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## Robinsons Land Corporation RLC

### PSE Disclosure Form 17-18 - Other SEC Forms/Reports/Requirements

<b>Form/Report Type</b>	Preliminary SEC Form 20-IS
<b>Report Period/Report Date</b>	Oct 17, 2014

#### Description of the Disclosure

Please see attached Preliminary SEC Form 20-IS which we have filed with the Securities and Exchange Commission concerning the solicitation of the written assent of the shareholders for the amendment of the principal office address of Robinsons Land Corporation.

#### Filed on behalf by:

<b>Name</b>	Rosalinda Rivera
<b>Designation</b>	Corporate Secretary

# COVER SHEET

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SEC Registration Number

[illegible]

(Company's Full Name)

[illegible]

(Business Address: No. Street City/Town/Province)

Atty. Rosalinda F. Rivera  
Corporate Secretary

(Contact Person)

633-7631 to 40

(Company Telephone Number)

0	9
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3	0
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Month Day  
(Fiscal Year)

2	0	-	I	S
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(Form Type)

First Tuesday of April

### First Tuesday of April

Month Day  
(Annual Meeting)

## Preliminary Information Statement

SEC-BED Order No.125, Series of 1989; SEC-BED Order No.435, Series of 1989; SEC-BED Order No.523, Series of 1993; SEC-BED Order No.524 Series of 1993; SEC-BED Order No. 572, Series of 1995; SEC-BED Order No. 057, Series of 1997; and SEC-CFD Order No. 128, Series of 2006

(Secondary License Type, If Applicable)

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Amended Articles Number/Section

100

Total No. of Stockholders

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Domestic

□

Foreign

To be accomplished by SEC Personnel concerned

[illegible]

File Number

LCU

LCU

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Document ID

Cashier

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### STAMPS

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**ROBINSONS LAND  
CORPORATION**

43/F ROBINSONS EQUITABLE, ADB AVENUE CORNER POVEDA ROAD, ORTIGAS CENTER 1605 PASIG CITY, PHILIPPINES  
TELEPHONE NOS.: 395 2500 / 633 7631

October 14, 2014

Dear Shareholder,

Please be advised that the Board of Directors of Robinsons Land Corporation ("Corporation") adopted resolutions dated September 18, 2014, in order to change the principal office address of the Corporation to "Level 2, Galleria Corporate Center, EDSA corner Ortigas Avenue, Quezon City, Metro Manila"; together with the corresponding amendment to Article Third of the Amended Articles of Incorporation as follows:

"THIRD. – That the place where the principal office of the corporation is to be established or located shall be at Level 2, Galleria Corporate Center, EDSA corner Ortigas Avenue, Quezon City, Metro Manila. The Corporation may establish branch offices or agency elsewhere on the Philippines or abroad whenever its business exigencies so require. (As further amended on September 18, 2014)."

Pursuant to Section 16 of the Corporation Code, all amendments to the Articles of Incorporation of a corporation require the conformity of the shareholders representing at least two-thirds (2/3) of the outstanding capital stock. Accordingly, you are hereby requested to confirm your approval of the foregoing proposed amendment to the Amended Articles of Incorporation of the Corporation.

Please indicate your approval of the aforementioned amendment to the Amended Articles of Incorporation by accomplishing the Written Assent Form enclosed herewith. We would appreciate receiving the accomplished form by mail, facsimile or electronic mail not later than November 21, 2014.

Thank you for your support.

**Atty. Rosalinda F. Rivera**  
Corporate Secretary



## WRITTEN ASSENT FORM

KNOW ALL MEN BY THESE PRESENTS:

The undersigned, being a shareholder of record of **ROBINSONS LAND CORPORATION** ("Corporation"), hereby approves the amendment of Article Third of the Amended Articles of Incorporation of the Corporation, amending the principal office address of the Corporation to "Level 2, Galleria Corporate Center, EDSA corner Ortigas Avenue, Quezon City, Metro Manila".

This Written Assent Form must be signed by the shareholder recorded in the books of the Corporation or by his authorized representative or proxy. When voting by proxy, the Written Assent Form must be submitted together with a proxy instrument duly executed by the shareholder of record in favor of the proxy.

---

Printed Name of Shareholder

---

Printed Name of Authorized  
Representative (if applicable)

---

Signature of Shareholder or  
Authorized Representative

Date: \_\_\_\_\_

**Please execute, date and immediately return the enclosed signature page of this Written Assent Form by post, facsimile or electronic mail to:**

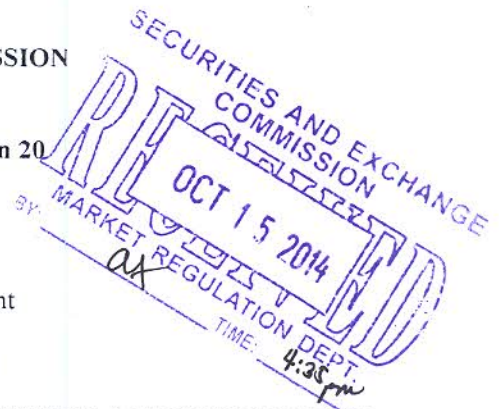
**Atty. Patrick P. Tetangco  
Office of the Corporate Secretary  
40<sup>th</sup> Flr. Robinsons Equitable Tower,  
ADB Ave. cor. Poveda Rd.,  
Ortigas Center, Pasig City  
Fax: (632) 395-2608**

**If you have any questions regarding this Written Assent Form, please contact Atty. Patrick P. Tetangco via email at [PatrickArnold.Tetangco@urc.com.ph](mailto:PatrickArnold.Tetangco@urc.com.ph).**



SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20-IS  
Information Statement Pursuant to Section 20  
of the Securities Regulation Code



1. Check the appropriate box:

☒ Preliminary Information Statement

☐ Definitive Information Statement

2. Name of Registrant as specified in its charter : **ROBINSONS LAND CORPORATION**  
("Corporation")
3. Province, country or other jurisdiction of incorporation or organization : **Metro Manila, Philippines**
4. SEC Identification Number : **SEC Registration No. 93269-A**
5. BIR Tax Identification Code : **TIN No. 000-361-376-000**
6. Address of principal office : **Metro Manila, Philippines**
7. Registrant's telephone number, including area code : **(632) 633-7631 to 40**
8. Approximate date on which copies of the Information Statement are first to be sent or given to security holders : **November 13, 2014**
9. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA (information on number of shares and amount of debt is applicable only to corporate registrants):

Title of Each Class

Number of Shares of Common Stock  
Outstanding or Amount of Debt Outstanding  
(as of August 31, 2014)

**Common Stock, P 1.00 par value**

**P4,093,830,685**

10. Are any or all of registrant's securities listed on a Stock Exchange?

Yes ☒

No ☐

Robinsons Land Corporation's common stock is listed on the Philippine Stock Exchange.

#### Solicitation of the Written Assent of Shareholders

In lieu of a meeting for the purpose of approving the change in the principal office address of the Corporation to "Level 2, Galleria Corporate Center, EDSA corner Ortigas Avenue, Quezon City, Metro Manila", the written assent of the shareholders of record owning at least two-thirds (2/3) of the outstanding capital stock shall be solicited pursuant to Section 16 of the Corporation Code.

The shareholders are requested to signify their vote on the proposed amendment by November 21, 2014 via execution of the Written Assent Form provided by post, facsimile or email to:

ROBINSONS LAND CORPORATION  
Office of the Corporate Secretary  
40<sup>th</sup>/F Robinsons Equitable Tower,  
ADB Avenue corner Poveda Road,  
Ortigas Center, Pasig City,  
Metro Manila  
Fax Number: (632) 395-2608  
Email: PatrickArnold.Tetangco@urc.com.ph

#### Dissenters' Right of Appraisal

Any shareholder of the Corporation may exercise his appraisal right against the proposed actions which qualify as instances giving rise to the exercise of such right pursuant to and subject to and subject to the compliance with the requirements and procedure set forth under Title X of the Corporation Code of the Philippines. There is no matter or item to be submitted to a vote or acted upon via written assent which falls under the instances provided by law when dissenting shareholders can exercise their appraisal right.

#### Interest of Certain Persons In or Opposition to Matters to be Acted Upon

None of the following persons have any substantial interest, direct or indirect, in any matter to be acted upon other than election to office:

1. Directors or officers of the Corporation at any time since the beginning of the last fiscal year;
2. Nominees for election as directors of the Corporation;
3. Associate of any of the foregoing persons.

#### Voting Securities and Principal Holders Thereof

(a) The Corporation has 4,093,830,685 outstanding shares as of August 31, 2014. Every shareholder shall be entitled to one vote for each share of stock held as of the established record date.

(b) Article VII, Section 8 of the By-Laws of the Corporation states that for purposes of determining the shareholders entitled to notice of, or to vote or be voted at any meeting of shareholders or any adjournments thereof, or entitled to receive payment of any dividends or other distribution or allotment of any rights, or for the purpose of any other lawful action, or for making any other proper determination of shareholders, the Board of Directors may provide that the stock and transfer books be closed for a stated period, which shall not be more than sixty (60) days nor less than thirty (30) days before the date of such meeting. In lieu of closing the stock and transfer books, the Board of Directors may fix in advance a date as the record date for any such determination of shareholders. A determination of shareholders of record entitled to notice of or to vote or be voted at a meeting of shareholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.



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

Security Ownership of Certain Record and Beneficial Owners of more than 5% of the Corporation's voting securities as of August 31, 2014

Title of Class	Names and addresses of record owners and relationship with the Corporation	Names of beneficial owner and relationship with record owner	Citizenship	No. of shares held	% to total outstanding
Common	JG Summit Holdings, Inc. 43/F Robinsons Equitable Tower, ADB Avenue corner Poveda Road, Pasig City (shareholder)	same as record owner (see note 1)	Filipino	2,496,114,787	60.97%
Common	PCD Nominee Corporation (Non-Filipino) 37/F The Enterprise Center Tower 1 Cor. Paseo de Roxas, Ayala Avenue Makati City (shareholder)	PCD Participants and their clients (see note 2)	Non-Filipino	1,026,002,653	25.06%
Common	PCD Nominee Corporation (Filipino) 37/F The Enterprise Center Tower 1 Cor. Paseo de Roxas, Ayala Avenue Makati City (shareholder)	PCD Participants and their clients (see note 2)	Filipino	537,441,622	13.13%

### Notes:

<sup>1</sup> The Chairman and the President of JG Summit Holdings Inc., (JGSHI) are both empowered under its by-laws to vote any and all shares owned by JGSHI, except as otherwise directed by its board of directors. The incumbent Chairman and Chief Executive Officer and President and Chief Operating Officer of JGSHI are Mr. James L. Go and Mr. Lance Y. Gokongwei, respectively.

<sup>2</sup> PCD Nominee Corporation is the registered owner of the shares in the books of the Corporation's transfer agent. PCD Nominee Corporation is a corporation wholly owned by the Philippine Depository and Trust Corporation, Inc. (formerly the Philippine Central Depository) ("PDTC"), whose sole purpose is to act as nominee and legal title holder of all shares of stock lodged in the PDTC. PDTC is a private corporation organized to establish a central depository in the Philippines and introduce scripless or book-entry trading in the Philippines. Under the current PDTC system, only participants (brokers and custodians) will be recognized by PDTC as the beneficial owners of the lodged shares. Each beneficial owner of shares through his participant will be the beneficial owner to the extent of the number of shares held by such participant in the records of the PCD Nominee. Out of the PCD Nominee Corporation (Non-Filipino) account, "Deutsche Bank Manila-Clients Account" and "The Hongkong and Shanghai Banking Corp. Ltd. - Clients' Acct." holds for various trust accounts the following shares of the Corporation as of August 31, 2014:

	<u>No. of shares held</u>	<u>% to total outstanding</u>
Deutsche Bank Manila - Clients Acct.	482,854,119	11.79%
The Hongkong and Shanghai Banking Corp. Ltd. - Clients' Acct.	328,685,699	8.03%

The securities are voted by the trustee's designated officers who are not known to the Corporation.

Security Ownership of Management as of August 31, 2014

Title of Class	Name of beneficial owner	Position	Amount & nature of beneficial ownership (Direct)	Citizenship	% to Total Outstanding
<b>A. Executive Officers<sup>1</sup></b>					
Common	1. John L. Gokongwei, Jr.	Director, Chairman Emeritus	14,119,081 <sup>2</sup>	Filipino	0.35%
	2. James L. Go	Director, Chairman	1,685,994	Filipino	0.04%
	3. Lance Y. Gokongwei	Director, Vice Chairman and Chief Executive Officer	804,001	Filipino	0.02%
Common	4. Frederick D. Go	Director, President and Chief Operating Officer	500,001	Filipino	0.01%
Common	5. Arlene G. Magtibay	General Manager	0	Filipino	*
	<i>Sub-Total</i>		17,109,077		0.42%
<b>B. Other directors, executive officers and nominees</b>					
Common	6. Patrick Henry C. Go	Director	10,000	Filipino	*
Common	7. Robina Y. Gokongwei-Pe	Director	540,000	Filipino	0.01%
Common	8. Johnson Robert G. Go, Jr.	Director	1	Filipino	*
Common	9. Artemio V. Panganiban	Director (Independent)	50,001	Filipino	*
Common	10. Roberto F. de Ocampo	Director (Independent)	1	Filipino	*
Common	11. Emmanuel C. Rojas, Jr.	Director (Independent)	901	Filipino	*
Common	12. Rodolfo T. Malit	First Vice President	54,600	Filipino	*
Common	13. Faraday D. Go	General Manager	0	Filipino	*
	<i>Sub-Total</i>		655,504		0.1%
<b>C. All directors and executive officers &amp; nominees as a group</b>			unnamed		
			17,764,581		0.43%

Notes:

<sup>1</sup> As defined under Part IV (B)(1)(b) of SRC Rule 12, the “named executive officers” to be listed refer to the Chief Executive Officer and those that are the four (4) most highly compensated executive officers as of February 28, 2014.

<sup>2</sup> Sum of shares in the name of “John Gokongwei, Jr.” for 8,124,721, “John L. Gokongwei, Jr.” for 300,000 and “Elizabeth Y. Gokongwei and/or John Gokongwei” for 988,000 and shares equivalent to 4,706,360 which were subscribed and paid for under the rights offering of the Corporation and are currently lodged under PDTC.

\* less than 0.01%

Voting Trust Holder of 5% or more - as of August 31, 2014

**There are no persons holding more than 5% of a class under a voting trust or similar agreement.**

Changes in Control

**There has been no change in the control of the Corporation since the beginning of its last fiscal year. Furthermore, management is not aware of any arrangement which may result in a change of control in the Corporation.**



## Directors and Executive Officers

**John L. Gokongwei, Jr.**, 87, founded RLC in 1980 and has been the Chairman Emeritus of RLC effective January 1, 2002. He continues to be a member of RLC's Board and is the Chairman Emeritus of JG Summit Holdings, Inc. and certain of its subsidiaries. He also continues to be a member of the Executive Committee of JG Summit Holdings, Inc. He is currently the Chairman of the Gokongwei Brothers Foundation, Inc., Chairman and Chief Executive Officer of Robinsons Retail Holdings, Inc., Deputy Chairman and Director of United Industrial Corporation Limited and Singapore Land Limited, and a director of Cebu Air, Inc., JG Summit Capital Markets Corporation and Oriental Petroleum and Minerals Corporation. He was elected as a director of Manila Electric Company on March 31, 2014. He is also a non-executive director of A. Soriano Corporation. Mr. Gokongwei received a Master's degree in Business Administration from the De La Salle University and attended the Advanced Management Program at Harvard Business School.

**James L. Go**, 74, is the Chairman of RLC. He is currently the Chairman and Chief Executive Officer of JG Summit Holdings, Inc. and Oriental Petroleum and Minerals Corporation. He is the Chairman of Universal Robina Corporation, JG Summit Petrochemical Corporation and JG Summit Olefins Corporation. He is the Vice-Chairman and Deputy Chief Executive Officer of Robinsons Retail Holdings, Inc. and a director of Cebu Air, Inc., UIC, Singland, Marina Center Holdings, Inc., and Hotel Marina City Private Limited. He is also the President and Trustee of the Gokongwei Brothers Foundation. He has been a director of the Philippine Long Distance and Telephone Company (PLDT) since November 3, 2011. He is a member of the Technology Strategy Committee and Advisor of the Audit Committee of the Board of Directors of PLDT. He was elected a director of Manila Electric Company on December 16, 2013. Mr. James L. Go received his Bachelor of Science Degree and Master of Science Degree in Chemical Engineering from Massachusetts Institute of Technology, USA. Mr. James L. Go is a brother of Mr. John L. Gokongwei, Jr.

**Lance Y. Gokongwei**, 46, is the Vice-Chairman and Chief Executive Officer of RLC. He had been a director of the Company since 1988. He is the President and Chief Operating Officer of JG Summit Holdings, Inc., President and Chief Executive Officer of Universal Robina Corporation, Cebu Air, Inc., JG Summit Petrochemical Corporation, and JG Summit Olefins Corporation. He is the Chairman of Robinsons Bank, Vice Chairman of Robinsons Retail Holdings, Inc., and a director of Oriental Petroleum and Minerals Corporation, UIC, Singland and Manila Electric Company. He is also a trustee and secretary of the Gokongwei Brothers Foundation, Inc. He received a Bachelor of Science degree in Finance and a Bachelor of Science degree in Applied Science from the University of Pennsylvania. Mr. Lance Y. Gokongwei is the son of Mr. John L. Gokongwei, Jr.

**Frederick D. Go**, 44, is the President and Chief Operating Officer of RLC. He has been a director of the Company since May 6, 1999 and was elected President and Chief Operating Officer effective August 28, 2006. He is also the President and Chief Operating Officer of Robinsons Recreation Corporation. He is the Group General Manager of Shanghai Ding Feng Real Estate Development Company Limited, Xiamen Pacific Estate Investment Company Limited, Chengdu Ding Feng Real Estate Development Company Limited, and Taicang Ding Feng Real Estate Development Company Limited. He also serves as a director of Universal Robina Corporation, Cebu Air, Inc., JG Summit Petrochemical Corporation, Robinsons Bank, Secret Recipes Corporation, Ho Tsai Dimsum Incorporated, Cebu Light Industrial Park, and Philippine Hotels Federation. He is also the Chairman of the Philippine Retailers Association. He received a Bachelor of Science degree in Management Engineering from the Ateneo de Manila University. Mr. Frederick D. Go is a nephew of Mr. John L. Gokongwei, Jr.

**Patrick Henry C. Go**, 43, was elected as a director of RLC on January 17, 2000. He is currently a director and Vice President of Universal Robina Corporation and is the Executive Vice President and Senior Managing Director of JG Summit Petrochemical Corporation, URC Packaging Division, CFC Flexible Packaging Division and JG Summit Olefins Corporation. He is also a director of JG Summit Holdings, Inc., and Robinsons Bank. He is a trustee and treasurer of the Gokongwei Brothers Foundation, Inc. He received a Bachelor of Science degree in Management from the Ateneo de Manila University and attended the General Manager Program at Harvard Business School. Mr. Patrick Henry C. Go is a nephew of Mr. John L. Gokongwei, Jr.



**Johnson Robert G. Go, Jr.**, 48, was elected as a director of RLC on May 29, 2001. He is currently a director of JG Summit Holdings, Inc., Universal Robina Corporation, and Robinsons Bank. He is also a trustee of the Gokongwei Brothers Foundation, Inc. He received a Bachelor of Arts degree in Interdisciplinary Studies (Liberal Arts) from the Ateneo de Manila University. He is a nephew of Mr. John L. Gokongwei, Jr.

**Robina Gokongwei-Pe**, 52, was elected as a director of RLC on May 5, 2005. She is also a director of JG Summit Holdings, Inc., Cebu Air, Inc., Robinsons Bank and JG Summit Capital Markets Corporation. She is currently the President and Chief Operating Officer of the Robinsons Retail Holdings, Inc. consisting of Robinsons Department Store, Robinsons Supermarket, Handyman, True Value, Robinsons Specialty Stores, Robinsons Appliances, Toys R Us and Saizen by Daiso Japan. She obtained her Bachelor of Arts degree in Journalism from the New York University. She is a daughter of Mr. John L. Gokongwei, Jr.

**Artemio V. Panganiban**, 76, was elected as an independent director of RLC on May 14, 2008. He is concurrently an adviser, consultant and/or independent director of several business, civic, non-government and religious groups. He also writes a regular column in the Philippine Daily Inquirer. He was formerly the Chief Justice of the Philippines and concurrently Chairperson of the Presidential Electoral Tribunal, the Judicial and Bar Council and the Philippine Judicial Academy. Prior to becoming Chief Justice, he was Justice of the Supreme Court of the Philippines (1995-2005), Chairperson of the Third Division of the Supreme Court (2004-2005), Chairperson of the House of Representatives Electoral Tribunal (2004-2005), Consultant of the Judicial and Bar Council (2004-2005) and Chairperson of eight Supreme Court Committees (1998-2005). He authored over ten (10) books. Retired Chief Justice Panganiban obtained his Bachelor of Laws degree, cum laude, from the Far Eastern University and placed 6<sup>th</sup> in the 1960 bar examination. He was conferred the title Doctor of Laws (Honoris Causa) by the University of Iloilo in 1997, the Far Eastern University in 2002, the University of Cebu in 2006, the Angeles University in 2006, and the Bulacan State University in 2006.

**Roberto F. de Ocampo**, 67, was elected as an independent director of RLC on May 28, 2003. He is the former President of the Asian Institute of Management (AIM), one of Asia's leading international business management graduate schools based in the Philippines. He is among others, currently the Chairman of the Philippine Veterans Bank, and is, Chairman of the Board of Advisors of the RFO Center for Public Finance and Regional Economic Cooperation (an ADB Regional Knowledge Hub) and Chairman, Board of Advisors of the AIM Conference Center. He served as Secretary of Finance of the Republic of the Philippines from 1994-1998 during the presidency of Fidel V. Ramos, and was named Finance Minister of the year in 1995, 1996, and 1997. He was previously Chairman and Chief Executive Officer of the Development Bank of the Philippines during the presidency of Cory Aquino. Dr. de Ocampo graduated from De La Salle College and Ateneo University in Manila, received an MBA from the University of Michigan, holds a post-graduate diploma from the London School of Economics, and has four doctorate degrees (Honoris Causa) by the De La Salle University in Business Administration, by the University of Angeles City in Public Administration, by the Philippine Women's University in Laws, and by the San Beda College in Humane Letters. Dr. de Ocampo was a member of the Board Governors of the World Bank, IMF, and ADB and was Chairman of the APEC and ASEAN Finance Ministers in 1997-98. He was awarded by Queen Elizabeth the Order of the British Empire (OBE) and by France as a Chevalier (Knight) of the Legion d' Honneur. He is the recipient of many international awards including Honorary Officer of the Most Excellent Order of the British Empire, Finance Minister of the Year, Philippine Legion of Honor, ADFIAP Man of the Year, Chevalier of the Legion of Honor of France, Ten Outstanding Young Men Award, several Who's Who Awards and the 2006 Asian HRD Award for Outstanding Contribution to Society. He is also a member /Advisory Board Member of a number of important global institutions including The Conference Board, the Trilateral Commission, the BOAO Forum for Asia and the Emerging Markets Forum.

**Emmanuel C. Rojas, Jr.**, 77, was elected as a director of RLC on September 28, 2005 and is presently an independent director of the Company. He had been a Consultant and Corporate Secretary of RLC until May 27, 2003. Mr. Rojas is presently an independent director of Unicon Insurance Brokers Corporation. He was also a Consultant and Corporate Secretary of JG Summit Holdings, Inc., Universal Robina Corporation, CFC Corporation, and JG Summit Petrochemical Corporation. Mr. Rojas retired from his position as First Vice President for Tax Administration under the compulsory retirement policy of the Company upon reaching the age of 60. He also served in various other head positions in administration, audit, controllership and treasury for the various companies in the Group. A Certified Public Accountant, Mr. Rojas practiced with Fleming and Williamson and SGV & Co. prior to joining the Group in 1962.



#### Significant Employees

There are no persons who are not executive officers of the Corporation who are expected by the Corporation to make a significant contribution to the business.

#### Family Relationships

James L. Go is the brother of John Gokongwei, Jr.  
Lance Y. Gokongwei is the son of John Gokongwei, Jr.  
Robina Y. Gokongwei-Pe is the daughter of John Gokongwei, Jr.  
Johnson Robert G. Go, Jr. is the nephew of John Gokongwei, Jr.  
Frederick D. Go is the nephew of John Gokongwei, Jr.  
Patrick Henry C. Go is the nephew of John Gokongwei, Jr.

#### Involvement in Certain Legal Proceedings of Directors and Executive Officers

None of the members of the Board of Directors and Executive Officers of the Corporation are involved in any of the following events for the past five (5) years and up to the date of this SEC Form 20-IS:

1. Any bankruptcy petition filed by or against any business of which such director or executive officer was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time;
2. Any conviction by final judgment in a criminal proceeding, domestic or foreign, or being subject to a pending criminal proceeding, domestic or foreign, excluding traffic violations and other minor offenses;
3. Being subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities, commodities or banking activities; and
4. Being found by a domestic or foreign court of competent jurisdiction (in a civil action), the SEC or comparable foreign body, or a domestic or foreign exchange or other organized trading market or self-regulatory organization, to have violated a securities or commodities law or regulation, and the judgment has not been reversed, suspended, or vacated.

#### Certain Relationships and Related Party Transactions

The Corporation, in its regular conduct of business, had engaged in transactions with its major shareholder, JG Summit Holdings, Inc. and its subsidiaries.

Information on the parent of the Corporation, the basis of control, and the percentage of voting securities owned as of August 31, 2014:

<u>Parent Company</u>	<u>Number of Shares Held</u>	<u>% Held</u>
JG Summit Holdings, Inc.	2,496,114,787	60.97%

#### Disagreement with Director

None of the Directors have resigned or declined to stand for re-election to the Board of Directors since the date of the last annual meeting of shareholders because of disagreement with the Corporation on any matter relating to its operations, policies or practices.



### Significant Employees

There are no persons who are not executive officers of the Corporation who are expected by the Corporation to make a significant contribution to the business.

### Family Relationships

James L. Go is the brother of John Gokongwei, Jr.  
Lance Y. Gokongwei is the son of John Gokongwei, Jr.  
Robina Y. Gokongwei-Pe is the daughter of John Gokongwei, Jr.  
Johnson Robert G. Go, Jr. is the nephew of John Gokongwei, Jr.  
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Patrick Henry C. Go is the nephew of John Gokongwei, Jr.

### Involvement in Certain Legal Proceedings of Directors and Executive Officers

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1. Any bankruptcy petition filed by or against any business of which such director or executive officer was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time;
2. Any conviction by final judgment in a criminal proceeding, domestic or foreign, or being subject to a pending criminal proceeding, domestic or foreign, excluding traffic violations and other minor offenses;
3. Being subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities, commodities or banking activities; and
4. Being found by a domestic or foreign court of competent jurisdiction (in a civil action), the SEC or comparable foreign body, or a domestic or foreign exchange or other organized trading market or self-regulatory organization, to have violated a securities or commodities law or regulation, and the judgment has not been reversed, suspended, or vacated.

### Certain Relationships and Related Party Transactions

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Information on the parent of the Corporation, the basis of control, and the percentage of voting securities owned as of August 31, 2014:

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JG Summit Holdings, Inc.	2,496,114,787	60.97%

### Disagreement with Director

None of the Directors have resigned or declined to stand for re-election to the Board of Directors since the date of the last annual meeting of shareholders because of disagreement with the Corporation on any matter relating to its operations, policies or practices.

## Compensation of Directors and Executive Officers

### **Summary Compensation Table**

The following tables identify the Corporation's Chief Executive Officer and the four most highly compensated executive officers and summarize their aggregate compensation for the two most recent fiscal years and the ensuing year.

Fiscal Year 2012				
	Salary	Bonus	Others	Total
A. CEO and four (4) most highly compensated executive officers	P 25,902,035	P 1,200,000	P 205,000	P 27,307,035
<i>Name</i>	<i>Position</i>			
1. Lance Y. Gokongwei	Director, Vice Chairman & Chief Executive Officer			
2. James L. Go	Director, Chairman			
3. Frederick D. Go	Director, President & Chief Operating Officer			
4. John L. Gokongwei, Jr.	Director, Chairman Emeritus			
5. Arlene G. Magtibay	General Manager			

B. All other officers and directors as a group unnamed	P 46,497,700	P 1,800,000	P 285,000	P 48,582,700
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Fiscal Year 2013				
	Salary	Bonus	Others	Total
A. CEO and four (4) most highly compensated executive officers	P 29,163,777	P 1,200,000	P 205,000	P 30,568,777
<i>Name</i>	<i>Position</i>			
1. Lance Y. Gokongwei	Director, Vice Chairman & Chief Executive Officer			
2. James L. Go	Director, Chairman			
3. Frederick D. Go	Director, President & Chief Operating Officer			
4. John L. Gokongwei, Jr.	Director, Chairman Emeritus			
5. Arlene G. Magtibay	General Manager			

B. All other officers and directors as a group unnamed	P 55,264,027	P 1,800,000	P 250,000	P 57,314,027
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	<i>Salary</i>	<b>Estimated FY 2014</b>		
		<i>Bonus</i>	<i>Others</i>	<i>Total</i>
A. CEO and four (4) most highly compensated executive officers	P 29,955,574	P 1,200,000	P 205,000	P 31,360,574
<i>Name</i>	<i>Position</i>			
1. Lance Y. Gokongwei	Director, Vice Chairman & Chief Executive Officer			
2. James L. Go	Director, Chairman			
3. Frederick D. Go	Director, President & Chief Operating Officer			
4. John L. Gokongwei, Jr.	Director, Chairman Emeritus			
5. Arlene G. Magtibay	General Manager			
B. All other officers and directors as a group unnamed	P 58,636,269	P 1,800,000	P 285,000	P 60,721,269

#### Standard Arrangements

Other than payment of reasonable per diem, there are no standard arrangements pursuant to which directors of the Corporation are compensated, or are to be compensated, directly or indirectly, for any services provided as a director for the last completed fiscal year and the ensuing year.

#### Other Arrangements

There are no other arrangements pursuant to which any director of the Corporation was compensated, or is to be compensated, directly or indirectly, during the Corporation's last completed fiscal year, and the ensuing year, for any service provided as a director.

#### Employment Contracts and Termination of Employment and Change-in-Control Arrangement

There are no special employment contracts between the Corporation and the named executive officers.

There are no compensatory plan or arrangement with respect to a named executive officer.

#### Warrants and Options Outstanding

There are no outstanding warrants or options held by the Corporation's CEO, the named executive officers, and all officers and directors as a group.

#### Other Matters

Brief description of a material matter approved by the Board of Directors and Management and disclosed to the SEC and PSE for ratification by the shareholders since the last annual meeting held on May 12, 2014:

#### Date of Board Approval

#### Description

September 18, 2014

Approval to amend Article Third of the Articles of Incorporation of the Corporation in order to change the principal office address of the Corporation in accordance with SEC Memorandum Circular No. 6, Series of 2014.



October 14, 2014

## Appointment of an Officer

### Amendment of Charter, By-Laws or Other Documents

The Amended Articles of Incorporation of the Corporation will be changed to reflect the change in the principal office address to "Level 2, Galleria Corporate Center, EDSA corner Ortigas Avenue, Quezon City, Metro Manila". This amendment was approved by the Board of Directors on September 18, 2014 and the approval through written assent of the shareholders of record owning at least two-thirds (2/3) of the outstanding capital stock shall be solicited pursuant to Section 16 of the Corporation Code. The change in principal office address is being implemented in order for the Corporation to comply with SEC Circular No. 6, Series of 2014 which directs all corporations whose articles of incorporation indicate only a general address as their principal office address, such that it refers only to a city, town or municipality, or "Metro Manila", to file an amended articles of incorporation and specify their complete address, such that, if feasible, it has a street number, street name, barangay, city or municipality, and if applicable, the name of the building, the number of the building, and name or number of the room or unit.

### Voting Procedures and Method of Counting Votes

Shareholders of record shall be entitled to one (1) vote for each share of stock recorded in their name/s in the books of the Corporation. In accordance with Section 16 of the Corporation Code, votes shall be taken by means of written assent and shall be evidenced by the Written Assent Form attached to this Information Statement prepared and completed in all parts and duly received by the Corporate Secretary of the Corporation. The Written Assent Form must be signed by the shareholder recorded in the books of the Corporation or by his authorized representative or proxy. When voting by proxy, the Written Assent Form must be submitted together with a proxy instrument duly executed by the shareholder of record in favor of the proxy. The votes shall be counted based on the executed Written Assent Forms received from the shareholders of record. Upon reaching the affirmative vote of at least two-thirds (2/3) of the outstanding capital stock of the Corporation, the amendment shall be considered approved.

The Secretary shall record all the votes of the shareholders and the Directors in a book kept for that purpose.

### Discussion on Compliance with Leading Practices on Corporate Governance

The Corporation adheres to the principles and practices of good corporate governance, as embodied in its Corporate Governance Manual, Code of Business Conduct and related SEC Circulars. In March 8, 2010, the Board of Directors approved the adoption of a revised Corporate Governance Manual, in accordance with SEC Memorandum Circular No.6 (Series of 2009) dated June 22, 2009. Continuous improvement and monitoring of governance and management policies have been undertaken to ensure that the Corporation observes good governance and management practices. This is to assure the shareholders that the Corporation conducts its business with the highest level of integrity, transparency and accountability. A Certification of Compliance with the Manual on Corporate Governance is submitted by the Corporation every year to the SEC and PSE up until the effectivity of SEC Memorandum Circular No. 5, Series of 2013 dated March 20, 2013. SEC Memorandum Circular No.5, Series of 2013 mandates all listed companies to submit an Annual Corporate Governance Report (ACGR) and provides the discontinuance of the submission of the Certification of Compliance with the Manual on Corporate Governance. On July 30, 2013, the Corporation submitted its ACGR for the year 2012 to the SEC. Beginning January 30, 2011, the Corporation likewise submits a Corporate Governance Disclosure Report to the PSE.

The Corporation likewise consistently strives to raise its financial reporting standards by adopting and implementing prescribed Philippine Financial Reporting Standards.

SIGNATURE PAGE

After reasonable inquiry and to the best of my knowledge, I certify that the information set out in this report is true, complete and correct. This report is signed in the City of Pasig on October 14, 2014.

ROBINSONS LAND CORPORATION

  
ROSALINDA F. RIVERA  
CORPORATE SECRETARY