

COVER SHEET

3 1 0 5 0

S.E.C. Registration Number

S T A . L U C I A L A N D , I N C .

(Company's Full Name)

P E N T H O U S E , B U I L D I N G 3 , S T A .

L U C I A M A L L , M A R C O S H I G H W A Y C O R

I M E L D A A V E N U E , C A I N T A ,

R I Z A L 1 9 0 0

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

PATRICIA A. O. BUNYE
(Corporate Secretary)

Contact Person

(02) 8681-7332

Company Telephone Number

1 2

Month

3 1

Day

Fiscal Year

Preliminary Information Statement

2 0 - I S

FORM TYPE

0 6

Month

1 7

Day

Annual Meeting

N/A

Secondary License Type, If Applicable

S E C

Dept. Requiring this Doc.

N/A

Amended Articles Number/Section

262

Total No. of Stockholders

Total Amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I. D.

Cashier

STAMPS

Remarks = pls. use black ink for scanning purposes



Via Email

Email : msrd_covid19@sec.gov.ph
Cc : vgpfelizmenio@sec.gov.ph
eepmendinueto@sec.gov.ph
djvbernardo@sec.gov.ph
cegaliza@sec.gov.ph

25 May 2022

SECURITIES AND EXCHANGE COMMISSION
Markets and Securities Regulation Department
Secretariat Building, PICC Complex
Roxas Boulevard, Metro Manila

Attention: **MR. VICENTE GRACIANO P. FELIZMENIO, JR.**
Director

Re: **2022 Definitive Information Statement and
Management Report**

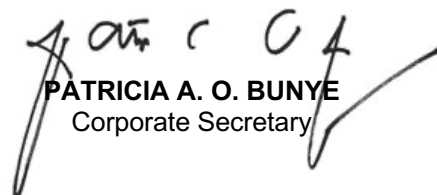
Gentlemen:

We refer to the checklist of comments of the Honorable Commission's Markets and Securities Regulation Department attached to its email dated 19 May 2022 regarding the Preliminary Information Statement (SEC Form 20-IS) and Management Report of **STA. LUCIA LAND, INC.** (the "Corporation"), which was duly received by the Honorable Commission on 13 May 2022 in connection with the Annual Stockholders' Meeting ("ASM") of the Corporation to be held on 17 June 2022.

We respectfully submit herewith the Definitive Information Statement and Management Report of the Corporation, which were prepared taking into account the Checklist of Requirements attached to the Honorable Commission's email dated 19 May 2022. A table referencing the revisions made is attached as Annex "A" hereof. The Definitive Information Statement and Management Report, as well as the Notice of the ASM, shall be sent to all stockholders of record of the Corporation upon receipt of clearance from the Honorable Commission.

We trust that you will find the foregoing in order.

Very truly yours,


PATRICIA A. O. BUNYE
Corporate Secretary

Copy Furnished:
(Via Online Disclosure)

PHILIPPINE STOCK EXCHANGE, INC.
Disclosure Department
6F, PSE Tower
5th Avenue corner 28th Street
Bonifacio Global City, Taguig City, Metro Manila

STA. LUCIA LAND, INC.		
Checklist of Requirements	Remarks	SLI Response
SEC Form 20-IS Preliminary filed on 13 May 2022		
<p>General Comment:</p> <p>Comply with the disclosure requirements under Sec. 49 of the Revised Corporation Code, provide a table (at least with 2 columns) or list of the required disclosure/information on Sec. 49 of the RCC (use the wording as provided in Sec 49 of the Code and provide this in the 1st column) and the page number of the DIS, or reference it to the company's website where the disclosure/information can be found (this for the 2nd column).</p>	<p>Please comply.</p>	<p>Complied with. Please refer to the Discussion on the Corporation's compliance with Section 49 of the Revised Corporation Code ("RCC") below.</p>
<p>SRC Rule 20.3.3.5 Information Statement and Management Report shall be uploaded to Issuer's Website for downloading by interested parties</p>	<p>Please upload the Management Report in the company's website.</p>	<p>Pursuant to Section 20.3.3.3 of the 2015 Implementing Rules and Regulations of the Securities Regulation Code, copies of the definitive information statement, proxy form and all other materials, if any, shall be filed with the SEC prior to the date such material/s shall be first sent or given to security holders.</p> <p>The Corporation shall upload the Definitive Information Statement ("DIS") and Management Report to the Corporation's website and PSE Edge after submission of the same to the Honorable Commission.</p>
COVER SHEET		
6. Address of principal office – Postal Code	Please indicate.	Complied with. Please refer to page 1 of the DIS.
8. Date, time, and place of the meeting of security holders	Please disclose the specific means on which the virtual meeting is to be conducted (via Zoom, Teams, etc.).	Complied with. Please refer to page 1 of the DIS.
A. General Information		
ITEM 1. DATE, TIME, AND PLACE OF MEETING		
Date, time, place of meeting	Please disclose the specific means on which the virtual meeting is to be conducted (via Zoom,	Complied with. Please refer to page 2 of the DIS.

Complete mailing address of the principal office	Teams, etc.).	
Approximate date on which information statement is first sent or given to security holders		
B. Control and Compensation Information		
ITEM 4. VOTING SECURITIES & PRINCIPAL HOLDERS		
If action is with respect to the election of directors and have cumulative voting rights:		
(1) Make a statement that they have such right;	Please fully disclose the required information.	Complied with. Please refer to page 3 of the DIS.
(2) Brief description of right;		
(3) Condition precedent to the exercise thereof; and		
(4) If discretionary authority to cumulative votes is solicited, so indicate.		
Furnish information required by Part IV paragraph (C) of "Annex C, as amended": (1) Security Ownership of Certain Record and Beneficial Owners of more than 5%		
(1) Title of class	Please indicate the relationship of SLRDI with the company.	Complied with. Please refer to pages 3-4 of the DIS.
(2) Name, address of record owner and relationship with company		
(3) Name of Beneficial Owner and Relationship with Record Owner		
(4) Citizenship		
(5) No. of Shares Held		
(6) Percent		
ITEM 5. DIRECTORS & EXECUTIVE OFFICERS	Please submit a certification that no directors or officers are connected with any government agencies or its instrumentalities. If there is/are person/s working in any government agency, notify them to submit a written permission from the head of department instead of a certification.	Complied with. Please refer to the notarized Certifications of the Corporation's directors and officers attached to the DIS.
(A)(1) Identify Directors, including Independent Directors and Executive Officers		
(a) List the names, ages, and citizenship of all directors, including independent directors, executive officers, and all persons nominated or chosen to become such where required under Section 38 of the Code and SRC Rule 38.1 adopted thereunder; also provide	Please include age and citizenship columns in the summary tables of directors and executive officers on page 7.	Complied with. Please refer to pages 7-8 of the DIS.

the names of the incorporators in the case of an investment company.		
(b) List of positions and offices such persons held or will hold;		
(c) Term of office as a Director and the period which the person has served;		
(d) Brief description of person's business experience (last five years); and		
(e) Identification of other directorship held in reporting companies.		
(B) If a 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 because of a disagreement with the registrant on any matter relating to the registrant's operations, policies or practices, and if the director has furnished the registrant with a letter describing such disagreement and requesting that the matter disclosed, the registrant shall state the date of resignation or declination to stand for re-election and summarize the director's description of the disagreement.	Please disclose if applicable. Otherwise, provide a negative statement to indicate so.	Complied with. Please refer to page 9 of the DIS.
If the registrant believes that the description provided by the director is incorrect or incomplete, it may include a brief statement presenting its views on the disagreement.		
ITEM 7. INDEPENDENT PUBLIC ACCOUNTANTS		
Election, Approval, or Ratification		
a.) Name of principal accountant selected / recommended. If none, state so and describe the reason	Please disclose.	Complied with. Please refer to pages 18-19 of the DIS.
b.) Name of principal accountant for the FY most recently completed, if different		
c.) (1) Indicate whether or not representatives are expected to be present		
(2) Whether or not they have the opportunity to make a statement if they desire to do so		
(3) Whether or not they are expected to be available to respond to appropriate questions		
ITEM 15. ACTIONS WITH RESPECT TO REPORTS		
Reports of Directors, Officers, Committees, or Any Minutes of a Meeting	Please attach the signed copy of the minutes of meeting for 2021 ASM.	The Minutes of the 2021 ASM held on 25 June 2021 shall be signed upon its approval by the stockholders during the 2022 ASM.
State whether or not it constitutes approval / disapproval.		

Identify each of such matters intended for approval / disapproval & furnish the information required by the appropriate item(s) of this Form.		The execution copy of the Minutes of the 2021 ASM is attached to the DIS.
ITEM 19. VOTING PROCEDURES		
Vote required for approval / election	Incomplete disclosure.	Complied with. Please refer to pages 25-26 of the DIS.
Methods by which votes will be counted	Please provide a detailed discussion as to the remote voting and counting method.	
DISCUSSION ON THE COMPANY'S COMPLIANCE WITH SECTION 49 OF THE REVISED CORPORATION CODE (RCC)		
1) A description of the voting and vote tabulation procedures used in the previous meeting;	Comply with the disclosure requirements under Sec. 49 of the Revised Corporation Code, provide a table (at least with 2 columns) or list of the required disclosure / information on Sec. 49 of the RCC (use the wording as provided in Sec 49 of the Code and provide this in the 1 st column) and the page number of the DIS, or reference it to the company's website where the disclosure / information can be found (this for the 2 nd column).	Please refer to the Minutes of the ASM dated 25 June 2021 (the "Minutes"), which are attached to the DIS and available at https://stalucialand.com.ph/wp-content/uploads/2022/05/SLI-Minutes-of-the-ASHM-2021-25-June-2021.pdf 1) A description of the voting and vote tabulation procedures may be found in item IV of the Minutes; 2) A description of the opportunity given to stockholders to ask questions and a record of the questions asked and answers given may be found in item XIII of the Minutes; 3) The matters discussed and resolutions reached may be found in items IV to XII of the Minutes; 4) A record of the voting results for each agenda item may be found in items V, IX, X, XI, and XII of the Minutes; 5) A certification by the stock transfer agent of the Corporation on the total shares represented may be found in Annex "A" of the Minutes, and a list of directors, officers and stockholders who attended the meeting is attached as Annex "B" of the Minutes; 6) The Corporate Secretary discussed material information on the current stockholders
2) A description of the opportunity given to stockholders to ask questions and a record of the questions asked and answers given;		
3) the matters discussed and resolutions reached;		
4) a record of the voting results for each agenda item;		
5) A list of directors, officers and stockholders who attended the meeting; and		
6) such other items that the Commission may require in the interest of good governance and the protection of minority stockholders.		
7) Appraisals and performance reports for the board and the criteria and procedure for assessment;		
8) director disclosures on self-dealings and related party transactions.		

		<p>and their voting rights, as may be found in item IV of the Minutes;</p> <p>7) The Chief Compliance Officer discussed the Report on the Board of Directors, as may be found in item VI of the Minutes; and</p> <p>8) Director disclosures on self-dealings and related party transactions may be found in item VI of the Minutes.</p>
MANAGEMENT REPORT		
Management's Discussion and Analysis (MD&A) or Plan of Operation (Required by Part III(A) of "Annex C")		
All other registrants shall provide the following information:		
(4) Key Variable and Other Qualitative and Quantitative Factors.		
If Material:		
(i) Any Known Trends, Events or Uncertainties (Material Impact on Liquidity)	Please disclose.	There is no material information covered by such matters.
(ii) Events that will trigger direct or contingent financial obligation that is material to the company, including any default or acceleration of an obligation	Please disclose the effect of breach of debt covenants.	There are no events that will trigger any direct or contingent financial obligation that is material to the Registrant, including any default or acceleration of an obligation, as stated on page 4 of the Management Report.
(v) Any Known Trends, Events or Uncertainties (Material Impact on Sales)	Please disclose.	There is no material information covered by such matters.
(vi) Any Significant Elements of Income or Loss (from continuing operations)		
(vii) Causes for Any Material Changes from Period to Period of FS which shall include vertical and horizontal analyses of any material item (5%)	Please include a summary table for horizontal and vertical analysis of the financial position and performance. Present the table prior to the discussion on material changes in the CAFS. Please ensure completeness of the material changes, kindly take note that the requirement is for each line item in the presented FS.	Complied with. Please refer to pages 4-5, 7-8, 31-32, and 34-35 of the Management Report.

(viii) Seasonal Aspects that has Material Effect on the FS	Please disclose.	There is no material information covered by such matters.
(b) Interim Periods: Comparable discussion to assess material changes (last fiscal year and comparable interim period in the preceding year). Disclose the required information under subparagraph (2)(a)(I) to (viii) above.	Please provide a discussion for the 1st quarter of 2022 in the MD&A.	Complied with. Please refer to pages 30 to 37 of the Management Report and the Quarterly Report for the period ended 31 March 2022 attached to the DIS.
AUDITED FINANCIAL STATEMENTS		
1) Statement of Management Responsibility on the Financial Statements	Please submit the consolidated audited financial statements for 2021.	Complied with. Please refer to the Audited Financial Statements of the Corporation for the year ended 31 December 2021 attached to the DIS.
2) Comparative Financial Statements		
A. Comparative Form. Figures for the most recently ended fiscal year presented in the right portion immediately after the accounts name, followed by the figures for the last preceding year.		
B. Balance Sheet or Statement of Financial Position The audited BS or Statement of financial position shall be as of the end of each of the two (2) most recently completed fiscal years.		
C. Statement of Comprehensive Income, Statement of Cash Flows and Statement of Changes in Equity		
3) Additional Components of Financial Statements (SRC Rule 68, as Amended)		
A. Legal matter paragraph in the Auditor's Report on each components: (Financial Reporting Bulletin No. 1)		
B. Reconciliation of Retained Earnings Available for Dividend Declaration (Part 1,4 (c))		
C. Tabular schedule of standards and interpretations as of reporting date (Par 4(J))		
D. A map of the conglomerate or group of companies showing the relationships between and among the company and its ultimate parent company, middle parent, subsidiaries or co-subsidiaries, and associates (Par 4(h))		
4) Additional Requirements (SRC Rule 68, as amended October 2011)		
A schedule showing financial soundness indicators in two comparative period as follows: 1)		

current/ liquidity ratios; 2) solvency ratios, debt-to-equity ratio; 3) asset-to-equity ratio; 4) interest rate coverage ratio; 5) profitability ratio; and 6) other relevant ratio as the Commission may prescribe.		
5) Interim Financial Statements	Submit Unaudited Interim Consolidated Financial Statements for the Quarter ended March 31, 2021	Complied with. Please refer to the Quarterly Report for the period ending 31 March 2022 attached to the DIS.



NOTICE OF ANNUAL STOCKHOLDERS' MEETING

TO : **ALL STOCKHOLDERS**

Please be notified that the Annual Stockholders' Meeting of **STA. LUCIA LAND, INC.** (the "Corporation") will be held on **Friday, 17 June 2022, at 8:00 a.m.** at Penthouse Building III, Sta. Lucia Mall, Marcos Highway corner Imelda Avenue, Cainta, Rizal, via remote communication through the **Zoom** application, at which meeting the following matters will be taken up:

1. Opening of the Meeting by the Chairman
2. Proof of Notice
3. Proof of the Presence of a Quorum
4. Reading and Approval of the Minutes of the Annual Stockholders' Meeting held on 25 June 2021
5. Report of the President
6. Approval and Ratification of all Acts and Resolutions of the Board of Directors and Management for the Period from 25 June 2021 to 16 June 2022
7. Election of Members of the Board of Directors for 2022-2023
8. Appointment of External Auditor
9. Other Matters
10. Adjournment

Electronic copies of the Corporation's Definitive Information Statement, Management Report, Annual Report and other pertinent documents may be accessed and downloaded from the Corporation's website at <https://stalucialand.com.ph/investor-relations/annual-stockholders-meeting/> and PSE EDGE.

In relation to the Election of Members of the Board of Directors for 2022-2023 (Item 7), the requirements and procedure for the nomination and election of directors are as follows:

1. Nomination

Any stockholder of record of the Corporation may nominate any qualified individual as an Independent Director of the Corporation by submitting a signed nomination form. The nomination shall be accepted and conformed to by the nominated candidate, and submitted to the Nomination Committee of the Corporation not later than forty-five (45) days before the date of the Annual Stockholders' Meeting.

The Nomination Committee shall pre-screen the qualifications of each nominee and come up with the Final List of Candidates, which shall contain all relevant information pertaining to the nominated candidate, including the identity of the stockholder(s) who nominated the said candidate. The Final List of Candidates shall be submitted to the Securities and Exchange Commission in any report required by the Securities Regulation Code and its implementing rules and regulations, including, but not limited to, the Information Statement and Proxy Statement.

After the Final List of Candidates shall have been prepared by the Nomination Committee, no other nomination shall be entertained. Neither shall a nomination for Independent Directors be entertained or allowed on the floor during the annual meeting of stockholders.

2. Election

A majority of the subscribed capital present via remote communication or represented by proxy shall be sufficient to constitute a quorum for the election of directors.

At each meeting of the stockholders, every stockholder shall be entitled to vote via remote communication or by proxy, for each share of stock held by him which has voting power upon the matter in question.

The directors of the Corporation shall be elected by plurality vote and every stockholder shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected, or to cumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his share shall equal, or by distributing such votes at the same principle among any number of candidates. If the number of nominees is nine (9) or less, a motion shall be presented to the body that all votes be cast in favor of all nominees. However, if the minority stockholders nominate a candidate or if there are more than nine (9) nominees, the votes shall be cast. The results shall be counted/validated by the Corporate Secretary.

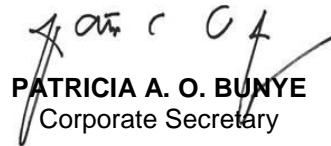
The Organizational Meeting of the new Board of Directors will be held immediately after the Annual Stockholders' Meeting.

By resolution of the Board of Directors, the close of business on Friday, 13 May 2022, has been fixed as the record date for the determination of the stockholders entitled to notice of, and to vote at, the Annual Stockholders' Meeting and any adjournment thereof.

Due to the COVID-19 pandemic, stockholders may only attend the meeting via remote communication or by proxy, and by complying with the Guidelines for Participation via Remote Communication and Voting *in Absentia*, which is available at the Corporation's website. Stockholders who have successfully registered and been duly verified may access the online livestreaming of the meeting and vote *in absentia*.

All stockholders who do not expect to attend the meeting via remote communication are urged to fill in, date, sign and return the proxy, which is available on the Corporation's website, to the Corporation not later than Thursday, 09 June 2022, in accordance with the 2015 Revised Implementing Rules and Regulations of the Securities Regulation Code. Proxies received after the said deadline will not be recorded. Corporate stockholders are requested to attach to the proxy instrument their respective Secretary's Certificates containing the Board Resolution *vis-à-vis* the authority of their proxy(ies). **Management is not asking you for a proxy, and you are not requested to send management a proxy.** All proxies submitted on or before the deadline shall be validated by a Committee of Inspectors on Friday, 10 June 2022, at the principal office of the Corporation.

25 May 2022.


PATRICIA A. O. BUNYE
Corporate Secretary

**SECURITIES AND EXCHANGE COMMISSION
SEC FORM 20-IS
INFORMATION STATEMENT PURSUANT TO SECTION 20 (3) (A)
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

STA. LUCIA LAND, INC.

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

METRO MANILA, PHILIPPINES

4. SEC Identification Number **31050**

5. BIR Tax Identification Code **000-152-291**

6. Address of principal office

Penthouse, Building III, Sta. Lucia Mall, Marcos Highway corner Imelda Avenue, Cainta, Rizal 1900

7. Registrant's telephone number, including area code **(632) 8681-7332**

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

17 June 2022, 8:00 a.m., at Penthouse Building III, Sta. Lucia Mall, Marcos Highway corner Imelda Avenue, Cainta, Rizal. The meeting will be conducted virtually and participation will be via remote communication through the Zoom application.

9. The approximate date on which the Information Statement will be sent or given to the security holders is on **27 May 2022**

10. 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
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Common	8,196,450,000
---------------	----------------------

11. Are any or all of Registrant's securities listed on a Stock Exchange?

Yes No

If yes, disclose the name of such Stock Exchange and the class of securities listed therein:

Philippine Stock Exchange, Inc., Common Shares

INFORMATION STATEMENT

**WE ARE NOT ASKING YOU FOR A PROXY
AND YOU ARE REQUESTED NOT TO SEND US A PROXY**

GENERAL INFORMATION

Date, Time and Place of Meeting of Security Holders

Date : 17 June 2022

Time : 8:00 a.m.

Place : Penthouse Building III, Sta. Lucia Mall, Marcos Highway corner Imelda Avenue, Cainta, Rizal, 1900. The meeting will be conducted virtually and participation will be via remote communication through the Zoom application.

The corporate mailing address of the principal office of the Registrant is Penthouse Building III, Sta. Lucia Mall, Marcos Highway corner Imelda Avenue, Cainta, Rizal.

The approximate date the definitive copies of the Information Statement will be sent or given to security holders is on 27 May 2022.

Dissenter's Right of Appraisal

There are no matters to be acted upon in the stockholders' meeting which may give rise to any rights of appraisal under Section 80, Title X, Appraisal Right, Revised Corporation Code of the Philippines.

A stockholder who shall have voted against any corporate action involving matters enumerated under Section 80, Title X, Appraisal Right, the Revised Corporation Code of the Philippines (the "dissenting stockholder") may exercise his appraisal right by making a written demand on the Registrant for the payment of the fair value of shares held within thirty (30) days after the Stockholders' Meeting date. Failure to make the demand within the prescribed period shall be deemed a waiver of the appraisal right. If the proposed corporate action is implemented, the Registrant shall pay the dissenting stockholder upon surrender of the stock certificates representing his shareholdings in the Registrant based on the fair value thereof as of the day prior to the date of the Stockholders' Meeting, excluding any appreciation or depreciation in anticipation of such corporate action, provided that no payment shall be made to the dissenting stockholder unless the Registrant has unrestricted retained earnings to cause such payment.

Interest of Certain Persons in or Opposition to Matters to be acted upon

No director has informed the Registrant in writing that he intends to oppose any action to be taken at the meeting.

CONTROL AND COMPENSATION INFORMATION

Voting Securities and Principal Holders Thereof

(a) Number of shares outstanding as of 31 March 2022:

Common: 8,196,450,000

Each security holder shall be entitled to as many number of votes as the number of shares held.

(b) Record date: 13 May 2022

Cumulative Voting Rights

Pursuant to Sections 1.06 and 1.07 of the Registrant’s By-Laws, every holder of voting stock may vote during all meetings, including the Annual Stockholders’ Meeting, either in person or by proxy executed in writing by the stockholder or his duly authorized attorney-in-fact. Stockholders may exercise their right to vote through remote communication or *in absentia*.

Applying Section 23 of the Revised Corporation Code, each stockholder may vote in any of the following manner:

- (a) he may vote such number for as many persons as there are directors to be elected;
- (b) he may cumulate said shares and give one (1) candidate as many votes as the number of directors to be elected multiplied by his shares; or
- (c) he may distribute them on the same principle among as many candidates as he shall see fit.

In any of the foregoing instances, the total number of votes cast by the shareholder should not exceed the number of shares owned by him as shown in the books of the Registrant multiplied by the whole number of directors to be elected.

Security Ownership of Certain Beneficial Owners and Management

- Security Ownership of Certain Record and Beneficial Owners

Stockholders who/which are directly/indirectly the record/beneficial owners of more than 5% of the Registrant’s voting securities as of 31 March 2022:

Title of Class	Name and Address of Record Owner and Relationship with Issuer	Name of Beneficial Owner and Relationship with Record Owner	Citizenship	Number of Shares Held	Percentage Held
Common	Sta. Lucia Realty & Development, Inc. (“SLRDI”) Ground Floor State Financing Center Building, Ortigas Center, Pasig City	Relationship: Parent Company Beneficial owners: Mariza Santos-Tan, Vicente R. Santos, Orestes R.	Domestic	6,701,005,767	81.75%

		Santos, Felizardo R. Santos, and Leodegario R. Santos			
Common	PCD Nominee Corporation Ground Floor, MKSE Building, 6767 Ayala Avenue, 1226 Makati City Relationship with Issuer: N/A	1. Various beneficial owners 2. Cualoping Securities Corporation	Domestic	1,467,197,607	17.90%

The voting of the shares of the foregoing corporate stockholders of the Registrant during the stockholders' meeting is directed by the majority vote of the members of their respective board of directors.

Based on its latest General Information Sheet ("GIS") on file with the Securities and Exchange Commission, the majority stockholders of SLRDI are Mariza Santos-Tan, Vicente R. Santos, Orestes R. Santos, Felizardo R. Santos, and Leodegario R. Santos, all Filipino citizens. They each hold 10% of the outstanding capital stock of SLRDI. SLRDI has not yet submitted its proxy for the 2022 Annual Stockholders' Meeting of the Registrant since the deadline for submission is on 09 June 2022.

- Security Ownership of Management (as of 31 March 2022)

Title of class	Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Citizenship	Percentage of Class
Common	VICENTE R. SANTOS	712,494	Filipino	0.01%
	Chairman	Direct		
Common	Evangelista St., Brgy. Santolan	233,000	Filipino	0.01%
	Pasig City	Indirect		
Common	EXEQUIEL D. ROBLES	712,500	Filipino	0.01%
	President and Director	Direct		
Common	F. Pasco Ave., Dumandan	230,000	Filipino	0.01%
	Compound, Santolan, Pasig City	Indirect		
Common	MARIZA R. SANTOS-TAN	1	Filipino	-
	Treasurer and Director	Direct		
Common	G/F, State Centre II	0	Filipino	-
	Ortigas Ave., Mandaluyong City	Indirect		
Common	AURORA D. ROBLES	1	Filipino	-
	Assistant Treasurer and Director	Direct		
Common	Alexandra Condominium	0	Filipino	-
	Meralco Ave., Pasig City	Indirect		
Common	SIMEON S. CUA	999	Filipino	0.00%
	Director	Direct		
Common	1765 P.M. Guazon Street	0	Filipino	0.00%
	Paco, Manila 1007	Indirect		

Common	ANTONIO D. ROBLES Director Odyssey St., Acropolis Green Subd. Libis, Quezon City	1 Direct 0 Indirect	Filipino	-
Common	ORESTES R. SANTOS Director Odyssey St., Acropolis Quezon City	1 Direct 0 Indirect	Filipino	-
Common	DANILO A. ANTONIO Independent Director Taft Avenue Extension Brgy. San Rafael, Pasay City	1,000 Direct 0 Indirect	Filipino	-
Common	RENATO C. FRANCISCO Independent Director Sparrow Street New Marikina Subdivision Marikina City	1,000 Direct 0 Indirect	Filipino	-
Common	DAVID M. DELA CRUZ Executive Vice President, CFO, and Chief Risk Officer 31 La Naval Street Remmanville Subdivision Better Living, Parañaque	0 Direct 0 Indirect	Filipino	-
Common	ATTY. PATRICIA A. O. BUNYE Corporate Secretary One Orion 11 th Avenue cor. University Parkway Bonifacio Global City 1634 Metro Manila	0 Direct 0 Indirect	Filipino	-
Common	ATTY. CRYSTAL I. PRADO Assistant Corporate Secretary N409, Phase 4, El Pueblo One Condominium, King Christian St. Kingspoint Subd., Novaliches Quezon City, Philippines	0 Direct 0 Indirect	Filipino	-
Common	ATTY. PANCHO G. UMALI ¹ Assistant Corporate Secretary One Orion 11 th Avenue cor. University Parkway Bonifacio Global City 1634 Metro Manila	0 Direct 0 Indirect	Filipino	-
Common	JEREMIAH T. PAMPOLINA	0	Filipino	-

¹ In a letter dated 19 April 2022, Atty. Pancho G. Umali tendered his resignation as Assistant Corporate Secretary of Sta. Lucia Land, Inc. effective immediately due to personal reasons.

Chief Compliance Officer and VP for
Investor Relations & Corporate
Planning
67C J.P. Rizal Street, Project 4
Quezon City

Direct
0
Indirect

Common	ACE FRANZIZ D. CUNTAPAY	0	Filipino	-
	Internal Auditor and Data Protection Officer	Direct 0		
	Unit 3020, GA Tower 2, EDSA Mandaluyong City	Indirect		

MANAGEMENT AND CERTAIN SECURITY HOLDERS

- Directors and Executive Officers as a Group

Title of class	Name of Beneficial Owner	Amount of Ownership Percent of Class as Director & Officers	Percent of class
Common	DIRECTORS & EXECUTIVE OFFICERS	1,890,997	0.02%

Changes in Control

As previously disclosed, SLRDI purchased the Registrant's shares owned by Farmix Fertilizers Corp., John Andreas Djoewardi and Juanita Tan, who initiated a derivative suit, pursuant to the *Judgment* dated 17 April 2006 approving the *Compromise Agreement* dated 10 February 2006. Based on the *Compromise Agreement* dated 10 February 2006, SLRDI has agreed to buy, and Farmix Fertilizers Corp., John Andreas Djoewardi and Juanita Tan have agreed to sell, in cash, all of the latter's shares, rights, interests, and participation in and to the Registrant as stipulated in the *Appraisal Certificate* jointly signed and executed by the parties simultaneously with the execution of the *Compromise Agreement* dated 10 February 2006.

Moreover, the Securities and Exchange Commission ("SEC") approved the increase in the Registrant's Authorized Capital Stock in the amount of Fourteen Billion Pesos (P14,000,000,000.00). In this regard, pursuant to the resolutions passed by the Registrant's Board on 15 June 2007 and resolutions passed by the Registrant's Stockholders on 16 July 2007, as fully disclosed to the SEC and the Philippine Stock Exchange, Inc. ("PSE"), SLRDI subscribed to Ten Billion Pesos (P10,000,000,000.00) of the said increase in Authorized Capital Stock.

The said subscription by SLRDI was under the following terms and conditions: (a) subscription shall be at par value; (b) payment of subscription shall be by way of transfer of assets; and (c) the value of the assets to be transferred by SLRDI to the Registrant in payment of the subscription should be acceptable to the Registrant's Board and, in any event, shall be subject to a reasonable discount on the market. In the meeting held on 16 August 2010 which was previously disclosed, the Registrant's Board of Directors approved the following matters in relation to SLRDI's subscription, subject to the approval of the SEC: (a) removal of the three (3) lots covered by TCT Nos. 1002784, 1002748 and 196218 from the properties to be assigned, transferred and conveyed by SLRDI to the Registrant as payment for the subscription; (b) correction of the amounts of loans for which some of the SLRDI properties are used as collateral ("Loan Amounts"); and (c) treatment of the excess of the aggregate fair market value of the SLRDI properties over the shares to be issued by the Registrant to SLRDI, after deducting the Loan Amounts: (i) as additional paid in capital of the Registrant to the extent of Three Hundred Million Pesos (P300,000,000.00); and (ii) with the balance of such excess to be treated as a discount.

By virtue of the foregoing transactions, SLRDI directly and beneficially owned 97.22% of voting securities in the Registrant.

To settle the intercompany advances, SLRDI and the Parent Company entered into a Deed of Assignment on 08 July 2014 (“Deed of Assignment”) rescinding the assignment of “Saddle and Clubs Leisure Park” and agreed to convey 3,000,000,000 shares out of SLRDI’s shareholdings in the Registrant in two tranches as follows:

Tranche 1 – 2,250,000,000 shares at P.40 per share to be transferred within 30 days from the signing of the Deed of Assignment

Tranche 2 – 750,000,000 shares at P1.20 per share to be transferred within one year from the date of the Deed of Assignment, or when the Registrant accumulates more than P901,107,601.00 in Unrestricted Retained Earnings, whichever is earlier

On 17 September 2014, the Registrant successfully completed Tranche 1 involving the assignment of Two Billion Two Hundred Fifty Million (2,250,000,000) shares from SLRDI to the Registrant.

On 27 December 2018, pursuant to the Deed of Assignment, SLRDI and the Registrant executed the Second tranche in the Deed of Assignment. The Registrant acquired Seven Hundred Fifty Million (750,000,000) treasury shares at the price of P1.20 per share to cover the settlement of the advances in the amount of Nine Hundred Million Pesos (PhP900,000,000.00) made by the Registrant to SLRDI.

Please note that, as of 31 March 2022, SLRDI directly and beneficially owns Six Billion Seven Hundred One Million Five Thousand Seven Hundred Sixty Seven (6,701,005,767) shares, representing 81.75% of the voting securities in the Registrant.

Voting Trust Holders

The Registrant is not a party to any voting trust. No shareholder of the Registrant holds more than 5% of the outstanding capital stock of the Registrant through a voting trust or other similar agreements.

Directors and Executive Officers of the Registrant

Directors

Names	Position	Age	Citizenship
VICENTE R. SANTOS	Chairman	65	Filipino
EXEQUIEL D. ROBLES	President	67	Filipino
MARIZA R. SANTOS-TAN	Treasurer	63	Filipino
AURORA D. ROBLES	Assistant Treasurer	55	Filipino
ANTONIO D. ROBLES	Director	57	Filipino
ORESTES R. SANTOS	Director	60	Filipino
SIMEON S. CUA	Director	65	Filipino
RENATO C. FRANCISCO	Independent Director	73	Filipino
DANILO A. ANTONIO	Independent Director	67	Filipino

Executive/Corporate Officers

Names	Position	Age	Citizenship
VICENTE R. SANTOS	Chairman	65	Filipino
EXEQUIEL D. ROBLES	President	67	Filipino
DAVID M. DELA CRUZ	Executive Vice-President, Chief Financial Officer, and Chief Risk Officer	55	Filipino
MARIZA R. SANTOS-TAN	Treasurer	63	Filipino
AURORA D. ROBLES	Assistant Treasurer	55	Filipino
ACE FRANZIZ D. CUNTAPAY	Internal Auditor and Data Protection Officer	28	Filipino
JEREMIAH T. PAMPOLINA	Chief Compliance Officer and VP for Investor Relations & Corporate Planning	44	Filipino
PATRICIA A. O. BUNYE	Corporate Secretary	53	Filipino
PANCHO G. UMALI ²	Assistant Corporate Secretary	45	Filipino
CRYSTAL I. PRADO	Assistant Corporate Secretary	41	Filipino

To the Registrant’s knowledge, there is no substantial interest, direct or indirect, by security holdings or otherwise, of each of the foregoing persons in any matter to be acted upon. The Certifications executed by the Board of Directors and Officers stating that they do not work in the Philippine government are attached.

On 02 May 2022, Mr. Exequiel D. Robles and Mr. Vicente R. Santos, stockholders of the Registrant, nominated Messrs. Renato C. Francisco and Danilo A. Antonio as Independent Directors of the Registrant for the year 2022-2023 pursuant to Section 2.01 of Article II of the amended By-laws of the Registrant, to wit:

“Section 2.01. xxx

(d) *Nomination Process for Independent Directors* - Any stockholder of record of the Corporation who may nominate any qualified individual as an Independent Director of the Corporation by submitting a signed nomination form. The nomination shall be accepted and conformed to by the nominated candidate, and submitted to the Nomination Committee of the Corporation not later than forty-five (45) days before the date of the Annual Stockholders’ Meeting.

(e) *Screening Process* - The Nomination Committee shall pre-screen the qualifications of each nominee and come up with the Final List of Candidates, which shall contain all relevant information pertaining to the nominated candidate, including the identity of the stockholder(s) who nominated the said candidate. The Final List of candidates shall be submitted to the Securities and Exchange Commission in any report required by the Securities Regulation Code and its implementing rules and regulations, including, but not limited to, the Information Statement and Proxy Statement.

(f) *Restrictions on Nominations* – After the Final List of Candidates shall have been prepared by the Nomination Committee no other nomination shall be entertained. Neither shall a nomination for Independent

² In a letter dated 19 April 2022, Atty. Pancho G. Umali tendered his resignation as Assistant Corporate Secretary of Sta. Lucia Land, Inc. effective immediately due to personal reasons.

Directors be entertained or allowed on the floor during the annual meeting of stockholders.”

In compliance with the Registrant’s By-Laws, the Registrant’s Nomination Committee has pre-screened the qualifications of the nominees and included them in the Final List of Candidates. Mr. Vicente R. Santos and Mr. Exequiel D. Robles are not related by affinity, consanguinity, contract or agreement to Mr. Renato C. Francisco and Mr. Danilo A. Antonio. The Certifications on Qualifications and Disqualifications executed by Messrs. Renato C. Francisco and Danilo A. Antonio shall be attached to the Definitive Information Statement.

The members of the Audit Committee are the following:

Danilo A. Antonio – Chairman
Vicente R. Santos
Renato C. Francisco
Orestes R. Santos

The members of the Corporate Governance Committee are the following:

Renato C. Francisco – Chairman
Danilo A. Antonio
Vicente R. Santos

The following persons are nominees for election as directors for the year 2022-2023 :

Nominees	Regular/Independent Director
VICENTE R. SANTOS	Regular
EXEQUIEL D. ROBLES	Regular
MARIZA R. SANTOS-TAN	Regular
AURORA D. ROBLES	Regular
ANTONIO D. ROBLES	Regular
ORESTES R. SANTOS	Regular
SIMEON S. CUA	Regular
RENATO C. FRANCISCO	Independent
DANILO A. ANTONIO	Independent

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 because of any disagreement with the registrant on any matter relating to the Registrant's operations, policies or practices.

RESUME OF DIRECTORS/EXECUTIVE OFFICERS [COVERING THE PAST FIVE (5) YEARS]

VICENTE R. SANTOS – Chairman

Term of Office One year (2021-2022)
Address Evangelista St., Brgy. Santolan, Pasig City
Age 65
Citizenship Filipino
Positions Held Executive Vice President, Sta. Lucia Realty & Development, Inc.; EVP, Valley View Realty Dev't Corp.; EVP, RS Maintenance & Services Corp.; EVP, Sta. Lucia East Cinema Corp.; EVP, Sta. Lucia Waterworks Corp.; EVP Rob-San East Trading Corp.; EVP, Sta. East Commercial Corp.; EVP, RS Night Hawk Security & Investigation Agency; EVP, Sta. Lucia East Bowling Center, Inc.; EVP, Sta. Lucia East Department Store, Inc.; President, Acropolis North; Corporate Secretary, Lakewood Cabanatuan; Chairman, Orchard Golf & Country Club
Directorships held Orchard Golf & Country Club; Eagle Ridge Golf & Country Club; Sta. Lucia Land, Inc.

EXEQUIEL D. ROBLES – President/Director

Term of Office One year (2021-2022)
Address F. Pasco Avenue, Dumandan Compound, Santolan, Pasig City
Age 67
Citizenship Filipino
Positions Held President and General Manager, Sta. Lucia Realty & Development, Inc.; President, Sta. Lucia East Cinema Corporation; President, Sta. Lucia East Commercial Corporation; President, Sta. Lucia East Bowling Center, Inc.; President, Sta. Lucia East Department Store; President, Valley View Realty and Development Corporation; President, RS Maintenance & Services, Inc.; President, Rob-San East Trading Corporation; President, RS Night Hawk Security & Investigation Agency
Directorships Held Sta. Lucia Realty & Development, Inc., Sta. Lucia East Cinema Corporation, Sta. Lucia Waterworks Corporation, Sta. Lucia East Commercial Corporation, Sta. Lucia East Department Store, Sta. Lucia East Bowling Center, Inc., Valley View Realty Development Corporation, RS Maintenance & Services, Inc.

MARIZA R. SANTOS-TAN – Treasurer

Term of Office One year (2021-2022)
Address G/F, State Center II, Ortigas Avenue, Mandaluyong City
Age 63
Citizenship Filipino
Positions Held Vice President for Sales, Sta. Lucia Realty & Development, Inc.; Vice President, Valley View Realty Development, Inc.; Corporate Secretary, RS Maintenance & Services Corporation; Corporate Secretary, Sta. Lucia East Cinema Corporation; Corporate Secretary, Sta. Lucia Waterworks Corporation; Corporate Secretary, Rob-San East Trading Corporation; Corporate Secretary, Sta. Lucia East

Commercial Corporation; Corporate Secretary, RS Night Hawk Security & Investigation Agency; Corporate Secretary, Sta. Lucia East Bowling Center, Inc.; Corporate Secretary, Sta. Lucia East Department Store, Inc.; President, Royale Tagaytay Golf & Country Club; Assistant Corporate Secretary, Alta Vista Golf & Country Club; Treasurer, Manila Jockey Club; Corporate Secretary, Worlds of Fun; Corporate Secretary, Eagle Ridge Golf & Country Club

Directorships Held Sta. Lucia Realty & Development, Inc., Valley View Realty Development, Inc., Orchard Golf & Country Club, Alta Vista Golf & Country Club, Manila Jockey Club, True Value Workshop, Consolidated Insurance Company, Unioil Resources Holdings, Inc.; EBEDDEV, Inc.

AURORA D. ROBLES – Assistant Treasurer/Director

Term of Office One year (2021-2022)
 Address The Alexandra Condominiums, Meralco Avenue, Pasig City
 Age 55
 Citizenship Filipino
 Positions Held Purchasing Manager, Sta. Lucia Realty & Development, Inc.; Stockholder, Valley View Realty Dev’t Corp.; Stockholder, RS Maintenance & Services Corp.; Chief Administrative, Sta. Lucia East Cinema Corp.; Chief Administrative, Sta. Lucia Waterworks Corp.; Chief Administrative, Rob-San East Trading Corp.; Stockholder, Sta. East Commercial Corp.; Stockholder, RS Night Hawk Security & Investigation Agency

Directorships Held CICI General Insurance Corp.

SIMEON S. CUA – Director

Term of Office One year (2021-2022)
 Address 1765 P.M. Guazon St., Paco Manila 1007
 Age 65
 Citizenship Filipino
 Positions Held President and CEO, Philippine Racing Club, Inc.; President, Cualoping Securities, Inc.

Directorships held Philippine Racing Club, Inc., Cualoping Securities, Inc., AREit Fund Managers, Inc.

ANTONIO D. ROBLES – Director

Term of Office One year (2021-2022)
 Address Odyssey, Acropolis, Quezon City
 Age 57
 Citizenship Filipino
 Positions Held Stockholder, Sta. Lucia Realty & Development, Inc.; Stockholder, Valley View Realty Dev’t Corp.; Stockholder, RS Maintenance & Services Corp.; Treasurer, Orchard Marketing Corporation; Stockholder, Sta. Lucia East Commercial Corp.; Stockholder, RS Night Hawk Security & Investigation Agency; Stockholder, Exan Builders Corp.; Owner, Figaro Coffee; Owner, Cabalen

Directorships held Exan Builders Corp.

ORESTES R. SANTOS – Director

Term of Office One year (2021-2022)
Address Odyssey St., Acropolis, Quezon City
Age 60
Citizenship Filipino
Positions Held Project Manager, Sta. Lucia Realty & Development, Inc.; President, RS Superbatch, Inc.
Directorships held City Chain Realty

RENATO C. FRANCISCO – Independent Director

Term of Office One year (2021-2022)
Address No. 8 Sparrow Street, New Marikina Subdivision, Marikina City
Age 73
Citizenship Filipino
Positions Held Associate Justice, Court of Appeals (2012-2018; retired in 2018)

DANILO A. ANTONIO – Independent Director

Term of Office One year (2021-2022)
Address 2731 Taft Avenue Extension, Brgy. San Rafael, Pasay City
Age 67
Citizenship Filipino
Positions Held CEO, Land-Excel Consulting Inc.; President, West Palawan Premiere; Professor of Entrepreneurship, Ateneo de Manila University Graduate School of Business; Management Committee Member and Advisor, AIM Conference Center Manila

DAVID M. DE LA CRUZ – Executive Vice President, Chief Financial Officer and Chief Risk Officer

Term of Office One year (2021-2022)
Address #31, La Naval Street Remmanville Subdivision Better Living, Parañaque City
Age 55
Citizenship Filipino
Positions Held VP and CFO – Atlas Consolidated Mining and Development Corp.; SAVP – Corporate Credit Risk Management - BDO; President – AC&D Corporate Partners; President / CFO – Geograce Resources Phils. Inc.; Vice President / Head of Sales Amsteel Securities Philippines Inc; Senior Manager – Investment Banking Deutsche Morgan Grenfell Hong Kong Limited; Acting General Manager & Marketing Head – UBP Securities / Manager - Investment Banking - UBP Capital Corporation; Senior Auditor, SGV & Co.

ATTY. PATRICIA A. O. BUNYE – Corporate Secretary

Term of Office One year (2021-2022)
Address 9th, 10th, 11th & 12th Floors, One Orion, 11th Avenue cor. University Parkway, Bonifacio Global City, Metro Manila
Age 53

Citizenship	Filipino
Positions Held	Senior Partner, Cruz Marcelo & Tenefrancia; Past President, Licensing Executives Society International; Founding President, Diwata-Women in Resource Development, Inc.; Past President, Integrated Bar of the Philippines (Pasay, Parañaque, Las Piñas & Muntinlupa Chapter); Corporate Secretary, PTFC Redevelopment Corporation; Corporate Secretary, Lawphil Investments, Inc.; President, CVCLAW Center Condominium Corporation; Fellow, Institute of Corporate Directors.
Directorships Held	Baskerville Trading Corporation; Belmont Equities, Inc.; DineEquity Philippines Holdings, Inc.; Lawphil Investments, Inc.; Mianstal Holdings, Inc.; Quaestor Holdings, Inc.; Westminster Trading Corporation; Winchester Trading Corporation; Windermere Marketing Corporation; CVCLAW Center Condominium Corporation; TDF Holdings, Inc.

ATTY. CRYSTAL I. PRADO – Assistant Corporate Secretary

Term of Office	One year (2021-2022)
Address	N409, Phase 4, El Pueblo One Condominium, King Christian St., Kingspoint Subd., Novaliches, Quezon City
Age	41
Citizenship	Filipino
Positions Held	Legal Counsel, Sta. Lucia Land, Inc.; College Instructor, St. Joseph's College of Quezon City; Legal Officer/Executive Assistant/Marketing Head, Principalia Management and Personnel Consultants, Inc.; Court Interpreter III, Supreme Court; English Teacher, Call `n Talk; English Teacher, Top English Center; English Teacher, CNN Language Center; English

ATTY. PANCHO G. UMALI³ – Assistant Corporate Secretary

Term of Office	One year (2021-2022)
Address	9 th , 10 th , 11 th & 12 th Floors, One Orion, 11 th Avenue cor. University Parkway, Bonifacio Global City, Metro Manila
Age	45
Citizenship	Filipino
Positions Held	Partner, Cruz Marcelo & Tenefrancia; First Vice President, The Law Foundation of Makati, Inc.; Treasurer, Taguig Lawyers League; Assistant Corporate Secretary, Lawphil Investments, Inc.; Assistant Corporate Secretary, PTFC Redevelopment Corporation; Corporate Secretary, Philippine Equity Partners, Inc.; Assistant Corporate Secretary, CVCLAW Center Condominium Corporation; Corporate Secretary, Haw Par Tiger Balm (Philippines), Inc.
Directorships Held	Catania Property Holdings, Inc.; China Systems Technology Corporation; Cosmo System Corporation; Junabejo Trading Corporation; Junabejo Food Corporation; Loscano Holdings, Inc.; Haw Par Tiger Balm (Philippines), Inc.; IAMSPA, Inc.; Sun East Asia Corporation; Sincere Facade Philippines, Inc.; Sincere Facade Innovations, Inc.; Synchronix Philippines, Inc.; Union Earn Holdings, Inc.; Wooloomooloo Steakhouse Philippines, Inc.

³ In a letter dated 19 April 2022, Atty. Pancho G. Umali tendered his resignation as Assistant Corporate Secretary of Sta. Lucia Land, Inc. effective immediately due to personal reasons.

ACE FRANZIZ CUNTAPAY – Internal Auditor and Data Protection Officer

Term of Office One year (2021-2022)
 Address Unit 3020, GA Tower 2, EDSA, Mandaluyong City
 Age 28
 Citizenship Filipino
 Positions Held Associate Auditor, SGV & Co.

JEREMIAH T. PAMPOLINA – Chief Compliance Officer and VP for Investor Relations & Corporate Planning

Term of Office One year (2021-2022)
 Address 67C J.P. Rizal Street, Project 4, Quezon City
 Age 44
 Citizenship Filipino
 Positions Held Junior Bank Officer, Union Bank of the Philippines; Business Development & Strategic Planning Manager, P. J. Lhuillier Group of Companies; Supply Chain and Operations Manager, Technomarine Philippines; Business Development & Operations Manager, Aboitiz-Jebesen; Associate Lecturer - Strategic Management, De La Salle University

The entire workforce of the Registrant is considered significant as each of its employees has his own responsibilities which are supposed to achieve the Registrant’s goals and objectives.

Family Relationships

EXEQUIEL D. ROBLES, ANTONIO D. ROBLES, and AURORA D. ROBLES are siblings and they are first cousins with VICENTE R. SANTOS, MARIZA R. SANTOS-TAN, and ORESTES R. SANTOS, who are likewise siblings.

Legal Proceedings [covering the past five (5) years]

	CASE TITLE	NATURE OF CASES	PROPERTY INVOLVED	COURT	CASE NO.	AMOUNT INVOLVED	STATUS
1	FELICISIMA BALAGTAS AND OFELIA ALVAREZ VS. SLLI, MICHAEL ROBLES AND MILESTONE FARMS	CANCELLATION OF SALE, REFUND OF ALL PAYMENTS TO THE RESPONDENTS AND THE CORRESPONDING VAT WITH INTEREST AND DAMAGES	PALO ALTO	HLURB QUEZON CITY	HLURB REM-121012-14950	> 4,158,229.00 > 100,000.00 MORAL DAMAGES > 100,000.00 EXEMPLARY DAMAGES > 30,000.00 ATTORNEY’S FEES	FILED APPEAL MEMORANDUM AT OFFICE OF THE PRESIDENT PENDING APPEAL
2	SHERRYL ADRIANO VS. STA. LUCIA LAND	REFUND		HLURB CALAMBA LAGUNA	HLURB CASE NO. RIV-102317-4813		FOR REFUND SETTLEMENT
3	MANUEL MORATO ET., AL. VS. EXEQUIEL D. ROBLES, STA. LUCIA LAND INC.	INJUNCTION WITH PRAYER FOR ISSUANCE OF PRELIMINARY INJUNCTION AND/OR		REGIONAL TRIAL COURT BR. 215 QUEZON CITY	R-QZN-18-04305-CV		DISMISSED

	AND LIBERATO D. ROBLES, ET., AL.	TEMPORARY RESTRAINING ORDER (TRO)					
4	MANUEL MORATO ET., AL. VS. EXEQUIEL D. ROBLES, VICENTE R. SANTOS AND LIBERATO D. ROBLES, ET., AL.	Syndicated Estafa		PROSECUTORS OFFICE OF QUEZON CITY	XV-03-INV-18F-05949		FILED PETITION FOR REVIEW AT DOJ; DISMISSED
5	MICHAEL RAY HERNANDEZ	LEGAL ASSISTANCE FOR LOT REPLACEMENT (H&L BUYER)	COLINAS VERDES BULACAN	HLURB PAMPANGA	NTR-CON-061719-0486		DISMISSED; COMPLAINANT APPEALED THE DISMISSAL
6	JOSEPH VELASQUEZ	TURNOVER OF TITLE	MESILO DASMA	HLURB CALAMBA	R.NO. 1904057071 C-08281904145		TERMINATED
7	JONAH FE ELISCUPIDES		ALMERIA VERDE PANGASINAN	HLURB BAGUIO			FOR FINAL DISPOSITION WAIVER OF PENALTIES GRANTED, 50%. INTEREST ARE NOT WAIVED SINCE IT IS STIPULATED IN THE CONTRACT
8	GOLDEN SEA BEACH RESORT AND DEVELOPMENT CORP.	QUIETING OF TITLE	LIAN, BATANGAS PROJECT	RTC BATANGAS	CIVIL CASE NO. 1422		HEARING ON JUNE 29, 2021
9	MEGATOP REALTY VS. EXEQUIEL D. ROBLES AND VICENTE R. SANTOS	ESTAFA		OCP QC	XV-03-INV-20A-00819		FILED MOTION FOR RECONSIDERATION FILED COUNTER AFFIDAVIT
10	MANUEL MORATO ET., AL. VS. EXEQUIEL D. ROBLES, STA. LUCIA LAND INC. AND LIBERATO D. ROBLES, ET., AL.	ANNULMENT OF TITLE WITH PRAYER FOR ISSUANCE OF PRELIMINARY INJUNCTION AND/OR TEMPORARY RESTRAINING ORDER (TRO)		REGIONAL TRIAL COURT BR. 219 QUEZON CITY			MOTION TO DISMISS FILED BY STA.LUCIA LAND, GRANTED. CASE DISMISSED. PLAINTIFFS' MR GRANTED ONGOING HEARING (SUMMARY: PRAYER FOR PRELIMINARY INJUNCTION)
11	SPS. CHRISTIAN AND MARY DIANA ALVA	REFUND	SouthCoast, Batangas	DSHUD R4	non-docketed		FOR FILING OF RESPONSE; FULL REFUND DELIVERED.
12	MARIA LUISA APOSTOL	WAIVER OF INTEREST	Summerhills, Antipolo	DSHUD R4	non-docketed		FOR FILING OF RESPONSE; WAIVER OF INTEREST

The following investigations involve the Registrant's directors and officers:

	CASE TITLE	NATURE OF CASES	PROPERTY INVOLVED	PENDING COURT	CASE NO.	STATUS
1	DOMINADOR TAN VS. EXEQUIEL D. ROBLES AND SLRDI	Recovery of ownership and possession with application for the issuance of a temporary order and/or preliminary injunction <i>Date Instituted: March 26, 2013</i>	Portion of SOUTH SPRING	RTC, Binan, Laguna	Civil Case No. B-9022	FOR DISMISSAL ONGOING JV NEGOTIATION
2	LA MIRADA ROYALE RESIDENTIAL I,II,III,IV AND V VS. VICENTE R. SANTOS AND LA MIRADA ROYALE RESIDENTIAL ASSOCIATION	CANCELLATION OF CERTIFICATES OF REGISTRATION <i>Date Instituted: August 22, 2013</i>	LA MIRADA	HLURB QUEZON CITY	HLURB CASE NO. NTR-HOA-082213-575	FILED APPEAL MEMORANDUM AT OP PENDING
3	BAYBREEZE EXECUTIVE VILLAGE HOMEOWNERS ASS. VS. EXEQUIEL D. ROBLES AND VICENTE R. SANTOS AND SLRDI	Development <i>Date Instituted: November 26, 2013</i>	BAYBREEZE	OFFICE OF THE PRESIDENT	HLURB CASE NO. NCRHOA-112613-1932	FILED APPEAL MEMORANDUM AT OP PENDING
4	ROSALINA HONRADO VS. EXEQUIEL D. ROBLES, ET., AL. AND SLRDI	Pay the decreased in area and/or lot replacement <i>Date Instituted: August 12, 2014</i>	ORCHARD RES. Phase 02 Block 12 Lot 60	HLURB Calamba, Laguna	RIV-081214-4114	FILED MOTION TO DISMISS September 15, 2014 PENDING
5	PTOLYME DIMENSIONS INC AND SIAPORE MICRO VS. EXEQUIEL D. ROBLES AND VICENTE R. SANTOS AND SLRDI, EAGLERIDGE AND RS	Fraudulent Machination, unsound business practice, election of HOA officers, Annulment of property management contract, quo warranto with prayer for the issuance of a cease and desist order/application for temporary restraining order and/or writ of preliminary injunction <i>Date Instituted: April 13, 2015</i>	EAGLE RIDGE	OFFICE OF THE PRESIDENT	HLURB CASE NO. RIV-041315-0741	FILED APPEAL MEMORANDUM AT OP PENDING
6	GRACE PENDON ET., AL.. VS. EXEQUIEL D. ROBLES ET., AL.	HUMAN RIGHTS <i>Summons received on July 01, 2015</i>	RIZAL TECHNOPARK	CHR QUEZON CITY	CHR NO. 2015-0217	FILED COUNTER-AFFIDAVIT PENDING
7	VISTA VERDE COUNTRY HOMES VS. EXEQUIEL D. ROBLES, JOHNIELLE KEITH NIETO	VIOLATION OF SEC. 3 (A) GRAVE MISCONDUCT OPPRESSION AND CONDUCT PREJUDICIAL TO THE BEST INTEREST PF THE SERVICE <i>Summons received on July 30, 2015</i>	VISTA VERDE COUNTRY HOME	OFFICE OF THE OMBUDSMAN	OMB-L-C-15-0169	DISMISSED WITH APPEAL AT SC FILED COMMENT

8	RENATO CABILZO VS. EXEQUIEL D. ROBLES VICENTE R. SANTOS MARIZA SANTOS-TAN EXALTACION R. JOSEPH FELIZARDO R. SANTOS ANTONIO D. ROBLES LIBERATO D. ROBLES	OTHER DECEITS SYNDICATED ESTAFA LARGE SCALE ESTAFA <i>Date Instituted: September 18, 2015</i>	ACROPOLIS MANDALUYONG B 5 L4, 5, 6	DOJ MANILA	XV-1-INV- 151-02516	DISMISSED WITH APPEAL AT DOJ
9	SPS. MARTIN ERICSON CRUEL AND CZARINA CRUEL VS. MARIZA SANTOS-TAN, SLRDI	<i>Specific Performance</i> <i>Date Instituted: December 23, 2015</i>	VALLEY VIEW EXEC. P 1C B 2 L 12	HLURB QUEZON CITY	REM- 122315- 15873	PENDING
10	CLOVIS RANCHO, AMADO JOSE GARCIA ET., AL. VS. EXEQUIEL D. ROBLES, MARIZA SANTOS-TAN, VICENTE R. SANTOS ET.AL.	<i>Violation of PD 957 And Art. 318 of RPC</i>	ROYALE CEBU ESTATE	PROSECUTORS OFFICE OF CEBU	I.S. NO. VII-INV- 16G-0925	FILED COUNTER AFFIDAVIT PENDING
11	TIMOTHY JASON PERALEJO VS. EXEQUIEL D. ROBLES, VICENTE R. SANTOS, MARIZA SANTOS-TAN, EXALTACION R. JOSEPH, LIBERATO D. ROBLES, FELIZARDO R. SANTOS, IGMIDIO D. ROBLES, LEODEGARIO R. SANTOS, AURORA D. ROBLES, ORESTES R. SANTOS, ROBERTO D. ROBLES, DOMINGA R. ROBLES, ANTONIO D. ROBLES, ANDREA R. ANDRES,	PD 957 <i>Date Instituted: November 27, 2017</i>	VISTA REAL CLASSICA P UPM B 9 L 10	PROSECUTORS OFFICE OF QUEZON CITY	NPS XV- 03-INV- 17K-11187	DISMISSED (JUNE 2018) FILED PETITION FOR REVIEW AT DOJ
12	JERRY GALOPE VS. EXEQUIEL D. ROBLES, SLRDI, ET., AL.	<i>Quieting of Title</i> <i>Date Instituted: April 20, 2016</i>	MEADOWOOD CAVITE	REGIONAL TRIAL COURT BR. 19 BACOR, CAVITE	BSC-2016- 04	FILED ANSWER JULY 06, 2018 WITH MOTION TO SET PRE-TRIAL PENDING
13	DEPT. OF AGRARIAN REFORM/PROVINCIAL TASK FORCE VS. EXEQUIEL D. ROBLES, IGMIDIO D. ROBLES, ET., AL.	<i>Section 73, RA 6657 as Amended 25 of RA 9700</i> <i>Date Instituted: June 20, 2018</i>	BLUEMOUNTAIN ANTIPOLO	PROSECUTORS OFFICE OF ANTIPOLO	XV-01- INV-18F- 00688	DISMISSED (OCT. 2018) FILED MR
14	RUSSEL MIRAFLOR VS. EXEQUIEL D. ROBLES, ET., AL.	<i>Estafa</i> <i>Date Instituted: June 13, 2018</i>	VISTA VERDE QUEZON P 2 B 41 L 35	PROSECUTORS OFFICE OF LUCENA	NPS-IV- 16-INV- 12E-00232	FILED COUNTER AFFIDAVIT AUG. 2018
15	CECILIA CORDERO VS. EXEQUIEL D. ROBLES	<i>Violation of Sections 4 & 5 in rel to Sec. 39 of PD 957</i> <i>Complaint received on Oct. 13, 2014</i>	PONTE VERDE BATANGAS P5 B7 L12	PROSECUTORS OFFICE OF TANAUAN	NPSD NO. IV-02- INV-171- 01384	DISMISSED MARCH 2018 FILED PETITION FOR REVIEW AT DOJ
16	MANUEL MORATO ET., AL. VS. EXEQUIEL D. ROBLES, STA. LUCIA LAND INC. AND LIBERATO D. ROBLES, ET., AL.	<i>Injunction with prayer for Issuance of preliminary Injunction and/or Temporary Restraining Order (TRO)</i>		REGIONAL TRIAL COURT BR. 215 QUEZON CITY	R-QZN-18- 04305-CV	FILED COMMENT/ OPPOSITION
17	MANUEL MORATO ET., AL. VS. EXEQUIEL D. ROBLES, VICENTE R. SANTOS AND LIBERATO D. ROBLES, ET., AL.	Syndicated Estafa		PROSECUTORS OFFICE OF QUEZON CITY	XV-03- INV-18F- 05949	DISMISSED (NOV. 2018) FILED PETITION FOR REVIEW AT DOJ

18	ROMEO LADANO VS. DENNIS BELMONTE EUFEMIA ABEDES EXEQUIEL ROBLES IGMIDIO ROBLES	Malicious Mischief <i>Complaint received on Jan. 23, 2018</i>	BLUEMOUNTAIN ANTIPOLO	PROSECUTORS OFFICE OF ANTIPOLO	XV-01- INV-17J- 01001	DISMISSED WITH MR
19	NELSON ZAPEDA VS. EXEQUIEL D. ROBLES	Estafa	GREENWOODS TAYTAY	NATIONAL BUREAU OF INVESTIGATION Manila	NBI-CCN- C-18- 06295	ONGOING INVESTIGATION

Other than in the above-mentioned cases, the Registrant, its directors, officers or affiliates, any owner of record of more than 10% of its securities, or any associate of any such director, officer or affiliate, or security holder are not, to the knowledge of the Registrant, parties to any material legal proceeding during the past five (5) years up to date, involving any bankruptcy petition, conviction by final judgment, subject of an order, judgment or decree, and violation of a Securities or Commodities Law.

Certain Relationships and Related Transactions

As previously disclosed, SLRDI entered into a Property-for-Equity Swap with the Registrant in exchange for 10,000,000,000 shares of the latter. As of 31 March 2022, the Corporation has a total of 2,600,000 treasury shares which arose from the settlement of intercompany advances between the Registrant and SLRDI.

The Registrant's President, EXEQUIEL D. ROBLES, is the President and General Manager of SLRDI. The Registrant's directors, ANTONIO D. ROBLES, a stockholder of SLRDI, and AURORA D. ROBLES, the Purchasing Manager of SLRDI, are siblings of EXEQUIEL D. ROBLES who are all first cousins of MARIZA R. SANTOS-TAN, the Vice-President for Sales of SLRDI, VICENTE R. SANTOS, the Executive Vice-President of SLRDI, and ORESTES R. SANTOS, Project Manager of SLRDI, who, in turn, are siblings.

A director, president and chief executive officer of Philippine Racing Club Inc. and president of Cualopong Securities Corporation, namely Simeon S. Cua is also a director of the Registrant.

Independent Public Accountant

As previously disclosed to the SEC and to the PSE, on 25 June 2021, at the Annual Stockholders' Meeting, the stockholders agreed to retain Sycip Gorres Velayo & Company ("SGV & Co.") as the external auditor of the Registrant for the year 2021-2022.

The Registrant will comply with Rule 68 (3)(b)(iv) of the SRC Implementing Rules, which pertinently provides:

- "iv. The external auditors shall be rotated every after five (5) years of engagement. In case of a firm, the signing partner shall be rotated every after said period. The reckoning date for such rotation shall commence in year 2002."

The members of the Audit Committee are the following:

Danilo A. Antonio - Chairman
Vicente R. Santos
Renato C. Francisco
Orestes R. Santos

Representatives from SGV & Co. are expected to be present at the 2022 Annual Stockholders' Meeting, and have the opportunity to make a statement if they desire to do so. In the event the Corporation receives questions in accordance with the Guidelines for Participation via Remote Communication and Voting in Absentia, the Corporation shall coordinate with SGV & Co. for the response.

For the year 2022-2023, the recommended external auditor of the Registrant shall be SGV & Co., subject to the final recommendation of the Audit Committee.

Compensation of Directors and Officers

The Directors and Officers do not receive any form of compensation except, in the case of Directors, for a per diem of Fifteen Thousand Pesos (P15,000.00) per meeting of the Board of Directors.

Apart from the per diem in the amount of Fifteen Thousand Pesos (P15,000.00), there are no standard arrangements or other arrangements between the Registrant and the directors and executive officers.

Projected Compensation

2022

(in Thousands)

(a) Name and Principal Position	(b) Year	(c) Salary	(d) Bonus	(e) Other Annual Compensation
		Estimated	Estimated	Estimated
I. Executive Officers				
Vicente R. Santos – Chairman	2022	<u>XXX</u>	<u>XXX</u>	XXX
Exequiel D. Robles – President/Director	2022	<u>XXX</u>	<u>XXX</u>	XXX
David M. Dela Cruz – Executive Vice President	2022	<u>XXX</u>	<u>XXX</u>	XXX
Mariza Santos-Tan – Treasurer/Director	2022	<u>XXX</u>	<u>XXX</u>	XXX
Aurora D. Robles – Assistant Treasurer/Director	2022	<u>XXX</u>	<u>XXX</u>	XXX
Total for Above		7,450	2,580	XXX
II. CEO and Four Most Highly Compensated Executive Officers		7,450	2,580	XXX
III. All Other Officers as a Group Unnamed		2,130	365	XXX

Actual Compensation

2021

(in Thousands)

(a) Name and Principal Position	(b) Year	(c) Salary	(d) Bonus	(e) Other Annual Compensation
		Estimated	Estimated	Estimated
IV. Executive Officers				
Vicente R. Santos – Chairman	2021	<u>XXX</u>	<u>XXX</u>	XXX
Exequiel D. Robles – President/Director	2021	<u>XXX</u>	<u>XXX</u>	XXX
David M. Dela Cruz – Executive Vice President	2021	<u>XXX</u>	<u>XXX</u>	XXX
Mariza Santos-Tan – Treasurer/Director	2021	<u>XXX</u>	<u>XXX</u>	XXX
Aurora D. Robles – Assistant Treasurer/Director	2021	<u>XXX</u>	<u>XXX</u>	XXX
Total for Above		7,450	2,580	XXX
V. CEO and Four Most Highly Compensated Executive Officers		7,450	2,580	XXX
VI. All Other Officers as a Group Unnamed		2,130	365	XXX

Actual Compensation
2020
(in Thousands)

(a) Name and Principal Position	(b) Year	(c) Salary	(d) Bonus	(e) Other Annual Compensation
VII. Executive Officers		Estimated	Estimated	Estimated
Vicente R. Santos – Chairman	2020	<u>XXX</u>	<u>XXX</u>	XXX
Exequiel D. Robles – President/Director	2020	<u>XXX</u>	<u>XXX</u>	XXX
David M. Dela Cruz – Executive Vice President	2020	<u>XXX</u>	<u>XXX</u>	XXX
Mariza Santos-Tan – Treasurer/Director	2020	<u>XXX</u>	<u>XXX</u>	XXX
Aurora D. Robles – Assistant Treasurer/Director	2020	<u>XXX</u>	<u>XXX</u>	XXX
Total for Above		7,450	2,580	XXX
VIII. CEO and Four Most Highly Compensated Executive Officers		7,450	2,580	XXX
IX. All Other Officers as a Group Unnamed		2,130	365	XXX

Standard Arrangements

Other than payment of reasonable per diem in the amount of Fifteen Thousand Pesos (P15,000.00), there are no standard arrangements pursuant to which directors of the Registrant are 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 Registrant was compensated, or is to be compensated, directly or indirectly, during the Registrant's last completed 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 Registrant and the named executive officers. There is 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 Registrant's CEO, the named executive officers, and all officers and directors as a group.

ISSUANCE AND EXCHANGE OF SECURITIES

Authorization or Issuance of Securities Other than for Exchange

As previously disclosed to the SEC and to the PSE, at the Special Meeting of the Board of Directors held on 15 June 2007 and at the Annual Stockholders' Meeting held on 16 July 2007, the Board of Directors and the Stockholders of the Registrant authorized, among others, the increase in the Authorized Capital Stock of the Registrant from Two Billion Pesos (PhP2,000,000,000.00) to Sixteen Billion Pesos (PhP16,000,000,000.00). The securities authorized to be issued are common shares with the same dividend, voting and preemption rights as the existing shares. There are no provisions in its Articles of

Incorporation or By-Laws that would delay, defer or prevent a change in the control of the Registrant.

In connection with the increase in the Authorized Capital Stock in the amount of Fourteen Billion Pesos (PhP14,000,000,000.00), the Board approved the subscription by SLRDI, one of the principal shareholders of the Registrant, of up to the maximum of Ten Billion Pesos (PhP10,000,000,000.00), under the following terms and conditions:

1. Subscription shall be at par value;
2. Payment of subscription shall be by way of transfer of assets; and
3. The value of the assets to be transferred by SLRDI to the Registrant in payment of the subscription should be acceptable to the Registrant's Board and, in any event, shall be subject to a reasonable discount on the market value.

On 20 May 2008, the SEC approved the increase in the Registrant's authorized capital stock to Sixteen Billion Pesos (PhP16,000,000,000.00). The total number of issued and outstanding shares of the Registrant after the increase is Ten Billion Seven Hundred Ninety Six Million Four Hundred Fifty Thousand (10,796,450,000), as a result of the subscription of SLRDI, one of the principal shareholders of the Registrant, to Ten Billion Pesos (PhP10,000,000,000.00) out of the increase in the Registrant's authorized capital stock of Fourteen Billion Pesos (PhP14,000,000,000.00) (the "Swap Shares").

In the meeting held on 16 August 2010 which was previously disclosed, the Registrant's Board of Directors approved the following matters in relation to SLRDI's subscription, subject to the approval of SEC: (a) removal of the three (3) lots covered by TCT Nos. 1002784, 1002748 and 196218 from the properties to be assigned, transferred and conveyed by SLRDI to the Registrant as payment for the subscription; (b) correction of the Loan Amounts; and (c) treatment of the excess of the aggregate fair market value of the SLRDI properties over the shares to be issued by the Registrant to SLRDI, after deducting the Loan Amounts: (i) as additional paid in capital of the Registrant to the extent of Three Hundred Million Pesos (PhP300,000,000.00); and (ii) with the balance of such excess to be treated as a discount.

On 26 October 2010, a listing application for the Swap Shares was filed with the PSE. On 12 January 2011, the Board of Directors of PSE approved the said listing application, and set the listing of the Swap Shares on 07 March 2011. In compliance with the 180-day lock-up requirement of the PSE, the Registrant submitted a Lock-up Agreement executed on 18 February 2011 among the Registrant, SLRDI and Philippine Commercial Capital, Inc.

Following the listing of the Swap Shares and the release of the same from escrow, the Registrant intends to undertake a Placing and Subscription Transaction ("PST") to raise funds for its various projects. Under the transaction, a portion of the Swap Shares will be sold after which SLRDI will subscribe to new common shares of the Registrant not to exceed the number of shares offered in the placing transaction at a subscription price equivalent to the placing price.

In its Special Meeting held on 18 April 2013, the Board of Directors approved the sale of up to Three Billion (3,000,000,000) of its shares of stock through a follow-on offering, and list the same with the PSE. The said follow-on offering may be done through

a PST, as described above, or through a direct public offering of shares, as may subsequently be determined by the Board of Directors.

The rights of existing security holders will not be affected by the PST considering that common shares will be offered and sold under the PST. There are no provisions in its Articles of Incorporation or By-Laws of the Registrant that would delay, defer or prevent a change in the control of the Registrant.

The consideration to be received by the Registrant under the PST will be in the form of cash and which will be used to fund the expansion of the business of the Registrant.

On 18 April 2013, the Board of Directors also authorized, subject to the approval by the Registrant's shareholders, the SEC and PSE, the grant of up to One Hundred Million (100,000,000) shares of stock as stock options for the employees and consultants of the Registrant, and the listing thereof with the PSE. The stock option plan shall also be subject to terms and conditions as may be subsequently approved by the Registrant's Board.

The Board of Directors also authorized the Registrant to borrow money in the form of direct loan – onshore or offshore US\$ - denominated bonds, in the amount of up to Six Billion Pesos (PhP6,000,000,000.00), subject the approval of the Registrant's shareholders.

The proceeds of the follow-on offer and issuance of bonds will be used for the expansion of the business of the Registrant. It is expected that the foregoing shall improve the financial standing of the Registrant and benefit the existing security holders of the Registrant.

On 21 June 2013, the shareholders of the Registrant, subject to compliance with applicable legal requirements and disclosure at the appropriate time, authorized and empowered the Board of Directors to purchase up to One Billion Pesos (P1,000,000,000.00) worth of outstanding shares of the Registrant under such terms and conditions that the Board of Directors shall deem required and necessary.

On 01 April 2014, the Board of Directors, subject to the ratification by the Registrant's shareholders, approved resolutions authorizing the purchase of up to One Billion Pesos (P1,000,000,000.00) worth of outstanding shares of the Registrant. Management would like to have the flexibility to reacquire shares if it feels that the market price does not reflect the underlying value of the Issuer.

In July 2014, to settle the intercompany advances, SLRDI and the Registrant entered into a Deed of Assignment on 08 July 2014 (“Deed of Assignment”) rescinding the assignment of “Saddle and Clubs Leisure Park” and agreed to convey Three Billion (3,000,000,000) shares out of SLRDI's shareholdings in the Registrant in two tranches as follows:

Tranche 1 – 2,250,000,000 shares at P0.40 per share to be transferred within 30 days from the signing of the Deed of Assignment

Tranche 2 – 750,000,000 shares at P1.20 per share to be transferred within one year from the date of the Deed of Assignment, or when the Registrant accumulates more than P901,107,601.00 in Unrestricted Retained Earnings, whichever is earlier

In September 2014, the Registrant successfully completed Tranche 1 involving the assignment of Two Billion Two Hundred Fifty Million (2,250,000,000) shares from SLRDI to the Registrant.

On 22 December 2015, the Registrant sold Four Hundred Million (400,000,000) shares which increase the outstanding shares to Eight Billion Nine Hundred Forty Six Million Four Hundred Fifty Thousand (8,946,450,000) shares.

On 22 December 2015, the Group issued a total of Four Million Pesos (PhP4,000,000.00) Unsecured Fixed-rated Peso bonds, broken down into Two Million Pesos (PhP2,000,000.00) Series A Bonds due 2018 at a fixed rate equivalent to 6.7284% p.a. and a Two Million Pesos (PhP2,000,000.00) Series B Bonds due 2021 at a fixed rate equivalent to 6.7150% p.a. The Bonds have been rated by the Credit Rating and Investors Services Philippines Inc. on 16 October 2015. The bonds shall constitute the direct, unconditional, and unsecured obligations of the Issuer and shall at all times rank pari passu and ratably without preference among themselves and among any present and future unsecured obligations of the Issuer, except for any statutory preference or priority established under Philippine law.

The net use of proceeds of the bonds are intended to be used by the Group to fully refinance existing secured loans, for capital expenditure requirements, and/or general corporate purposes.

The Bonds shall be repaid at par (or 100% of face value), plus any outstanding interest, on the relevant maturity date of each series or on 22 December 2018 for the Series A Bonds, on 22 March 2021 for the Series B Bonds, unless the Registrant exercises its early redemption option for the Series A or Series B Bonds.

Interest on the Bonds shall be payable quarterly in arrears every 22 March, 22 June, 22 September and 22 December of each year, starting on 22 March 2016.

On 27 December 2018, pursuant to the Deed of Assignment, SLRDI and the Registrant executed the Second tranche in the Deed of Assignment. The Registrant acquired Seven Hundred Fifty Million (750,000,000) treasury shares at the price of P1.20 per share to cover the settlement of the advances in the amount of Nine Hundred Million Pesos (PhP900,000,000.00) made by the Registrant to SLRDI.

Among other debt covenants, the Group is required to maintain a maximum of debt-to-equity ratio of 1.50:1.00, a minimum current ratio of 1.00:1.00 and a minimum debt service coverage ratio of 1.25. The Group has complied with the debt covenant.

Debt services coverage ration means the ratio of: (i) EBIDTA to (ii) total debt service reduced by the amounts raised for refinancing, by reference to the immediately preceding 12 months of the period review.

Acquisition or Disposition of Property

Acquisition

As previously discussed, SLRDI shall transfer assets to the Registrant in exchange for the latter's shares.

As discussed above, pursuant to the approval of the increase in the Registrant's Authorized Capital Stock in the amount of Fourteen Billion Pesos (PhP14,000,000,000.00), and pursuant to the resolutions passed by the Registrant's Board on 15 June 2007 and resolutions passed by the Registrant's Stockholders on 16 July 2007, as fully disclosed to the SEC and the PSE, SLRDI subscribed to Ten Billion Pesos (PhP10,000,000,000.00) of the said increase in Authorized Capital Stock. The said subscription by SLRDI is under the following terms and conditions: (a) subscription shall be at par value; (b) payment of subscription shall be by way of transfer of assets; and (c) the value of the assets to be transferred by SLRDI to the Registrant in payment of the subscription should be acceptable to the Registrant's Board and, in any event, shall be subject to a reasonable discount on the market. The Registrant and SLRDI jointly intend to engage independent and SEC-registered appraisal companies to determine the valuation of SLRDI assets and the reasonable discount based on fair market value. In the meeting held on 16 August 2010 which was previously disclosed, the Registrant's Board of Directors approved the following matters in relation to SLRDI's subscription, subject to the approval of SEC: (a) removal of the three (3) lots covered TCT Nos. 1002784, 1002748 and 196218 from the properties to be assigned, transferred and conveyed by SLRDI to the Registrant as payment for the subscription; (b) correction of the Loan Amounts; and (c) treatment of the excess of the aggregate fair market value of the SLRDI properties over the shares to be issued by the Registrant to SLRDI, after deducting the Loan Amounts: (i) as additional paid in capital of the Registrant to the extent of Three Hundred Million Pesos (PhP300,000,000.00); and (ii) with the balance of such excess to be treated as a discount.

SLRDI is one of the principal shareholders of the Registrant. Its principal office is at the Building II, Sta. Lucia East Grand Mall, Marcos Hi-way cor. Felix Ave., Cainta, Rizal.

Disposition

As previously disclosed by the Registrant on 04 March 2008, the Board, at its meeting held on even date, granted the Registrant authority to sell, transfer and convey all of its rights and interests in its property along Ayala Avenue in Makati City (the "Subject Properties"), for such amount and under such terms and conditions as may be in the best interests of the Registrant.

The Subject Properties consist of the following: (a) a parcel of land, with improvements thereon, located in Makati City, Metro Manila, with an area of One Thousand Two Hundred square meters (1,200 sq.m.), more or less, covered by TCT No. 206431 issued by the Register of Deeds for Makati City; (b) a parcel of land, with improvements thereon, located in Makati City, Metro Manila with an area of One Thousand Two Hundred square meters (1,200 sq.m.), more or less, covered by TCT No. 206432 issued by the Register of Deeds for Makati City.

Pursuant to such authority, on 01 April 2008, the Registrant entered into a Contract to Sell and Buy of even date with Alphaland Corporation ("Alphaland") for the current fair market value of the Subject Properties.

In the Contract, the Registrant agreed to sell, transfer and convey all of its rights, title and interests in and to the Subject Properties to Alphaland, and Alphaland agreed to purchase, acquire and accept the same from the Registrant, for and in consideration of the total amount of Eight Hundred Twenty Million Pesos (PhP820,000,000.00), inclusive of value-added tax, to be remitted in the following manner:

1. Subject to the delivery of various documents, a downpayment in the total amount of One Hundred Million Pesos (PhP100,000,000.00) to be

paid and remitted by Alphaland to the Registrant simultaneously with the execution of the Contract; and

2. Subject to the delivery of various documents, the balance in the total amount of Seven Hundred Twenty Million Pesos (PhP720,000,000.00), less the amount of creditable withholding tax, shall be paid and remitted by Alphaland to the Registrant on the date falling on the sixtieth (60th) day from the date of the Contract, or on 31 May 2008.

Alphaland is a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with principal office address at the Alphaland Southgate Tower, 2258 Chino Roces Avenue corner EDSA, Makati City, and represented in the foregoing transaction by its President, Mario A. Oreta.

The Registrant is unaware of any material relationship between the Alphaland and the Registrant or any of the latter's affiliates, director or officer, or any associate of any such director or officer.

Voting Procedures

1. Vote Required for Approval or Election

A majority of the subscribed capital present via remote communication or represented by proxy, shall be sufficient at a stockholders meeting to constitute a quorum for the election of directors and for the transaction of any business whatsoever, except in those cases in which the Revised Corporation Code requires the affirmative vote of a greater portion.

2. Method by which the Votes will be Counted

At each meeting of the stockholders, every stockholder shall be entitled to vote via remote communication or by proxy, for each share of stock held by him which has voting power upon the matter in question.

The votes for the election of directors, and, except upon demand by any stockholder, the votes upon any question before the meeting except for the procedural questions determined by the Chairman of the meeting, shall be counted by the Corporate Secretary. The Registrant's stock transfer agent, in conjunction with its external auditor, both independent parties, are also tasked to count votes on any matter properly brought to the vote of the shareholders, including the election of directors.

Stockholders as of record date of 13 May 2022 who have successfully registered their intention to participate in the annual meeting via remote communication and to vote *in absentia*, as duly verified and validated by the Registrant, shall be provided with log-in credentials for the online voting system. Registered stockholders may cast their votes for specific items in the agenda by accomplishing the ballot form provided to them. Upon accessing and downloading the ballot form, the stockholder can vote on each agenda item for on the ballot print-out. A stockholder has the option to vote "Yes", "No", or "Abstain" on each agenda item for approval. For the election of directors, the stockholder has the option to vote for all nominees, withhold their vote for any of the nominees, or vote for certain nominees only. Registered stockholders may submit their ballots by sending in the accomplished ballot for in JPG or PDF format via e-mail to the Corporation or by

accomplishing the online form sent to their respective e-mails. Once all votes have been received, the Corporation shall tabulate the same and announce the results during the Meeting. The Guidelines for Participation via Remote Communication and Voting *in Absentia* shall be accessible on the Registrant's website.

The directors of the Registrant shall be elected by plurality vote at the annual meeting of the stockholders for that year at which a quorum is present. At each election for directors, every stockholder shall have the right to vote, via remote communication or by proxy, the number of shares owned by him for as many persons as there are directors to be elected, or to cumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his share shall equal, or by distributing such votes at the same principle among any number of candidates.

If the number of nominees is nine (9) or less, a motion shall be presented to the body that all votes be cast in favor of all nominees. However, if the minority stockholders nominate a candidate or if there are more than nine (9) nominees, the votes shall be cast. The results shall be counted/validated by the Corporate Secretary.

OTHER MATTERS

A. The Minutes of the Annual Stockholders' Meeting held on 25 June 2021, a copy of which is attached, will be submitted for the approval of the security holders. The minutes reflect the approval by the stockholders of the following matters:

1. Approval of the Minutes of the Annual Stockholders' Meeting held on 20 August 2020.
2. Elected the following as members of the Board of Directors of the Corporation for the year 2021-2022:

VICENTE R. SANTOS
EXEQUIEL D. ROBLES
ANTONIO D. ROBLES
AURORA D. ROBLES
MARIZA SANTOS-TAN
ORESTES R. SANTOS
SIMEON S. CUA
DANILO A. ANTONIO
RENATO C. FRANCISCO.

3. Messrs. Danilo A. Antonio and Renato C. Francisco were elected as independent directors of the Corporation for the year 2021-2022, pursuant to Rule 38 of the Securities Regulation Code.
4. Appointed Sycip Gorres & Velayo [SGV & Co.] as the Corporation's external auditor for fiscal year 2021-2022.
5. Ratified all acts and resolutions of the Board of Directors and Management for the period from 20 August 2020 to 24 June 2021.

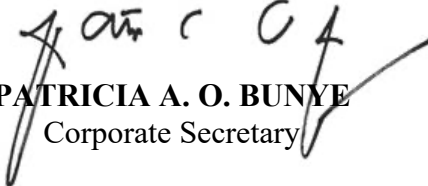
6. Approval of the Amendment of the Corporation's By-Laws to authorize stockholders to vote through remote communication or *in absentia*.
 7. Re-ratification of the sale of up to Three Billion (3,000,000,000) shares of stock through a follow-on offering, as previously approved during the Annual Stockholders' Meeting held on 21 June 2013
- B. The Resolutions of the Board of Directors and Executive Committee of the Corporation for the period from 25 June 2021 to 16 June 2022 will be submitted for the approval of the security holders. The list of the foregoing resolutions is attached.
- C. Appointment of the Corporation's external auditor for fiscal year 2022-2023.

SIGNATURE PAGE

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 Taguig on 25 May 2022.

STA. LUCIA LAND, INC.
Registrant

By:


PATRICIA A. O. BUNYE
Corporate Secretary