



101302015002517



## SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills, Mandaluyong City, Metro Manila, Philippines  
Tel: (632) 726-0931 to 39 Fax: (632) 725-5293 Email: mis@sec.gov.ph

### Barcode Page

The following document has been received:

Receiving Officer/Encoder : Marites S. Guevarra  
Receiving Branch : SEC Head Office  
Receipt Date and Time : January 30, 2015 04:35:40 PM  
Received From : Head Office

Company Representative

---

Doc Source

### Company Information

---

SEC Registration No. 0000011603  
Company Name REPUBLIC GLASS HOLDINGS CORP.  
Industry Classification  
Company Type Stock Corporation

### Document Information

---

Document ID 101302015002517  
Document Type 17-C (FORM 11-C:CURRENT DISCL/RPT)  
Document Code 17-C  
Period Covered January 29, 2015  
No. of Days Late 0  
Department CFD  
Remarks

1 1 6 0 3

SEC Registration Number

R E P U B L I C G L A S S H O L D I N G S C O R P O R A T I O N

(Company's Full Name)

6 t h F l o o r , R e p u b l i c G l a s s B u i l d i n g , 1 9 6 S a l c e d o S t r e e t , L e g a s p i V i l l a g e , M a k a t i C i t y

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

Ms. Florence Wong (Contact Person)

817-5011 (Company Telephone Number)

1 2 3 1 Month Day (Fiscal Year)

C C A C G R (Form Type)

Month Day (Annual Meeting)

N.A. (Secondary License Type, If Applicable)

Dept. Requiring this Doc.

Amended Articles Number/Section

1,246 Total No. of Stockholders

Total Amount of Borrowings Domestic Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document ID

Cashier

STAMPS

Remarks: Please use BLACK ink for scanning purposes.

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17  
OF THE SECURITIES REGULATION CODE AND  
SRC RULE 17(2)(C) THEREUNDER

1 January 29, 2015  
For Fiscal Year ended

2 11603 3 000-141-079-000  
SEC Identification Number BIR Identification Number

4 REPUBLIC GLASS HOLDINGS CORPORATION  
*Exact name of registrant as specified in its charter*

5 The Philippines 6   
Incorporated in Industry Classification Code

7 6<sup>th</sup> Floor Republic Glass Bldg, 196 Salcedo St., Legaspi Village, Makati City  
*Address of principal office*

8 (632)817-5011 to 13  
*Registrant's Telephone number, including area code*

9 N.A.  
*Former name or former address, if changed since last report*

10 **Securities registered pursuant to Section 4 and 8 of RSA**

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
<b>Common Shares Par P1.00 par value</b>	<b>682,065,632</b>

## Consolidated Changes in ACGR for 2014

### A. BOARD MATTERS

#### 1) Board of Directors

##### (a) Composition of the Board (Page 1 of the 2012 ACGR)

Complete the table with the information on the Board of Directors

Director's Name	Type Executive (ED), Non Executive (NED) or Independent Director (ID)	If Nominee, Identify the Principal	Nominator, in the last election (if ID, state the relationship with the nominator)	Date first elected	Date last elected (if ID, state the number of years served as ID) <sup>1</sup>	Elected when (Annual / Special Meeting)	Approximate No. of years served as director
Corazon S. Dela Paz – Bernardo	NED /ID	NA	Geronimo F. Velasco, Jr. -No relationship	October 2001	04/30/2014 3 year	ASM	10 years
Ma. Paz V. Laperal	ED	Gervel, Inc.	Geronimo F. Velasco, Jr.	April 1990	4/30/2014	ASM	24 years
Adeline S. Lim	NED /ID	NA	Geronimo F. Velasco, Jr. -No relationship	December 1997	04/30/2014 3 year	ASM	16 years
Victor C. Macalincag	NED /ID	NA	Geronimo F. Velasco, Jr. -No relationship	August 2007	04/30/2014 3 year	ASM	6 years and 7 months
Federico E. Puno <sup>2</sup>	NED /ID	NA	Geronimo F. Velasco, Jr. -No relationship	March 1988	04/30/2014 3 year	ASM	23 years
Bienvenido A. Tan, Jr.	NED /ID	NA	Geronimo F. Velasco, Jr. -No relationship	March 1975	04/30/2014 3 year	ASM	28 years
Geronimo F. Velasco, Jr.	ED	Gervel, Inc.	Geronimo F. Velasco, Jr.	March 1988	4/30/2014	ASM	26 years
Jose Miguel F. Velasco	NED	Gervel, Inc.	Geronimo F. Velasco, Jr.	April 1998	4/30/2014	ASM	16 years
Elizabeth Anne C. Uychaco	NED	Sysmart Corporation		October 2013	4/30/2014	ASM	1 year

##### (e) Shareholding in the company (Page 3 of the 2012 ACGR)

Complete the following table on members of the company's Board of Directors who directly and indirectly own shares in the company:

Name of Director	Number of Direct Shares (December 31, 2014)	Number of Indirect shares/ Through (name of record owner)	% of Capital Stock
Corazon S. Dela Paz – Bernardo	1	313,000	0.04%
Ma. Paz V. Laperal	161,250	-	0.02%
Adeline S. Lim	81,250	-	0.01%
Victor C. Macalincag	20,000	-	0.00%
Federico E. Puno	7,827,561	-	1.15%
Bienvenido A. Tan, Jr.	204,570	-	0.03%
Geronimo F. Velasco, Jr.	2,904,011	-	0.43%
Jose Miguel F. Velasco	45,503	-	0.01%
Elizabeth Anne C. Uychaco	1,000	-	0.00%

<sup>1</sup> Reckoned from the election immediately following January 2, 2012

<sup>2</sup> Deceased ( October 11, 2014) – No replacement yet

5) Changes in the Board of Directors (Executive, Non-Executive and Independent Directors).

a). Resignation / Death/ Removal (Page 5 of the 21012 ACGR)

Indicate any changes in the composition of the Board of Directors that happened during the period:

Name	Position	Date of Cessation	Reason
Federico E. Puno	Board of Director	October. 11, 2014	Death ( October 11, 2014)

b). Selection/Appointment, Re-election, Disqualification, Removal, Reinstatement and Suspension

Voting Result of the Last Annual General Meeting (Page 8 of the 21012 ACGR)

Name of Director	Votes Received
Corazon S. Dela Paz – Bernardo	93.52%
Ma. Paz V. Laperal	93.52%
Adeline S. Lim	93.52%
Victor C. Macalincag	93.52%
Federico E. Puno	93.52%
Bienvenido A. Tan, Jr.	93.52%
Geronimo F. Velasco, Jr.	93.52%
Jose Miguel F. Velasco	93.52%
Lizanne C. Uychaco	93.52%

6) Orientation and Education Program( Page 8 of the 21012 ACGR)

(b) State any in-house training and external courses attended by Directors and Senior Management<sup>3</sup> for the past three (3) years:

Name	External Courses/In-House trainings
Geronimo F. Velasco, Jr. – Director/President	PSCC Corporate Governance Seminar – September 30, 2013/ SGV & Co. – Corporate Governance Seminar – May 6, 2014
Mario T. Meneses, Jr.- Corporate Secretary	PSCC Corporate Governance Seminar – September 30, 2013/SGV & Co. – Corporate Governance Seminar – May 6, 2014
Leopold C. Tan – Compliance Officer	PSCC Corporate Governance Seminar – September 30, 2013/ SGV & Co. – Corporate Governance Seminar – May 6, 2014/SEC – Corporate Governance Seminar for Publicly Listed Companies – June 30, 2014
Bienvenido A. Tan, Jr. – Chairman of the Board	SGV & Co. – Corporate Governance Seminar – May 6, 2014
Lizanne C. Uychaco – Director	SGV & Co. – Corporate Governance Seminar – May 6, 2014
Jose Miguel F. Velasco	SGV & Co. – Corporate Governance Seminar – May 6, 2014
Ma. Paz V. Laperal - Director	SGV & Co. – Corporate Governance Seminar – May 6, 2014
Adeline S. Lim – Director	SGV & Co. – Corporate Governance Seminar – May 6, 2014
Florence Wong – Vice President	PSE- Annual Listing & Disclosure Rules Seminar-December 12, 2011,SGV&CO- Mechanics of Derivatives: Valuation, Accounting and Risk Management-May 30,2011/ SGV&CO-Comprehensive Seminar on FWT and EWT-February 22, 2011/ PSE- Annual Listing & Disclosure Rules Seminar-December 3, 2010; PICPA- PFRS Trends and Updates-July 19, 2010. SGV Tax Updates Seminar – January 24, 2013 / SGV Workshop on VAT March 20, 2013 / SGV PFRS 13: Fair Value Measurement Seminar- May 20-21, 2013 / SGV Seminar on Derivatives and Hedge Accounting.- September 6, 2013 / PSCC Corporate Governance Seminar – September 30, 2013/SGV & Co.- Corporate Governance Seminar – May 6, 2014 / SEC – Corporate Governance Seminar for Publicly Listed Companies – June 30, 2014/SGV & Co. – 16h Executive Briefing – July 8, 2014/PSE's Investor Relation Seminar Series – October 9, 2014/Reyes Tacandong & Co. – Seminar on Recent Regulatory Pronouncements & Impact on our Business – Oct. 21, 2014 / Key Actuarial Intelligence – Company Retirement Plan Best Practices & Financial Reporting – Sept. 11, 2014/PSE – Electronic Disclosure Generation Technology System (PSE Edge) – Sept. 23, 2014

(c) Continuing education programs for directors: programs and seminars and roundtables attended during the year.

Name of Director/ Officer	Date of Training	Program	Name of Training Institute
Geronimo F. Velasco, Jr. – Director/President	May 6, 2014	Corporate Governance Seminar	Sycip Gorres Velayo & Co.
Bienvenido A. Tan, Jr. – Chairman of the Board	May 6, 2014	Corporate Governance Seminar	Sycip Gorres Velayo & Co.
Lizanne C. Uychaco – Director	May 6, 2014	Corporate Governance Seminar	Sycip Gorres Velayo & Co.
Jose Miguel F. Velasco	May 6, 2014	Corporate Governance Seminar	Sycip Gorres Velayo & Co.
Ma. Paz V. Laperal - Director	May 6, 2014	Corporate Governance Seminar	Sycip Gorres Velayo & Co.
Adeline S. Lim – Director	May 6, 2014	Corporate Governance Seminar	Sycip Gorres Velayo & Co.

B. CODE OF BUSINESS CONDUCT & ETHICS

5) Family, Commercial *and* Contractual Relations (Page 12 of the 21012 ACGR)

b). Indicate, if applicable, any relation of a commercial, contractual or business nature that exists between the holders of significant equity (5% or more) and the Company:

Name of Related Significant Shareholders	Type of Relationship	Brief Description of the Relationship
Metropolitan Management Corp.	Business	Lease Agreement in the amount of P1.082M for the year 2014.

C. BOARD MEETINGS & ATTENDANCE

2). Attendance of Directors (Page 13 of the 21012 ACGR)

Board	Name of Director	Date of Election	No. Of Meetings Held during the year	No. of Meetings Attended	%
Chairman-Independent	Bienvenido A. Tan, Jr.	April 30, 2014	7	7	100.0%
Member-Independent	Corazon S. Dela Paz – Bernardo	April 30, 2014	7	7	100.0%
Member	Ma. Paz V. Laperal	April 30, 2014	7	7	100.0%
Member-Independent	Adeline S. Lim	April 30, 2014	7	7	100.0%
Member-Independent	Victor C. Macalincag	April 30, 2014	7	7	100.0%
Member-Independent	Federico E. Puno <sup>a</sup>	April 30, 2014	4	4	100.0%
Member	Geronimo F. Velasco, Jr.	April 30, 2014	7	7	100.0%
Member	Jose Miquel F. Velasco	April 30, 2014	7	7	100.0%
Member	Elizabeth Anne C. Uychaco	April 30, 2014	7	7	100.0%

D. REMUNERATION MATTERS

5). Remuneration of Management (Page 16 of the 21012 ACGR)

Identify the five (5) members of the management who are not at the same time executive directors and indicate the total and indicate the remuneration received during the financial year:

Name of Officer/Position	Total Remuneration
Florence Wong – Vice President and CFO	P3.23mm
Mario T. Meneses, Jr. – Corporate Secretary	
Leopold C. Tan – Compliance Officer	

I. DISCLOSURE AND TRANSPARENCY

1). Ownership Structure (Page 25 of the 21012 ACGR)

a) Holding 5% shareholding or more

Shareholder	Number of Shares (as of December 31, 2014)	Percent	Beneficial Owner
Gervei, Inc.	458,962,945	67.29%	-
PCD Nominee Corp. (Filipino)	81,707,338	11.98%	-
Metropolitan Management Corp.	47,884,800	7.02%	-
Sysmart Corporation	34,543,811	5.06%	-

<sup>a</sup> Deceased ( October 11, 2014) – No replacement yet

Name of Senior Management	Number of Direct Shares	Number of Indirect shares/ through (name of record owner)	% of Capital Stock
Ma. Paz V. Laperal	161,250		0.02%
Geronimo F. Velasco, Jr.	2,904,011		0.43%
Florence Wong	30,000		0.00%
Total	3,095,261		0.45%

3). External Auditor's Fee (Page 25 of the 21012 ACGR)

Name of Auditor	Audit Fee	Non-Audit Fee
SGV & Co.	Ps. 0.370	NA

7). Disclosure of RPT (Page 25 of the 21012 ACGR)

RPT	Relationship	Nature	Value
Metropolitan Management Corp.	Shareholder and Parent	Annual Lease Agreement	P1.082M

J) RIGHTS OF STOCKHOLDERS

1). Right to participate effectively in and vote in Annual/Special Stockholders' Meeting

c ) Stockholders' Right (Page 28 of the 21012 ACGR)

Declaration Date	Record Date	Payment Date
10/22/2014	11/07/2014	12/01/2014

d) Stockholders' Participation

5). Results of Annual/Special Stockholders' Meetings Resolutions. (Page 28 of the 21012 ACGR)

Resolution	Approving	Dissenting	Abstaining
Reading and Approval of the Minutes of the previous Annual Stockholders' Meeting.	Unanimous	None	None
Annual Report of the President	Unanimous	None	None
Approval of the Audited Consolidated Financial Statements for the Year Ended December 31, 2013	Unanimous	None	None
Ratification and approval of all acts and resolutions of the Board of Directors and Officers of the Corporation for the fiscal year 2013 (i.e. Declaration of Cash Dividends)	Unanimous	None	None
Election of the members of the Board of Directors (including the Independent Directors).	Unanimous	None	None
Appointment of External Auditors	Unanimous	None	None

6). Date of publishing the result of the votes taken during the most recent AGM/ASM for all resolutions: (Page 29 of the 21012 ACGR)

The result of the votes taken during the April 30, 2014 ASM was disclosed to the Philippines Stock Exchange on the same day, April 30, 2014.

f). Stockholders' Attendance (Page 29 of the 21012 ACGR)

i). Details of Attendance in the Annual/Special Stockholders' Meeting held:

Type of Meeting	Names of Board Members/ Officers present	Date of Meeting	Voting Procedures (by Poll, show of hands etc.)	% of SH Attending in Person	% of SH in Proxy	Total % of SH in Attendance
ASM	Corazon S. Dela Paz – Bernardo	April 30, 2014	Show of hands or Viva Voce as appropriated	89.46%	4.05%	93.52%
	Ma. Paz V. Laperal					
	Adeline S. Lim					
	Victor C. Macalincag					
	Federico E. Puno <sup>1</sup>					
	Bienvenido A. Tan, Jr					
	Geronimo F. Velasco, Jr.					
	Jose Miguel F. Velasco					
Lizanne C. Uychaco						
ASM	Mario T. Meneses, Jr.	April 30, 2014	NA	NA	NA	NA
ASM	Florence Wong	April 30, 2014	NA	NA	NA	NA
Special	NA	NA	NA	NA	NA	NA



## SECRETARY'S CERTIFICATE

I, **MARIO T. MENESES, JR.**, Filipino citizen, of legal age, and with office address at 16<sup>th</sup> Floor, U-1608 Cityland 10 Tower 1, H. V. Dela Costa Street, Salcedo Village, Makati City, after being sworn in accordance with law, hereby depose and state that:

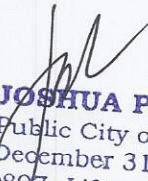
1. I am the Corporate Secretary of **REPUBLIC GLASS HOLDINGS CORPORATION**, a domestic corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with principal office address at the 6<sup>th</sup> Floor, Republic Glass Building, 196 Salcedo St., Legaspi Village, Makati City, (the "Corporation");
2. At the regular meeting of the Board of Directors of the Corporation held on January 22, 2015, the following resolution was unanimously approved:  
  
*"RESOLVED, AS IT IS HEREBY RESOLVED that the Board note SEC Memorandum No. 12, Series of 2014, which contains the consolidated updates and changes to the Annual Corporate Governance Scorecard (ACGR) and directed that the same be complied with."*
3. That the foregoing resolution is in accordance with the records of the Corporation in my possession and the same has not been amended, superseded or repealed todate.

**IN WITNESS WHEREOF**, I hereunto affixed my signature at Makati City this \_\_\_\_\_ day of January 2015.

  
**MARIO T. MENESES, JR.**  
Corporate Secretary

**SUBSCRIBED AND SWORN TO** before me at **CITY OF MAKATI** on JAN 29 2015; affiant exhibited to me his/her Community Tax Certificate No. 02446813 issued on 22 January 2015 at Makati City.

Doc. No. 476;  
Page No. 97;  
Book No. III;  
Series of 2015.

  
**ATTY. JOSHUA P. LAPUZ**  
Notary Public City of Makati  
Until December 31, 2015  
IBP No. 04897- Lifetime Member  
Appointment No. M-41 (2015)  
PTR No. 4748511 Jan. 5, 2015  
Roll No. 45790  
G/F Fedman Bldg., 199 Salcedo St.  
Legaspi Village, Makati City