

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

1,233 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.

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

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

1 January 25, 2016
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 6th 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
Common Shares Par P1.00 par value	682,065,632



REPUBLIC GLASS HOLDINGS CORPORATION

25 January 2016

SECURITIES AND EXCHANGE COMMISSION
SEC Building, EDSA
Mandaluyong City, Metro Manila

Attention: Ms. Justina F. Callangan
Director
Corporate Governance and Corporate Finance Department

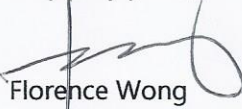
Gentlemen:

Please find enclosed *Secretary Certificate* with excerpt of the Board Resolution on the consolidated updates and changes to the Annual Corporate Governance Report (ACGR) for 2015, together with the *Report on Consolidated Changes in the ACGR for 2015*. The updates involve ACGR section on:

1. Composition of the Board and update on the date last elected;
2. Board member's shareholding in the Company;
3. Orientation and education program;
4. Code of Business Conduct & Ethics;
5. Board meetings and attendance;
6. Aggregate Remuneration during the most recent year ;
7. Disclosure and transparency (i.e. ownership structure of shareholdings owning 5% or more,);
8. Attendance and results of Annual Stockholders Meeting resolutions.

Thank you.

Very truly yours,



Florence Wong
Corporate Information Officer

Consolidated Changes in ACGR for 2015

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 elected (if ID, state the relationship with the nominator)	Date first elected	Date last elected (if ID, state the number of years served as ID) ¹	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	04/30/2015 4 year	ASM	11 years
Renato R. Ermita	NED /ID	NA	Geronimo F. Velasco, Jr. -No relationship	Oct. 22, 2014	04/30/2015 1 year & 4 mos	ASM	1 year and 4 months
Ma. Paz V. Laperal	ED	Gervel, Inc.	Geronimo F. Velasco, Jr.	April 1990	4/30/2015	ASM	25 years
Adeline S. Lim	NED /ID	NA	Geronimo F. Velasco, Jr. -No relationship	December 1997	4/30/2015 4 year	ASM	17 years
Victor C. Macalincag	NED /ID	NA	Geronimo F. Velasco, Jr. -No relationship	August 2007	04/30/2015 4 year	ASM	8 year and 7 months
Bienvenido A. Tan, Jr.	NED /ID	NA	Geronimo F. Velasco, Jr. -No relationship	March 1975	04/30/2015 4 year	ASM	29 years
Elizabeth Anne C. Uychaco	NED	Sysmart Corporation		October 2013	10/30/2015	ASM	2 years
Geronimo F. Velasco, Jr.	ED	Gervel, Inc.	Geronimo F. Velasco, Jr.	March 1988	4/30/2015	ASM	27 years
Jose Miguel F. Velasco	NED	Gervel, Inc.	Geronimo F. Velasco, Jr.	April 1998	4/30/2015	ASM	17 years

(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 (As of December 31, 2013)	Number of Indirect shares/ Through (name of record owner)	% of Capital Stock
Corazon S. Dela Paz – Bernardo	1	313,000	0.04%
Renato R. Ermita	45,000	-	0.01%
Ma. Paz V. Laperal	161,250	-	0.02%
Adeline S. Lim	81,250	-	0.01%
Victor C. Macalincag	20,000	-	0.00%
Bienvenido A. Tan, Jr.	204,570	-	0.03%
Elizabeth Anne C. Uychaco	1,000	-	0.00%
Geronimo F. Velasco, Jr.	2,904,011	-	0.43%
Jose Miguel F. Velasco	45,503	-	0.01%

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

a) Resignation / Death/ Removal (Page 5 of the 2012 ACGR)

¹ Reckoned from the election immediately following January 2, 2012.

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

Name	Position	Date of Cessation	Reason
NA	NA	NA	NA

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

Voting Result of the Last Annual General Meeting (Page 8 of the 2012 ACGR)

Name of Director	Votes Received
Corazon S. Dela Paz – Bernardo	92.52%
Renato R. Ermita	92.52%
Ma. Paz V. Laperal	92.52%
Adeline S. Lim	92.52%
Victor C. Macalincag	92.52%
Bienvenido A. Tan, Jr.	92.52%
Elizabeth Anne C. Uychaco	92.52%
Geronimo F. Velasco, Jr.	92.52%
Jose Miguel F. Velasco	92.52%

6) Orientation and Education Program (Page 9 of the 2012 ACGR)

(b) State any in-house training and external courses attended by Directors and Senior Management³ for the past three (3) years:

Name	External Courses
Bienvenido A. Tan, Jr. – Chairman of the Board	SGV & CO. – Corporate Governance Seminar – May 6, 2014//SGV & CO. – Corporate Governance Seminar – May 13, 2015
Geronimo F. Velasco, Jr. – Director/President	PSCC Corporate Governance Seminar – September 30, 2013/SGV & CO. – Corporate Governance Seminar – May 6, 2014//SGV & CO. – Corporate Governance Seminar – May 13, 2015
Corazon S. Dela Paz-Bernardo - Director	The Institute of Corporate Directors – Orientation Course on Corporate Governance Seminar- March 6, 2014/ SGV & CO. – Corporate Governance Seminar – May 13, 2015
Renato R. Ermita– Director	SGV & CO. – Corporate Governance Seminar – May 13, 2015
Ma. Paz V. Laperal – Director/Assistant Corporate Secretary	SGV & CO. – Corporate Governance Seminar – May 6, 2014//SGV & CO. – Corporate Governance Seminar – May 13, 2015
Adeline S. Lim - Director	SGV & CO. – Corporate Governance Seminar – May 6, 2014//SGV & CO. – Corporate Governance Seminar – May 13, 2015
Victor C. Macalincag - Director	Corporate Governance Seminar – The Institute of Corporate Directors – Feb 5, 2014 / The Institute of Corporate Directors - Corporate Governance Seminar - April 8, 2015
Elizabeth Anne C. Uychaco - Director	SGV & CO. – Corporate Governance Seminar – May 6, 2014//SGV & CO. – Corporate Governance Seminar – May 13, 2015
Jose Miguel F. Velasco - Director	SGV & CO. – Corporate Governance Seminar – May 6, 2014//SGV & CO. – Corporate Governance Seminar – May 13, 2015
Mario T. Meneses, Jr.- Corporate Secretary	PSCC Corporate Governance Seminar – September 30, 2013 / SGV & CO. – Corporate Governance Seminar – May 6, 2014//SGV & CO. – Corporate Governance Seminar – May 13, 2015
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/ SGV & CO. – Corporate Governance Seminar – May 13, 2015
Florence Wong – Vice President	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/PSEI-Fundamentals of Investor Relations – January 21-22, 2014/SGV & CO. –New BIR Rules on Tax Audit & Assessment – January 29, 2014/BIR – Seminar on New BIR Forms – February 20, 2014/SGV & CO. – Tax Compliance 101-A Tax Basic Seminar – March 12, 2014/ SGV & CO. – Tax Updates – March 27, 2014/ SGV & CO. – Corporate Governance Seminar – May 6, 2014//SGV & CO. – Corporate Governance Seminar – May 13, 2015/SGV & Co. – A Comprehensive Seminar to Achieve Tax Compliance in the Local Accounts Payable Process- September 15, 2015/SGV & Co. –Tax Compliance 101 – A Tax Basic Seminar on BIR Filing & Other Adm. Reqts. – November 11, 2015/ SGV & Co. – A Comprehensive Seminar on Year-End Tax Reqts & Reconciliation Procedures – November 24, 2015

(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
Bienvenido A. Tan, Jr. – Chairman of the Board	May 13, 2015	Corporate Governance Seminar	Sycip Gorres Velayo & Co.
Geronimo F. Velasco, Jr. – Director/President	May 13, 2015	Corporate Governance Seminar	Sycip Gorres Velayo & Co.
Corazon S. Dela Paz-Bernardo - Director	May 13, 2015	Corporate Governance Seminar	Sycip Gorres Velayo & Co.
Renato R. Ermita - Director	May 13, 2015	Corporate Governance Seminar	Sycip Gorres Velayo & Co.

Ma. Paz V. Laperal – Director/Assistant Corporate Secretary	May 13, 2015	Corporate Governance Seminar	Sycip Gorres Velayo & Co.
Adeline S. Lim - Director	May 13, 2015	Corporate Governance Seminar	Sycip Gorres Velayo & Co.
Victor C. Macalincag - Director	April 8, 2015	Corporate Governance Seminar	The Institute of Corporate Directors
Elizabeth Anne C. Uychaco - Director	May 13, 2015	Corporate Governance Seminar	Sycip Gorres Velayo & Co.
Jose Miguel F. Velasco - Director	May 13, 2015	Corporate Governance Seminar	Sycip Gorres Velayo & Co.

B. CODE OF BUSINESS CONDUCT & ETHICS

5) Family, Commercial and Contractual Relations *(Page 12 of the 2012 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, Inc.	Business	Lease Agreement in the amount of P1.13mm for the year 2015.

C. BOARD MEETINGS & ATTENDANCE

2). Attendance of Directors *(Page 13 of the 2012 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, 2015	6	6	100%
Member-Independent	Corazon S. Dela Paz – Bernardo	April 30, 2015	6	5	83%
Member-Independent	Renato R. Ermita	April 30, 2015	3	2	67%
Member	Ma. Paz V. Laperal	April 30, 2015	6	6	100%
Member-Independent	Adeline S. Lim	April 30, 2015	6	4	67%
Member-Independent	Victor C. Macalincag	April 30, 2015	6	6	100%
Member	Elizabeth Anne C. Uychaco	April 30, 2015	6	5	83%
Member	Geronimo F. Velasco, Jr.	April 30, 2015	6	6	100%
Member	Jose Miguel F. Velasco	April 30, 2015	6	5	83%

D. REMUNERATION MATTERS

3) Aggregate Remuneration

Complete the table on the aggregate remuneration accrued during the most recent year.

Remuneration Item	Executive Directors	Non-Executive Directors (other than Independent Directors)	Independent Directors
Fixed Remuneration	P6.40mm	NA	NA
Variable Remuneration	NA	NA	NA
Per Diem Allowance	P0.14mm	P0.12mm	P0.41mm
Bonus	P5.01mm	P1.82mm	P3.64mm
Stock Option and Other financial instruments	NA	NA	NA
Others (specify)	NA	NA	NA
Total	P11.55mm	P1.94mm	P4.05mm

Other Benefits	Executive Directors	Non-Executive Directors (other than Independent Directors)	Independent Directors
Advances	NA	NA	NA
Credit granted	NA	NA	NA
Pension Plans/ Contributions	P1.02mm	NA	NA
Pension Plans, Obligations Incurred	NA	NA	NA
Life Insurance Premium	0.04mm	NA	NA
Hospitalization Plan	0.01mm	NA	NA
Car Plan	P0.73mm	NA	NA
Others (specify)-Seminars	P0.04mm	NA	NA
Total	P1.84mm	NA	NA

5). Remuneration of Management (Page 16 of the 2012 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	P3.60mm
Mario T. Meneses, Jr.	
Leopold C. Tan – Compliance Officer	

I. DISCLOSURE AND TRANSPARENCY

1). Ownership Structure (Page 25 of the 2012 ACGR)

a) Holding 5% shareholding or more

Shareholder	Number of Shares (As of December 31, 2013)	Percent	Beneficial Owner
Gervel, Inc.	459,668,445	67.39%	-
PCD Nominee Corp. (Filipino)	82,753,185	12.13%	-
Metropolitan Management Corp.	47,884,800	7.02%	-
Sysmart Corporation	35,543,811	5.06%	-

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%

7). Disclosure of RPT (Page 26 of the 2012 ACGR)

RPT	Relationship	Nature	Value
Metropolitan Management, Inc.	Shareholder and Parent	Annual Lease Agreement	P1.13mm

J. RIGHTS OF STOCKHOLDERS

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

c). Stockholders' Right (Page 28 of the 2012 ACGR)

Declaration Date	Record Date	Payment Date
10/27/2015	11/12/2015	12/04/2015

d). Stockholders' Participation

5. Results of Annual/Special Stockholders' Meetings Resolutions (page 28 of 2012 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, 2014	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 2014 (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 2012 ACGR):

The result of the votes taken during the April 30, 2015 ASM was disclosed to the Philippines Stock Exchange on the same day, April 30, 2015.

- f). Stockholders' Attendance (page 29 of 2012 ACGR)

- i). Details of Attendance in the Annual/Special Stockholders' Meeting held (page 28 of 2012 ACGR):

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, 2015	Show of hands or Viva Voce as appropriated	75.04%	17.48%	92.52%
	Ma. Paz V. Laperal					
	Adeline S. Lim					
	Victor C. Macalincag					
	Renato R. Ermita					
	Bienvenido Tan					
	Geronimo F. Velasco, Jr.					
	Jose Miguel F. Velasco					
Elizabeth Anne C. Uychaco						
ASM	Mario T. Meneses, Jr.	April 30, 2015	NA	NA	NA	NA
ASM	Leopold C. Tan	April 30, 2015	NA	NA	NA	NA
ASM	Florence Wong	April 30, 2015	NA	NA	NA	NA
Special	NA	NA	NA	NA	NA	NA

SECRETARY'S CERTIFICATE

I, **MA. PAZ V. LAPERAL.**, Filipino citizen, of legal age, and with office address at 7th Floor, Republic Glass Building, 196 Salcedo St., Legaspi Village, Makati City, after being sworn in accordance with law, hereby depose and state that:

1. I am the duly elected and qualified Assistant Corporate Secretary of **REPUBLIC GLASS HOLDINGS CORPORATION** (Formerly Republic Glass 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 6th 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 December 15, 2015, the following resolutions were 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 Report (ACGR) and directed that the same be complied with"

3. That the foregoing resolutions is in accordance with the records of the Corporation in my possession and the same have not been amended, superseded or repealed todate.

IN WITNESS WHEREOF, I hereunto affixed my signature at Makati City this ____ day of JAN 28 2016, _____.



MA. PAZ V. LAPERAL

Assistant Corporate Secretary

SUBSCRIBED AND SWORN TO before me at QUEZON CITY on JAN 28 2016 affiant exhibited to me his/her Community Tax Certificate No. 02446813 issued on 22 January 2015 at Makati City.

NOTARY PUBLIC



ATTY. RAMON L. CARPIO

NOTARY PUBLIC

Np-89 (2015-2016) Commission Expires Dec. 31, 2016

Roll of Attorneys No. 22172

IBP OR 1017229, 1/4/16, Quezon City

PTR No, 2148146, 1/4/16, Quezon City

TIN 106-918-897

MCLE IV-Compliance No, 000630, 6/19/13

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Page No. 69 ;
Book No. CCXXXII ;
Series of 2016.