

# COVER SHEET

SEC Registration Number

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Company Name

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S	U	B	S	I	D	I	A	R	I	E	S																		

Principal Office (No./Street/Barangay/City/Town/Province)

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				E	s	t	r	e	l	l	a		S	t	.		R	o	c	k	w	e	l	l		C	e	n	t	e	r

Form Type

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Department requiring the report

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Secondary License Type, If Applicable

N	/	A	
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## COMPANY INFORMATION

Company's Email Address

N/A
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Company's Telephone Number/s

793-0088
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Mobile Number

N/A
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No. of Stockholders

47,727 (Mar 31, 2017)
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Annual Meeting  
Month/Day

May 31, 2017
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Fiscal Year  
Month/Day

December 31
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## CONTACT PERSON INFORMATION

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

Name of Contact Person

Ms. Ellen V. Almodiel
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Email Address

ellena@rockwell.com.ph
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Telephone Number/s

793-0088
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Mobile Number

N/A
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Contact Person's Address

Ground Floor, East Podium, Joya Lofts & Towers, 28 Plaza Drive, Rockwell Center, Makati City 1200
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**Note:** 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.

**NOTICE OF ANNUAL STOCKHOLDERS' MEETING**

**To: All Stockholders of  
Rockwell Land Corporation**

Please take notice that the Annual Meeting of Stockholders of **Rockwell Land Corporation** will be held on May 31, 2017 at 9:00 a.m. at R3 Level, Power Plant Mall Cinema, Rockwell Center, Makati City to discuss the following:

**AGENDA**

1. Call to Order
2. Proof of Required Notice
3. Determination of Quorum
4. Approval of the Minutes of the Annual Stockholders' Meeting held on June 02, 2016
5. Report of the Chairman & the President
6. Approval/Ratification of the December 31, 2016 Reports and the Audited Financial Statements
7. Ratification of the Acts of the Board of Directors, of the Executive Committee and of Management
8. Election of Directors
9. Appointment of External Auditors
10. Other Matters
11. Adjournment

For purposes of the meeting, only stockholders of record as of March 31, 2017 are entitled to attend and vote in the said meeting.

Copies of the minutes of Annual Stockholders' Meeting held on June 02, 2016 will be available upon request.

Should you be unable to attend the meeting in person, you may appoint a Proxy by executing the appropriate form. **MANAGEMENT IS NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND MANAGEMENT A PROXY.** For validation, however, please return your proxies to the undersigned at The Garage at Rockwell Center, Estrella Street, Makati City 1200 not later than May 21 2017.

For your convenience in registering your attendance, please have some form of identification such as passport, driver's license or voter's I.D.

By order of the Board of Directors

  
**ENRIQUE I. QULASON**  
Corporate Secretary

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20-IS

INFORMATION STATEMENT PURSUANT TO SECTION 20

1. Check the appropriate box:

Preliminary Information Statement

Definitive Information Statement

SECURITIES AND EXCHANGE  
COMMISSION

RECEIVED  
APR 07 2017

*C. Lopez* *2.95 p*

2. Name of Registrant as specified in its charter:

ROCKWELL LAND CORPORATION

3. Province, country or other jurisdiction of incorporation or organization

MAKATI CITY, PHILIPPINES

4. SEC Identification Number: 62893

5. BIR Tax Identification Code: 004 710 062 000

6. Address of principal office:

THE GARAGE AT THE ROCKWELL CENTER  
ESTRELLA STREET, MAKATI CITY 1200

7. Registrant's telephone number, including area code: (632) 793 0888

8. Date, time and place of the meeting of security holders:

Date : 31 May 2017

Time : 9:00 am

Place : R3 Level, Power Plant Mall Cinema, Rockwell Center, Makati City, Metro  
Manila

9. Approximate date on which the Information Statement is first to be sent or given to security holders:

10 May 2017

**10. Name of Person Filing the Statement:** Rockwell Land Corporation  
By: Enrique I. Quiason, Corporate Secretary

Address and Telephone No.: The Garage at the Rockwell Center, Estrella Street, Makati City 1200,  
Metro Manila /793-0088

**11. Securities registered pursuant to Section 8 and 12 of the Securities Regulation Code (SRC):**

**a. Authorized Capital Stock:**

Php 9,000,000,000 divided into 8,890,000,000 Common Shares, each with a par value of Php1.00  
and 11,000,000,000 Preferred Shares, with a par value of Php 0.01

**b. Number of Shares Outstanding as of 31 March 2015:**

6,116,762,198 Common Shares with a par value of Php 1.00 per share  
2,750,000,000 Preferred Shares with a par value of Php 0.01 per share

**c. Bonds outstanding as of 31 March 2017:**

P5,000,000,000 Seven Year and a Quarter Bonds due 2021

**d. Notes evidences of Indebtedness as of 31 March 2017:**

P10,000,000,000 Seven Year Corporate Notes due 2020

**12. Are any or all of these securities listed on the Philippine Stock Exchange?**

Yes [X] No [ ]

6,243,382,344 Common shares, including 126,620,146 Common Shares in treasury  
Peso retail bonds P5,000,000,000.00 due 2021

## ROCKWELL LAND CORPORATION

### INFORMATION REQUIRED IN INFORMATION STATEMENT

This information statement is dated April 7, 2017 and is being furnished to the stockholders of record of Rockwell Land Corporation ("Rockwell Land" or the "Company") as of March 31, 2017 in connection with the Annual Stockholders Meeting.

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### WE ARE NOT ASKING FOR A PROXY

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#### A. GENERAL INFORMATION

##### 1. Date, time and place of meeting of security holders:

Date : 31 May 2017  
Time : 9:00 am  
Place : R3 Level, Power Plant Mall Cinema, Rockwell Center, Makati City,  
Metro Manila

The principal office of the Company is at The Garage at the Rockwell Center, Estrella Street, Makati City, Metro Manila, 1200.

##### Record Date:

March 31, 2017

##### Approximate date of which the Information Statement is first to be sent to security holders:

10 May 2017

##### 2. Right of Appraisal

A stockholder has a right to dissent and demand payment of the fair value of his share (i) in case any amendment to the articles of incorporation has the effect of changing or restricting the rights of any stockholders or class of shares or of authorizing preferences over the outstanding share or of extending or shortening the term of corporate existence; (ii) in case any sale, lease, mortgage or disposition of all or substantially all the corporate property or assets; (iii) in case of merger or consolidation; and (iv) Investing of funds in another business for the purposes other than the primary purpose.

If, at any time after this Information Statement has been sent out, an action which may give rise to the right of appraisal is proposed at the meeting, any stockholder who voted against the proposed action

and who wishes to exercise such right must make a written demand, within thirty (30) days after the date of the meeting or when the vote was taken, for the payment of the fair market value of his shares. The value shall be determined as of the day prior to the date when the vote was taken, excluding any appreciation or depreciation in anticipation of such corporate action. Upon payment, he must surrender his certificate of stock. No payment shall be made to any dissenting stockholder unless the Corporation has unrestricted retained earnings in its books to cover such payment. Within ten (10) days after demanding payment for his shares, a dissenting stockholder shall submit to the Corporation the certificate(s) of stock representing his shares for notation that the shares are dissenting shares.

There are no matters or proposed corporate actions which may give rise to a possible exercise by security holders of their appraisal rights under the Title X of the Corporation Code of the Philippines.

### **RIGHT TO DIVIDENDS**

In accordance with Article IX, Section 1 of the New By-Laws of the Corporation, the Board of Directors shall have power and authority to, among other things, fix and determine, and from time to time vary, the amount to be reserved, over and above its capital stock paid in, as working capital, to meet contingencies, to provide for the equalization of dividends and determine the use and disposition of the working capital and of any amounts so reserved, and to determine whether any what part of the net profits or surplus shall be declared and paid as dividends and fix the times for the declaration and payment of such dividends.

### **3. Interest of Certain Persons in or Opposition to Matters to be acted upon**

- (a) No director, officer, or nominee for election as director or associate of any of the foregoing has any substantial interest in any matter to be acted upon, other than election to office.
- (b) No director has informed the Company that he intends to oppose any action to be taken at the meeting.

## **B. CONTROL AND COMPENSATION INFORMATION**

### **4. Voting Securities and Principal Holders Thereof**

- (a) The Company has 6,116,762,198 Common Shares issued and outstanding as of 31 March 2016. The Company also has 2,750,000,000 voting Preferred Shares issued and outstanding as of 31 March 2016. Every stockholder shall be entitled to one vote for each share of stock held as of the established record date.
- (b) All stockholders of record as of March 31, 2017 are entitled to notice of and to vote at the Company's Stockholders' Meeting.
- (c) Section 6 of the Company's By-Laws provides that except as otherwise provided by law, each stockholder of record shall be entitled at every meeting of stockholders to one vote for each share of stock standing in his name on the stock books of the Company, which vote may be given personally or by attorney or authorized in writing. The instrument authorizing as attorney or proxy to act as such shall be exhibited to the Secretary if he shall so request. In the election of directors, each stockholder entitled to vote may cumulate and distribute his votes in accordance with the provisions of the Corporation Law.

## Security Ownership of Certain Record and Beneficial Owners and Management

(d) Security Ownership of Certain Record and Beneficial Owners as of 31 March 2017.

Title of Class	Name and Address of Record Owner and Relationship with Issuer	Name of Beneficial Owner and Relationship with Record Owner	Citizen-ship	No. of Shares Held	% of Class	% of Out-standing Shares
Common Shares	First Philippine Holdings Corporation 4th Floor Benpres Bldg., Exchange Road, Ortigas Center, Pasig City Stockholder	First Philippine Holdings Corporation is the beneficial and record owner of the shares indicated  Proxy – Federico R. Lopez, Chairman of FPH &/or Francis Giles B. Puno, President of FPH	Filipino	5,296,015,375	86.58%	59.73%
Common Shares	PCD Nominee Corporation 37/F Enterprise Tower I, Ayala Ave., cor. Paseo de Roxas, Makati City Stockholder	PCD Nominee Corporation is the record owner but not the beneficial owner which are owned beneficially by the investing public	Filipino	559,178,330	9.14%	6.31%
Common Shares	PCD Nominee Corporation 37/F Enterprise Tower I, Ayala Ave., cor. Paseo de Roxas, Makati City Stockholder	PCD Nominee Corporation is the record owner but not the beneficial owner which are owned beneficially by the investing public	Foreign	97,830,805	1.60%	1.10%
<b>TOTAL OUTSTANDING COMMON SHARES</b>				<b>6,116,762,198</b>		
Voting Preferred Shares	First Philippine Holdings Corporation 4th Floor Benpres Bldg., Exchange Road, Ortigas Center, Pasig City, stockholder	First Philippine Holdings Corporation is the beneficial and record owner of the shares indicated  Proxy – Federico R. Lopez, Chairman of FPH &/or Francis Giles B. Puno, President of FPH	Filipino	2,750,000,000	100.0%	31.01%
<b>TOTAL OUTSTANDING PREFERRED SHARES</b>				<b>2,750,000,000</b>	<b>100.0%</b>	
<b>TOTAL OUTSTANDING SHARES</b>				<b>8,866,762,198</b>		<b>100%</b>

Security Ownership of Management as of 31 March 2017.

To the best of the knowledge of the Company, the following are the shareholdings of the directors and officers:

<b>Title of Class</b>	<b>Name of Beneficial Owner</b>	<b>Amount and Nature of Beneficial Ownership</b>	<b>Citizenship</b>	<b>% of Total Outstanding Shares</b>
Common Shares	Manuel M. Lopez Chairman	16,936,680 (direct/indirect)	Filipino	0.2769%
Common Shares	Oscar M. Lopez Director	174,898 (direct/indirect)	Filipino	0.0029%
Common Shares	Federico R. Lopez Vice Chairman	1 (indirect)	Filipino	0.0000%
Common Shares	Nestor J. Padilla Director, President & CEO	21,150,001 (direct/indirect)	Filipino	0.3458%
Common Shares	Miguel Ernesto L. Lopez Director, Treasurer & Senior Vice President, Office Development	68,694 (direct/indirect)	Filipino	0.0011%
Common Shares	Eugenio L. Lopez III Director	1 (indirect)	Filipino	0.0000%
Common Shares	Manuel L. Lopez, Jr. Director	75,001 (direct/indirect)	Filipino	0.0012%
Common Shares	Francis Giles B. Puno Director	5,656 (direct)	Filipino	0.0001%
Common Shares	Ferdinand Edwin S. CoSeteng Director	1 (direct)	Filipino	0.0000%
Common Shares	Oscar J. Hilado Independent Director	1 (indirect)	Filipino	0.0000%
Common Shares	Monico V. Jacob Independent Director	2 (direct)	Filipino	0.0000%
Common Shares	Enrique I. Quiason Corporate Secretary	3,575 (direct)	Filipino	0.0001%
N.A.	Esmeraldo C. Amistad Asst. Corporate Secretary	None	Filipino	N.A.
N.A.	Valerie Jane L. Soliven Senior Vice-President, Rockwell Residential Development	None	Filipino	N.A.
Common Shares	Ma. Lourdes L. Pineda Senior Vice-President, Rockwell Primaries Development Corporation	141,272 (direct/indirect)	Filipino	0.0023%
N.A.	Ellen V. Almodiel Senior Vice-President, Finance and Accounting & CFO	None	Filipino	N.A.
Common Shares	Estela Y. Dasmariñas Vice-President, Human Resources	1,882 (direct)	Filipino	0.0000%
Common Shares	Adela D. Flores Vice-President, Property Management	4,340 (direct)	Filipino	0.0001%
N.A.	Abel L. Roxas Vice President, Project Development	None	Filipino	N.A.
N.A.	Davy T. Tan Vice President, Business Development	None	Filipino	N.A.
N.A.	Angela Marie B. Pagulayan Vice President, Hotel and Leisure	None	Filipino	N.A.

<b>Title of Class</b>	<b>Name of Beneficial Owner</b>	<b>Amount and Nature of Beneficial Ownership</b>	<b>Citizenship</b>	<b>% of Total Outstanding Shares</b>
N.A.	Jesse S. Tan Assistant Vice President, Commercial Development	None	Filipino	N.A.
N.A.	Geraldine B. Brillantes Assistant Vice President and GM, Rockwell Leisure Club	None	Filipino	N.A.

### **Voting Trust**

As of the date of this Information Statement, there are no persons holding more than 5% of the Common Shares of the Company under a voting trust or similar agreement. The original shareholders of Rockwell Land agreed that certain board resolutions of the Company shall be reached by consensus and mutual consent.

### **Change in Control**

No change of control in the Company has occurred since the beginning of its last fiscal year.

The Company's amended articles of incorporation or amended by-laws do not contain provisions that would delay, defer or prevent a change in control of the Company. Under the Company's amended articles of incorporation and amended by-laws, holders of Preferred Shares are entitled to voting rights. Further, Preferred shares can only be transferred to (a) Philippine citizens and (b) to a corporation of which at least 60% of the total outstanding equity capital is beneficially owned by Philippine citizens and which is not in competition with the Manila Electric Company ("Meralco"), Lopez Holdings Corporation (formerly "Benpres Holdings Corporation"; "Lopez Holdings"), First Philippine Holdings Corporation ("FPH"), or any of their affiliates. The Preferred Shares constitute 31.01% of the Company's outstanding capital stock. As of March 31 2017, FPH's combined ownership of the Company's Preferred Shares and Common Shares was 90.74% of the total outstanding voting capital stock.

## **5. DIRECTORS AND EXECUTIVE OFFICERS AS OF MARCH 31, 2017**

The overall management and supervision of the Company is undertaken by the Board of Directors. There are 11 members of the Board of Directors. The regular directors were elected during the annual meeting of the stockholders held on June 02, 2016, to serve for a term of one year and until their successors are elected and qualified. The composition of the Company's Board of Directors as of March 31, 2017 is as follows:

Manuel M. Lopez  
Oscar M. Lopez  
Federico R. Lopez  
Eugenio L. Lopez III  
Nestor J. Padilla  
Miguel Ernesto L. Lopez  
Manuel L. Lopez, Jr.  
Francis Giles B. Puno  
Ferdinand Edwin S. CoSeteng  
Oscar J. Hilado (Independent Director)  
Monico V. Jacob (Independent Director)

The Company's key executive officers are as follows:

Nestor J. Padilla	President & Chief Executive Officer
Miguel Ernesto L. Lopez	Senior Vice-President – Office Development & Treasurer
Valerie Jane Lopez-Soliven	Senior Vice-President – Rockwell Residential Development
Maria Lourdes Lacson-Pineda	Senior Vice-President – Rockwell Primaries Development Corporation
Ellen V. Almodiel	Senior Vice-President – Finance & Accounting & CFO
Estela Y. Dasmaringas	Vice-President - Human Resources
Adela D. Flores	Vice President – Property Management
Davy T. Tan	Vice-President – Business Development
Abel L. Roxas	Vice-President – Project Development
Angela Marie B. Pagulayan	Vice-President – Hotel and Leisure Development
Jesse S. Tan	Assistant Vice-President – Commercial Development
Geraldine B. Brillantes	Assistant Vice-President and GM, Rockwell Leisure Club
Enrique I. Quiason	Corporate Secretary
Esmeraldo C. Amistad	Assistant Corporate Secretary

The following discussion presents a brief description of the business experience of each of the Company's Directors and key executive officers for the last five years:

***Manuel M. Lopez*** - 75, Filipino

Mr. Lopez has served as the Chairman of Rockwell Land since 1995. He is currently the Chairman and CEO of Lopez Holdings Corporation. Concurrently, he is the Chairman of the Board of Bayan Telecommunications Holdings Corporation and Rockwell Leisure Club. He is the Vice Chairman of FPH and Lopez Inc. He is a Director of ABS-CBN Corp., ABS-CBN Holdings Corp., Manila Electric Company (MERALCO), Sky Cable Corp., first Philippine Realty Corp., among others. He is a director of Lopez Group Foundation Inc. and the President of Eugenio Lopez Foundation. He also served as Philippine Ambassador to Japan from 2011-2016. He served as the Chairman of the Board of MERALCO from July 2010 to June 2012 after his retirement as Chairman and CEO for nearly 10 years since 2001. Mr. Lopez holds a Bachelor of Science degree in Business Administration from the University of the East and attended the Program for Management Development at the Harvard Business School.

***Oscar M. Lopez*** - 87, Filipino

Mr. Lopez has served as Vice-Chairman of Rockwell Land from 1995 to 2012 until he became Chairman Emeritus in 2012. He is currently the Chairman Emeritus of FPH, Lopez Holdings and Energy Development Corporation (EDC). Prior to this, he was the Chairman of FPH from 1986 to 2010. Mr. Lopez is also the Chairman of Asian Eye Institute, ABS-CBN Corporation and Lopez Group Foundation and Knowledge Channel Foundation, Inc. He is a member of Management Association of the Philippines and Trustee to Asia Society Philippines Foundation and Philippine Business for Education. He was the President of Lopez Holdings Corp. (formerly Benpres Holdings Corp.) from 1973 to 1986. He studied at the Harvard College and graduated cum laude (Bachelor of Arts) in 1951. He finished his Masters of Public Administration at the Littauer School of Public Administration, also at Harvard in 1955.

***Federico R. Lopez*** - 56, Filipino

Mr. Lopez is the Vice-Chairman of Rockwell Land since August 2012. He is also the Chairman and Chief Executive Officer of FPH, First Gen Corporation , Energy Development Corporation and First Gas Power Corporation. He is also Chairman of the Board of First Balfour, First Philippine Industrial Park, Inc. and First Philippine Realty Corporation, among others. He is also a Director of ABS-CBN Corporation. He is a member of the following organizations: Makati Business Club, Management Association of the Philippines, Philippine Chamber of Commerce and Industry, Membership Chairman, World President's Organization, Asia Business Council and New York Philharmonic International Advisory Board. He is Chairman of the Board of Trustees of the Oscar M. Lopez Center for Climate Change Adaptation and Disaster Risk Management Foundation (OML Center) and the Sikat Solar Challenge Foundation. He is also a Trustee of the Philippine Tropical Forest Conservation Foundation, the World Wildlife Fund Philippines, and the Philippine Disasters Recovery Foundation. Mr. Lopez graduated with a Bachelor of Arts Degree with a Double Major in Economics & International Relations (Cum Laude) from the University of Pennsylvania in 1983.

***Eugenio L. Lopez III*** - 64, Filipino

Mr. Lopez has been a Director at Rockwell Land since 1995. He is the Chairman of the Board of ABS-CBN after his retirement as Chairman and CEO of ABS-CBN Corporation since 1997 and it's President from 1994-1997. He is the Chairman of Sky Cable Corporation, ADTEL, Ang Misyon Inc. and Play Innovations, Inc. He is also the Vice Chairman of Lopez Holdings Corporation, Vice Chairman and President of Bayan Telecommunication Holdings and Knowledge Channel He also sits in the board of FPH, First Gen Corporation, INAEC Aviation Corp., and Infopro Business Solutions, Inc. Mr. Lopez is Chairman Emeritus of ABS-CBN Lingkod Kapamilya Foundation, Inc. (previously ABS-CBN Foundation, Inc.) and the Director of Eugenio Lopez Foundation Inc. He graduated with a Bachelor of Arts degree in Political Science from Bowdoin College and a Master's degree in Business Administration from the Harvard Business School.

***Miguel Ernesto L. Lopez*** - 48, Filipino

Mr. Lopez has been a Director and Treasurer of Rockwell Land since 2009. He started serving Rockwell Land as Senior Vice President since 2012. He was the Senior Vice President and General Manager of Rockwell Integrated Property Services, Inc. (RIPSI) since 2012 until he started heading Office Development of Rockwell Land in June 2016. He is currently the Senior Vice President and Head of Corporate Affairs of Lopez Holdings Corporation. He is also a Director of Philippine Commercial Capital, Inc. (PCCI), PCCI Securities Brokers, Inc., Rockwell Leisure Club, Inc. and Rockwell Center Association, Inc. He is a member of the Board of Trustees of Eugenio Lopez Foundation, Inc. and an advisor to the Lopez Group Foundation Inc. He was previously part of the Board of Directors for Indra, Outsourced Telleserve Corporation and Meralco Millenium Foundation, Inc.. He held several executive and management positions at Meralco from 2002-2010. Mr. Lopez holds a Bachelor of Science degree in Business Administration from Menlo College of California, USA and attended the Executive Development Program of the Asian Institute of Management.

***Manuel L. Lopez, Jr.*** - 49, Filipino

Mr. Lopez has been a Director at Rockwell Land since 2011. He is currently the President of Rockwell Leisure Club, Inc., which he was a Board Member since 2016. He serves as a Director of Lopez Inc., Philippine Trade Foundation, Inc., Stargate Media, and Philippine Commercial Capital, Inc. (PCCI). He is also presently the Executive Vice President of Benpres Insurance Agency, Inc. He has served as a Director of ABS-CBN Broadcasting Corporation, Central CATV, Inc. (Sky Cable), Pilipino Cable Corporation, and Call Center Association of the Philippines (CCAP), among others. He was previously the Chairman and CEO of PacificHub Corporation for 10 years, Mr. Lopez holds a Bachelor of Science degree in Business Administration from De La Salle University.

***Nestor J. Padilla*** - 62, Filipino

Mr. Padilla has been a Director at Rockwell Land since 1997, and has been the President and Chief Executive Officer since 1995. He is also serving as a Director of First Philippine Realty Corporation and First Batangas Hotel Corporation. He has also served as a Director in Rockwell Club and has served as a Trustee of the Rockwell Residential Towers Condominium Corporation. Prior to 1995, he held the position of Chief Executive Officer in Lippo Land in Indonesia and was the Executive Director of Indo Ayala Leasing. Mr. Padilla holds a Bachelor of Science degree in Business Management from the Ateneo de Manila University.

***Francis Giles B. Puno*** - 52, Filipino

Mr. Puno has been a Director of Rockwell Land since 2013. He was appointed Chief Finance Officer and Treasurer of FPH in October 2007 and was promoted to Executive Vice-President in September 2011. He is currently the President and COO of FPH and First Gen Corporation. He is also a director in the various subsidiaries and affiliates of FPH and First Gen including, among others, Energy Development Corporation, First Balfour Inc., First Philippine Electric Corporation and First Philippine Industrial Park, Inc. Before joining FPHC, he worked with The Chase Manhattan Bank as Vice President for Global Power and Environment Group. He has a Bachelor of Science degree in Business Management from the Ateneo de Manila University and a Master in Business Administration degree from Northwestern University's Kellogg Graduate School of Management in Chicago, Illinois.

***Ferdinand Edwin S. CoSeteng*** - 54, Filipino

Mr. CoSeteng has been a Director of Rockwell Land since 2013. He is the President of First Philippine Industrial Park since 2013 and a Director and Executive Vice-President of FPH since May 2015. His professional experience includes being a Tax Consultant at Arthur Andersen & Company, New York USA from 1988-1990; Engagement Manager at McKinsey & Company, Hong Kong from 1990-1993; President of Mariwasa Manufacturing, Inc. from 1993-2006 and Chairman of the Board & President of Mariwasa Siam Ceramics, Inc. from 1996-2006. In 2007, Mr. CoSeteng joined LF Logistics in Hong Kong as Executive Vice-President and headed the international logistics and freight forwarding business. He is a BS Electrical Engineering graduate from the University of the Philippines and holds a Master of Business Administration with Distinction from the Johnson Graduate School of Management, Cornell University, New York USA.

***Oscar J. Hilado*** - 79, Filipino

Mr. Hilado has been an Independent Director of Rockwell Land since 2015. He is also an independent director of FPH since 1996. He is the Chairman of the Philippine Investment Management (PHINMA), Inc., other Phinma Corporations and Union Galvasteel Corporation. He is currently Chairman of the Board and Chairman of the Executive Committee of Phinma Corporation, Vice Chairman of Trans Asia Power Generation Corp.; Chairman of Trans-Asia Petroleum Corporation. He graduated with Highest Honors and with a Gold Medal for General Excellence and a Bachelor of Science in Commerce Degree from De La Salle College (Bacolod). He pursued his Degree of Masters in Business Administration at the Harvard Graduate School of Business Administration from 1960-1962. Mr. Hilado is a Certified Public Accountant. He has been part of the Lopez Group in a directorship capacity within the last five (5) years. Mr. Hilado is likewise an independent director of A. Soriano Corporation and Philex Mining Corporation. He is also a Director of Smart Communications, Inc., Digital Telecommunications Phils., Inc. (Digitel), Asian Eye Institute, Manila Cordage Company, United Pulp and Paper Company, Inc., Seven Seas Resorts & Leisure, Inc., Microtel Inns & Suites (Pilipinas) Inc., Beacon Property Ventures, Inc; and Roxas Holdings, Inc.

***Monico V. Jacob*** - 86, Filipino

Mr. Jacob was elected as an independent director of Rockwell Land on April 6, 2016. He has been an independent director of Lopez Holdings Corporation (publicly listed) since 2013. He is currently the Chairman of Total Consolidated Asset Management and Philippine Life Financial Assurance, Inc. (PhilLife). He is the President of Maestro Holdings, Inc. (formerly STI Investments, Inc) which owns Philplans First, Inc. and Philhealthcare, Inc., where he is also a Director. He is the President and CEO of STI Education Systems Holdings, Inc. (publicly listed), STI Education Services Group, Inc. He is a director of Jollibee Foods Corp. (publicly listed), of Asian Terminals, Inc. (publicly listed), of 2GO Group, Inc. (publicly listed), and of Phoenix Petroleum Philippines, Inc. (publicly listed). Prior to his current positions, he was Chairman and CEO of Petron Corporation and Philippine National Oil Company (PNOC), was a General Manager of National Housing Authority (NHA) and also became a CEO of the Home Development Mutual Fund, popularly known as the PAG-IBIG Fund. He also became Chairman of Meralco Financial Services Corporation and Director of Meralco Industrial Engineering Services Corporation and Clark Electric Distribution Corp. He received his Bachelor of Laws degree from the Ateneo de Manila University in 1971.

***Valerie Jane L. Soliven*** – 48, Filipino

Ms. Soliven served the Company for 21 years and is currently Senior Vice-President for Residential Development. She previously headed Rockwell's Sales and Marketing team for 20 years. Before joining Rockwell Land, she worked at the Manila Garden Suites, EDSA Shangri-La Hotel and the Shangri-La Hotel in Singapore. Ms. Soliven, a licensed broker, holds a Bachelor of Science degree in Hotel and Restaurant Administration from the University of the Philippines. She completed a Management Development Program from the Asian Institute of Management in 2006.

***Maria Lourdes L. Pineda*** - 47, Filipino

Ms. Pineda has been with the Company for 17 years and is currently Senior Vice-President of Rockwell Primaries Development Corporation. She previously served as Vice-President for Retail, and General Manager of the Power Plant Mall as well as Membership Relations Manager for Rockwell Club. Prior to joining Rockwell Land, she worked for four years at Jewelmer International, a French-Filipino company specializing on exquisite jewelry. Ms. Pineda holds a Bachelor of Science degree in Hotel and Restaurant Management from the University of the Philippines. She completed a Management Development Program from the Asian Institute of Management in 2006.

***Ellen V. Almodiel*** - 43, Filipino

Ms. Almodiel has been Senior Vice-President for Finance since 2014. She started as Finance Manager in 2004 and briefly served as Manager of the Business Development Team. Prior to joining Rockwell Land, she was a Financial Analyst and later an Assistant to the Group Chief Finance Officer of the Alcantara Group of Companies and Finance Manager of NextStage, Inc.. Ms. Almodiel, a Certified Public Accountant, holds a Bachelor of Science degree in Business Administration and Accountancy from the University of the Philippines, where she graduated cum laude.

***Estela Y. Dasmariñas*** – 55, Filipino

Ms. Dasmariñas is currently Vice-President for Human Resources of the Company and its subsidiaries. Prior to joining Rockwell Land in 2000, she was Vice-President for Human Resources of AMA-DDB Needham Worldwide, Inc., a multinational advertising and communications organization. She was also Director for Human Resources of property development firm Metro Asia Resources Corporation and Manager for Human Resources of Mitsubishi Motor Corporation Philippines, Inc. Ms. Dasmariñas holds a Bachelor of Science degree in Political Science and a Master of Arts degree in Industrial Relations specializing in Human Resource from the University of the Philippines.

***Adela D. Flores*** - 64, Filipino

Ms. Flores is currently Vice President – Property Management. She rejoined Rockwell Land Corporation as Vice-President – Retail and General Manager of the Power Plant Mall in 2012 after 8 years in Malaysia managing The Curver shopping mall. Prior to her stint abroad, she was with Rockwell Land - Retail for almost a decade, following her work at CMG as Brand Manager and at Araneta Center as Marketing Manager. Ms. Flores is a graduate of the University of the Philippines with a Bachelor’s Degree in Mass Communications. She is also a certified Associate Coach.

***Abel C. Roxas*** – 53, Filipino

Mr. Roxas has been with Rockwell Land for 9 years and is currently Vice President for Project Development. Prior to joining the company, Mr. Roxas served SKI Construction Group Incorporated as Department Head of Planning and Formworks, and CitramegahKaryaGemilang (CKG) as Engineering Manager. Mr. Roxas first joined Rockwell Land as a Senior Manager for Project Development. Mr. Roxas, a Licensed Civil Engineer, holds a Bachelor of Science degree in Civil Engineering from Mapua Institute of Technology.

***Davy T. Tan*** – 43, Filipino

Mr. Tan joined Rockwell Land in 2007 as Financial Analyst and Budget Manager and in 2012 became Vice-President for Business Development. Prior to joining Rockwell Land, he spent six years with Filinvest Alabang, Inc., a subsidiary of Filinvest Development Corporation, as Proof and Control Officer of the Festival Supermall and later as Finance Analyst. He was also an Accounting Officer at D.M. Consunji, Inc. and Junior Auditor at Punongbayan and Araullo. Mr. Tan, a Certified Public Accountant, holds a Bachelor of Science degree in Accountancy from the University of the East.

***Angela Marie B. Paguylayan*** –42, Filipino

Ms. Pagulayan has been with Rockwell Land Corporation for a total of 16 years, starting off her career in Customer Service. She has then held various positions in Sales and Marketing, Retail, Rockwell Club and Residential Leasing before becoming an Assistant Vice President for Hotel and Leisure. She is a graduate of De La Salle University with a Bachelor’s Degree in Organizational Communication.

***Jesse S. Tan*** –35, Filipino

Mr. Tan has joined Rockwell Land in April 2006. He started as a Finance and Accounting Supervisor and was promoted to Assistant Vice President in 2014. He is presently managing the Commercial Development segment, giving finance and business administrative support to both Retail and Office development. Several retail and office development projects are scheduled to open in 2017, including RBC Sheridan, a two-tower office development in Mandaluyong City. Prior to Rockwell Land, he was an Audit Supervisor in Isla Lipana & Co. from 2002-2004. Mr. Tan is a Certified Public Accountant and a graduate of Bachelor of Science in Accountancy at Centro Escolar University.

***Geraldine B. Brillantes*** –38, Filipino

Ms. Brillantes has been with Rockwell Land for 15 years. She joined Rockwell Land in 2002, shortly after graduating from the University of the Philippines with a Bachelor’s Degree in Tourism. She started in the Front Office of Rockwell Integrated Property Services, Inc. (RIPSI), the property management arm of Rockwell Land. She was first promoted as a Building Manager in 2007, assigned to several projects in the same capacity, until she headed the West Block of RIPSI in 2012. She was

promoted to Assistant Vice President in the same year. She is the AVP and General Manager of Rockwell Leisure Club since 2013.

***Enrique I. Quiason*** - 56, Filipino

Mr. Quiason has been the Corporate Secretary at Rockwell Land since 1995. He is a Senior Partner of the Quiason Makalintal Barot Torres Ibarra Sison & Damaso Law Firm. He is also the Corporate Secretary of FPH, Lopez Holdings and ABS-CBN and various subsidiaries and affiliates of FPH and Lopez Holdings. Mr. Quiason, a Member of the Integrated Bar of the Philippines, graduated with a B.S. Business Economics (Cum Laude) degree in 1981 and with a Bachelor of Laws degree in 1985 from the University of the Philippines. He received his LL.M. in Securities Regulation from Georgetown University in 1991.

***Esmeraldo C. Amistad*** - 50, Filipino

Mr. Amistad has been with First Philippine Holdings (FPH) as corporate legal counsel since 1997. He is the Assistant Corporate Secretary of FPH and acts as Corporate Secretary or Assistant Corporate Secretary of various FPH subsidiaries and affiliates. He holds a Bachelor of Arts in English (1987) and a Bachelor of Laws (1992) degree both from the University of the Philippines. He has completed the Managerial Leadership Program (2003) and attended the Executive Master's in Business Administration (2011) both at the Asian Institute of Management. He has authored books on contracts, e-laws and has been published in the Philippine Law Journal (Disclosures: The Corporate Striptease, 2004).

Attached as Annex A and B are the Certification on the Qualifications and Disqualifications of Independent Directors and Certification that none of the named directors and officers works in the government.

**Significant Employees**

The Board of Directors and members of the senior management of Rockwell Land have been an integral part of its success. Their knowledge, experience, business relationships and expertise greatly contribute to Rockwell Land's operating efficiency and financial performance.

Rockwell Land maintains that it considers the collective efforts of the Board of Directors and all of the Company's employees as instrumental to its overall success. The business of Rockwell Land is not dependent on any individual person. No employee is indispensable in the organization. Rockwell Land has institutionalized through documentation, its processes, procedures and training to ensure continuity and scalability of the business without relying on any particular employee.

**Family Relationships**

Other than the following family relationships, there are no other family relationships within the Board of Directors and executive officers of the Company:

- Chairman Manuel M. Lopez and Chairman Emeritus Oscar M. Lopez are brothers.
- Treasurer Miguel Ernesto L. Lopez and Manuel L. Lopez Jr. are brothers, sons of the Chairman Manuel M. Lopez and nephews of Chairman Emeritus Oscar M. Lopez.

- Vice-Chairman Federico R. Lopez is the son of Chairman Emeritus Oscar M. Lopez and nephew of Chairman Manuel M. Lopez.
- Eugenio Lopez III is the nephew of the Chairman, Manuel L. Lopez and Chairman Emeritus, Oscar M. Lopez.
- Vice-Chairman Federico R. Lopez, Eugenio Lopez III, and Miguel Ernesto L. Lopez and Manuel L. Lopez, Jr. are cousins.
- Vice-Chairman Federico R. Lopez is the brother in law of Francis Giles B. Puno.

### **Involvement in Certain Legal Proceedings**

To the best of the Company's knowledge, there has been no occurrence during the past five years and as of the date of this information statement of any of the following events which are material to an evaluation of the ability or integrity of any director, person nominated to become a director, executive officer, or control person of the Company:

- Any insolvency or bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the insolvency or within two (2) years prior to that time;
- Any conviction by final judgment in a criminal proceeding, domestic or foreign, or any pending criminal proceeding, domestic or foreign, excluding traffic violations and other minor offenses;
- Any final and executory order, judgment, or decree or any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending, or otherwise limiting involvement in any type of business, securities, commodities, or banking activities; and
- Any final and executory judgment by a domestic or foreign court or competent jurisdiction (in a civil action), the SEC, or comparable foreign body, or a domestic or foreign exchange or electronic marketplace or self-regulatory organization, for violation of a securities or commodities law.

### **Certain Relationships and Related Transactions**

The Company, in the ordinary course of business, engages in transactions with Meralco and its subsidiaries, FPH, its subsidiaries and affiliates, and directors and officers and their close family members.

Except as disclosed in Note 27 of the Company's audited consolidated financial statements, there is no material transaction or proposed transaction to which the Company was or is to be a party, in which any of its directors or executive officers, or any individual owning, directly or indirectly, significant voting power of the Company, or any close family members or individuals, had or is to have a direct or indirect material interest.

### **Resignation of Directors Arising from Disagreement**

No director has resigned or declined to stand for re-election to the Board of Directors since the date of the last annual meeting of security holders of the Company because of disagreement with the Company on matters relating to the Company's operations, policies and practices.

### **Nominees for Election of Directors**

The Company received nominations for the following as members of the Board of Directors for the ensuing year (2017-2018):

Manuel M. Lopez  
Oscar M. Lopez  
Federico R. Lopez  
Eugenio L. Lopez III  
Nestor J. Padilla  
Miguel Ernesto L. Lopez  
Manuel L. Lopez, Jr.  
Francis Giles B. Puno  
Ferdinand Edwin S. CoSeteng  
Oscar J. Hilado (Independent Director)  
Monico V. Jacob (Independent Director)

### **Independent Directors of the Board**

Messrs. Hilado and Jacob are nominated as independent directors. The Company's two independent directors have at least one (1) share of the stock of the Company each in their respective names, are both college graduates and possess integrity, probity and assiduousness. They are persons who, apart from their fees as directors of the Company, are independent of management and free from any business or other relationship which could, or could reasonably, be perceived to materially interfere with their exercise of independent judgment in carrying out their responsibilities as directors of the Company. Messrs. Hilado and Jacob: (i) are not directors or officers or substantial stockholders of the Company or its related companies or any of its substantial shareholders (other than as independent directors of any of the foregoing); (ii) are not relatives of any director, officer or substantial shareholder of the Company, or any of its related companies or any of its substantial shareholders; (iii) are not acting as nominees or representatives of a substantial shareholder of the Company, or any of its related companies or any of its substantial shareholders; (iv) have not been employed in any executive capacity by the Company, or any of its related companies or by any of its substantial shareholders within the last five (5) years; (v) are not retained as professional advisers by the Company, any of its related companies or any of its substantial shareholders within the last five (5) years, either personally or through their firms; and (vi) have not engaged and do not engage in any transaction with the Company or with any of its related companies or with any of its substantial shareholders, whether by themselves or with other persons or through a firm of which they are partners or companies of which they are directors or substantial shareholders, other than transactions which are conducted at arm's length and are immaterial or insignificant. They do not possess any of the disqualifications enumerated under Article 3E of the Revised Code of Corporate Governance and SEC Memorandum Circular No. 6, Series of 2009.

All the directors, excluding the independent directors, were nominated by FPH. The independent directors were nominated by Perla R. Catahan who has no relationship with the nominees nor the Company.

The independent directors are independent of management and free from any business or other relationship with Rockwell Land Corporation.

## Nomination and Election Committee

The Board created a Nomination and Election Committee who reviews the qualifications of all persons nominated to the Board and other appointments that require Board approval and assesses the effectiveness of the Board's processes and procedures in the election or replacement of directors. The Chairman of the Nominations and Elections Committee is Mr. Manuel M. Lopez, and its other members are Messrs. Oscar M. Lopez, Mr. Eugenio Lopez III and Mr. Monico V. Jacob. The Nominations and Elections Committee passed upon the qualifications of the directors.

No director has resigned or declined to stand for re-election to the Board of Directors since the date of the last annual meeting of the stockholders of the Company because of a disagreement with the Company on matters relating to the Company's operations, policies and practices.

## 6. COMPENSATION OF DIRECTORS AND EXECUTIVE OFFICERS

The Company's amended by-laws provide that the Board of Directors shall not receive any salary for their services as director other than an honorarium not exceeding P15,000.00 for their attendance in each regular or special meeting of the Board of Directors, or Executive Committee but this provision shall not preclude any director from serving the Company in any other capacity and receiving compensation therefore.

The Company's amended by-laws also provide that the Board of Directors, officers and employees may participate in the unrestricted profits or earnings from the operations of the Company, after taxes, to be distributed in the manner, amounts and proportions as the Board of Directors may determine.

Summary of Compensation Table (Annual Compensation)

(a) Name and Principal Position	(b) Year	(c) Salary	(d) Bonus	(e) Other annual compensation
CEO + 4 most highly compensated executive officers Padilla, Nestor J. (President and CEO) Lopez, Miguel Ernesto L. (Treasurer and SVP, Property Management) Almodiel, Ellen V. (SVP, Finance and Accounting & CFO) Soliven, Valerie Jane L. (SVP, Residential Development) Pineda, Ma. Lourdes L. (SVP, Rockwell Primaries)	2015	P53.2 million	P 4.3 million	P230.0 thousand
All other Officers and Directors	2015	P12.2 million	P 1.1 million	P1.2 million
CEO + 4 most highly compensated executive officers Padilla, Nestor J. (President and CEO) Lopez, Miguel Ernesto L. (Treasurer and SVP, Office Development) Almodiel, Ellen V. (SVP, Finance and Accounting & CFO) Soliven, Valerie Jane L. (SVP - Residential Development) Pineda, Ma. Lourdes L. (SVP, Rockwell Primaries)	2016	P 54.6 million	P4.4 million	P 520.0 thousand

(a) Name and Principal Position	(b) Year	(c) Salary	(d) Bonus	(e) Other annual compensation
All other Officers and Directors	2016	P17.0 million	P1.5 million	P 0.8 million
CEO + 4 most highly compensated executive officers Padilla, Nestor J. (President and CEO) Lopez, Miguel Ernesto L. (Treasurer and SVP, Office Development) Almodiel, Ellen V. (SVP, Finance and Accounting & CFO) Soliven, Valerie Jane L. (SVP – Residential Development) Pineda, Ma. Lourdes L. (SVP, Rockwell Primaries)	2017 (estimate)	P60.0 million	P4.8 million	P 676.0 thousand
All other Officers and Directors	2017 (estimate)	P18.7 million	P 1.6 million	P 0.8 million

*\*Alphabetically arranged*

### Employment Contracts between the Company and Executive Officers

There are no existing employment contracts with executive officers. There are no arrangements for compensation to be received from the Company in the event of a resignation, retirement or termination of the executive officer's employment or a change of control of the Company.

### Options Outstanding

On May 2, 2012 and August 3, 2012, the BOD and the stockholders, respectively, approved the implementation of the ESOP to be offered to all regular employees of the Parent Company including employees seconded to other affiliates or other individuals that the Board of Administrators may decide to include. The aggregate number of ESOP shares that may be issued shall not at any time exceed 3% of the issued capital stock of the Company on a fully diluted basis. The maximum numbers of shares a participant is entitled to shall be determined as a multiple of the gross basic monthly salary based on rank and performance for the year preceding the award. The option is exercisable anytime within the Option Term once vested. On December 6, 2012, the SEC authorized the ESOP. The ESOP was implemented in January 3, 2013.

The outstanding options as of 31 March 2017 are as follows:

Name	No. of Shares	Date of Grant	Exercise Price	Market Price at the Date of Grant
CEO + 4 most highly compensated executive officers* Padilla, Nestor J. (President and CEO) Lopez, Miguel Ernesto L. (Treasurer and SVP, Property Management) Almodiel, Ellen V. (SVP, Finance and Accounting & CFO) Soliven, Valerie Jane L. (SVP – Residential Development) Pineda, Ma. Lourdes L. (SVP, Rockwell Primaries)	32,127,000	various	P1.46	various
All Other Officers & directors	10,558,000	various	P1.46	various
Total	42,685,000			

*\*Alphabetically arranged*

## Other Arrangements

Except as described above, there are no other arrangements pursuant to which any of the Company's directors and officers are compensated, or are to be compensated, directly or indirectly.

## 7. Independent Public Accountants

The external auditor of the Company is the accounting firm of Sycip, Gorres, and Velayo and Company (SGV & Co.). The accounting firm of SGV & Co. has been the Company's Independent Public Accountants for the last 5 years. There was no event in the past 5 years where SGV & Co. and the Company had any disagreement with regard to any matter relating to accounting principles or practices, financial statement disclosure or auditing scope or procedure.

The Company has engaged SGV & Co., with Mr. Roel E. Lucas as the engagement partner, for the audit of the Company's book in 2016. The Company has complied with SRC Rule 68, paragraph 3(b)(iv) re: five year rotation requirement for the signing partner.

SGV & Co. is being recommended for re-election at the scheduled Annual Stockholders' Meeting on 31 May 2017.

Representatives of SGV & Co. for the current year and for the most recently completed fiscal year are expected to be present at the Annual Stockholder's Meeting. They will have the opportunity to make a statement if they desire to do so and are expected to be available to respond to appropriate questions.

## Audit and Audit-Related Fees

The following table sets out the aggregate fees billed for each of the last three fiscal years for professional services rendered by SGV & Co.

Year ended 31 December	2014	2015	2016
Audit and Audit-related fees (net of VAT)	Php 3.0 million	Php 3.0 million	Php3.2 million

The Audit Committee is composed of Mr. Oscar J. Hilado as Chairman and Mr. Manuel L. Lopez, Mr., Mr. Francis Giles B. Puno and Monico V. Jacob as members.

## 8. Compensation Plans

There are no matters or actions to be taken up in the meeting with respect to any compensation plan.

## C. ISSUANCE AND EXCHANGE OF SECURITIES

### 9. Authorization or Issuance of Securities other than for Exchange

No action is to be taken with respect to the authorization or issuance of securities other than for exchange.

#### **10. Modification or Exchange of Securities**

No action is to be taken with respect to the modification or exchange of the Company's securities

#### **11. Financial and other information**

The Company's consolidated financial statements were prepared in accordance with the Philippine Financial Reporting Standards and were audited by SGV & Co., in accordance with Philippine Standards on Auditing. This will be submitted in the Definitive Information Statement.

The Management Discussion and Analysis of the Financial Condition and Results of Operation for the last three fiscal years required under Part IV (c) of Rule 48 are attached hereto as Annex C.

The Statement of Management's Responsibility for Financial Statements as of 31 December 2016 as well as the Audited Financial Statements prepared in accordance with SRC rule 68, as amended, and Rule 68.1 are attached hereto as Annex D.

#### **12. Mergers, Consolidations, Acquisitions and Similar Measures**

No action is to be taken with respect to the acquisition or disposition of any property.

#### **13. Acquisition or Disposition of Property**

No action is to be taken with respect to the acquisition or disposition of any property

#### **14. Restatement of Accounts**

No action is to be taken with respect to the restatement of any asset, capital or surplus account of the Company.

### **D. Other Matters**

#### **15. Action with Respect to Reports**

The following will be submitted for approval by the stockholders on the Annual Meeting of the Stockholders to be held on 31 May 2017:

- (a) Approval of the Minutes of the Annual Stockholders' Meeting held on June 02, 2016
- (b) Approval/Ratification of the December 31, 2016 Reports and the Audited Financial Statements

#### **16. Matters not required to be submitted**

No action is to be taken with respect to any matter that is not required to be submitted to a vote of security holders.

#### **17. Amendment of Charter, Bylaws or Other Documents**

No action is to be taken with respect to Amendment of Charter, Bylaws or Other Documents to a vote of security holders.

#### **18. Other Proposed Action**

- (a) Ratification of the Acts of the Board of Directors, of the Executive Committee and of Management for the period covering January 1, 2016 through December 31, 2016 adopted in the ordinary course of business.

The resolutions of the Board were duly adopted in the normal course of trade or business and involve –

- i) Approval of contracts, projects, investments, and other acts which have been covered by disclosures to the PSE and the SEC;
- ii) Treasury matters, including borrowings, opening of accounts and bank transactions; and
- iii) Housekeeping matters, including the appointment of signatories and amendments thereof.

- (b) Election of the members of the Board, including the independent directors, for the ensuing year.

- (c) Election of the external auditor and fixing its remuneration.

#### **19. Voting Procedures**

A quorum for any meeting of stockholders shall consist of the majority of the outstanding capital stock of the Corporation, and a majority of such quorum shall decide any question in the meeting except those matters which the Corporation Code requires a greater proportion of affirmative vote.

At each meeting of the stockholders, every stockholder entitled to vote on a particular question or matter involved shall be entitled to vote for each share of stock standing in his name in the books of the Company at the time of the closing of the stock and transfer books for such meeting.

Regarding the election of members of the Board of Directors, nominees who receive the highest number of votes shall be declared elected pursuant to Section 24 of the Corporation Code of the Philippines. Likewise, the nominee – for the Company’s external auditor – who receives the highest number of votes shall be declared elected.

The manner of voting is non-cumulative, except as to the election of directors and each stockholder shall have one vote for each share entitled to vote and registered in his name. Unless a motion is duly made and seconded, voting shall be made viva voce and counted manually by the Corporate Secretary. Voting shall be done by balloting upon motion duly made and seconded and the transfer agent shall count and canvass the ballots.

In accordance with Section 23 of the Corporation Code, at each election of directors, every stockholder entitled to vote at such election have the right to vote, in person or by proxy, the number of shares owned by him as of the relevant record date for as many persons as there are directors to be

elected and for whose election he has a right to vote, or to cumulate his votes by giving one candidate the number of votes equal to the number of directors to be elected multiplied by the number of his shares shall be equal or by distributing such votes on the same principle among any number of candidates as the stockholder shall see fit.

In the election of directors, the top eleven (11) nominees with the most number of votes will be elected as directors. If the number of nominees does not exceed the number of directors to be elected all the shares present or represented at the meeting will be cast in favor of the nominees.

Unless a motion is duly made and seconded, voting shall be made viva voce and counted manually by the Corporate Secretary. Voting shall be done by balloting upon motion duly made and seconded and the transfer agent shall count and canvass the ballots.

Other than the nominees' election as directors, no director, executive officer, nominee or associate of the nominees has any substantial interest, direct or indirect by security holdings or otherwise in any way of the matters to be taken upon during the meeting.

## **20. Corporate Governance**

Rockwell Land adopted its Manual on Corporate Governance (the "Manual") on May 2, 2012. An amended report was published last July 31, 2014. The Company, its directors, officers and employees complied with the leading practices and principles on good governance as embodied in the Manual of Corporate Governance.

Rockwell Land continues to abide by all the governance regulatory requirements. Rockwell Land submitted to the Philippine Stock Exchange its responses to the Disclosure Template on Corporate Governance Guidelines for Listed Companies last March 31, 2016. The Consolidated Changes in the ACGR for 2016 was not required to be attached to the 2016 SEC 17-A Report.

Rockwell Land's current board composition serves to ensure independent, impartial and fair discussions having two independents, seven non-executive and two executive members. The Board shall hold regular meetings and may convene for special meetings as may be required by business exigencies in accordance with the provisions of the By-Laws.

Pursuant to the Manual for Corporate Governance, the Board has formed committees: Audit Committee, Nomination and Election Committee and Risk Management Committee.

It bears mention that the Audit Committee is chaired by an independent director. The Nomination and Election Committee and Risk Management Committee are composed of four members of the board, one of which is an independent director.

Rockwell Land also has an Internal Audit Group ("IAG") composed of Certified Public Accountants. The IAG reports to the Board through the Audit Committee. The IAG provides assurance and consulting functions for Rockwell Land in the areas of internal control, corporate governance and risk management. It conducts its internal audit activities in accordance with the International Standards for Professional Practice of Internal Auditing (ISPPA) under the International Professional Practices Framework

Apart from mandated Manual, Rockwell Land has also adopted a Corporate Code of Discipline. The Code embodies the principles and guidelines for the conduct of the business of the company and in dealing with its stakeholders.

Rockwell Land has sought to keep communications open with its stockholders and encourages them to participate in the meeting of shareholders either in person or by proxy. Shareholders are free to write to the Nomination and Election Committee should they have recommendations and/or nominations for board directorship.

## **21. Brief description of the general nature and scope of the business of the registrant and its subsidiaries**

Rockwell Land is a premier property developer for residential and commercial projects that cater to the high-end and upper-mid markets in Metro Manila. It is primarily engaged in the residential development of high-rise condominiums as well as in retail and office leasing. It entered Hotel and Leisure in 2013 with the Aruga Serviced Apartments, as well as expanded in cities outside of the National Capital Region with a mid-rise residential development in Lahug City, Cebu.

The Company was incorporated on August 11, 1975 as First Philippine Realty and Development Corporation, which was later on changed to Rockwell Land Corporation in February 23, 1995. On September 27, 1996, the SEC approved the increase in capital stock of the Company from P1.0 million to P6.0 billion with three major shareholders subscribing to the increase, namely: Manila Electric Company (Meralco), First Philippine Holdings Corporation (FPHC) and Benpres Holdings Corporation (now Lopez Holdings Corporation or LPZ). During the increase, the Company also amended its articles of incorporation to include the increase in capital stock and the increase in number of directors from 5 to 11. On May 4, 2000, the SEC approved the articles of merger of the Company with Hubbard Realty Holdings Inc., Farragut Realty Holdings Inc., Mc Pherson Square, Inc., and Foggy Bottom, Inc., with the Company as the surviving entity. In July 2008, the SEC approved the Company's increase in authorized capital stock from P6.0 billion divided into 6,000,000,000 Common Shares with P1 par value each to P9.0 billion divided into 8,890,000,000 Common Shares with the same par value and 11,000,000,000 Preferred Shares with a P0.01 par value each with existing shareholders subscribing to the increase in capital. In August 2009, LPZ sold its share in the Company to FPHC therefore leaving the Company with only two (2) major shareholders, namely Meralco and FPHC.

On February 28, 2012, the SEC approved the amendment to the First Article of the Articles of Incorporation of the Company changing its name from "Rockwell Land Corporation" to: "ROCKWELL LAND CORPORATION doing business under the name and style of Powerplant Mall; Powerplant Cinemas; and Edades Serviced Apartments".

On February 27, 2012, the Board of Directors of Meralco approved the declaration of its 51% ownership in the Company as property dividend in favor of common stockholders of record as of March 23, 2012, except for foreign common shareholders who were paid the cash equivalent of the property dividend. Consequently the Company became a public company having more than 200 shareholders. The property dividend was paid on May 11, 2012 wherein FPHC received property dividends from Meralco in the form of 125,079,016 common shares of the Company. On the same date, the Company acquired 126,620,146 common shares from Meralco, representing the foreign shareholders' entitlement from the property dividend distribution, at ₱1.4637 per share. The Company was listed in the Philippine Stock Exchange (PSE) on May 11, 2012.

On June 28, 2012 and July 27, 2012, FPHC purchased additional shares of the Company from Beacon Electric Asset Holdings, Inc. and San Miguel Corporation, respectively.

As of March 31, 2017, FPHC owns 86.58% of the Company.

### **Subsidiaries and Affiliates**

Rockwell Integrated Property Services, Inc. (RIPSI), a wholly owned subsidiary of the Company, was incorporated in February 19, 1999 to establish, own, manage, operate and carry on the business of maintaining and cleaning buildings and other facilities. To date, RIPSI manages 13 properties. These properties are in Rockwell Center as well in The Grove in Ortigas.

Rockwell Primaries Development Corporation (“Primaries”, formerly Rockwell Homes Inc., and Primaries Development Corporation) a wholly owned subsidiary of the Company, was incorporated in September 2012 to primarily cater to the broader market under a 2nd brand “Primaries”. The subsidiary envisions itself to be the preferred developer in terms of providing exceptional and quality living at a more affordable price. Primaries commenced operations in mid- 2013 with the launch of its first project, 53 Benitez, located in Quezon City.

Stonewell Property Development Corporation (SPDC), a wholly owned subsidiary of the Company, was incorporated in September 2012 to develop socialized housing for the Parent Company. Another wholly owned subsidiary, Primaries Properties Sales Specialist Inc. (PPSSI), was incorporated in November 2012 primarily to act as the sales and marketing arm of Primaries.

Rockwell Hotels & Leisure Management Corporation (RHLMC), a wholly owned subsidiary of the Company, was incorporated in June 2013 for the management of hotel and resort operations.

Retailscapes Inc., a wholly owned subsidiary of the Company, was incorporated in November 2014 to develop and operate pocket retail projects of the Company.

The financial statements of these wholly-owned subsidiaries were consolidated in the Company’s attached Audited Financial Statements.

The Company also has ownership in Rockwell Leisure Club Inc. (RLCI), owning 1,500 ordinary shares and 56% of the total 809 proprietary shares as of end December 31,2016. RLCI is a non-profit premier leisure club created to complement Rockwell Land’s exclusive lifestyle concept. Opened in December 1999, the Rockwell Club offers its resident members and proprietary shareholders a first-class social, sports and recreational facility within the Rockwell Center.

## 22. Market Price and Dividends

### (1) Market Information

(a) The registrant’s common equity is being traded at the Philippine Stock Exchange under the ticker “ROCK”.

### (b) STOCK PRICES

	Common	
	High	Low
2015		
First Quarter.....	1.95	1.72
Second Quarter .....	1.79	1.65
Third Quarter.....	1.72	1.50
Fourth Quarter .....	1.67	1.38
2016		
First Quarter.....	1.51	1.50

Second Quarter.....	1.86	1.78
Third Quarter.....	1.70	1.66
Fourth Quarter.....	1.67	1.38

2017

First Quarter.....	1.53	1.35
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ROCK closed at P1.78 per share as of April 06, 2017.

### 23. Holders

(a) There are 47,727 Common Stockholders as of 31 March 2017.

(b) Top 20 Stockholders of Common Shares as of 31 March 2017.

	Name	No. of Shares	% to Total
1	FIRST PHILIPPINE HOLDINGS CORPORATION	5,296,015,375	86.5820%
2	PCD NOMINEE CORPORATION (FILIPINO)	559,178,330	9.1417%
3	PCD NOMINEE CORPORATION (FOREIGN)	97,830,805	1.5994%
4	PADILLA,NESTOR J.	15,000,001	0.2452%
5	LOPEZ,MANUEL M.,&/OR MA. TERESA L. LOPEZ	8,869,411	0.1450%
6	MANUEL MORENO LOPEZ OR MARIA TERESA LAGDAMEO LOPEZ	3,960,000	0.0647%
7	LOPEZ,MANUEL MORENO	2,805,387	0.0459%
8	YAN, LUCIO W.	1,136,324	0.0186%
9	CHENG, CHARLOTTE CUA	886,422	0.0145%
10	AVESCO MARKETING CORPORATION	801,574	0.0131%
11	B. P. INSURANCE AGENCY, INC.	792,139	0.0130%
12	MAKATI SUPERMARKET CORPORATION	677,238	0.0111%
13	CROSLO HOLDINGS CORPORATION	584,297	0.0096%
14	TAN, SIMEON Y.	458,804	0.0075%
15	CARLOS, JOSE IGNACIO A.	455,667	0.0074%
16	TAN, LOZANO A.	422,730	0.0069%
17	FLORDELIZA,VIRGILIO CACHERO	398,550	0.0065%
18	AQUINO,ANTONINO T.,&/OR EVELINA S. AQUINO	377,231	0.0062%
19	BP INSURANCE AGENCY, INC.	328,969	0.0054%
20	CONCEPCION, RAUL JOSEPH	316,854	0.0052%

Stockholders of Preferred Shares as of March 31, 2017:

Name	No. of Shares Held	% to Total
First Philippine Holdings Corporation	2,750,000,000	100%

Equity Ownership of Foreigners on a per class basis as of March 31, 2017:

Type of Share	Number of Foreign Shares	Foreign Ownership Level
Common Shares	97,854,392	1.60%
Preferred Shares	0	0%

## 24. Dividends

### (a) Dividend History

Year	Common	Preferred
2016	₱ 0.0537 per share	₱ 0.0006 per share
2015	₱ 0.0511 per share	₱ 0.0006 per share
2014	₱ 0.0459 per share	₱ 0.0013 per share

### (b) Dividend Policy

Subject to the preferential dividend right of the Preferred Shares, each holder of a Common Share is entitled to such dividends.

The Board of Directors during the organizational meeting on May 29, 2013 have adopted a dividend policy of declaring as dividends 20% of prior year's Net Income after Tax (NIAT).

The Company's amended by-laws provide that the Board of Directors shall have the power and authority to fix and determine and from time to time vary, the amount to be reserved as working capital, to meet contingencies, to provide for the utilization of dividends and/or for other purposes, to such extent, in such manner and upon such terms as the Board of Directors shall deem expedient in order to determine the part of the nets profits or surplus which shall be declared and paid as dividends; and generally to fix and determine the use and disposition of any net profits or surplus.

The Preferred Shares currently outstanding will earn a cumulative dividend of 6% per annum. The Preferred Shares do not participate in dividends declared in relation to Common Shares.

### (c) Restriction on the Payment of Dividends under the Notes Facility Agreement

Under the Fixed Rate Corporate Notes Facility Agreement dated November 27, 2012 among Rockwell Land, First Metro Investment Corporation and PNB Capital & Investment Corporation as Joint Lead Arrangers, Metropolitan Bank & Trust Company – Trust Banking Group as Facility Agent and the Philippine National Bank – Trust Banking Group as the Paying Agents (the "Notes Facility Agreement"), the Company, without the written consent of the Majority Noteholders (as this term is defined in the Notes Facility Agreement), shall not declare, pay or distribute dividends to its stockholders (other than dividends payable solely in shares of its capital stock) if payment of any sum due is in arrears or such declaration, payment or distribution shall result in a violation of the Current Ratio (as this term is defined in the Notes Facility Agreement) of 1:1 and the consolidated Debt-to-Equity Ratio (as this term is defined in the Notes Facility Agreement) not exceeding 2.0x.

## 25. Recent Sales of Unregistered or Exempt Securities including Recent Issuance of Securities Constituting an Exempt Transaction

(a) Recent Sales of Unregistered Securities

There were no sales of unregistered securities during the past three years.

(b) Exempt Transactions and Securities

There were no exempt transactions and securities issued during the past three years.

### CERTIFICATION

Upon written request of a stockholder, the Company undertakes to furnish said stockholder with a copy of the Company's Annual Report on SEC Form 17-A free of charge. Any written request for a copy shall be addressed to the following:

**Ellen V. Almodiel, Chief Finance Officer**  
**Rockwell Land Corporation**  
Rockwell Information Center  
Rockwell Center, Makati City 1200

At the discretion of management, a charge may be made for exhibits, provided that such charge is limited to reasonable expenses incurred by the Company in furnishing such exhibits.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in the City of Makati on 7 April 2017.

By:



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**Enrique I. Quiason**  
Corporate Secretary

### CERTIFICATION OF INDEPENDENT DIRECTOR

I, OSCAR J. HILADO, Filipino, of legal age and a resident of 112 Mariposa Loop, Cubao, Quezon City, Philippines, after having been duly sworn in accordance with law do hereby declare that:

1. I am a nominee for independent director of ROCKWELL LAND CORPORATION and have been its independent director since May 27, 2015.
2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

COMPANY/ORGANIZATION	POSITION/ RELATIONSHIP	PERIOD OF SERVICE
PHINMA, Inc.	Chairman	Aug. 2005 - Present
Phinma Corporation	Chairman	Dec. 2003 - Present
Phinma Energy Corporation	Chairman	Apr. 2008 - Present
Phinma Property Holdings Corp.	Chairman	August 2005 - Present
Union Galvasteel Corporation	Chairman	May 2001 - Present
Trans Asia Power Generation Corp.	Vice Chairman	1996 - Present
A. Soriano Corporation	Director	April 1998 - Present
Philex Mining Corporation	Director	December 2009 - Present
Smart Communications, Inc.	Director	May 2013 - Present
Digital Telecommunications, Inc. (DIGITEL)	Director	May 2013 - Present
Manila Cordage Company	Director	1986 - Present
Asian Eye Institute	Director	Aug. 2005 - Present
United Pulp and Paper Company	Director	December 1969 - Present
Beacon Property Ventures, Inc.	Director	December 1994 - Present
Pueblo de Oro Dev't. Corp.	Director	February 1996 - Present
Seven Seas Resorts and Leisure, Inc	Director	1996 - Present
Araullo University	Director	April 2004 - Present
Cagayan de Oro College	Director	June 2005 - Present
University of Pangasinan	Director	August 2009 - Present
University of Iloilo	Director	August 2009 - Present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of ROCKWELL LAND CORPORATION, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC Issuances.
4. I am related to the following director/officer/substantial shareholder of (covered company and its subsidiaries and affiliates) other than the relationship provided under Rule 38.2.3 of the Securities Regulation Code. (where applicable)

NAME OF DIRECTOR/OFFICER/ SUBSTANTIAL SHAREHOLDER	COMPANY	NATURE OF RELATIONSHIP
<i>Not Applicable</i>		

5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding/ I disclose that I am the subject of the following criminal/administrative investigation or proceeding (as the case may be):

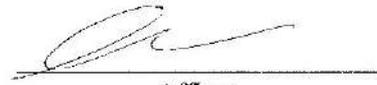
OFFENSE CHARGED/INVESTIGATED	TRIBUNAL, OR AGENCY INVOLVED	STATUS
<i>Not Applicable</i>		

6. (For those in government service/affiliated with a government agency or GOCC) I have the required written permission or consent from the (head of the agency/department) to be an independent director in ROCKWELL LAND CORPORATION, pursuant to Office of the President Memorandum Circular No. 17 and Section 12, Rule XVIII of the Revised Civil Service Rules.

Not Applicable

7. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.
8. I shall inform the Corporate Secretary of ROCKWELL LAND CORPORATION of any changes in the abovementioned information within five days from its occurrence.

Done, this 5<sup>th</sup> day of April 2017 at Makati City.

  
\_\_\_\_\_  
Affiant

SUBSCRIBED AND SWORN to before me this 5<sup>th</sup> day of April 2017 at Makati City, affiant personally appeared before me and exhibited to me his/her Passport No. EC0407396 issued at DFA Manila on February 25, 2014.

Doc. No. 335:  
Page No. 68:  
Book No. 39:  
Series of 2017.



**CERTIFICATION OF INDEPENDENT DIRECTOR**

I, MONICO V. JACOB, Filipino, of legal age, with address at the 7<sup>th</sup> Floor, STI Holdings Center, 6764 Ayala Avenue, Makati City, after having been duly sworn in accordance with law do hereby declare that:

1. I am a nominee for independent director of **ROCKWELL LAND CORPORATION** and have been its independent director since April 6, 2016.
2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

<b>COMPANY / ORGANIZATION</b>	<b>POSITION / RELATIONSHIP</b>	<b>PERIOD OF SERVICE</b>
<i>Listed Companies</i>		
2 Go Group, Inc. (formerly Aboitiz Transport Systems, Inc.)	Independent Director	2009-present
Lopez Holdings Corp.	Independent Director	2013-present
Phoenix Petroleum Philippines, Inc.	Independent Director	2010-present
Jollibee Foods Corporation	Independent Director	2001-present
STI Education Systems Holdings, Inc.	Executive Director	2010-present
Asian Terminals, Inc.	Non-Executive Director	2009-present
<i>Non-Listed Companies</i>		
De Los Santos – STI MegaClinic	Director	2013-present
Information and Communications Technology (i-Academy), Inc.	Director	2003-present
Maestro Holdings, Inc. (formerly STI Investments, Inc.)	Director	2007-present
Negros Navigation Co., Inc.	Independent Director	2009-present
Philippines First Insurance Company, Inc.	Director	2016-present

COMPANY / ORGANIZATION	POSITION / RELATIONSHIP	PERIOD OF SERVICE
Philippine Life Financial Assurance, Inc.	Director	2013-present
Philhealthcare, Inc.	Director	2013-present
Rosehill Memorial Management, Inc.	Director	2014-present
STI Education Services Group, Inc.	Director	2003-present
Total Consolidated Asset Management, Inc.	Director	1999-present

- I possess all the qualifications and none of the disqualifications to serve as an Independent Director of ROCKWELL LAND CORPORATION, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC Issuances.
- I am related to the following director/officer/substantial shareholder of (covered company and its subsidiaries and affiliates) other than the relationship provided under Rule 38.2.3 of the Securities Regulation Code. (where applicable)

NAME OF DIRECTOR/OFFICER/SUBSTANTIAL SHAREHOLDER	COMPANY	NATURE OF RELATIONSHIP
<b>NOT APPLICABLE</b>		

- To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding/ I disclose that I am the subject of the following criminal/administrative investigation or proceeding (as the case may be):

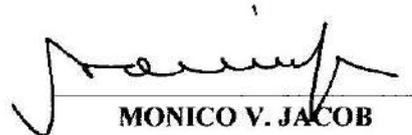
OFFENSE CHARGED /INVESTIGATED	TRIBUNAL, OR AGENCY INVOLVED	STATUS
<b>NOT APPLICABLE</b>		

- (For those in government service/affiliated with a government agency or GOCC) I have the required written permission or consent from the (head of the agency/department) to be an independent director in **ROCKWELL LAND CORPORATION**, pursuant to Office of the President Memorandum Circular No. 17 and Section 12, Rule XVIII of the Revised Civil Service Rules.

**NOT APPLICABLE**

7. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.
8. I shall inform the Corporate Secretary of **ROCKWELL LAND CORPORATION** of any changes in the abovementioned information within five days from its occurrence.

Done, this 04 ~~APR~~ APR ~~2017~~ 2017 at Makati City.

  
MONICO V. JACOB  
Affiant

*C. N. S. P. 2017*

SUBSCRIBED AND SWORN to before me this \_\_\_\_ day of April 2017 at Makati City, affiant personally appeared before me and exhibited to me his/her Passport No. EC7728486 issued at DFA NCR East on May 17, 2016.

Doc. No. 312 ;  
Page No. 64 ;  
Book No. 39 ;  
Series of 2017.



REPUBLIC OF THE PHILIPPINES )  
PASIG CITY ) S.S.

### SECRETARY'S CERTIFICATE

I, **ENRIQUE I. QUIASON**, Filipino, of legal age, the duly elected and incumbent Corporate Secretary of **ROCKWELL LAND CORPORATION** (the "Corporation"), a corporation duly organized and existing under the laws of the Republic of the Philippines, DO HEREBY CERTIFY, That:

I am familiar with the facts herein certified and duly authorized to certify the same;

None of the Directors and Independent Directors are elected Public Servants;

To the best of the Corporation's knowledge, information and belief, none of the Directors and Independent Directors and/or Officers of the Corporation are appointed and/or employees in any government agency.

**WITNESS THE SIGNATURE** of the undersigned this 4<sup>th</sup> day of April, 2017 at Pasig City.



**ENRIQUE I. QUIASON**  
Corporate Secretary

SUBSCRIBED AND SWORN to before me on the date and place first above written; affiant exhibiting to me his Community Tax Certificate No. 26387154 issued on January 5, 2017 at Pasig City with SSS No. 03-1219511-1 as his competent evidence of identity.

Doc. No. 276 ;  
Page No. 57 ;  
Book No. II ;  
Series of 2017.



**ENAYRA**  
NOTARY PUBLIC  
FOR AND IN THE CITY OF PASIG, TAGUIG AND  
SAN MARI AND IN THE MUNICIPALITY OF PATONG  
UNTIL DECEMBER 31, 2017  
PTR NO. 2542654; 1/3/2017; PASIG CITY  
TRP NO. 10-7088; 1/5/2017; RSM  
MCI F COMPLIANCE NO. V-C011974; 4/14/18  
ROLL NO. 65990; APPOINTMENT NO. 27 (2016-2017)  
1005 Oruga Center, Pasig City