

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20-IS
INFORMATION STATEMENT PURSUANT TO SECTION 20
OF THE SECURITIES REGULATION CODE

1. **DEFINITIVE Information Statement**

2. Name of Registrant as specified in its charter: **ARTHALAND CORPORATION**

3. **Metro Manila, Philippines**

Province, country or other jurisdiction of incorporation or organization

4. SEC Identification Number: **ASO-94-007160**

5. BIR Tax Identification Number: **126-004-450-721**

6. **8/F Picadilly Star Building, 4th Avenue corner 27th Street, Bonifacio Global City, Taguig City**

Address of Principal Office

1634
Postal Code

7. **(+632) 403-6910**

Registrant's telephone number, including area code

8. **Not Applicable**

Former name, former address and former fiscal year, if changed since last report

9. **30 June 2017, 2:00 P.M., The Shangri-la at the Fort, 5th Avenue, Taguig City**

Date, time and place of the meeting of security holders

10. **05 June 2017**

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

11. Securities registered pursuant to Sections 8 and 12 of the SRC, or Sec. 4 and 8 of the RSA:

Title of Each Class	Number of Shares of Stock Outstanding	Amount of Debt Outstanding
Common	5,318,095,199 (₱0.18 par value)	None
Preferred Series A	12,500,000 (₱1.00 par value)	None
Preferred Series B	20,000,000 (₱1.00 par value)	None

12. Are any or all of these securities listed on a Stock Exchange?

Yes [x] No []

If yes, disclose the name of such stock exchange and the class of securities listed therein:

Philippine Stock Exchange

Common Shares and Preferred Shares Series B

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

A. GENERAL INFORMATION

ITEM 1. Date, Time and Place of SPECIAL STOCKHOLDERS' MEETING of Security Holders

- a. Date: 30 June 2017 (Friday)
Time: 2:00 P.M.
Place: The Shangri-La at the Fort, 5th Avenue, Taguig City
- b. Principal Address of Issuer: 8/F Picadilly Star Building
4th Avenue corner 27th Street
Bonifacio Global City, Taguig City
- c. The approximate date on which the Information Statement is first sent or given to security holders is 05 June 2017.

ITEM 2. Dissenters' Right of Appraisal

The stockholders' right of appraisal is given under the instances provided in Section 81, Title X, Appraisal Right, Corporation Code of the Philippines.

For the valid exercise of the appraisal right, **ArthaLand Corporation** adopts the procedure laid down in the Corporation Code.

In the forthcoming Annual Stockholders' Meeting, there are no matters or proposed corporate actions which may give rise to a possible exercise by stockholders of their appraisal rights under Title X of the Corporation Code.

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

While certain persons may have interest in the matters to be acted upon in the meeting, ArthaLand has not received as of the date of this Information Statement any written information from any Director, nominee or stockholder with respect to any intention to oppose any action to be taken up at the meeting. Further, there is no matter to be acted upon in the meeting in which any Director or Executive Officer of ArthaLand is involved, or had a direct, indirect or substantial interest.

B. CONTROL AND COMPENSATION INFORMATION

ITEM 4. Voting Securities and Principal Holders Thereof

- a. Class entitled to vote

Class of Shares	No. of Shares (As of 30 April 2017)	Voting Rights
Common	5,318,095,199	One (1) vote per share

Common shares owned by foreigners as of 30 April 2017 amount to 652,238,052 or 12.2645% of the total number of outstanding shares entitled to vote.

- b. All stockholders of record at the close of business on 31 May 2017 will be entitled to notice of and to vote at the Annual Stockholders' Meeting.

c. **Cumulative Voting Rights**

Section 4, Article II of ArthaLand's current By-laws provides, as follows:

“At all stockholders' meetings, every stockholder entitled to vote in accordance with Section 4 of Article VI of these By-laws shall be entitled to one (1) vote for each share of voting stock standing in his name on the proper book of the Corporation at the time of closing thereof for the purpose of the meeting.

“At every election of directors, each stockholder entitled to vote during the meeting in accordance with Section 4 of Article VI of these By-laws is entitled to one (1) vote for each share of stock held by him for as many persons as there are directors to be elected, or to cumulate said shares and give one (1) candidate as many votes as the number of directors multiplied by the number of his share shall equal, or to distribute such votes on the same principle among as many candidates as he shall think fit.”

The total number of votes to be cast by the stockholder must not exceed the number of shares owned by him/it as shown in the books of ArthaLand multiplied by the whole number of directors to be elected.

d. **Security Ownership of Certain Record and Beneficial Owners and Management**

(1) **Security Ownership of Certain Record and Beneficial Owners of more than 5% of the Voting Shares (As of 30 April 2017)**

<i>Title of Class</i>	<i>Name and Address of Record Owners</i>	<i>Citizenship</i>	<i>Amount & Nature of Ownership</i>	<i>% of Class</i>
Common	CPG Holdings, Inc. ¹ 7/F The Centerpoint Building, Julia Vargas corner Garnet Street, Ortigas Center, Pasig City	Filipino	2,142,619,910 Direct and Indirect	40.289
Common	AO Capital Holdings I, Inc. ² 25/F PhilAm Life Tower 8767 Paseo de Roxas, Salcedo Village, Makati City	Filipino	1,383,730,000 Direct	26.019
Common	Edimax Investment Limited ³ British Virgin Islands	British	296,460,000 Direct	5.5746

There are no other participants who own 5% or more of the voting securities of ArthaLand.

¹ Mr. Christopher T. Po is authorized to vote the shares under this account.

² Mr. Jaime C. Gonzalez is authorized to vote the shares under this account.

³ The name/s of the person/s authorized to vote the shares under this account is/are unavailable at the time of filing of this Information Statement.

(2) Security Ownership of Management (As of 30 April 2017)

There are no shares held or acquired beneficially by any one of the directors and executive officers of ArthaLand other than the nominal shares held by said directors and executive officers.

<i>Title of Class</i>	<i>Name of Beneficial Owner</i>	<i>No. of Shares & Nature of Ownership</i>	<i>Citizenship</i>	<i>% of Class</i>
Common	Ernest K. Cuyegkeng <i>Chairman of the Board</i> 1839 Santan Street, Dasmaringas Village Makati City	1 Direct and Beneficial Owner	Filipino	0.00 %
Common	Jaime C. Gonzalez <i>Vice Chairman and President</i> 50 McKinley Road Forbes Park, Makati City	1 Direct and Beneficial Owner	Filipino	0.00 %
Common	Jaime Enrique Y. Gonzalez <i>Director</i> 50 McKinley Road Forbes Park, Makati City	1 Direct and Beneficial Owner	Filipino	0.00 %
Common	Christopher Paulus Nicolas T. Po <i>Director</i> 28 Jackson Street West Greenhills, San Juan Metro Manila	1 Direct and Beneficial Owner	Filipino	0.00 %
Common	Leonardo Arthur T. Po <i>Director/EVP and Treasurer</i> Unit 3803 Arya Residences Tower 1, McKinley Parkway corner Rizal Drive, Taguig City	1 Direct and Beneficial Owner	Filipino	0.00 %
Common	Ricardo Gabriel T. Po <i>Director/Vice Chairman</i> 1524 Carissa Street Dasmaringas Village Makati City	1 Direct and Beneficial Owner	Filipino	0.00 %
Common	Emmanuel A. Rapadas <i>Independent Director</i> 2 Colt Street Rancho Estate 1 Marikina City	1 Direct and Beneficial Owner	Filipino	0.00 %
Common	Andres B. Sta. Maria <i>Independent Director</i> 40 Ilongot Street La Vista, Quezon City	1 Direct and Beneficial Owner	Filipino	0.00 %

None	Riva Khristine V. Maala <i>Corporate Secretary and General Counsel</i> 21 J. Paredes St., BF Homes, Diliman, Quezon City	0	Filipino	N.A.
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TOTAL 8 shares

None of the present directors and officers works for the government.

(3) Voting Trust Holders of 5% or More

There are no voting trust holders registered in the books of ArthaLand.

(4) Changes in Control

During the Annual Stockholders' Meeting held on 24 June 2016, the stockholders elected the following as the members of its Board of Directors for the year 2016-2017 to hold office as such and until their respective successors are duly nominated, elected and qualified:

Regular Directors

1. Mr. Ernest K. Cuyegkeng
2. Ms. Angela de Villa Lacson
3. Mr. Jaime C. Gonzalez
4. Mr. Jaime Enrique Y. Gonzalez
5. Mr. Christopher Paulus Nicolas T. Po
6. Mr. Ricardo Gabriel T. Po
7. Mr. Ricardo S. Po, Sr.

Independent Directors

8. Mr. Emmanuel A. Rapadas, and
9. Mr. Andres B. Sta. Maria

During the Organizational Meeting of the Board of Directors held immediately after the said Annual Stockholders' Meeting, the following were elected as officers for the year 2016-2017 to hold office as such and until their respective successors are duly nominated, elected and qualified, to wit:

Chairman	-	Mr. Ernest K. Cuyegkeng
Vice Chairman	-	Mr. Ricardo Gabriel T. Po
President and CEO	-	Ms. Angela de Villa Lacson
Treasurer	-	Mr. Leonardo Arthur T. Po
Corporate Secretary	-	Ms. Daisy P. Arce
Assistant Corporate Secretary/Corporate Information Officer	-	Ms. Riva Khristine V. Maala

During the meeting of the Board of Directors held on 01 August 2016, Mr. Ricardo S. Po, Sr. resigned as a regular director and Mr. Leonardo Arthur T. Po was elected in his place for the unexpired term of Mr. Po, Sr. At the same meeting, Mr. Jaime C. Gonzalez was appointed as one of the Vice Chairmen of the Board.

Ms. Angela de Villa Lacson retired from office and ceased to be the President and CEO of ArthaLand as of 28 February 2017. Vice Chairman Jaime C. Gonzalez assumed the Presidency on 01 March 2017 and to date, remains as the Vice Chairman and President of ArthaLand. Mr. Leonardo Arthur T. Po was likewise appointed as Executive Vice President and Treasurer.

ITEM 5. Directors, including Independent Directors, and Executive Officers

a. Incumbent Directors and Positions Held/Business Experience for the Past Five (5) Years

The following are the members of the Board of Directors for the term 2016-2017 and until their successors shall have been elected and qualified in accordance with the By-laws of ArthaLand:

<u>Name of Director</u>	<u>Directorship</u>	<u>Date First Elected</u>	<u>Age</u>
Ernest K. Cuyegkeng	Regular	21 May 2007	71
Jaime C. Gonzalez	Regular	21 May 2007	71
Jaime Enrique Y. Gonzalez	Regular	24 June 2011	40
Christopher Paulus Nicolas T. Po	Regular	24 June 2011	46
Leonardo Arthur T. Po	Regular	01 August 2016	40
Ricardo Gabriel T. Po	Regular	28 March 2012	49
Emmanuel A. Rapadas	Independent	24 June 2016	57
Andres B. Sta. Maria	Independent	24 June 2016	68

Ernest K. Cuyegkeng, Filipino, is presently the Executive Vice President/Chief Financial Officer and Director of A. Soriano Corporation. His other concurrent positions include being the President and Director of Phelps Dodge Philippines International, and a Director of Seven Seas Resorts & Leisure, Prople, Cirrus Global, KSA Realty, iPeople, TO Insurance, Sumifru Singapore and Sumifru Philippines. He is also a Trustee of Andres Soriano Foundation and is a member of the Makati Business Club, Management Association of the Philippines and Financial Executive Institute of the Philippines. He holds a Bachelor of Arts degree in Economics and a Bachelor of Science degree in Business Administration, both from the De La Salle University. He also obtained a Masters degree in Business Administration from the Columbia Graduate School of Business in New York.

Jaime C. González, Filipino, presently the Vice Chairman and President of ArthaLand, is a graduate of Harvard Business School (MBA) and of De La Salle University in Manila, with degrees in B.A. Economics (*cum laude*) and B.S. Commerce (*cum laude*). Mr. González led the transition of ArthaLand in 2008 and started the vision of what the company is now. He is also the founder and the Chairman and Chief Executive Officer of AO Capital Partners, a financial and investment advisory firm with headquarters in Hong Kong. He is presently a member of the Board of Directors of a number of companies and is the Chairman of IP E-games Ventures, Inc. which is listed in the Philippine Stock Exchange and is involved in information technology and new media, retail/food and beverage, natural resources, and real estate and resort development. Apart from these, Mr. Gonzalez is active in socio-cultural organizations such as the Philippine Map Collectors Society where he is the president, the World Presidents' Organization Philippine Chapter, Harvard Club New York Chapter, Philippine Institute of Certified Public Accountants, and the International Wine and Food Society. He was previously an independent director of Euromoney Institutional Investment PLC (a UK publicly listed media company) and the Southeast Asia Cement Holdings, Inc. (A subsidiary of Lafarge S.A.). He was the Vice Chairman and President of the Philippine International Trading Corporation and at one time, a special trade negotiator of the country's Ministry of Trade. Mr. Gonzalez was once a partner in SGV & Company with principal focus on assisting clients in establishing or setting up joint venture projects throughout the region.

Jaime Enrique Y. Gonzalez, Filipino, is the founder and currently the CEO of IP Ventures, Inc., a leading venture group that owns businesses that represent large retail brands such as Highlands Coffee, NBA Retail and Western Union. He is also the founder of IPVG Corp., E-games, and IP-Converge, Inc., which all listed on the Philippine Stock Exchange. He is a partner in the Kaikaku Fund (a Softbak-led fund), a venture capital focused on SE Asia, and a shareholder and director of Retail Specialist Inc., the exclusive retailer of Naturalizer and Florsheim brands in the Philippines. Enrique was IT Executive of the Year in 2008 and a finalist for the Ernst & Young Entrepreneur of the Year in 2011. He is also part of the Young Presidents Organization and sits on the Board of Trustees of Asia Society Philippines. He continues to hold the record of being the youngest person to have listed a company on the Philippine Stock Exchange at 27 years old. He has structured profitable exits such as PCCW Teleservices (sold to PCCW of Hong Kong), Prolexic Technologies (sold to Kennet Partners and eventually Akamai for over US\$ 300.0MM), and Level-up Games (sold to Asiasoft). Enrique is a columnist for Philippine Star covering entrepreneurship and business under Business Life section. He is an active evangelist for attracting foreign capital and partners into the Philippines, and has joined state visits under President Gloria Arroyo and most recently President Duterte's state visit to China. He was instrumental in bringing in China Railway Engineering Corp (CREC), a Fortune 100 company, and Tianjin SULI cable (a Fortune 500 company) into the Philippines. Enrique went to Middlebury College, Asian Institute of Management and Harvard Business School. He is a Kauffman Fellow and part of the Class 21 Batch.

Christopher Paulus Nicolas T. Po, Filipino, is the Chairman and Chief Executive Officer of Century Pacific Food, Inc., a food company listed in the Philippine Stock Exchange and trading under the symbol CNPF. He is also the Chairman of Shakey's Pizza Asia Ventures, Inc., likewise a listed chain restaurant business trading under the symbol PIZZA. Prior to this, he was Managing Director for Guggenheim Partners. He graduated from Wharton School and the College of Engineering of the University of Pennsylvania with dual degrees in Economics (Finance Concentration) and Applied Science (Systems Engineering), respectively. He holds a Masters degree in Business Administration from the Harvard University Graduate School of Business Administration.

Leonardo Arthur T. Po, Filipino, is concurrently Executive Vice President⁴ and Treasurer of ArthaLand. He is likewise the Treasurer and Director of Century Pacific Food, Inc. and Shakey's Pizza Ventures, Inc. He graduated *magna cum laude* from Boston University with a degree in Business Administration and has extensive and solid business development experience in the consumer marketing, finance and operations of fast moving consumer goods, food service, quick-serve restaurants, and real estate development.

Ricardo Gabriel T. Po, Filipino, is currently one of the Vice Chairmen and a Director of Century Pacific Food, Inc., and the Vice Chairman and Director of Shakey's Pizza Asia Ventures, Inc. He graduated *magna cum laude* from Boston University, Massachusetts, USA with a Bachelor of Science degree in Business Management. He also completed the Executive Program (Owner-President Management Program) at Harvard Business School in 2001. From 1990-2006, Ricardo was the Executive Vice President and Chief Operating Officer of the Century Pacific Group of Companies.

Emmanuel A. Rapadas is presently the Chief Financial Officer of Torre Lorenzo Development Corporation. He graduated *cum laude* from the University of the East with a Bachelor of Science degree in Accounting and holds a Masters in Business Administration from the Ateneo de Manila University. He has had training from Singapore Institute of Management (Job of the Chief Executive), the University of Asia and the Pacific (Strategic Business Economic Program) and the Institute of Corporate Directors (Independent Directors

⁴ The appointment of Mr. Po was made 28 February 2017.

Certification Program). Prior to joining Torre Lorenzo, Mr. Rapadas was the CFO & Treasurer of Ortigas & Company from 2001 to 2014.

Andres B. Sta. Maria, Filipino, is an attorney with his own practice, focused on commercial and corporation law. He was a Senior Partner of the law firm SyCip Salazar Hernandez & Gatmaitan and a member of its Executive Committee, and headed the firm's Special Projects Group. He studied at the University of the Philippines, Cornell University, and New York University and holds Bachelor of Science in Business Administration, Bachelor of Laws, and Master of Laws degrees.

Term of Office

Under Section 2, Article III of ArthaLand's By-laws, the Board of Directors shall be composed of nine (9) members, at least two (2) of whom shall be independent directors. The directors shall be elected at the annual stockholders' meeting and their term of office shall be one (1) year and until their successors shall have been elected at the next annual stockholders' meeting and have qualified in accordance with these By-laws and under pertinent laws and regulations of the Philippines.

b. **Procedure for the Nomination and Election of Independent Directors**

Section 2, Article III of ArthaLand's By-laws provides for the Procedure for the Nomination & Election of Independent Directors, as follows:

“The Board of Directors shall be composed of nine (9) members, at least two (2) of whom shall be independent directors. The directors shall be elected at the annual stockholders' meeting and their term of office shall be one (1) year and until their successors shall have been elected at the next annual stockholders' meeting and have qualified in accordance with these By-laws and under pertinent laws and regulations of the Philippines.

“To be eligible for nomination or election to the Board of Directors, the candidate must possess all the qualifications and none of the disqualifications enumerated in this By-laws and the Rules of the Corporation's Nomination Committee, and must abide by the nomination process as stated therein.

“An independent director is a director who, apart from his fees and shareholdings, is independent of management and free from any business or other relationship which could, or could reasonably be perceived to, materially interfere with his exercise of independent judgment in carrying out his responsibilities as a director, and includes, among other persons, one who:

- a. is not or has not been an officer or employee of the Corporation, its subsidiaries or affiliates or related interests during the past three (3) years counted from the date of his election (other than as an independent director of any of the foregoing);
- b. is not a director or officer of the related companies of the Corporation's majority stockholder (other than as an independent director thereof);
- c. is not a majority stockholder of the Corporation, any of its related companies, or of its majority shareholders;
- d. is not a relative within the fourth degree of consanguinity or affinity, legitimate or common-law, of any director, officer or majority shareholder of the Corporation or any of its related companies;

- e. is not acting as nominee or representative of any director or substantial shareholder of the Corporation, any of its related companies or any of its substantial shareholders;
- f. is not retained, or within the last two (2) years has not been retained, as a professional adviser, consultant, agent or counsel of the Corporation, any of its related companies or any of its substantial shareholders, either in his personal capacity or through his firm, or has not engaged and does not engage in any transaction with the Corporation or with any of its related companies or with any of its substantial shareholders, whether by himself or with other persons, or through a firm of which he is a partner or a company of which he is a director or substantial shareholder, other than transactions which are conducted at arms-length and could not materially interfere with or influence the exercise of his judgment;
- g. is not affiliated with or employed by or within the last three (3) years, has not been affiliated with or employed by the Corporation's present or former external auditors or affiliates; and,
- h. complies with all the qualifications required of an independent director and does not possess any of the disqualifications, and has not withheld nor suppressed any information material to his qualification or disqualification as an independent director.

“When used in relation to the Corporation, “related company” means another company which is (i) its holding company; (ii) its subsidiary; or (iii) a subsidiary of its holding company; and “substantial shareholder” means any person who is directly or indirectly the beneficial owner of more than ten percent (10%) of any class of its equity security.

“No person shall qualify or be eligible for nomination or election to the Board of Directors (i) if he is engaged in any business that competes with or is antagonistic to that of the Corporation or its subsidiaries, taking into consideration such factors as business and family relationships; or (ii) if he is employed by any government agency or a government owned or controlled corporation; or (iii) if he has or had instituted any action or has a pending suit against any of the Corporation's directors or any stockholder who owns at least 10% of the total outstanding shares of the Corporation. Further, no person shall qualify or be eligible for election to the Board of Directors if his nomination is disapproved by at least fifty-one percent (51%) vote of the Board of Directors.

“In addition, no person shall qualify or be eligible for nomination or election to the Board of Directors if he is suffering from any of the following grounds for disqualification:

- (i) Conviction by final judgment or order of a competent judicial or administrative body of any crime involving moral turpitude or similar fraudulent acts or transgressions;
- (ii) Convicted or adjudged by final judgment or order by a court or competent administrative body of an offense punishable by imprisonment for a period exceeding six (6) years, or to have willfully violated, or willfully aided, abetted, counseled, induced or procured the violation of any provision of the Corporation Code, Securities Regulation Code or any other law administered by the Securities and Exchange Commission or BangkoSentral ng Pilipinas, committed within five (5) years prior to the date of election as director;
- (iii) Any person earlier elected as an independent director who becomes an officer, employee or consultant of the Corporation;

- (iv) Judicial declaration of bankruptcy or insolvency; and,
- (v) Final judgment or order of a foreign court or equivalent regulatory authority of acts, violations or misconduct similar to any of the acts, violations or misconduct enumerated in sub-paragraphs (i) to (iv) above.

“For the proper implementation of the provisions of this Section, all nominations for the election of directors by the stockholders shall be submitted in writing to the Nomination Committee through the Secretary at the Corporation’s principal place of business at least sixty (60) business days before the date of the stockholders’ meeting called for the purpose of electing directors, or at such earlier or later date that the Board of Directors may fix.

“The decision of the Nomination Committee is final for purposes of the election.”

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In accordance with the foregoing provision, and in order to enable any and all shareholders to participate in the nomination process, the deadline for the submission of nominees to the Board, including those for independent directors the qualifications of whom must meet those mentioned in the said section of ArthaLand’s By-laws, was set on 28 April 2017.

Section 14, Article III of ArthaLand’s By-laws further provides that the nomination of independent directors shall be conducted by the Nomination Committee⁵ prior to a stockholders’ meeting. All recommendations shall be signed by the nominating stockholders together with the acceptance and conformity by the would-be nominees.

The Nomination Committee shall pre-screen the qualifications and prepare a final list of all candidates and put in place screening policies and parameters to enable it to effectively review the qualifications of the nominees for independent directors.

After the nomination, the Nomination Committee shall prepare a Final List of Candidates which shall contain all the information about all the nominees for independent directors, which list shall be made available to all stockholders through the filing and distribution of this Information Statement in accordance with the Securities Regulation Code or in such other reports ArthaLand is required to submit to the Securities and Exchange Commission. The name of the person or group of persons recommending the nomination of the independent director shall be identified in such report including any relationship with the nominee.

Only nominees whose names appear on the Final List of Candidates shall be eligible for election as independent director/s. No other nominations shall be entertained after the Final List of Candidates shall have been prepared. No further nominations shall be entertained or allowed on the floor during the actual stockholders’ meeting.

Except as those required under the Securities and Regulation Code and subject to pertinent existing laws, rules and regulations of the Securities and Exchange Commission, the conduct of the election of independent director/s shall be made in accordance with the standard election procedures under the By-laws of ArthaLand.

The Chairman of the stockholders’ meeting shall be responsible for informing all stockholders in attendance at the Annual Stockholders’ Meeting of the mandatory requirement of electing independent directors. He shall ensure that independent directors are elected during the said stockholders’ meeting and specific slot/s for independent directors shall not be filled up by unqualified nominees. In case of failure of election for independent directors, the Chairman of the meeting shall call a separate election during the same meeting to fill up the vacancy.

⁵ Composed presently of Messrs. Jaime C. Gonzalez (Chairman), Ricardo Gabriel T. Po and Andres B. Sta. Maria.

Below is the Final List of Candidates as directors and independent directors of ArthaLand for the ensuing year:

A. Nominees for Regular Directors

1. Mr. Ernest K. Cuyegkeng
2. Mr. Jaime C. Gonzalez
3. Mr. Jaime Enrique Y. Gonzalez
4. Mr. Christopher Paulus Nicolas T. Po
5. Mr. Ricardo Gabriel T. Po
6. Mr. Ricardo S. Po, Sr.

B. Nominees for Independent Directors

7. Mr. Emmanuel A. Rapadas
8. Mr. Hans B. Sicat
9. Mr. Andres B. Sta. Maria

The above nominees, with the exception of Mr. Sicat, are the incumbent directors of ArthaLand and they are seeking re-election. The qualifications and the positions held and/or business experience for the past five (5) years of these nominees are reflected in Item 5a of this Information Statement.

Mr. Rapadas was nominated as independent director by Messrs. Jaime C. Gonzalez and Leonardo Arthur T. Po. Mr. Sta. Maria, on the other hand, was nominated as independent director by Mr. Jaime C. Gonzalez.

Mr. **Hans B. Sicat**, Filipino, was nominated as the third independent director by Mr. Jaime C. Gonzalez. A trained mathematician and economist, Mr. Sicat has been involved with the global capital market for about three decades. He was most recently the President and CEO of the Philippine Stock Exchange (PSE) which he assumed in 2011. He also served as its Chairman and Independent Director for about 18 months, since 2009. He was President and CEO of the Securities Clearing Corporation of the Philippines, a role he held concurrent with the PSE post. Mr. Sicat finished his coursework for Ph.D. Economics Program at the University of Pennsylvania, Philadelphia, and earned his Master of Arts in Economics and Bachelor of Science in Mathematics at the University of the Philippines. He was conferred an Honorary Doctorate Degree in Business Administration by the Western University in Thailand. Mr. Sicat has diverse interests on the private side too, spanning financial services, Knowledge Process Outsourcing and real estate. He is Acting Chairman of LegisPro Corporation; Independent Director of Serica Balanced Fund & Master Fund, and Skycable Corporation. He sits as a Director in List Sotheby's Philippines and is on the Advisory Board of Fintonia Fund, which has an Asian FinTech focus. The Endeavor (Philippines) organization allows Mr. Sicat to interact, select and mentor high impact entrepreneurs, to connect them with global leaders. He is also a Director in the Philippine Map Collectors Society and was active in leadership roles for six years in the Young Presidents Organization, Philippines Chapter, culminating as Chapter Chairman in 2009. For over two decades, he was an investment banker with Citigroup and its predecessor firms (Salomon Brothers & Citicorp Securities) in various roles in New York, Hong Kong & the Philippines.

Messrs. Rapadas, Sicat and Sta. Maria are not in any way related to the party who nominated them or to any one of the shareholders of ArthaLand owning more than five percent (5%) of its voting shares. They possess all the qualifications and none of the disqualifications to become independent directors. Further, they are not officers or employees of ArthaLand or any of its subsidiaries and are free from any business or other relationships with ArthaLand or any of its

subsidiaries which could, or could reasonably be perceived to, materially interfere with the exercise of their independent judgment in carrying out their responsibilities as independent directors.

None of ArthaLand's incumbent directors or its nominees for directors and independent directors for the ensuing year is connected with any government agency or its instrumentalities.

c. **Corporate and Executive Officers and Positions Held/Business Experience for the Past Five (5) Years**

The following are presently ArthaLand's principal corporate officers:

Chairman of the Board	Ernest K. Cuyegkeng
Vice Chairman and President	Jaime C. Gonzalez
Vice Chairman	Ricardo Gabriel T. Po
Executive Vice President and Treasurer	Leonardo Arthur T. Po
Corporate Secretary	Riva Khristine V. Maala

Riva Khristine V. Maala, Filipino, holds a Bachelor of Arts degree in Philosophy (*cum laude*) and a Bachelor of Laws degree, both from the University of the Philippines. She was an Associate Attorney of Fortun Narvasa and Salazar Law Offices before working in the banking industry for eleven years. Atty. Maala became the Head of Legal Affairs and Investor Relations on 01 October 2012 and likewise acted as its Assistant Corporate Secretary and Corporate Information Officer until 08 February 2017 when she was appointed as Corporate Secretary and General Counsel. In addition, she now performs the responsibilities of Compliance Officer of ArthaLand.

Term of Office

Pursuant to Sections 2, 3 and 4, Article IV of ArthaLand's By-laws, the corporate officers of ArthaLand are elected in the first meeting of the Board of Directors immediately after the stockholders' meeting where the directors are elected. The officers shall be elected by a majority vote of all the directors actually composing the Board of Directors, and shall hold office for a term of one (1) year and until their successors shall have been elected and qualified in accordance with the By-Laws and under pertinent laws and regulations, unless otherwise removed with or without cause at any time, by a majority vote of all the directors actually composing the Board of Directors.

Any officer may resign at any time by giving written notice to the Chairman of the Board or the President. Such resignation shall take effect at the time specified therein, and the acceptance thereof shall not be necessary to make the resignation effective.

Any vacancy in an office created under Section 1, Article IV of ArthaLand's By-Laws because of death, resignation, removal or any cause shall be filled by the Board of Directors for the unexpired portion of the term in the same manner prescribed herein for the election to such office.

d. **Significant Employees**

Other than the above-named directors and corporate officers, the following are significant or key personnel of ArthaLand who are expected to make a significant contribution to the business of ArthaLand:

Ninalyn S. Cordero, Filipino, is the Head of Project and Business Development. She brings in twenty-five (25) years of experience in corporate finance, investment banking and business development. She has over ten (10) years of experience with a leading investment house as Vice President for Capital Markets. Prior to joining ArthaLand, she held a key position in Rockwell as Assistant Vice President handling business development in charge of research, product development and project conceptualization of new business and projects. She handled the business development of One Rockwell, the land acquisition of The Grove and the joint venture on the Rockwell Business Center.

Gabriel I. Paulino, Filipino, is the Head of Technical Services. He has over 35 years of professional experience in architectural and project management practice. He was formerly the Assistant Vice President for Design and Planning at Rockwell Land Corporation and worked on Edades Towers, The Grove, One Rockwell, Joya and the Powerplant Mall. Prior to Rockwell, he was a Senior Associate of Recio + Casas Architects. He was also involved in the Pacific Plaza Towers (Makati and Fort Bonifacio), Manansala at Rockwell, LKG Tower Ayala and Salcedo Park Towers Makati.

Ferdinand A. Constantino, Filipino, is the Chief Finance Officer. He is a Certified Public Accountant and a licensed Real Estate Broker. He obtained his degree in Accountancy from the Polytechnic University of the Philippines in 1982. His work experience includes being the Corporate Comptroller/Tax Manager of Century Canning Corporation (1995-2006), GM/Business Unit Head of CPGC Logistics Philippines, Inc. (2006-2013), and Finance Director of Century Pacific Food, Inc.

Sheryll P. Verano, Filipino, is the Head of Strategic Funding and Investments. She is a finance professional with 16 years-experience in financial advisory, debt and equity capital raising, debt restructuring and mergers and acquisitions. Prior to joining ArthaLand, she was Associate Director in American Orient Capital Partners (Philippines) and was with the Global Corporate Finance group of SGV and Co. She received her CFA Charter in 2006 and was one of the topnotchers in the 1999 CPA Board Exams. She graduated cum laude from the University of the Philippines with a Bachelor of Science degree in Business Administration and Accountancy.

Oliver L. Chan, Filipino, is the Head of Sales Operations. He is a licensed mechanical engineer who obtained his degree from the University of Santo Tomas. Prior to joining ArthaLand, he was the Property Manager of Ayala Property Management Corporation who handled the operations of Ayala Land Inc.'s premiere retail and recreation centers, namely, the Greenbelt complex, Ayala Museum, San Antonio Plaza in Forbes Park and the retail spaces at The Residences at Greenbelt. Because of his strong customer service background, he is concurrently General Manager of Emera Property Management, Inc., the property management arm of ArthaLand not only for its flagship project, Arya Residences, but for all its development projects.

e. **Family Relationship**

With the exception of the brothers Messrs. Ricardo Gabriel T. Po, Christopher Paulus Nicolas T. Po and Leonardo Arthur T. Po, and the father and son, Messrs. Jaime C. Gonzalez and Jaime Enrique Y. Gonzalez, the above-mentioned incumbent directors and executive officers of ArthaLand are not related to each other, either by consanguinity or affinity.

f. **Involvement in Certain Legal Proceedings**

The above-named directors and corporate/executive officers of ArthaLand have not been involved during the past five (5) years up to the date of this Report in any bankruptcy proceeding or any proceeding involving a violation of securities or commodities laws or

regulations, nor have they been convicted in a criminal proceeding. Neither has there been any order or judgment enjoining, barring, suspending or limiting their involvement in any type of business, securities, commodities or banking activities.

g. **Certain Relationships and Related Transactions**

In the regular conduct of its business, ArthaLand and its subsidiaries enter into intercompany transactions, primarily advances by ArthaLand to said subsidiary which are necessary to carry out the latter's respective functions subject to liquidation and reimbursements for expenses. ArthaLand ensures that while these transactions are made substantially on the same terms as with other individuals and businesses of comparable risks, they are fair and treated at arm's length. Intercompany transactions between ArthaLand and its subsidiaries are discussed in the Audited Financial Statements hereto attached.

Except for the above and related disclosures in this Report and its attachments, there are no other transactions (or series of similar transactions) with or involving any of the subsidiaries, affiliates or related companies of ArthaLand in which a director or an executive officer or a stockholder who owns ten percent (10%) or more of ArthaLand's total outstanding shares, or member/s of their immediate family, had or is to have a direct or indirect material interest.

ITEM 6. Compensation of Directors and Executive Officers

a. **Compensation of Directors and Executive Officers**

Section 10, Article III of the By-laws provides that the "Board of Directors is empowered and authorized to fix and determine the compensation of its members, including profit sharing and other incentives, subject to the limitations imposed by law."

Beginning June 2016, the per diem given to each director for each meeting of the Board (special or regular) attended was increased to ₱75,000.00 for independent directors and ₱10,000.00 for regular directors, except for the Chairman of the Board who receives ₱100,000.00.

Each director is also paid a per diem of ₱2,500.00 for each committee meeting he attends, of which he is a member. These committees are the Executive Committee, the Audit Committee, the Stock Option and Compensation Committee and the Nomination Committee.

Below are the committee memberships of the Directors of ArthaLand:

Audit Committee	Emmanuel A. Rapadas, Chairman Andres B. Sta. Maria Ricardo Gabriel T. Po
Stock Option and Compensation Committee ⁶	Jaime C. Gonzalez, Chairman Emmanuel A. Rapadas
Nomination Committee	Jaime C. Gonzalez, Chairman Ricardo Gabriel T. Po Andres B. Sta. Maria

⁶ The third member was Ms. Angela de Villa Lacson who retired from office on 28 February 2017. The vacancy will be filled at the next organizational meeting of the Board.

Executive Committee⁷

Ernest K. Cuyekeng, Chairman
 Jaime C. Gonzalez, Vice Chairman
 Ricardo Gabriel T. Po, Vice Chairman
 Jaime Enrique Y. Gonzalez
 Leonardo Arthur T. Po
 Christopher Paulus Nicolas T. Po
 Ferdinand A. Constantino

Section 7, Article IV, in turn, provides that the “Chairman, or such other officer(s) as the Board of Directors may authorize, shall determine the compensation of all the officers and employees of the Corporation. xxx”

2015

	<u>Salary</u> ⁸	<u>Bonus</u>	<u>Others</u>
<u>Directors and Executives</u> includes then President and CEO (Ms. Angela de Villa-Lacson) and the four highly compensated officers, namely, the Treasurer (Mr. Leonardo Arthur T. Po), then Chief Finance Officer (Mr. Ponciano S. Carreon, Jr.), the Head of Project and Business Development (Ms. Ninalyn S. Cordero), and the Head of Technical Services (Mr. Gabriel I. Paulino)	₱42.041M	₱2.85M	None
<u>Officers (As a group unnamed)</u>	₱12.465M	₱1.09M	None

2016

	<u>Salary</u> ⁹	<u>Bonus</u>	<u>Others</u>
<u>Directors and Executives</u> includes then President and CEO (Ms. Angela de Villa-Lacson) and the four highly compensated officers, namely, the Treasurer (Mr. Leonardo Arthur T. Po), the Chief Finance Officer ¹⁰ , the Head of Project and Business Development (Ms. Ninalyn S. Cordero), and the Head of Technical Services (Mr. Gabriel I. Paulino)	₱57.49M	₱5.91M	None
<u>Officers (As a group unnamed)</u>	₱14.81M	₱2.04M	None

2017 (Estimated and Collective)

	<u>Salary</u> ¹¹	<u>Bonus</u>	<u>Others</u>
<u>Directors and Executives</u>	₱56.72M	None ¹²	None
<u>Officers (As a group unnamed)</u>			

⁷ The By-laws provides that the Executive Committee shall be composed of the Chairman of the Board, the President, the Chief Finance Officer and such other officers of the Corporation as may be appointed by the Board of Directors.

⁸Rounded-off.

⁹*Ibid.*

¹⁰ Previously, Mr. Ponciano S. Carreon, Jr. and then Mr. Ferdinand A. Constantino beginning 01 July 2016.

¹¹*Id.*

¹² Whether bonuses will be given in 2017 is uncertain at this time.

b. **Standard Arrangement/Material Terms of Any Other Arrangement/Terms and Conditions of Employment Contract with Above Named Corporate/Executive Officers**

In the annual meeting held on 16 October 2009, the stockholders representing more than sixty-seven percent (67%) of all its issued and outstanding common shares which are entitled and qualified to vote approved the 2009 Stock Option Plan of ArthaLand. The total amount of shares which are available and may be issued for this purpose will amount to 10% of ArthaLand's total outstanding capital stock at any given time. At present, this is equivalent to 511,809,520 shares. The Stock Option and Compensation Committee consisting of at least three (3) directors, one (1) of whom is an independent director, will administer the implementation of this plan.

Under the 2009 Stock Option Plan, the qualified employees eligible to participate are (i) members of the Board, with the exception of the independent directors; (ii) President and CEO and other corporate officers, which include the Corporate Secretary and the Assistant Corporate Secretary; (iii) Employees and Consultants who are exercising managerial level functions or are members of the Management Committee; and, (iv) Executive officers assigned to subsidiaries or affiliates¹³ of ArthaLand.

The Stock Option and Compensation Committee is empowered to determine to whom the Options are to be granted, determine the price the Option is to be exercised (which in no case shall be below the par value of the common stock of ArthaLand), decide when such Option shall be granted and its effectivity dates, and determine the number and class of shares to be allocated to each qualified employee. The Committee will also consider at all times the performance evaluation of the qualified employee and/or the result of the achievement of the objectives of ArthaLand each year.

The Option Period during which the qualified employee may exercise the option to purchase such number of shares granted will be three (3) years starting with the full year vesting in accordance with the following schedule:

- (i) Within the first twelve (12) months from Grant Date - up to 33.33%
- (ii) Within the 13th to the 24th month from Grant Date - up to 33.33%
- (iii) Within the 25th to 36th month from Grant Date - up to 33.33%.

On the Exercise Date, the qualified employee should pay the full Purchase Price or in such terms as may be decided upon by the Committee.

As of the date of this Information Statement, options equivalent to 164,800,000 were granted. However, none of the qualified employees exercised their respective rights until the period within which they can do so had expired in October 2012.

ITEM 7. Independent Public Accountant

Article V of the By-laws provides, among others, that the External Auditor shall be appointed by its Board of Directors and shall receive such compensation or fee as may be determined by the Chairman or such other officer(s) as the Board of Directors may authorize.

Reyes Tacandong & Co. (RT&Co) was first appointed as the external auditor of ArthaLand in 2012 and remains such to date. ArthaLand has not had any disagreement with its external auditor.

¹³ArthaLand must have at least 50% equity holdings of said subsidiary or affiliate.

Information on Independent Accountant

Accountant	:	Reyes Tacandong & Co.
Mailing Address	:	26/F Citibank Tower, 8741 Paseo de Roxas Makati City 1226
Certifying Partner	:	Ms. Carolina P. Angeles
C.P.A. Reg. No.	:	86981
TIN No.	:	205-067-976-000
PTR No.	:	5908528 issued on 03 January 2017 at Makati City
SEC Accreditation No.	:	Partner – No. 0658-AR-2 Group A (Valid until 14 April 2017)
BIR Accreditation No.	:	08-005144-007-2017 (Valid until 03 January 2020)

Fees and Other Arrangements

The external auditor's fees are based on the estimated time that would be spent on an engagement and ArthaLand is charged on the experience level of the professional staff members who will be assigned to work on the engagement and generally, on the complexity of the issues involved and the work to be performed, as well as the special skills required to complete the work.

The audit fees of RT&Co insofar as ArthaLand is concerned are as follows:

2012	-	₱500,000.00
2013	-	₱550,000.00
2014	-	₱750,000.00
2015	-	₱750,000.00
2016	-	₱950,000.00

RT&Co rendered services to subsidiaries of ArthaLand with the exception of Cebu Lavana Land Corporation¹⁴ and Savya Land Development Corporation¹⁵, and its audit fees are as follows:

	<u>2016</u>	<u>2015</u>	<u>2014</u>
Cazneau Inc.	₱100,000.00	₱80,000.00	₱75,000.00
Emera Property Management, Inc.	₱110,000.00	₱90,000.00	₱90,000.00
Manchesterland Properties, Inc.	₱270,000.00	₱180,000.00	₱180,000.00
Urban Property Holdings, Inc.	₱90,000.00	₱80,000.00	₱75,000.00
Zileya Land Development Corporation	₱80,000.00	₱80,000.00	₱75,000.00

RT&Co did not charge ArthaLand for non-audit work for the years 2012, 2013, 2014 and 2015. In 2016, however, RT&Co charged ArthaLand for non-audit work in the amount of ₱1.50MM in relation to the public offering of ArthaLand's Preferred Series B shares.

The foregoing fees are all exclusive of VAT.

¹⁴ The external auditor of CLLC is PricewaterhouseCooper. Its fees for 2016 amounts to ₱300,000.00, net of VAT. RT&Co was the external auditor of CLLC in 2015 and its fees amounted to ₱90,000.00, net of VAT.

¹⁵ Savya was incorporated in 2017.

ITEM 8. Compensation Plans

As reflected in Item 6b above, ArthaLand made available to its qualified employees in 2009 a stock option plan wherein they can enjoy the benefits of ownership of ArthaLand and thereby increase their concern for its long-term progress and well-being, induce their continued service and stimulate their efforts towards the continued success thereof. However, none of the qualified employees exercised their respective stock option rights until the period within which they can do so had expired in October 2012. No new stock options have been granted as of the date of this Information Statement.

C. ISSUANCE AND EXCHANGE OF SECURITIES

No action will be taken during the Annual Stockholders' Meeting on 30 June 2017 with respect to the Authorization or Issuance of Securities Other than for Exchange (**Item 9**); Modification or Exchange of Securities (**Item 10**); Financial and Other Information (**Item 11**); Mergers, Consolidations, Acquisitions and Similar Matters (**Item 12**); Acquisition or Disposition of Property (**Item 13**); or, Restatement of Accounts (**Item 14**).

D. OTHER MATTERS

ITEM 15. Action With Respect to Reports

Management will present at the Annual Stockholders' Meeting the financial reports of ArthaLand as of 31 December 2016 and its quarterly report as of the first quarter of 2017.

The Minutes of the Special Stockholders' Meeting held on 07 September 2016 whereby the following matters were taken up, will be submitted for approval of the stockholders:

1. Call to Order
2. Secretary's Proof of Due Notice of the Meeting and Determination of Quorum
3. Approval of Minutes of the Annual Stockholders' Meeting held on 24 June 2016
4. Approval of the Amendment of Articles of Incorporation (Article SEVENTH) – Increase of Authorized Capital Stock
5. Other Matters
6. Adjournment

Other than the foregoing, there is no other matter with respect to Reports for which the appropriate action by the stockholders is required will be presented.

ITEM 16. Matters Not Required To Be Submitted

There are no matters which are not required to be submitted to the stockholders will be presented at the Annual Stockholders' Meeting.

ITEM 17. Amendment of Charter, By-Laws or Other Documents

The stockholders will not be asked during the Annual Stockholders' Meeting to approve any amendment of the Charter, By-laws or other documents of ArthaLand.

ITEM 18. Other Proposed Action

The appointment of RT&Co as External Auditor of ArthaLand for 2017 will be taken up at the Annual Stockholders' Meeting.

ITEM 19. Voting Procedures – Voting for Corporate Actions

a. Voting for Corporate Actions

Voting on matters submitted for stockholders' approval during the Annual Stockholders' Meeting shall be done by *viva voce* and shall be supervised by the designated staff of RT&Co and BDO Unibank, Inc. – Trust and Investments Division, , the External Auditor and the Stock and Transfer Agent of ArthaLand, respectively.

b. Nominations and Voting for the Election of Directors

- (1) Section 4, Article II of the By-laws provides that at “all stockholders’ meetings, every stockholder shall be entitled to one (1) vote for each share of voting stock standing in his name on the proper books of the Corporation at the time of closing thereof for the purpose of the meeting.”
- (2) No nominations from the floor during the stockholders’ meeting shall be allowed or recognized.
- (3) For the purpose of electing directors, the system of cumulative voting shall be followed as provided under Section 4, Article II of the By-laws, to wit:

“xxx At all stockholders’ meetings, every stockholder entitled to vote in accordance with Section 4 of Article VI of these By-laws shall be entitled to one (1) vote for each share of voting stock standing in his name on the proper book of the Corporation at the time of closing thereof for the purpose of the meeting.

“At every election of directors, each stockholder entitled to vote during the meeting in accordance with Section 4 of Article VI of these By-laws is entitled to one (1) vote for each share of stock held by him for as many persons as there are directors to be elected, or to cumulate said shares and give one (1) candidate as many votes as the number of directors multiplied by the number of his share shall equal, or to distribute such votes on the same principle among as many candidates as he shall think fit.”

The total number of votes to be cast by the stockholder must not exceed the number of shares owned by him/it as shown in the books of ArthaLand multiplied by the whole number of directors to be elected.

- (4) Voting for the election of Directors shall be by ballot and the tabulation of the votes shall be supervised by the designated staff of the External Auditor and the Stock Transfer Agent; provided, that voting may be by *viva voce* upon approval by the majority of the stockholders present in the meeting.

- *Nothing follows.* -

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Information Statement is true, complete and correct. This is signed in **Taguig City** on **23 May 2017**.

ARTHALAND CORPORATION

By:

RIVA KHRISTINE V. MAALA

Corporate Secretary and General Counsel

SUBSCRIBED AND SWORN to before me this **23rd** day of **May 2017** at **Taguig City, Philippines**, affiant exhibiting to me her **Passport Number EC5989640** issued on **14 November 2015** by the Department of Foreign Affairs-NCR East, Philippines.

Doc. No. 234
Page No. 48
Book No. 11
Series of 2017.

GAUDENCIO A. BARBOZA JR.
NOTARY PUBLIC
UNTIL DEC. 31, 2018
PTR NO. A-3217144/1-3-17 TAGUIG CITY
IBP NO. 1050940/NOV. 8, 2016 RSM
ROLL NO. 41969
MCLE COMP. V No. 0021481
MAY 2, 2016
APP No. 26/(2017-2018)

Attachments: **Management Report**
Audited Financial Statements for 2016 (including Statement of Management Responsibility), and
SEC Form 17-Q (First Quarter 2017).

UNDERTAKING

ARTHALAND CORPORATION undertakes to provide, without charge, a copy of its Annual Report (SEC Form 17-A) to any person soliciting a copy thereof upon written request addressed to the Corporate Secretary with principal office address at the 8/F Picadilly Star Building, 4th Avenue corner 27th Street, Bonifacio Global City, Taguig City.