

# FILINVEST LAND, INC.

79 EDSA, Highway Hills  
Mandaluyong City, Metro Manila  
Trunk line: (632) 918-8188  
Customer hotline: (632) 588-1688  
Fax number: (632) 918-8189  
www.filinvestland.com

## NOTICE OF ANNUAL STOCKHOLDERS' MEETING

### TO ALL STOCKHOLDERS:

**NOTICE IS HEREBY GIVEN** that the Annual Stockholders' Meeting of **FILINVEST LAND, INC.** ("FLI") will be held on **08 May 2015 (Friday)** at **9:00 AM** at the **Garden Ballroom, EDSA Shangri-La Manila, Ortigas Center, Mandaluyong City 1650** to discuss the following agenda:

- I. Call to Order
- II. Proof of Notice of Meeting
- III. Certification of Quorum
- IV. Approval of the Minutes of the Annual Stockholders' Meeting held on 09 May 2014
- V. Presentation of the President's Report
- VI. Ratification of the Audited Financial Statements for the year ending 31 December 2014
- VII. Ratification of the Acts and Resolutions of the Board of Directors and Management for the year 2014
- VIII. Election of the Members of the Board of Directors, including two (2) Independent Directors, to serve for 2015-2016
- IX. Appointment of the External Auditor
- X. Other Matters
  - i. The amendment of Article II of the Articles of Incorporation to include in the primary purpose the engagement in the business of construction of real estate of any kind; and
  - ii. The amendment of Article III of the Articles of Incorporation to change the principal address from "Metro Manila" to "Filinvest Building, 79 EDSA, Highway Hills, Mandaluyong City 1550, Metro Manila".
- XI. Adjournment

The rationale for each of the items in the agenda is discussed in Annex "A" of this Notice of meeting.

Stockholders who will not, are unable to, or do not expect to attend the meeting in person may, at their option, designate their authorized representatives by means of Proxy. The Proxy instrument must be duly notarized and must be submitted to Atty. Elma Christine R. Leogardo, at the Office of the Corporate Secretary, located at Filinvest Building, 79 EDSA, Highway Hills, Mandaluyong City 1550, Metro Manila or Stock Transfer Service, Inc. at 34-D Rufino Pacific Tower, 6784 Ayala Avenue, Makati City before the date set for the meeting.

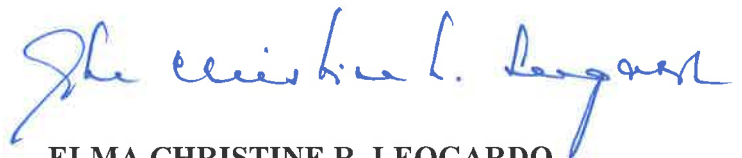
Only Stockholders of Record as of 5:00 PM of 08 April 2015 shall be entitled to vote at this meeting.

PLEASE NOTE THAT THE CORPORATION IS NOT SOLICITING PROXIES.

The nomination and election of the members of the Board of Directors should be in accordance with the nomination forms, procedures and requirements adopted by the Board of Directors. Any stockholder may obtain the required nomination form from, and must submit their nominations, to the Corporate Secretary at Filinvest Building, 79 EDSA, Highway Hills, Mandaluyong City 1550, Metro Manila not later than 19 March 2015.

All nominations shall be in writing duly signed by the nominating stockholders or their duly authorized (in writing) representatives, with the written acceptance and conformity of their nominee. The nomination must indicate whether the nominees are intended to be independent directors. Further, all nominations should include (i) the curriculum vitae of the nominee, (ii) a statement that the nominee has all the qualifications and none of the disqualifications, (iii) information on the relationship of the nominee to the stockholder submitting the nomination, and (iv) all relevant information about the nominee's qualifications, such as the nominee's age, educational attainment, full disclosure of work and/or business experience and/or affiliations. The Directors and Independent Directors shall be elected from among FLI's stockholders. All nominees for Directors and Independent Directors must possess the minimum requirements/qualifications and none of the disqualifications prescribed by the Securities and Exchange Commission and in FLI's Revised Manual on Corporate Governance.

Please be guided accordingly.



**ELMA CHRISTINE R. LEOGARDO**

Acting Corporate Secretary

**Discussion on the rationale of each item of the Agenda  
for the Annual Stockholders' Meeting to be held on 08 May 2015**

**A. Approval of the minutes of the annual meeting of stockholders held on May 9, 2014**

The minutes of the annual stockholders' meeting held on May 9, 2014, a copy of which is attached as Annex "E" of the Information Statement, is the record of the matters taken up in the said meeting, including the certification of notice and quorum for the transaction of business.

**B. Presentation of the President's Report and Approval of the Audited Financial Statements for the year ended 2014**

The audited financial statements refer to the financial operations, balance sheet and income statement of the Company for the period ended December 31, 2014.

**C. General Ratification of the Acts of the Board of Directors and the Management from the date of the last annual meeting up to the date of the upcoming meeting**

The general ratification of the acts of the Board of Directors, Executive Committee and management from the date of the last annual meeting up to the date of the upcoming meeting refers to the approval by the stockholders of all actions and matters taken up and approved by the Board of Directors, Executive Committee and management during the said period. The list of the resolutions approved and adopted by the Board of Directors and the Executive Committee from the last annual stockholders' meeting to date is attached as Annex "F" of the Information Statement.

**D. Approval of the Amendment of Article III of the Articles of Incorporation to Change the Principal Address from "Metro Manila" to "Filinvest Building, 79 EDSA, Highway Hills, Mandaluyong City 1550, Metro Manila"**

During the meeting of the Board of Directors held on January 28, 2015, where all the directors were present and acting throughout, the Board unanimously approved the amendment of Article III of the Articles of Incorporation of the Company to change its principal office address from "Metro Manila" to "Filinvest Building, 79 EDSA, Highway Hills, Mandaluyong City 1550, Metro Manila".

The proposed amendment of FLI's Articles of Incorporation is in compliance with SEC Memorandum Circular No. 6, Series of 2014, directing existing corporations and partnerships whose articles of incorporation or articles of partnerships still indicate a general address as their

principal office address, such as “Metro Manila”, to file an amended articles of incorporation or articles of partnership in order to specify their complete address, such that 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.

#### **E. Approval of the Amendment of Article II of the Articles of Incorporation to include as part of the Primary Purpose the Engagement in the Business of Construction**

During the special meeting of the Board of Directors held on March 11, 2015, where all the directors were present and acting throughout, the Board unanimously approved the amendment of Article II of the Articles of Incorporation of the Company to include in its primary purpose the engagement in the business of construction of real estate of any kind.

The amendment of the primary purpose is in line with the Company’s plans for diversification and expansion. Furthermore, the amendment of the primary purpose will enable the Company to secure the necessary accreditation from and become a licensed contractor and member of the Philippine Contractors Accreditation Board (“PCAB”).

#### **F. Election of the members of the Board of Directors**

In accordance with the Company’s Revised Manual on Corporate Governance and the By-Laws of the Company, the stockholders must now elect the members of the Board of Directors of the Company consisting of nine (9) members, including two (2) independent directors, who shall hold office for a term of one (1) year, or until their successors shall have been duly elected and qualified.

There will be an election of the nine (9) members of the Board, including two (2) independent directors, during the annual stockholders’ meeting to serve for the year 2015 to 2016.

The nominees for members of the Board of Directors and their qualifications are discussed in Part I of the Information Statement.

#### **G. Re-Appointment of Sycip Gorres Velayo & Co. (“SGV”) as External Auditors**

The auditing firm of Sycip, Gorres, Velayo & Co. (“SGV”) is the current independent auditor of FLI. There have been no disagreements with SGV on any matter regarding accounting principles or practices, financial statement disclosure, or auditing scope or procedure.

Sycip, Gorres, Velayo & Co. (“SGV”) is being recommended by the Audit Committee of the Company, as well as the Board of Directors, for re-appointment as external auditor for the year 2015.