

**MINUTES OF THE ANNUAL MEETING OF THE STOCKHOLDERS OF  
ROCKWELL LAND CORPORATION  
HELD AT R3 LEVEL POWER PLANT CINEMA  
ROCKWELL CENTER, MAKATI CITY  
ON MAY 30, 2018 AT 9:00 A.M.**

---

The annual meeting of the stockholders of Rockwell Land Corporation (“Corporation”) was held at 9:00 a.m. on May 30, 2018 at Cinema 6, R3 Level, Power Plant Cinema, Power Plant Mall, Rockwell Center, Makati City. The following Directors were present at the meeting:

Present:           Amb. Manuel M. Lopez  
                      Mr. Federico R. Lopez  
                      Amb. Albert F. Del Rosario  
                      Mr. Oscar J. Hilado  
                      Mr. Miguel L. Lopez  
                      Mr. Nestor J. Padilla  
                      Mr. Francis Giles B. Puno

Also Present: Mr. Jose Valentin A. Pantangco, Jr.

Absent:            Mr. Monico V. Jacob  
                      Mr. Eugenio L. Lopez III  
                      Mr. Oscar M. Lopez

Members of senior management consisting of the following were likewise present:

Ms. Valerie Jane L. Soliven	Chief Revenue Officer
Ms. Ma. Lourdes L. Pineda	Senior Vice President, Business Development
Ms. Ellen V. Almodiel	Senior Vice President, Chief Finance and Compliance Officer
Mr. Davy T. Tan	Senior Vice President, Business Development
Mr. Baldwin T. Chua	Senior Vice President, Hotel & Leisure Development
Mr. Manuel L. Lopez Jr.	Board Advisor & Vice President; President, Rockwell Club
Ms. Estela Y. Dasmariñas	Vice President, Human Resources
Ms. Adela D. Flores	Vice President, Property Management
Ms. Christine T. Coqueiro	Vice President, Retail Development
Ms. Jovie Jade V. Lim-Dy	Vice President, Residential Sales
Mr. Jesse S. Tan	Asst. Vice President, Office Development
Ms. Geraldine B. Brillantes	Asst. Vice President and General Manager, Rockwell Club
Ms. Rica L. Bajo	Asst. Vice President, Finance &

	Accounting, Chief Risk & Data Privacy Officer
Mr. Romeo G. Del Mundo, Jr.	Asst. Vice President and Chief Audit Officer
Mr. Esmeraldo C. Amistad	Asst. Corporate Secretary

The Corporation's acting Investor Relations Officer, Ms. Rica L. Bajo, was also present at the meeting.

Also present were Ms. Ma. Vivian Cruz- Ruiz, Mr. Noel P. Rabaja, Ms. Gaile A. Macapinlac, and Ms. Frances Rose J. Villamayor representing the external auditors of the Corporation, SyCip, Gorres, Velayo & Co.

### **CALL TO ORDER**

The meeting was called to order by Mr. Manuel M. Lopez, Chairman of the Board. The minutes of the proceedings were recorded by Mr. Enrique I. Quiason, Corporate Secretary.

### **PROOF OF NOTICE**

The Secretary reported that notices of the annual meeting of the stockholders had been sent to the stockholders of the Corporation. He had executed a certification to that effect. The Chairman directed the Secretary to append the said certification together with a copy of the notice to the minutes of the meeting.

### **DETERMINATION OF QUORUM**

The Secretary reported that out of the 6,116,762,198 common shares and 2,750,000,000 preferred shares issued and outstanding, there were present either in person or represented by proxy 5,299,211,773 common shares and 2,750,000,000 preferred shares or a total of 8,049,211,773 representing 90.77% of the issued and outstanding voting stock of the Corporation. There being a quorum, the Chairman of the meeting declared the meeting open for the transaction of business.

### **APPROVAL OF MINUTES OF PREVIOUS MEETING**

On motion made and seconded, the reading of the minutes of the Annual Stockholders Meeting held last May 31, 2017, copies of which had earlier been

circulated to the stockholders, was dispensed with, and the minutes were approved as recorded.

The Secretary reported that the Corporation received proxies representing 8,047,727,482 shares or 90.76% of the shares outstanding are to be counted as voting in favor of the motion, zero shares voted against and zero shares abstained.

## **THE CHAIRMAN'S MESSAGE**

The Chairman gave the following message to the stockholders:

Good Morning Ladies and Gentlemen!

Rockwell Land Corporation registered its highest net income after tax in 2017. This new record follows through its 2016 performance, which also set the record at that time.

Where is this renewed confidence coming from?

For one, we are fortunate to be able to ride the wave of a strong real estate sector, anchored on higher infrastructure spending, more direct investments and the continued growth of remittances from overseas. For another, we are reaping the benefits of Rockwell Land's steady expansion over the last five years, with our assets growing to Php 49 billion due to ongoing and new projects. Our debt remains at manageable levels, and sales remain robust. Both are supported by the reputation we have built for completing projects as committed to customers.

We have a lot to look forward to as the Rockwell brand carves its space in now the hotel operations. Aruga Hotel in Makati, our first luxury boutique hotel, will open above the newly expanded Power Plant Mall in 2020. Preparations are underway for the launch of the Aruga Resort and Residences in Mactan, Cebu. Our first beach resort development. We will obviously be very busy, but we continue to study other projects which will not only increase Rockwell Land's value, but also enhance our strengths as a company.

A number of big ticket items projects are in the final stages of negotiation. And it will be announce as soon as it has been completed.

We will continue to move with agility and with prudence. Agility allows us to offer customers projects suitable to their needs, tastes and budgets. At the same time, agility allows us to pull back, change course and adjust should there be challenges or road blocks along the way.

Prudence keeps our eyes open to risks and balances our evaluation of rewards for each project we undertake. Prudence also guides us towards workable and acceptable solutions for issues that crop up, as we oversee multiple projects for our expanding customer base.

As we prepare for our 25<sup>th</sup> or our silver anniversary in 2020, we thank you all for keeping faith in Rockwell Land.

Maraming salamat po.

## **THE PRESIDENT'S REPORT**

Mr. Nestor J. Padilla, President and Chief Executive Officer of the Corporation, gave the following report:

Good Morning, Magandang Umaga po sa inyong lahat.

Rockwell continues to be on the move.

And after Rockwell Center, you now find the Grove in Pasig. We have in Quezon City two townhouse projects 205 Santolan and Alvendia. In New Manila we have Primaries' first project, which was 53 Benitez. And this momentum, we have kept for the past 5 years. And as our chairman has shared, we have been hitting record profits for past 3-4 years. And last year we hit 2.1 Billion.

With revenues reaching Php 14.3 Billion. Our EBITDA of which about 35% is recurring is a solid Php 3.6 Billion. While Residential Development continues to be the major portion of this, we continue to keep our recurring income at about 35%.

The last quarter last year kept us busy as we added 73,000 square meters of retail and office spaces.

We opened Rockwell Business Center in Sheridan and you have big companies like UNICEF, which moved from the Makati CBD to Sheridan, and you have other companies as shown in the screen like Pearson, Studio West.

And another project that we soft - opened last year, was in Santolan Town Plaza, this is about 20,000 square meters of development and expect to have more retail stores opening from now until mid-this year. We opened Marketplace of Rustan's, and in case you live closer to that area, you can now watch your favorite movies with 4 new cinemas in Santolan.

Here in the Powerplant Mall we opened the eagerly anticipated expansion of the Power Plant Mall. And we have 40 new tenants like

Nespresso's, they opened their flagship store here, we have the Michelin star restaurant Din Tai Fung, and a few other restaurants. And we are so happy to share with you, that our weekday traffic now from Monday to Thursday, is now or what was our week then traffic three years ago, we are doing about 22,000 to 25000 a day, which used to be our weekend traffic four years ago. And our weekend traffic is at 30,000 to 32,000 a day.

Last July 2017, we launched our first 3-tower high-rise condominium in Katipunan. The Arton by Rockwell. This is a joint venture with Japan's biggest real estate company, Mitsui Fudosan. We hit Php 1 Billion worth of sales in the first two months. And riding on this success, we will launch the second tower, Arton North, next month.

This year, we will have the first phase completion of The Proscenium at Rockwell. Sales continued to be strong, and we have hit record prices of Php 300,000 per square meter. And as of the first quarter, we are now hitting at Php 320,000 per square meter.

We expect the first residents of Kirov and Sakura to move in the 4<sup>th</sup> quarter of this year and they will be the first to experience the close to one-hectare expanse of the amenity deck at the Proscenium.

With Primaries, our second brand. We went to Kapitolyo with The Vantage, and I am happy to share that as of the first quarter, we are close to 80% sold in the Vantage. And then we went to East Bay in Alabang.

Just as our Chairman shared earlier, we are very excited as we will be launching soon the Aruga Resort and Residences in Mactan. This 5.3-hectare development marks your company's first move to beach front development, and we will start with over 200 residential units in Mactan and a hotel.

We are on the move to building new Rockwell communities in other areas. And this year we are excited as we could be having projects North and South of Metro Manila.

We will remain focused on our vision, and that is creating admired communities beyond ordinary.

Thank you to all of you, our stakeholders, our principals, our partners, and employees!

Maraming salamat po, thank you.

**APPROVAL/RATIFICATION OF THE  
DECEMBER 31, 2017 REPORT AND THE  
AUDITED FINANCIAL STATEMENTS**

The Chairman said that copies of the management report, which includes the audited financial statements for the calendar year ended December 31, 2017, were distributed to the stockholders prior to the meeting. The management report and the audited financial statements indicate all pertinent actions undertaken during the year as well as the activities and performance of the subsidiaries and affiliates. The Chairman inquired whether there were questions from the floor on the audited financial statements. He also opened the floor to the stockholders for them to raise any other queries they may have.

Ms. Rozana Pecson, a stockholder, inquired on the company's landbank strategy to support ongoing and upcoming projects. Mr. Padilla requested Mr. Davy T. Tan, Senior Vice President for Business Development, to answer the question. Mr. Tan said that Rockwell is on the move and the target this year is to increase its landbank from the current, 3% of total assets to 12% of total assets. Rockwell are in advance stages of discussions with third parties that will allow Rockwell to introduce different products in various locations in Manila, north and south of Luzon and in the Visayas including new townships for the company.

Mr. Robert Go, another stockholder, suggested including an invocation after the national anthem. He also inquired if the company has a bonsai garden in Rockwell Makati. The Chairman said that when the company opens the Sakura Tower late this year, it will have Japanese influenced garden in the lobby area. The Chairman said that Rockwell is conscious of the environment and has plenty of landscaped areas within the Rockwell center. He said that the company will try to incorporate the stockholder's suggestion.

Mr. Go further inquired on the architectural firm for the Aruga Mactan Cebu project. Mr. Padilla said that the architect for the new project in Mactan is Budiman, an Indonesian architect who has done a lot of hotels and resorts in Bali, Indonesia and outside Indonesia. Mr. Go suggested indicating the architectural firms used in the projects in the next annual report of the company.

Ms. Carmencita Cortez, another stockholder, said that up to present the stockholders have not receive cash or stock dividends. She inquired on the development as stockholders of Rockwell. Mr. Padilla said that the company has been declaring 20% of its previous year's profits as cash dividends in line with its dividend policy. He then requested the Chief Finance Officer, Ms. Ellen Almodiel, to

further explain. Ms. Almodiel said that the cash dividend policy is to distribute 20% of the prior year's net income. Last year since the company's net income was P2.1 billion, it expects to pay out almost P400 million of cash dividends this year. The company is just waiting for the proper board approval to effect the cash dividend payment. Ms. Cortez also said that she did not receive the invitation to the stockholders meeting and only found out through word of mouth and the internet. Ms. Almodiel noted and said that she will check the matter with the courier and the transfer agent.

Mr. Go suggested having a pet clinic in the Rockwell Center. He also suggested that Rockwell Center should be friendly to the physically and mentally disabled people. The Chairman said that the mall has a clinic which is available to anyone but it will not be able to handle mentally disabled people.

Mr. Felipe Pong, another stockholder, had a follow up question on the dividends. He asked whether there would be a possibility of declaring a stock dividend. Ms. Almodiel said that for now the company has no plans of declaring stock dividends but within the year cash dividends will be distributed in line with the company's dividend policy.

Mr. Ed Lucero, another stockholder, said that since the performance of Rockwell has been steadily doing very well, he congratulated the Board of Directors and management for a job well done. He also took note that the Lopez Family has been in the business landscape in the Philippines for a long time. He said that he admires the older members of the family for being able to give the younger ones a chance to take over the reign of management. He said that he is sure that the younger members of the Lopez Family will make equally good and will make the Lopez institutions go further.

On motion duly made and seconded, the shareholders resolved as follows:

*“RESOLVED, That the stockholders of Rockwell Land Corporation (the ‘Corporation’):*

- (i) confirm, approve, and ratify, as they hereby do confirm, approve and ratify, the Board of Directors’ approval of the Audited Financial Statements of the Corporation for the period ended December 31, 2017; and*
- (ii) approve, as they hereby do approve, the management reports covering the calendar year ending December 31, 2017.”*

The Secretary said that the Corporation received proxies representing 8,047,727,482 shares or 90.76% of the shares outstanding that are to be counted as voting in favor of the motion, zero shares to vote against and zero to abstain.

**RATIFICATION OF THE ACTS OF  
THE BOARD AND MANAGEMENT  
OF THE CORPORATION/APPROVAL OF REPORTS**

On motion made and duly seconded, the following resolution was unanimously approved by the stockholders:

*“RESOLVED, That all resolutions and acts of the Board of Directors as well as the acts and contracts entered into by the Management of the Corporation during the calendar year ended December 31, 2017 and up to the date of the meeting, including the Chairman’s Message and President’s Report, be, as they are hereby, confirmed, ratified and approved.”*

The Secretary said that the Corporation received proxies representing 8,047,727,482 shares or 90.76% of the shares outstanding that are to be counted as voting in favor of the motion, zero shares to vote against and zero shares to abstain.

**ELECTION OF DIRECTORS**

The Secretary informed the stockholders that the Corporation received nominations in favor of the following stockholders as Directors for the Corporation for the ensuing year:

Amb. Manuel M. Lopez  
Mr. Oscar M. Lopez  
Mr. Federico R. Lopez  
Mr. Eugenio L. Lopez III  
Mr. Nestor J. Padilla  
Mr. Miguel Ernesto L. Lopez  
Mr. Francis Giles B. Puno  
Mr. Jose Valentin A. Pantangco, Jr.  
Mr. Oscar J. Hilado  
Mr. Monico V. Jacob  
Amb. Albert F. Del Rosario

Messrs. Oscar J. Hilado, Monico V. Jacob and Albert F. Del Rosario are being nominated as independent directors.



The Secretary said that with respect to the proxies, each director received at least 90.76% of the shares outstanding which are to be made part of the records.

It was duly moved and seconded that the eleven stockholders who were nominated as directors for the ensuing year be declared elected as Directors for the eleven board seats of the Corporation. Proxies from stockholders representing 90.76% of the shares outstanding were to be voted in favor of the motion that the eleven nominated directors be declared as Directors for the eleven board seats of the Corporation.

The Chairman directed the Secretary to cast the relevant votes in favor of the following stockholders duly nominated as Directors of Rockwell Land Corporation for the ensuing year and until their successors shall have been duly elected and shall have qualified:

Amb. Manuel M. Lopez  
Mr. Oscar M. Lopez  
Mr. Federico R. Lopez  
Mr. Eugenio L. Lopez III  
Mr. Nestor J. Padilla  
Mr. Miguel Ernesto L. Lopez  
Mr. Francis Giles B. Puno  
Mr. Jose Valentin A. Pantangco, Jr.  
Mr. Oscar J. Hilado  
Mr. Monico V. Jacob  
Amb. Albert F. Del Rosario

The Chairman instructed the Secretary to note those proxies which gave particular votes to certain nominees. The Chairman declared the eleven nominees duly elected. It was also noted that Messrs. Oscar J. Hilado, Monico V. Jacob and Albert F. Del Rosario were duly elected as independent directors.

## **APPOINTMENT OF EXTERNAL AUDITORS**

On motion duly made and seconded, the stockholders ratified the retention of the services of Sycip, Gorres, Velayo and Co., Certified Public Accountants, as the Corporation's external auditors for the ensuing year.

The Secretary said that the Corporation received proxies representing 8,047,727,482 shares or 90.76% of the shares outstanding that are to be counted as voting in favor of the motion, zero shares to vote against and zero shares to abstain.

The Chairman allowed additional questions to be raised by the stockholders.

Mr. Go suggested using recycled paper for the annual report next year.

Ms. Eleonora Reyes expressed her disappointment that her name cannot be located during the registration having attended stockholders meetings for many years already. She did not experience this problem before when the stock transfer agency was handled by STSI. Mr. Padilla said that the company will look into this. He added that this maybe brought about by the change of transfer agent from STSI to RCBC. He apologized for the incident.

Mr. Go made a suggestion for independent directors to be more proactive in the discussions. The Chairman assured the stockholder that during board meeting discussions, the three independent directors are very much involved in the operations and actively participate in the discussions.

Mr. Lucero said that he has nothing against men but he noted that the board is composed mostly of gentlemen. There are studies that if there are ladies in the board there can be a better perspective as to how the company is run. He said that the company will be able to find qualified female directors. He further said that he believes that most of the sales of the company are made by the ladies. He himself is a real estate broker and has been competing and losing to women. The Chairman thanked Mr. Lucero for his comment and said that the company is conscious of having a diverse board. He said that he hopes that the company will be able to find a female candidate for directorship who would fit into Rockwell Land's philosophy.

#### **ADJOURNMENT**

There being no further business to transact, the meeting was, on motion made and duly seconded, thereupon adjourned.

**ENRIQUE I. QUIASON**  
Secretary

A T T E S T :

**MANUEL M. LOPEZ**  
Chairman of the Board