Internal Revenue.

Representatives of Sycip Gorres Velayo & Co., the Company's external auditors for the Year 2017, 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 26, 2018, recommended to the Board of Directors the re-appointment of Sycip Gorres Velayo & Co. as the Company's external auditors for the calendar year 2018.

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, 2017 through December 31, 2017 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, 2017 through December 31, 2017.

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 2018 ASM.

PROXY

The undersigned stockholder of CITY & LAND DEVELOPERS, INCORPORATED (the "Company") hereby appoints _____ or in his absence, the Chairman of the meeting, as *attorney-in-fact* and *proxy*, with power of substitution, to present and vote all shares registered in my/our name as proxy of the undersigned stockholder, at the Annual Meeting of Stockholders of the Company on June 13, 2018 and at any of the adjournments thereof for the purpose of acting on the following matters:

1. Election of Directors

Vote for all nominees listed below:

Atty. Sabino R. Padilla, Jr.

Dr. Andrew I. Liuson

Mr. Stephen C. Roxas

Mrs. Grace C. Liuson

Mr. Josef C. Gohoc

Mr. Peter S. Dee (Independent Director)

Mr. Cesar E.A. Virata (Independent Director)

Mrs. Alice C. Gohoc

Mrs. Helen C. Roxas

Withhold authority to vote for all nominees.

Withhold authority to vote for the nominees listed below:

2. Approval of minutes of previous meetings.

Yes No Abstain

3. Approval of the President's Reports.

Yes No Abstain

4. Confirmation of all acts and resolutions of the Board of Directors for the period covering January 01, 2017 through December 31, 2017.

Yes No Abstain

5. Appointment of External Auditors.

Yes No Abstain

6. At their discretion, the proxies named above are authorized to vote upon such other matters as may properly come before the meeting.

Yes No

Signature over printed name of stockholder
Date: _____

This proxy should be received by the Corporate Secretary on or before June 5, 2018, deadline for submission of proxies.

This proxy, when properly executed, will be voted in the manner as directed herein by the stockholder(s). If no direction is made, this proxy will be voted for the election of all nominees and for the approval of the matters stated above and for such other matters as may properly come before the meeting in the manner described in the information statement and/or as recommended by management or the board of directors.

A stockholder giving a proxy has the power to revoke it at any time before the right granted is exercised. A proxy is also considered revoked if the stockholder attends the meeting in person and expresses his/her intention to vote in person.