

1 1 6 0 3

SEC Registration Number

REPUBLIC GLASS HOLDINGS CORPORATION

(Company's Full Name)

6TH FLOOR, REPUBLIC GLASS BLDG. 196 SALCEDO ST. LEGASPI VILLAGE MAKATI CITY

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

Florence Wong

(Contact Person)

817-5011 TO 13

(Company Telephone Number)

1 2 3 1

Month Day (Fiscal Year)

2 0 - I S

(Form Type)

Month Day

(Period Ended)

N.A.

(Secondary License Type, If Applicable)

Dept. Requiring this Doc.

Amended Articles Number/Section

1,232

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

**SECURITIES AND EXCHANGE COMMISSION**

**SEC FORM 20-IS**

**INFORMATION STATEMENT PURSUANT TO SECTION 20  
OF THE SECURITIES REGULATION CODE**

1. Check the appropriate box:  
(  ) Definitive Information Statement  
(  ) **Preliminary Information Statement**
2. Name of Company as specified in its charter  
**REPUBLIC GLASS HOLDINGS CORPORATION**
3. Province, country or other jurisdiction of incorporation or organization:  
**Manila, Philippines**
4. SEC Identification Number: **11603**
5. BIR Identification Number: **000-141-079-000**
6. Address of principal office:  
**6<sup>th</sup> Floor, Republic Glass Building, 196 Salcedo St., Legaspi Village, Makati City. 1229.**
7. Company's Telephone number, including area code: **(632) 817-5011 to 13**
8. Date, time and place of the meeting of security holders:  
**Date : April 29, 2016 (Friday)**  
**Time : 3:00 p.m.**  
**Place : Magallanes Function Room, Makati (Sports) Club, Inc., L.P. Leviste St. corner Gallardo St., Salcedo Village, Makati City**
9. Approximate date on which the Information Statements is first to be sent or given to security holders: **April 8, 2016**
10. In case of proxy solicitations:  
Name of person filing the statement/Solicitor: **NA**  
Address and telephone no.: **NA**

11. Securities registered pursuant to Sections 8 and 12 of SRC:

Title of Each Class	Number of Shares of Common Stock Authorized	Number of Shares of Common Stock Outstanding	Amount of Long-Term Debt Outstanding
<b>Common Shares</b>	<b>1,500,000,000</b>	<b>682,065,632</b>	<b>none</b>

12. Are any or all of these securities listed on the Philippine Stock Exchange?  
yes (  ) Common shares                      No (  )  
If so, disclose name of the Exchange: **Philippine Stock Exchange, Inc.**

## NOTICE OF REGULAR ANNUAL STOCKHOLDERS' MEETING

TO ALL STOCKHOLDERS:

Notice is hereby given that the regular annual meeting of the stockholders of Republic Glass Holdings Corporation will be held at the Magallanes Function Room, Makati (Sports) Club, Inc. L.P. Leviste St. corner Gallardo St., Salcedo Village, Makati City, on Friday, 29 April 2016. The meeting will start at 3:00 p.m. The Agenda of the meeting is as follows:

1. Call to Order.
2. Proof of Notice of Meeting.
3. Roll Call and Determination of Quorum.
4. Reading and Approval of the Minutes of the Annual Stockholders' Meeting held on April 30, 2015.
5. Annual Report of the President.
6. Approval of the Audited Consolidated Financial Statements for the Year Ended December 31, 2015.
7. Ratification and approval of all acts and resolutions of the Board of Directors and Officers of the Corporation for the fiscal year 2015.
8. Election of Directors.
9. Appointment of External Auditors.
10. Such other business matters as may properly come before the meeting.
11. Adjournment.

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

Only stockholders of record at the close of business hours on March 28, 2016 shall be entitled to notice of and to vote at said meeting.

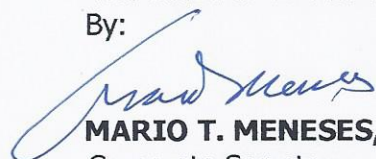
We are not asking for a proxy and you are requested not to send us a proxy.

For your convenience in registering your attendance, please have available some form of identification, such as Company I.D., passport or driver's license. Registration on the date of the meeting starts at 1:30 p.m. and closes exactly at 2:45 p.m.

Makati City, March 17, 2016.

The Board of Directors

By:



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

# REPUBLIC GLASS HOLDINGS CORPORATION

## Information Statement

### **A. General Information**

#### **1. Date, Time and Place of Meeting of Security Holders**

The annual meeting of the stockholders of Republic Glass Holdings Corporation will be held on Friday, 29 April 2016 at 3:00 p.m. at the Magallanes Function Room, Makati (Sports) Club, Inc. L.P. Leviste St. corner Gallardo St., Salcedo Village, Makati City 1229.

The complete mailing address of the principal office of the Company is 6F Republic Glass Building, 196 Salcedo Street, Legaspi Village, Makati City 1229.

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

The approximate date on which the information statement will be sent or given to security holders is on April 8, 2016.

#### **2. Dissenter's Right of Appraisal**

Pursuant to section 81 of the Corporation Code of the Philippines, any stockholder of the Corporation shall have the right to dissent and demand payment of the fair value of his shares on any matter that may be acted upon such as in the following instances:

- a. In case any amendment to the articles of incorporation has the effect of changing or restricting the rights of any stockholder, class of shares or of authorizing preferences in any respect superior to those of outstanding shares of any class, or of extending or shortening the term of corporate existence.
- b. In case of sale, lease, exchange, transfer, mortgage, pledge or disposition of all or substantially all of the corporation property and assets; and
- c. In case of merger or consolidation.

If, at any time after this information statement has been sent out, an action which may give rise to the right of appraisal is proposed at the meeting, any stockholder who voted against the proposed action and who wishes to exercise such right must make a written demand, within thirty (30) days after the date of the meeting or when the vote was taken, for the payment of the fair market value of his shares. Failure to make a demand within such period shall be deemed a waiver of the appraisal right. The value shall be determined as of the day prior to the date when the vote was taken, excluding any appreciation or depreciation in anticipation of such corporate action. Upon payment, he must surrender his certificate of stock. No payment shall be made to any dissenting stockholder unless the Corporation has unrestricted retained earnings in its books to cover such payment. Within ten (10) days after demanding payment for his shares, a dissenting stockholder shall submit to the Corporation the certificate(s) of stock representing his shares for notation that the shares are dissenting shares.

The Company is not aware of any action or matter to be taken up at the Annual Meeting, will give rise to a possible exercise by security holders of their appraisal rights under Title X of the Corporation Code of the Philippines.

#### **3. Interest of Certain Persons in Opposition to Matters to be Acted Upon**

There is no matter to be acted upon in which any Director, nominee for election as directors of the corporation or Executive Officer is involved or has a direct, indirect or substantial interest other than election to the office.

No Director has informed the Company of his opposition to any matter to be acted upon.

## **B. Control and Compensation Information**

### **4. Voting Securities and Principal Holders Thereof**

Number of Shares outstanding as of February 29, 2016: 682,065,632 common shares

2016:

Number of Votes Entitled: One (1) vote per share, except in the election of Directors where voting is cumulative.

Only stockholders of record as of March 28, 2016 are entitled to notice of and to vote at the Annual Stockholders' Meeting.

Article II Section 4 of the Amended By-Laws of the Corporation provides:

Section 4: "The Election of Directors of the Company shall be held at the annual meeting of the stockholders each year. The Election shall be by ballot and each stockholder of record shall be entitled to cast one vote for each share of subscribed capital stock held or represented by him."

Applying Section 23 of the Corporation Code, each stockholder may vote in any of the following manner: (a) he may vote such number for as many as there are Directors to be elected; (b) he may cumulate said share and give one candidate as many votes as the number of Directors to be elected multiplied by his shares; or (c) he may distribute them on the same principle among as many candidates as he shall see fit. Provided, the total number of votes cast by the stockholder should not exceed the number of shares owned by him, as shown in the books of the Company multiplied by the whole number of Directors to be elected.

The Company has not sold any unregistered securities within the past three (3) years.

### **Security Ownership of Certain Record and Beneficial Owners (of more than 5%) as of February 29, 2016**

<b>Title of Class</b>	<b>Name and Address of Record Name, address of Record Owner and Relationship with Issue</b>	<b>Name of Beneficial Owner and Relationship with Record Owner</b>	<b>Citizenship</b>	<b>No. of Shares Held</b>	<b>Percent of Outstanding common Stock</b>
Common	Gervel, Inc. <sup>1</sup> 7th Floor, Republic Glass Building 196 Salcedo St., Legaspi Village, Makati City	Gervel, Inc. <sup>2</sup>	Filipino	459,668,445	67.39%
Common	PCD Nominee Corporation (Filipino) <sup>3</sup> Ground Floor, Makati Stock Exchange Bldg. 6767 Ayala Avenue, Makati City	Various <sup>4</sup>	Filipino	82,743,185	12.13%
Common	Metropolitan Management Corp. <sup>5</sup> 7 Floor, Republic Glass Building 196 Salcedo St., Legaspi Village, Makati City	Metropolitan Management Corp. <sup>6</sup>	Filipino	47,884,800	7.02%
Common	Sysmart Corporation 10th Floor, L.V. Locsin Bldg. 6752 Ayala Avenue Cor. Makati Ave., Makati City	Sysmart Corporation <sup>7</sup>	Filipino	34,543,811	5.06%

<sup>1</sup> The President and CEO of Gervel, Inc., Geronimo F. Velasco, Jr. is concurrently the President and CEO of Republic Glass Holdings Corporation.

<sup>2</sup> The Board of Directors of Gervel, Inc. has the power to decide how the Gervel, Inc. shares in Republic Glass Holdings Corporation are to be voted. The Board of Directors has granted a proxy to vote all of the shares of the Company in any meeting of Stockholders to Mr. Geronimo F. Velasco, Jr. and in his absence to the person presiding at the Annual Meeting of Stockholders of Republic Glass Holdings Corporation.

<sup>3</sup> The PCD is not related to the Company. PCD Nominee Corporation is a wholly owned subsidiary of Philippine Central Depository, Inc.

<sup>4</sup> PCD Nominee is the registered owner of shares beneficially owned by the Custodian Banks and Brokers, who are participants of PCD. The PCD is prohibited from voting these shares; instead the participants have the power to decide how the PCD shares in the Company are to be voted. The Company has no knowledge of the specific persons who will be designated as the representatives of the foregoing at the annual stockholders' meeting. There are no participants of PCD who owns more than 5% of the voting securities of the Company. PCD Nominee Non-Filipino holds 0.22% interest.

<sup>5</sup> The President and CEO of Metropolitan Management Corporation, Geronimo F. Velasco, Jr. is concurrently the President and CEO of Republic Glass Holdings Corporation

<sup>6</sup> The Board of Directors of Metropolitan Management Corporation (MMC) has the power to decide how the MMC shares in Republic Glass Holdings Corporation are to be voted. The Board of Directors has granted a proxy to vote all of the shares of the Company in any meeting of stockholders to Mr. Geronimo F. Velasco, Jr. and in his absence to the person presiding at the Annual Meeting of the Stockholders of Republic Glass Holdings Corporation.

<sup>7</sup> The Board of Directors of Sysmart Corporation has the power to decide how the Sysmart Corporation shares in Republic Glass Holdings Corporation are to be voted. The shares owned by Sysmart Corporation are voted, in person or by proxy, by its authorized designate.

The voting of the shares of the foregoing corporate shareholders of the Company during the stockholders' meetings is directed by the member of their respective boards of directors.

As of February 29, 2016 the record date, 0.71% of the common shares were held by foreigners.

### Security Ownership of Directors and Senior Management as of February 28, 2016.

Title of Class	Name of record/beneficial owner	Citizenship	Position	Amount and Nature Of record / beneficial ownership	Percent of Outstanding common Stock
Common	Geronimo F. Velasco, Jr.	Filipino	Director, Vice Chairman and CEO	2,904,002 (direct)	0.43%
Common	Corazon S. de la Paz-Bernardo	Filipino	Director ( <i>Independent</i> )	313,001 (direct/indirect)	0.05%
Common	Bienvenido A. Tan, Jr.	Filipino	Chairman of the Board ( <i>Independent</i> )	204,570 (direct)	0.03%
Common	Ma. Paz V. Laperal	Filipino	Director, Treasurer	161,250 (direct)	0.02%
Common	Adeline S. Lim	Filipino	Director ( <i>Independent</i> )	81,250 (direct)	0.01%
Common	Jose Miguel F. Velasco	Filipino	Director	45,503 (direct)	0.01%
Common	Renato E. Ermita	Filipino	Director	45,000 (direct)	0.01%
Common	Victor C. Macalincag	Filipino	Director ( <i>Independent</i> )	20,000 (direct)	0.00%
Common	Lizanne C. Uychaco	Filipino	Director	1,000 (direct)	0.00%
Common	Florence Wong	Filipino	Vice President, CFO	30,000 (direct)	0.00%
Total Directors and Officers as a Group				3,805,576	0.56%
Total Outstanding Shares				682,065,632	100.00%

To the best knowledge of the Company, the foregoing list of share ownership includes the shares beneficially owned by the above-mentioned officers and directors. None of the members of the Company's directors and senior management owns 2.0% or more of the outstanding capital stock of the Company. Atty. Mario T. Meneses, Jr. and Mr. Leopold C. Tan do not own shares of the Company. None of the members of the Company's directors and senior management are connected with any government agencies or its instrumentalities (please refer to Annex "C").

The Company knows of no persons holding more than 5% of common shares under a voting trust or similar agreement.

There are no arrangements that may result in a change in control of the Company.

### 5. Directors and Executive Officers

The Directors of the Company are elected at the annual stockholders' meeting to hold office until the next succeeding annual meeting and until their respective successors have been elected and qualified (as provided in Article III Section 1 of the Company's Amended By-Laws).

Director	Age	Citizenship	Position	Period Served
Corazon S. de la Paz-Bernardo ( <i>independent director</i> )	75	F	Director	Since 2011
Renato R. Ermita	78	F	Director	Since 2015
Ma. Paz V. Laperal	58	F	Director	Since 1990
Adeline S. Lim ( <i>independent director</i> )	59	F	Director	Since 1997
Victor C. Macalincag ( <i>independent director</i> )	80	F	Director	Since 2007
Bienvenido A. Tan, Jr. ( <i>independent director</i> )	92	F	Chairman	Since 1998
Lizanne C. Uychaco	60	F	Director	Since 2013
Geronimo F. Velasco, Jr.	56	F	Vice Chairman & President	Since 1988
Jose Miguel F. Velasco	53	F	Director	Since 1998

The record of attendance of Company's directors at the meeting of the Board of Directors held in 2015 is as follows:

Director	Total Number of Meetings Attended/ Held	Present Percent
Corazon S. de la Paz-Bernardo ( <i>independent director</i> )	5/6	83.3%
Ma. Paz V. Laperal	6/6	100.0%
Adeline S. Lim ( <i>independent director</i> )	4/6	67.7%
Victor C. Macalincag ( <i>independent director</i> )	6/6	100.0%

Renato R. Ermita ( <i>independent director</i> )	3/4	75.0%
Bienvenido A. Tan, Jr. ( <i>independent director</i> )	6/6	100.7%
Lizanne C. Uychaco	5/6	83.0%
Geronimo F. Velasco, Jr.	6/6	100.0%
Jose Miguel F. Velasco	5/6	83.7%

All of the above incumbent directors are Nominees to the Board of Directors for Election at the Stockholders' Meeting to be held on 29 April 2016.

As determined by the Company's Nomination Committee, the following are the qualified nominees to the Board of Directors of the Company for the year 2016 to 2017:

<b>Corazon S. de la Paz-Bernardo</b>	<b>Bienvenido A. Tan, Jr.</b>
<b>Ma. Paz V. Laperal</b>	<b>Lizanne C. Uychaco</b>
<b>Adeline S. Lim</b>	<b>Geronimo F. Velasco, Jr.</b>
<b>Victor C. Macalincag</b>	<b>Jose Miguel F. Velasco</b>
<b>Renato R. Ermita</b>	

The nominees are expected to attend the annual stockholders meeting.

Pursuant to the Company's By-laws, in addition to the right of a shareholder entitled to vote to nominate for Directors, including Independent Directors, the Board of Directors may nominate Directors, including Independent Directors. The Nomination Committee constituted by three (3) members of the Company's Board of Directors and is composed of Ambassador Bienvenido A. Tan, Jr. (as Chairman), Renato R. Ermita and Geronimo F. Velasco, Jr.. The Nomination Committee nominated all the nominees for Directors including independent Directors contained in the information statement. None of the members of the Nomination Committee is related to any of the Independent Directors nominated. No other nomination was submitted as of 4 March 2016 and no further nominations will be entertained on the floor during the actual annual stockholders' meeting.

In compliance with the requirements of the Securities and Exchange Commission and Code of Corporate Governance Guidelines on the Nomination and Election of Independent Directors, the Nomination Committee constituted by the Company's Board of Directors endorsed the nominations of Ambassador Bienvenido A. Tan, Jr., Corazon S. de la Paz-Bernardo, Adeline S. Lim, Mr. Victor C. Macalincag and Renato R. Ermita (*all incumbent independent directors*), they qualify as independent directors of the Company pursuant the Securities Regulation Code Rule 38 (refer to Annex "D"). The nominated independent directors have signified their acceptance of the nominations. All directors are encouraged to take continuing educational programs at the Company's expenses to keep them abreast of the latest developments in corporate good governance and directorship.

SRC Rule 38 requires that a corporation with a class of equity securities listed for trading on an Exchange or with assets in excess of Fifty million pesos (P50M) and having two hundred (200) or more holders, at least of two hundred (200) of which are holding at least one hundred (100) shares of a class of its equity securities shall have at least two (2) Independent Directors or such independent Directors shall constitute at least twenty percent (20%) of the members of such Board. The five nominated independent Directors of the Company do not have any relationship with the company which would interfere with the exercise of independent judgment in carrying out their responsibilities. They are neither officers nor employees of the Company or directors or officers of its related companies/subsidiaries. In compliance with the notice issued by SEC on 20 October 2006, Ambassador Bienvenido A. Tan, Jr., Corazon S. de la Paz-Bernardo, Adeline S. Lim, Mr. Victor C. Macalincag and Renato R. Ermita duly executed their respective Certificates of Qualification, dated 22 January 2016, wherein they declared under oath that they possess all the qualifications and none of the disqualifications to serve as independent directors of the Company. The Company has adopted SRC Rule 38 (Requirements on Nomination and Election of Independent Directors) and compliance therewith has been made.

The names of Directors and Executive Officers of the Company, including their respective ages, period of service, experiences, business affiliations and directorships in other companies during the last five years are as follows:

## **Directors**

### **Ambassador Bienvenido A. Tan, Jr., – Independent Director**

#### **Chairman of the Board**

Ambassador Tan, Jr., Filipino, age 92, is a director of the Company since 1998. He was elected Chairman in August 2007. He is Chairman of the Board of Philippine Tobacco Flue-Curing and Redrying Corp, Yutivo Corporation, Mother Rosa Memorial Foundation Inc. and St. Therese College Manila Foundation, Inc. He is also the Chairman of the Board and President of BBB Management, Inc.. Amb. Tan is also the President Modern Glass Distributors, Inc., Bookmark, Inc., Elena P. Tan Foundation, Inc., UP Medical Foundation, Inc., Bahay ni Angelo King Foundation, Inc., O.T. Kang Scholarship Foundation, Inc. and Salome L. Tan Foundation, Inc. He is also the Chairman of the Board of Xavier School (Emeritus) and Vice Chairman of Children's Hour. Atty. Tan received his Bachelor of Laws degree from the University of the Philippines. He was the Ambassador Extraordinary and Plenipotentiary at Federal Republic of Germany from 1989 to 1992. He served as Commissioner of Internal Revenue of the Republic of the Philippines from 1986 to 1988.

### **Mr. Geronimo F. Velasco, Jr.**

#### **Vice Chairman of the Board, President and Chief Executive Officer**

Mr. Velasco, Jr., Filipino, age 56, has been with the Company since 1991 as Vice President and General Manager, and was appointed the President of the Company in July 1998. He has served as Director since 1988. He is the Chairman of Cambridge Children's Learning & Development, Inc. He is President and Director of Gervel, Inc., and Metropolitan Management Corporation. He is also a Director of D.S. Realty. He has a MBA Degree, major in Finance, from Wharton School, University of Pennsylvania.

### **Ms. Maria Paz V. Laperal**

#### **Member of the Board and Treasurer**

Ms. Laperal, Filipino, age 58, is the Treasurer and Assistant Corporate Secretary of the Company. She served as member of the Board of Directors of Republic Glass Holdings Corporation since 1990. She is the Treasurer and Director of Gervel, Inc., Metropolitan Management Corporation and Cambridge Children's Learning & Development, Inc. She has a Bachelor of Fine Arts degree from College of the Holy Spirit.

### **Ms. Corazon S. de la Paz – Bernardo – Independent Director**

#### **Member of the Board**

Ms. de la Paz- Bernardo, Filipino, age 75, holds a master degree in Business Administration from Cornell University, USA. She studied Business Administration at the University of the East, graduating Magna Cum Laude. She placed first in the 1960 Philippine Board examination for Certified Public Accountants. She was elected Director of Republic Glass Holdings Corporation on April 29, 2011. She is an Independent Director of Makati Medical Center and Roxas & Co. Ms. de la Paz- Bernardo is an advisor to the Board's Audit Committee of BDO Unibank Inc. and Philippine Long Distance Telephone Company. She is the Vice Chairperson of Jaime V. Ongpin Foundation, Inc. Ms. de la Paz- Bernardo is a trustee and treasurer of MFI Foundation Inc. She is also a trustee of Miriam College, University of the East, UE Ramon Magsaysay Memorial Medical Center, Laura Vicuna Foundation for Street Children and Children's Hours. She is a council member of NAMFREL. She served as President and Chief Executive Officer of Social Security System from 2001 to 2008. She was Chairman and Senior Partner of Joaquin Cunanan & Co. / Price WaterhouseCoopers, Philippines from 1981-2001. She was formerly a Board member of Ayala Land, PLDT, Philex Mining Corporation, San Miguel Corporation, ASEAN Social Security Association and Home Development Mutual Fund.

### **Mr. Renato R. Ermita – Independent Director**

#### **Member of the Board**

Mr. Ermita, Filipino, age 77, was elected as member of the Board of the Company on April 30, 2015. He is Chairman of the Board of AGC Flat Glass Philippines, Inc. and President AGC Flat Glass Foundation, Inc. He is also the President of Flat Glass Alliance of the Philippines and Kidney Foundation of the Philippines. Mr. Ermita is also a director of Federation of Philippines Industries, Philippine Product Safety & Quality Foundation, Inc. and a member of MFI Foundation and Philippine Business for the Environment. He served as director of Republic Glass Holdings Corporation from 1995 to 2001, President of Republic Asahi Realty Corporation from 2001 to 2014 and President of Rotary Club of Pasig from 1999 to 2000. Mr. Ermita has a Bachelor of Science degree in Chemical Engineering from De La Salle University. He placed tenth in the 1959 Philippine Board examination for Chemical Engineering.

### **Ms. Adeline S. Lim – Independent Director**

#### **Member of the Board**

Ms. Lim, Filipino, age 59, has served as Director of Republic Glass Holdings Corporation since 1997. She is Treasurer and Director of L & A Enterprises, Inc.. and Lupet, Inc. She is also a Director and Assistant Treasurer of PLINT



Development Inc. She holds a Masters Degree in Electrical Engineering, major in computers from Marquette University, Milwaukee, Wisconsin, U.S.A.

**Mr. Victor C. Macalincag – Independent Director**

**Member of the Board**

Mr. Macalincag, Filipino, age 80, was elected Director of Republic Glass Holdings Corporation on August 13, 2007. He is an Independent Director of Alphaland Corporation, Asian Alliance Investment Corporation, Atok-Big Wedge Co. Inc., Ceres Property Ventures, Inc., Crown Equities, Inc., ISM Communications Corp., ONE Wealthy Nation (OWN) Balanced Fund, Philweb Corporation, SEM-Calaca Power and Semirara Mining Corporation. Mr. Macalincag was the President of Trade & Investment Development Corporation of the Philippines presently known as PHIL EXIM (formerly PhilGuarantee) from 1991 until his resignation in 2001. He served as Deputy Minister of Finance from 1981 to 1986 and Undersecretary of Finance from 1986 to 1991. He concurrently held the position of National Treasurer from 1981 to 1988. Other positions he previously held were as follows: Director of PLDT, National Power Corporation, Home Guaranty Corporation, DM Consunji, Inc. (DMCI), Paper Industries Corporation of the Philippines (PICOP), Philippine Deposit Insurance Corporation (PDIC) and Philippine Overseas Construction Board, Chairman of Pilipinas Bank and Executive Vice President of Land Bank of the Philippines. He has a Bachelor of Science degree in Business Administration from University of the East and has completed the academic requirements for Master of Arts in Economics also from the same university. Mr. Macalincag is a Certified Public Accountant. He finished a fellowship program conducted by Economic Development Institute of the World Bank, Washington D.C. in 1971.

**Ms. Lizanne C. Uychaco**

**Member of the Board**

Ms. Uychaco, Filipino, age 60, was elected Director of Republic Glass Holdings Corporation on October 30, 2013. She is the Vice Chairperson and Board Director of Belle Corporation. She is also a Director of Megawide Construction Corporation and Generali Pilipinas Holdings Company, Inc. She is the Senior Vice President of SM Investment Corporation. Prior to that, she was Vice President of Globe Telecommunication, Inc., Kuok Philippine Properties, Inc. and Transnational Diversified Corporation. She was formerly Senior Vice President and Chief Marketing Officer of Philippine American Life and General Insurance Company and a Director of Philam Call Center. She obtained a Master's in Business Administration from Ateneo Graduate School of Business in 1992 and a Masters in Business Economics from University of Asia and the Pacific (formerly CRC) in 1992. Ms. Uychaco graduated from St. Scholastica's College in 1978 with a Bachelor of Arts Degree.

**Mr. Jose Miguel F. Velasco**

**Member of the Board**

Mr. Jose Miguel F. Velasco, Filipino, age 53, has been a Director of the Company since 1998. He attended Pepperdine University in California, U.S.A. He is Director of several companies among which are Gervel, Inc. and Metropolitan Management Corporation.

**Executive Officers**

Officers are appointed or elected annually by the Board of Directors at its first meeting following the Annual Meeting of Stockholders, each to hold office until the corresponding meeting of the Board of Directors in the next year or until a successor shall have been elected, appointed or shall have qualified.

**Ms. Florence Wong**

**Vice President and Chief Financial Officer**

Ms. Wong, Filipino, age 57, joined the Company in 1997. She holds a Bachelor of Arts and Bachelor of Science Degree in Business Administration from the University of Santo Tomas and is a Certified Public Accountant. She attended the program for Master degree in Business Administration at the Ateneo De Manila Graduate School of Business.

**Mr. Leopold Tan**

**Compliance Officer**

Mr. Tan, Filipino, age 66, was appointed as Compliance Officer in September 2013. He earned his Bachelor of Science degree in Marketing at the University of Santo Tomas. Prior to joining Republic Glass Holdings Corporation, Mr. Tan was the Vice President of Marketing at Asephil Cylinder Corporation. He was the compliance officer of Republic Glass Holdings Corporation from 2002 to until his retirement in 2010.

**Atty. Mario T. Meneses, Jr.**

**Corporate Secretary**

Atty. Meneses, Jr., Filipino, age 80, has served as the Corporate Secretary of the Company since 1996. He is the Managing Partner in the law firm Meneses Marquez Meneses Law Offices. He obtained his Bachelor of Laws Degree from the University of the Philippines.

Certain Relationships and Related Transactions.

- a. Please refer to Note 20 (Related Party Transactions) of the Notes to Consolidated Financial Statements. There were no material transactions during the last two (2) years or proposed transaction between the Company and any of its Directors, Officers or any principal stockholder owning at least 10% of the total outstanding shares of the Company not in the ordinary course of business. To date, there are no complaints received by the Company regarding related party- transactions. The following transactions have been entered into with related parties:

Category	Year	Amount/Volume of Transactions <i>(Amounts in Thousands)</i>	Outstanding Balance	Terms	Conditions
<b>Stockholder</b>					
MMC – Rent	2015	₱1,130,144	₱–	Not applicable	Not applicable
	2014	₱1,082,433	₱–	Not applicable	Not applicable

Resignation of Directors.

To date, no director has resigned or declined to stand for re-election for the Board of Directors since the last Annual Stockholders' Meeting held on 30 April 2015 due to any disagreement with the Company relative to the Company's operations, policies and practices.

Family Relationships

Ms. Maria Paz V. Laperal and Messrs. Geronimo and Jose Miguel F. Velasco, are sister and brothers. None of the other Directors and Executive Officers of the Company are related up to the fourth civil degree either by consanguinity or affinity.

Significant Employees

There is no one person / employee who is not an executive officer but who is expected by the Company to make significant contribution to the business. The Company considers its entire work force as significant employees. It expects each employee to do his share and work together as a team in achieving the Company's goals and objectives. There are no employment contracts contemplated in Part IV paragraph (B) (4) (A) of SRC Rule 17(2) (A) between the Company and a named executive officer.

Involvement of the Company and its Directors and officers in Certain Legal Proceedings

Company is not aware of any material legal proceedings during the last five (5) years of the nature required to be disclosed under part I (C) of SRC Rule 12, including without limitation being the subject of any (a) bankruptcy petition; (b) conviction by final judgment of crime involving moral turpitude; (c) Any order, judgment or decree; or (d) violation of a securities or commodities involving the Company, its nominees for directorship, executive officers and incumbent directors of the Company.

During the last two (2) years, the Company was not a party in any transaction in which a Director or Executive Officer of the Company, any nominee for election as Director or any security holder owning more than 10% of the Company's issued and outstanding shares and /or his immediate family had a material interest hereon.

Republic Glass Holdings Corporation employees are required to promptly disclose any business and family-related transactions with the company to ensure the potential conflicts of interest are surfaced and brought to the attention of management.

As of February 28, 2016, The Company knows of no one who beneficially owns in excess of 10% of Republic Glass Holdings Corporation common stock except for set forth below:

Title of Class	Name and Address of record owner	Amount and Nature of record / beneficial ownership	Percent of Outstanding common Stock
Common	Gervel, Inc.	459,668,445	Direct 67.39%

The Company is not a party to any significant / material claims or lawsuits.

## 6. Compensation of Directors and Executive Officers

The members of the Board of Directors are entitled to reasonable per diem for attendance of any regular or special meeting.

### Compensation of Executive Officers

Aggregate compensation, per diem, allowances and bonuses paid and accrued to the Chief Executive Officers and four (4) most highly compensated officers during 2014, 2015 and the ensuing year 2016 are as follows:

Name	Principal Position	Salary	Bonus	Other Compensation	
Geronimo F. Velasco, Jr.	Director, President and CEO				
Ma. Paz V. Laperal	Director and Treasurer				
Mario T. Meneses, Jr.	Corporate Secretary				
Florence Wong	Vice President and CFO				
Leopold C. Tan	Compliance officer				
Aggregate for the above named Officers	Chief Executive Officer and				
		2016*	8.8mm	1.1mm	2.0mm
		2015	8.6mm	7.3mm	1.7mm
		2014	7.7mm	6.8mm	3.5mm
Aggregate for all Other Directors as a group unnamed		2016*		1.2mm	0.7mm
		2015		6.1mm	0.6mm
		2014		7.1mm	0.6mm

\* Year 2016 amounts are estimates.

The total annual compensation was all paid in cash. The Company has no other arrangement with regard to the remuneration of its existing directors and officers aside from the compensation received as herein stated. The executive officers are regular employees of the Company.

### Compensation of Directors

The Directors are paid a per diem of Ten Thousand Pesos (P10,000.00) for attendance in a Board and committee meetings and bonuses in accordance with Section I Articles V of the By-laws. All Directors except Mr. Geronimo F. Velasco, Jr. and Ms. Ma. Paz V. Laperal do not receive regular salaries from the company.

There are no warrants and options outstanding held by the Company's directors and executive officers. The Company has no other arrangement with regard to the remuneration of its existing directors and officers aside from compensation received as herein stated.

There are no employment contracts contemplated In Part IV paragraph (B) (4)(A) of SRC Rule 17(2)(A) between the Company and the named executive officers.

A Letter of Appointment with the Company stating therein their respective job functionalities covers the above named executive officers.

## 7. Independent Public Accountants

The Accounting firm of Sycip, Gorres, Velayo & Co. (SGV) is the principal accountants and external auditors of the Company. The same auditing firm is being recommended to stockholders for re-election at the scheduled annual meeting for almost the same remuneration as in the previous year.

Representatives of SGV are expected to be present at the Annual Meeting and will have the opportunity to make a statement if they desire to do so. They will also be available to respond to appropriate questions from the stockholders. The Company has maintained SGV as its principal accountant to audit the financial statements for the last fiscal year. SGV has not expressed any

intention to resign as the Company's principal accountant nor has it indicated any hesitance to accept re-election after the completion of their last audit. There were no disagreements with SGV & Co. on any matter of accounting and financial disclosures

Pursuant to the General Requirements of SRC Rule 68, Par. 3 (B) (IV) (Rotation of External Auditors), the Company has engaged SGV & CO's Audit Partner Ms. Editha V. Estacio, who is on her fourth year of audit engagement, for the examination of the Company's financial statements for 2015.

#### AUDIT AND AUDIT RELATED FEES

Republic Glass Holdings Corporation paid its external auditors the following fees in the past two years:

	Audit and Audit related fees	Tax advisory fees
2015	P0.40mm (exclusive of VAT)	-
2014	P0.37mm (exclusive of VAT)	P0.10mm (exclusive of VAT)

The Audit Committee reviews the audit scope, coverage, and strategy and, where applicable, recommends the results for the approval of the board. The Audit Committee also ensures that audit services rendered shall not violate SEC regulations nor impair the independence of the external auditors. The Audit Committee constituted by three (3) members of the Company's Board of Directors and is composed of Ambassador Bienvenido A. Tan, Jr. (as Chairman), Ms. Corazon S. de la Paz-Bernardo and Mr. Geronimo F. Velasco, Jr. The Audit Committee annually reviews and recommends to the Board the selection of external auditors and the fixing of the audit fees. The Board of Directors and Stockholders approve the appointment of the Company's external auditors.

#### **8. Compensation Plans**

There are no matters or actions to be taken up in the meeting with respect to any plan pursuant to which cash or non-cash compensation may be paid or distributed.

### **C. Issuance and Exchange of Securities**

#### **9. Authorization or Issuance of Securities Otherwise than for Exchange**

There are no matters or actions to be taken up in the meeting with respect to the issuance of securities.

#### **10. Modification or Exchange of Securities**

There are no matters or actions to be taken up in the meeting with respect to the modification or exchange of the Company's securities.

#### **11. Financial and Other Information**

The audited financial statements as of December 31, 2015 and the Statement of Management's Responsibility are not yet available. Management's Discussion and Analysis, Market Price of shares, dividends and other data related to the Company's financial information are not yet available. The Schedules Required under Part IV(c) of Rule 68 are to be included in the Annual Report (Form 17-A).

#### **12. Mergers, Consolidations, Acquisitions and Similar Matters**

There are no matters or actions to be taken up in the meeting with respect to merger, consolidation, acquisition by, sale or liquidation of the Company.

#### **13. Acquisition or Disposition of Property**

There are no matters or actions to be taken up in the meeting with respect to acquisition of any property by the Company.

**14. Restatement of Accounts**

There is no action to be taken with respect to the restatement of any asset, capital or surplus account of the Company.

**D. Other Matters****15. Action with Respect to Reports**

The following reports will be submitted for approval at the Annual Stockholders' Meeting of the Company on 29 April 2016:

- A. Approval of the minutes of the Annual stockholders' meeting held on 30 April 2015 covering the following matters: call to order; proof of notice of meeting; roll call and determination of quorum; reading and approval of the minutes of the previous annual stockholders' meeting; annual report of the President; approval of the Audited Financial Statements for the Year Ended December 31, 2014; ratification and approval of all acts and resolutions of the Board of Directors and Officers of the Corporation for the fiscal year 2014; Election of Directors and Appointment of External Auditors.
- B. Approval of the Annual Report of the President for the year ended 31 December 2015.
- C. Approval of the Audited Financial Statements for the Year Ended December 31, 2015.

**16. Matters not required to be Submitted**

There are no matters or actions to be taken up in the meeting that are required to be submitted to a vote of security holders.

**17. Amendment of Charter, By-laws or Other Documents**

There are no matters or actions to be taken up in the meeting with respect to any amendments of the Registrant's Articles of Incorporation or By-laws.

**18. Other Proposed Action**

Other than those specified above, there are no other actions or matter, which the Board of Directors intend to present, or has reason to believe others will present at the Annual Stockholders' Meeting.

**19. Minutes of Previous Meeting**

Copies of the Minutes of the Previous Annual Stockholders' Meeting are being sent concurrently to the Company's stockholders. If you have not received or had access to the Minutes, please notify the Corporate Secretary, 6F Republic Glass Building, 196 Salcedo Street, Legaspi Village, Makati City 1229.

**20. Voting Procedures**

All matters subject to vote, except in cases where the law provides otherwise, shall be decided by majority vote of the issued and outstanding shares of the Company's common stock and represented and entitled to vote at the annual meeting.

Unless required by law, or demanded by stockholder present in person at any meeting and entitled to vote thereat, the vote of any question need not be by ballot. On a vote by ballot, each ballot shall be signed by the stockholder voting or in his name by his proxy if there be such proxy, and shall state the number of shares voted by him. Voting and counting shall be by show of hands or viva voce.

Two inspectors shall be appointed by the Board of Directors before or at each meeting of the stockholders, at which the election of directors shall take place, if no such appointment has been made or if the inspectors appointed by the Board of Directors refused to act or fail to attend, then the appointment shall be made by the presiding officer of the meeting. The two inspectors shall, as much as possible be appointed from among the employees/ representatives of the Company's external auditors, Failing which, the two inspectors shall be appointed from among the



**Annex A**

Management Report

Management's Discussion and Analysis of Financial Condition and Results of operation  
*(for attachment in Definitive Information Statement)*

**Annex B**

Consolidated Financial Statements December 31, 2015 and 2014 and Years Ended December 31,  
2015, 2014 and 2013 and Independent Auditors 'Report  
*(for attachment in Definitive Information Statement)*

**Annex C**

Certification not affiliated with any government agencies  
*(For attachment in Definitive Information Statement)*