

COVERSHEET

SEC Registration Number

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COMPANYNAME

[illegible]

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

[illegible]

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 2025 Annual Stockholders' Meeting

COMPANY INFORMATION

Company's Email Address

jcdeasis@cityland.net

Company's Telephone Number

02-8893-6060

Mobile Number

0962-0722479

No. of Stockholders

732 as of April 30, 2025

Annual Meeting (Month / Day)

2nd Tuesday of June

Fiscal Year (Month / Day)

December 31

CONTACT PERSON INFORMATION

The designated contact person **MUST** be an Officer of the Corporation

Name of Contact Person

Jocelyn C. De Asis

Email Address

jcdeasis@cityland.net

Telephone Number/s

02-8893-6060

Mobile Number

0962-0722479

CONTACT PERSON'S ADDRESS

3rd Floor Cityland Condominium 10, Tower II, 154 H.V. dela Costa Street, Makati City

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.

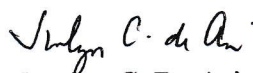
2 : All Boxes must be properly and completely filled-up. Failure to do so shall cause the delay in updating the corporation's records with the Commission and/or non-receipt of Notice of Deficiencies. Further, non-receipt of Notice of Deficiencies shall not excuse the corporation from liability for its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

CERTIFICATION

I, Jocelyn C. De Asis, Compliance Officer of City & Land Developers, Incorporated (the Company) with SEC Registration No. of 152661 with principal office address at 3/F Cityland Condominium 10 Tower I, 156 H.V. Dela Costa Street, Makati City, on oath state:

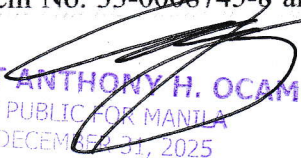
1. That I have caused this SEC Form 17C, **Item No. 9 - Other Events** to be prepared on behalf of City & Land Developers, Incorporated;
2. That I read and understood its contents which are true and correct of my own personal knowledge and/or on authentic records;
3. That City & Land Developers, Incorporated 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 CGFD/MSRD.

IN WITNESS WHEREOF, I have hereunto set my hand this **9th day of May, 2025**.


Jocelyn C. De Asis
Affiant 

SUBSCRIBED AND SWORN to before me this day **MAY 09 2025** at **MANILA**,
affiant personally appeared and exhibited her Social Security System No. 33-0008745-8 and other
competent evidence of identification.

Doc. No. 218;
Page No. 45;
Book No. IV;
Series of 2025.


ATTY. ALBERT ANTHONY H. OCAMPO
NOTARY PUBLIC FOR MANILA
UNTIL DECEMBER 31, 2025
APPOINTMENT NO.: 2024-073
ROLL NO.: 44239
IBP NO.: 07884/Lifetime/Laguna
PTR No.: 2093906/01-06-2025/Makila
581 Quintin Pareles St., Binondo, Manila

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 09, 2025**
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) 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
Unclassified Common Shares **1,578,542,601**
11. Indicate the item numbers reported herein: **Item No. 9 - Other Events**

The Board of Directors of City & Land Developers, Incorporated (the Company), in its special meeting held today through tele-conferencing, has decided to conduct the 2025 Annual Stockholders' Meeting (ASM) via Zoom or its equivalent which will be held on June 24, 2025, 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 26, 2025. The closing date of the Stock Transfer Books will start May 27, 2025 and will end on May 30, 2025.

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 June 02, 2025 through PSE Edge and the Company's website.

Attached herewith is the Notice of Annual Stockholders' Meeting which will be published in the business section of two (2) newspapers of general circulation, in print and online format, for two (2) consecutive days not later than twenty one (21) days prior to the scheduled ASM.

Certified true and correct:

Jocelyn C. De Asis
Jocelyn C. De Asis
Compliance Officer

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NOTICE OF ANNUAL STOCKHOLDERS' MEETING

Notice is hereby given that the Annual Stockholders' Meeting (ASM) of **CITY & LAND DEVELOPERS, INCORPORATED** (the "Company") will be held virtually or via remote communication on **June 24, 2025 at 4:00PM**.

The following shall be the **AGENDA** of the meeting:

1. Call to Order
2. Proof of Notice of Meeting
3. Determination of Quorum & Rules of Conduct of Procedures
4. Approval of the Minutes of Previous Annual Stockholders' Meeting
5. President's Report
6. Election of Directors (including Independent Directors)
7. Appointment of External Auditor
8. Confirmation of all acts of the Board of Directors for the period covering January 1, 2024 up to the date of the ASM (June 24, 2025), adopted in 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 26, 2025 are entitled to attend and vote in the meeting.

Stockholders who intend to attend and participate in the virtual meeting through proxy shall need to submit via e-mail to info@professionalstocktransfer.com the scanned copy of the letter of intent to attend and participate via proxy by remote communication. Once validated, a registered stockholder will receive the proxy form via e-mail.

Validation of proxies shall be until 4:00PM of June 17, 2025. Registered stockholders will receive the meeting link and password two (2) 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 quorum.

We are not soliciting your proxy.

The requirements and procedures for voting and participation in the meeting through remote communication will be discussed further in the Information Statement which shall be made available to the public not later than June 2, 2025 through PSE Edge and the Company's website.

For ASM related queries, kindly send an e-mail to stocks@cityland.net or contact the Office of the Corporate Secretary at 8893-6060 local 224/236.

For account updating concerns, please contact the Company's Stock Transfer Agent, Professional Stock Transfer, Inc. (Attention: Mr. Crescencio P. Montemayor) through (02) 8687-4053 or via e-mail at info@professionalstocktransfer.com.

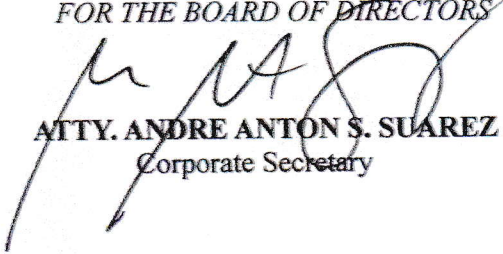
We encourage all registered stockholders to log onto the meeting link fifteen (15) minutes before the meeting starts to avoid any technical difficulty. The meeting will start promptly at 4:00PM.

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

Copies of the minutes of Annual Stockholders' Meeting held last June 11, 2024 will be available upon request.

Makati City, May 9, 2025.

FOR THE BOARD OF DIRECTORS


ATTY. ANDRE ANTON S. SUAREZ
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 2nd Tuesday of June of each calendar year at four o'clock in the afternoon. However, to afford the Company sufficient time in preparing the necessary reports to be provided to stockholders during the meeting, the 2025 Annual Stockholders' Meeting (hereinafter referred to as "ASM") shall be held on June 24, 2025 instead of 2nd Tuesday of June 2025.

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 was sent to all stockholders in accordance with the Revised Corporation Code of the Philippines and Company's Amended By-Laws.

The Corporate Secretary (or Secretary) will certify the date when the notices for the 2025 ASM were sent out to the stockholders on record, including the date of publication and the newspaper where the notice was published.

Item 3: Determination of Quorum and Voting Procedures

Rationale: To determine the presence of a quorum for the 2025 ASM and to inform the stockholders of the voting procedure for the Agenda items to be discussed in the ASM.

The Secretary will inform the body and attest the existence of 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, provided a majority of the subscribed capital stock is present or represented thereat, except in those cases wherein the Revised Corporation Code 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 ASM. 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 capita.

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 the Annual Report and related financial statements

The Company's Stock Transfer Agent together with the Office of the Corporate Secretary will tabulate all valid and confirmed votes. The Company also has an independent party that will validate the votes counted by the Secretary.

The voting procedures are discussed further in the Information Statement.

Item 4: Approval of Minutes of previous Annual Stockholders' Meeting

Rationale: To obtain from the stockholders the approval of the minutes of ASM held last June 11, 2024.

The Chairman will request the Secretary to read the minutes of the said meeting which is also posted in the Company's website (<http://cityland.net/>). The minutes of the previous ASM will be 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 President will share the summary of the President's Report particularly the Company's financial position and performance as of and for the year ended December 31, 2024 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 2024, 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 23 of the Revised Corporation Code and Company's Amended By-Laws.

In accordance with the Company's Amended By-Laws, the general management of the Company shall be vested in a Board of nine (9) Directors, 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 for 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 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 7: Appointment of 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 Directors the appointment of an external auditor who will provide an opinion on the fairness of the financial statements of the Company and shall assess the adequacy of internal controls implemented by the Company.

The Audit & Risk Committee, in its meeting held on April 30, 2025, recommended to the Board of Directors the re-appointment of Sycip Gorres Velayo & Co. as the Company's external auditor for the calendar year 2025.

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 8: Confirmation of all acts of the Board of Directors for the period covering
January 1, 2024 to June 24, 2025 adopted in 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, 2024 to June 24, 2025.

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 if there are other matters which any stockholder would like to present in the ASM. Such item/s will be discussed during the ASM.