

ANCHOR LAND HOLDINGS, INC.

**NOTICE OF ANNUAL
STOCKHOLDERS' MEETING**

AND

**INFORMATION STATEMENT
(SEC FORM 20-IS)**

June 29, 2017

At 8:00 a.m.

**Function Room Makati AB, Makati Shangri-La
Makati Avenue corner Ayala Avenue
Makati City, Philippines**

ANCHOR LAND HOLDINGS, INC.
11th Floor L.V. Locsin Building, 6752 Ayala Ave. cor. Makati Ave., Makati City
Phone: (02)-988-7988

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

TO OUR STOCKHOLDERS:

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders of **Anchor Land Holdings, Inc.** (the "Company") will be held at **Function Room Makati AB, Makati Shangri-La, Makati Avenue corner Ayala Avenue, Makati City, Philippines** on **June 29, 2017 at 8:00 a.m.** with the following agenda:

1. Call to order;
2. Proof of notice and due calling of meeting;
3. Determination of a quorum;
4. Approval of the Minutes of the Regular Meeting of the Stockholders held on July 5, 2016;
5. Report of the President;
6. Presentation and approval of the Financial Statements as of December 31, 2016;
7. Ratification of acts of the Board of Directors and Officers;
8. Election of the members of the Board of Directors;
9. Appointment of external auditors;
10. Other Matters; and,
11. Adjournment.

Minutes of the Regular Meeting of the Stockholders held on July 5, 2016 will be available for examination during office hours at the Office of the Corporate Secretary.

The Board has fixed the close of business hours on May 26, 2017 as the record date for the determination of stockholders entitled to notice of meeting and to vote at the specified election date.

In accordance with Section 7 of Article II of the Company's By-Laws and for purposes of election of the Board of Directors, any and all nominations shall be submitted to and received at the principal office of the Company on or before the date of the meeting, addressed to the attention of the Corporate Secretary.

Registration starts at 7:30 a.m. Please bring this notice and any form of identification such as driver's license, TIN card, passport, etc. to facilitate registration.

Makati City, May 29, 2017.


CHRISTINE P. BASE
Corporate Secretary

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20-IS

Information Statement
of
ANCHOR LAND HOLDINGS, INC.
Pursuant to Section 20 of the Securities Regulation Code

1. Check the appropriate box:
Preliminary Information Statement
 Definitive Information Statement
2. Name of Registrant as specified in its charter: ANCHOR LAND HOLDINGS, INC.
3. Makati City, Philippines
Province, country or other jurisdiction of incorporation or organization
4. SEC Identification Number: CS-200411593
5. BIR Tax Identification Code: 232-639-838
6. 11th Floor, L.V. Locsin Building, 6752 Ayala Avenue cor. Makati Avenue, Makati City, Philippines
Address of principal office
7. Registrant's telephone number, including area code (02) 988-7988
8. June 29, 2017 at 8:00 a.m., Function Room Makati AB, Makati Shangri-La, Makati Avenue corner Ayala Avenue, Makati City, Philippines
Date, time and place of the meeting of security holders
9. Approximate date on which the Information Sheet is first to be sent or given to security holders:
June 7, 2017
10. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA (information on number of shares and amount of debt is applicable only to corporate registrants):

Title of Each Class	Number of Shares of Common Stock Outstanding or Amount of Debt Outstanding (As of December 31, 2016)
Common Stock, Php1.00 par value	1,040,001,000 shares
Preferred Shares, Php1.00 par value	346,667,000 shares
Loans Payable	₱11,101,453,731

11. Are any or all of registrant's securities listed on a Stock Exchange?
Yes No
If yes, disclose the name of such Stock Exchange and the class of securities listed therein: Philippine Stock Exchange, Common shares

**ANCHOR LAND HOLDINGS, INC.
INFORMATION STATEMENT**

A. GENERAL INFORMATION

ITEM 1: DATE, TIME AND PLACE OF MEETING OF SECURITY HOLDERS

Date : June 29, 2017

Time : 8:00 a.m.

Place : Function Room Makati AB, Makati Shangri-La, Makati Avenue corner Ayala Avenue, Makati City, Philippines

Principal Office: 11th Floor, L.V. Locsin Building, 6752 Ayala Avenue cor. Makati Avenue, Makati City, Philippines

Approximate Date of Distribution to Security Holders: June 7, 2017

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

ITEM 2: DISSENTER'S RIGHT OF APPRAISAL

There are no matters to be acted upon at the meeting involving instances set forth in the Corporation Code of the Philippines for which a stockholder may exercise the right of appraisal.

Pursuant to *Section 81 Title X, Appraisal Right, Corporation Code of the Philippines*, any stockholder of a corporation shall have the right to dissent and demand payment of the fair value of his shares in the following instances: (a) in case of any amendment to the articles of incorporation that has the effect of changing or restricting the rights of any stockholder or class of shares, or authorizing preferences in any respect superior to those of outstanding shares of any class, or extending or shortening the term of corporate existence; (b) in case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets, and (c) in case of merger.

Section 82 of the Corporation Code also provides that, this appraisal right may be exercised by any stockholder who shall have voted against the proposed action, by making a written demand on the corporation within thirty (30) days after the date on which the vote was taken for payment of the fair value of his shares. Failure to make the demand within such period shall be deemed a waiver of the appraisal right. If the proposed action is implemented or affected, the corporation shall pay to such stockholder, upon surrender of the certificate or certificates of stock representing his shares, the value thereof as of the day prior to the date on which the vote was taken, excluding any appreciation or depreciation in anticipation of such corporate action.

If within a period of sixty (60) days from the date the corporate action was approved by the stockholders, the withdrawing stockholder and the corporation cannot agree on the value of the shares, it shall be determined and appraised by three (3) disinterested persons, one of

whom shall be named by the stockholder, another by the corporation, and the third by the two thus chosen. The findings of the majority of the appraisers shall be final, and their award shall be paid by the corporation within thirty (30) days after such award is made. No payment shall be made to the dissenting stockholder unless the bank has unrestricted retained earnings in its book to cover such payment. Upon payment by the Corporation of the agreed or awarded price, the stockholder shall forthwith transfer his shares to the Corporation.

From the time of demand for payment of the fair value of a stockholder's shares until either the abandonment of the corporate action involved or the purchase of the said shares by the corporation, all rights accruing to such shares, including voting and dividend right, shall be suspended, except the right of such stockholder to receive payment of the fair value thereof: Provided, that if the dissenting stockholder is not paid the value of his shares within 30 days after the award, his voting right and dividend rights shall immediately be restored (*Section 83 of the Corporation Code*).

Within ten (10) days after demanding payment of his shares, a dissenting stockholder shall submit the certificate(s) of stock representing his shares to the Corporation for notation thereon that such shares are dissenting shares. His failure to do so shall, at the option of the Corporation, terminate his appraisal right (*Section 86, Corporation Code*). No demand for payment as aforesaid may be withdrawn by the dissenting stockholder unless the Corporation consents thereto (*Section 84, Corporation Code*).

The appraisal right shall be exercised in accordance with Title X of the Corporation Code.

ITEM 3. INTEREST OF CERTAIN PERSONS IN OR OPPOSITION TO MATTERS TO BE ACTED UPON

Other than the election to office, there is no matter to be acted upon during the Annual Stockholders' Meeting to which a beneficial owner, director or officer has any substantial interest.

No director has informed the Company in writing of his intentions to oppose any action to be taken by the Company during the Annual Stockholders' Meeting.

B. CONTROL AND COMPENSATION INFORMATION

ITEM 4. VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

As of March 31, 2017, there are 1,040,001,000 subscribed, issued and outstanding common shares and 346,667,000 subscribed, issued and outstanding preferred shares entitled to vote at the meeting, with each share entitled to one vote.

All stockholders of record at the close of business hours on May 26, 2017 shall be entitled to cumulative voting rights with respect to the election of directors. A stockholder may vote such number of shares for as many persons as there are directors to be elected or he may cumulate said shares and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or he may distribute them on the same principle among as many candidates as he shall see fit: Provided, that the total number of votes cast by him shall not exceed the number of shares owned by him as shown in the books of the Company as of May 26, 2017 multiplied by the whole number of directors to be elected.

Security Ownership of Certain Record & Beneficial Owners and Management

(1) Security Ownership of Certain Record and Beneficial Owners of more than 5%

There were no delinquent stocks, and the direct and indirect record and beneficial owners of more than five percent (5%) of the Company's voting securities as of March 31, 2017 are as follows:

Name and address of record owner and relationship with issuer	Name of beneficial owner and relationship with record owner	Citizenship	Title of class	No. of shares	Percentage held per class	Percentage held out of the total outstanding common shares
LTC Prime Holdings, Corporation * Lots 2-7, Kaingin Road, Multinational Village, Paranaque City		Filipino	Common	248,108,100	23.86%	26.56%
			Preferred	120,134,048	34.65%	
Sybase Equity Investments Corporation** 10 th Floor One ECom Center, Harbor Drive, MOA Complex, Pasay City		Filipino	Common	202,609,200	19.48%	19.49%
			Preferred	67,609,400	19.50%	
Steve Li Rm. 16-A Ocean Tower, Roxas Boulevard, Manila	Steve Li	Hong Kong National	Common	156,000,000	15.00%	15.00%
			Preferred	52,000,000	15.00%	
Cindy Sze Mei Ngar Rm. 21B Ocean Tower, Roxas Boulevard, Manila	Cindy Sze Mei Ngar	British	Common	155,999,298	15.00%	15.00%
			Preferred	51,999,766	15.00%	
PCD Nominee Corporation (Non-Filipino)	Various clients and PDTC participants who hold the shares in behalf of their clients.	Non-Filipino	Common	116,082,899	11.16%	8.37%

* Avelino Guzman will vote for the shares held by LTC.

** The Company expects to receive the proxy form at least 5 days prior to the Annual Stockholders' Meeting.

As of March 31, 2017, the following are known to the Company as participants of the PCD holding 5% or more of the Company's common shares:

Member Name / Address	Title	No. of Shares	Percentage Held
Lucky Securities Corporation Unit 1402 B, Philippine Stock Exchange Center, Exchange Road, Pasig City	Common	207,675,300	44.80%
BDO Securities Corporation 27th Floor, Tower One, Ayala Avenue, Makati City	Common	66,806,954	14.41%
The Hongkong and Shanghai Banking Corp. Ltd. - Clients' Acct. HSBC Securities Services 12th Floor, The Enterprise Center, Tower I 6766 Ayala Avenue cor. Paseo de Roxas, Makati City	Common	62,307,000	13.44%
COL Financial Group, Inc. 2701-A East Tower, Philippine Stock Exchange Center, Exchange Road, Pasig City	Common	60,841,702	13.13%
Eastern Securities Development Corporation 1701 Tytana Center Building, Binondo, Manila	Common	60,305,950	13.01%
TOTAL		451,936,906	98.78%

(2) Security Ownership of Management

The following is a summary of the aggregate shareholdings of the Company's directors and executive officers in the Company and the percentage of their shareholdings as of March 31, 2017:

Name of Beneficial Owner / Address	Citizenship	Title of Class	Amount and Nature of Beneficial Ownership	Percentage Per Class of Share	Percentage Held Out of the Total Outstanding Shares
Stephen Lee Keng Chairman/Director Rm. 21B Ocean Tower, Roxas Boulevard, Manila	Filipino	Common	15,600,690 Direct	1.50%	1.50%
		Preferred	5,242,230 Direct	1.51%	
Steve Li Vice-Chairman/Director Rm. 16-A Ocean Tower, Roxas Boulevard, Manila	Hong Kong National	Common	156,000,000 Direct	15.00%	15.00%
		Preferred	52,000,000 Direct	15.00%	

Name of Beneficial Owner / Address	Citizenship	Title of Class	Amount and Nature of Beneficial Ownership	Percentage Per Class of Share	Percentage Held Out of the Total Outstanding Shares
Avelino Guzman Director	Filipino	Common	1,000 Direct	0.00%	0.00%
Christine P. Base Corporate Secretary/Director 8/F Chatham House, 116 Valero St., Salcedo Village, Makati City	Filipino	Common	300,003 Direct	0.03%	0.03%
		Preferred	100,000 Direct	0.03%	
Peter Kho Treasurer/Director 2/F Don Paquito Bldg., 99 Dasmariñas St., Binondo, Manila	Filipino	Common	3 Direct	0.00%	0.00%
Digna Elizabeth Ventura President/Director 11/F LV Locsin Bldg., Ayala Avenue, Makati City	Filipino	Common	300 Direct	0.00%	0.00%
		Preferred	100 Direct	0.00%	
Charles Stewart Lee Director 11/F LV Locsin Bldg., Ayala Avenue, Makati City	British National	Common	900 Direct	0.00%	0.00%
Violeta Josef Independent Director	Filipino	Common	1,000 Direct	0.00%	0.00%
Ma. Victoria Villaluz Independent Director	Filipino	Common	1,000 Direct	0.00%	0.00%
Neil Chua Chief Financial Officer/Director 11/F LV Locsin Bldg., Ayala Avenue, Makati City	Filipino	Common	5,400 Direct	0.00%	0.00%
		Preferred	1,800 Direct	0.00%	
Edwin Lee Director 54 Angeles St. Alabang Hills, Muntinlupa City	Filipino	Common	3,000 Direct	0.00%	0.00%
		Preferred	1,000 Direct	0.00%	
TOTAL FOR THE GROUP					16.53%

(3) Voting Trust Holders of 5% or More

There is no voting trust or similar arrangement executed among holders of five percent (5%) or more of the issued and outstanding shares of common stock of the Company.

ITEM 5. DIRECTORS AND EXECUTIVE OFFICERS

Except in cases where a higher vote is required under the Corporation Code, the approval of any corporate action shall require the majority vote of all the stockholders present in the meeting, if constituting a quorum.

Except in cases where voting by ballot is applicable, voting and counting shall be *viva voce*. If by ballot, the counting shall be supervised by the external auditors and transfer agent of the Company.

In the election of directors, each common shareholder of record as of May 26, 2017 is entitled to as many votes as there are directors to be elected. A stockholder may vote such number of shares for as many persons as there are directors to be elected or he may cumulate said shares and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or he may distribute them on the same principle among as many candidates as he shall see fit: Provided, that the total number of votes cast by him shall not exceed the number of shares owned by him multiplied by the number of directors to be elected.

All proxies must be in the hands of the Secretary at least ten (10) days before the time set for the meeting. Such proxies filed with the Secretary may be revoked by the stockholders either in an instrument in writing duly presented and recorded with the Secretary prior to a scheduled meeting or their personal attendance at the meeting (*Par. 2 Section 7, By-Laws*).

A forum for validation of proxies chaired by the Corporate Secretary or Assistant Corporate Secretary and attended by the Stock and Transfer Agent shall be convened seven (7) days before any meeting. Any questions and issues relating to the validity and sufficiency, both as to form and substance, of proxies shall only be raised during said forum and resolved by the Corporate Secretary. The Corporate Secretary's decision shall be final and binding upon the shareholders. Any such question or issue decided upon by the Corporate Secretary shall be deemed settled and those not brought before said forum shall be deemed waived and may no longer be raised during the stockholder's meeting (*Par. 3 section 7, By-Laws*). **(1) Board of Directors and Executive Officers**

The incumbent directors, including independent directors and executive officers of the Company are as follows:

Name	Age	Office	Year of Assumption of Office	No. of Year/Month
Stephen Lee Keng	53	Director	2007	10 years
		Chairman of the Board ¹	2007/2015	2 years
		Chairman Emeritus	2014	1 year

¹ Resumed Chairmanship of the Board of Directors in 2015

Name	Age	Office	Year of Assumption of Office	No. of Year/Month
Steve Li	47	Director	2007	10 years
		Chief Executive Officer	2013	4 years
Avelino Guzman	43	Independent Director	2015	2 years
Digna Elizabeth L. Ventura	44	Director	2011	6 years
		President	2011	6 years
Peter Kho	42	Director	2007	10 years
		Treasurer	2007	10 years
Christine P. Base	46	Director	2007	10 years
		Corporate Secretary	2007	10 years
Violeta Josef	70	Independent Director	2015	2 years
Ma. Victoria Villaluz	62	Independent Director	2015	2 years
Charles Stewart Lee	27	Director	2014	2 year & 6 months
Neil Y. Chua	46	Director	2013	4 years & 6 months
		Chief Finance Officer	2009	7 years & 6 months
Edwin Lee	59	Director	2013	4 years
Sarah Joelle Lintag	44	Corporate Affairs Manager & Compliance Information Officer	2016	1 year and 3 months
Ericson C. Gemzon, Jr.	33	Internal Audit Manager	2016	5 months

The Company has adopted SRC Rule 38 and SEC Circular No. 16, Series of 2002 on the Guidelines on Nomination and Election of Independent Directors as stated in the By-laws and Manual on Corporate Governance of the Corporation. The following are the procedures for the nomination and election of independent directors of the Company:

- A. All nominations for directors to be elected by the Stockholders of the Corporation shall be submitted in writing to the Corporate Secretary of the Corporation at the principal office of the Corporation not earlier than forty (40) days nor later than twenty (20) days prior to the date of the regular or special meeting of stockholders for the election of directors. Nominations which are not submitted within such nomination period shall not be valid. Only stockholder of record entitled to notice and vote at the regular or special meeting of the stockholders for the election of the directors shall be qualified to be nominated and elected a director of the Corporation (*Section 9, By Laws*).

- B. All nominations shall be signed by the nominating stockholder/s together with the acceptance and conformity of the would-be nominees (SRC Rule 38). 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. The list shall be made available to the Securities and Exchange Commission and to all stockholders through the filing and distribution of the Information Statement or Proxy Statement, or in such other reports the Corporation is required to submit to the Commission. The name of the person or group of person who recommended the nomination of the independent director shall be identified in such report including any relationship with the nominee.
- C. Only nominees whose names appear on the Final List of Candidates shall be eligible for election as an Independent Director. No other nomination shall be entertained after the Final List of Candidates shall have been prepared. No further nomination shall be entertained or allowed on the floor during the actual annual stockholders' meeting.
- D. It shall be the responsibility of the Chairman of the Meeting to inform all stockholders in attendance of the mandatory requirement of electing an independent director. He shall ensure that an independent director is elected during the stockholders' meeting.
- E. The specific slot for an independent director shall not be filled-up by the unqualified nominees.
- F. The decision of the Nomination Committee, once confirmed by the Board of Directors, shall be final and binding upon the shareholders and may no longer be raised during the stockholders' meeting (Section 10, By-Laws).
- G. In case of failure of election for the independent director, the Chairman of the Meeting shall call a separate election during the same meeting to fill-up the vacancy.

The nominees for independent directors of the Company are Violeta J. Josef and Ma. Victoria A. Villaluz. They are nominated by Stephen Lee Keng, a shareholder of the Company; and, to the Company's knowledge, there is no relationship between the nominees for independent directors and Mr. Keng.

The members of the Nomination Committee are as follows:

- | | | |
|--------------------------|---|----------|
| 1. Stephen Lee Keng | - | Chairman |
| 2. Steve Li | - | Member |
| 3. Ma. Victoria Villaluz | - | Member |

DIRECTORS AND EXECUTIVE OFFICERS

The following are the business experiences and positions held by the Directors and Executive Officers for the past five (5) years:

STEPHEN L. KENG, Filipino, 53 years old, is the founding and incumbent Chairman of the Board of Directors and the Chairman of the Nomination Committee of Anchor Land Holdings, Inc. He is concurrently the Chairman of S & A International Holdings LTD and of VS Group of Companies (Philippines).

STEVE LI, Hong Kong SAR National, 47 years old, is the Vice-Chairman and Chief Executive Officer since 2007 and 2013, respectively. He is concurrently the managing Director of MFT International Ltd. (Hong Kong) and Managing Director of MFT Industrial Ltd. (Xiamen, China). Mr. Li graduated from York University, Toronto, Canada with a Bachelor's Degree in Business Administration major in Finance and Accounting.

DIGNA ELIZABETH L. VENTURA, Filipino, 44 years old, is the President of Anchor Land Holdings, Inc. since August 15, 2011. She has served as Asst. Vice President from July 2005 and as Vice President from 2009 for Sales & Marketing. Prior to joining the Company, she was the Sales Director of Filinvest, Inc., Sales and Marketing Manager of the Waterfront Hotel and Megaworld Properties and Holdings, Inc. Ms. Ventura earned her Bachelor of Science Degree in Hotel and Restaurant Management from the University of Santo Tomas.

PETER KHO, Filipino, 42 years old, was the Company Treasurer since April 10, 2007. He likewise serves as the Managing Partner of Guico & Kho Law Offices, as President and Chief Executive Officer of Discovery Mall Corporation and of Best Buy Office Equipment Corporation, and as Vice-President of Justice Corporation. He is a member of the Federation of Filipino Chamber of Commerce & Industry Inc. (FFCCI) and of the Philippine Chamber of Commerce and Industry (PCCI). Mr. Kho obtained his Bachelor of Laws and Bachelor of Economics and Development Studies from the Ateneo de Manila University. He was admitted to the Integrated Bar of the Philippines on April 30, 2002.

CHRISTINE P. BASE, Filipino, 46 years old, is the Corporate Secretary and a member of the Audit Committee since April 10, 2007. She is currently a Corporate and Tax Lawyer at Pacis and Reyes, Attorneys and the Managing Director of Legisforum, Inc. She concurrently serves as the Corporate Secretary of Araneta Properties, Inc., Active Alliance Incorporated, Asiasec Equities, Inc. and Ever-Gotesco Resources and Holdings, Inc. as well as the Compliance Officer of Bloomberry Resorts Corporation. She also acts as a Director and/or Corporate Secretary of several other private corporations. She was an Auditor and then a Tax Lawyer of Sycip Gorres Velayo & Co. She is a graduate of Ateneo De Manila University School of Law with a degree of Juris Doctor. She passed the Bar Examination in 1997. Ms. Base is also a Certified Public Accountant. She graduated from De La Salle University with a degree in Bachelor of Science in Commerce major in Accounting.

NEIL Y. CHUA, Filipino, 46 years old, is a Director and the Chief Finance Officer since 2013 and 2009, respectively. He was a Senior Manager at KPMG, Auckland, New Zealand from March 2008 to May 2009; and at Purwantono, Sarwoko & Sandjaja/Ernst & Young, Indonesia from October 2002 to February 2008. He was also an Andersen Worldwide Manager of Prasetio, Utomo & Co/Andersen, Indonesia and a supervisor at Sycip Gorres Velayo & Co./Arthur Andersen, Philippines from November 1991 to September 1996. Mr. Chua obtained his Bachelor of Accountancy from the University of San Carlos, Cebu City. He is also a Certified Public Accountant and a member of the Philippine Institute of Certified Public Accountants since 1992.

EDWIN LEE, Filipino, 59 years old, was elected as a Director on June 28, 2012 but only assumed office on April 2, 2013 after the SEC approved the amendment of the Company's Articles of Incorporation which effectively increased the number of Directors from seven (7) to nine (9). He is currently serving as the Senior Assistant Vice President at the Office of the President of SM Investments Corporation. He graduated from De La Salle University with a Bachelor of Science Degree in Commerce major in Business Management.

CHARLES STEWART LEE, British, 27 years old, is currently the Director of Pacific Apex Food Ventures, Inc. Mr. Lee studied at the University of Southern California, Los Angeles, California, USA where he obtained his Business of Arts Degree in Social Science with emphasis in Economics.

VIOLETA J. JOSEF, Filipino, 70 years old, was elected as Independent Director of the Company. She completed her Bachelor in Business Administration from the University of East. She is a Certified Public Accountant and received her Masters Degree in Business Administration-Top Executive Program from the Pamantasan ng Lungsod ng Maynila where she is now a part-time Lecturer in PLM's Graduate School of Business. She also completed her General Management Executive Program at the National University of Singapore, Faculty of Business Administration in 1992. She held various executive positions such as Senior Vice-President, Treasurer, Controller and Director at the Multinational Group of Companies from 1972-2014. She started her career in public practice in SGV and Co. immediately after completing her Bachelor's Degree. Ms. Josef was also a former board member of the Professional Regulatory Board of Accountancy, for years 1995 to 1998. She has held several positions in various professional and civic organizations, such as Past National President of the Philippine Institute of Certified Public Accountants in 2013-2014, Deputy Vice-President of the Philippine Federation of Professional Associations in 2014-2016, life-time member of the Philippine Association of Professional Regulatory Board Members since 1995, Past President of the Association of CPAs in Commerce and Industry in 1986 and a former member of the Auditing Standards and Practices Council. As PICPA President, she was a board and council member of various international accountancy organizations, such as the Asean Federation of Accountants (AFA), the Confederation of Asian and Pacific Accountants (CAPA) and the International Federation of Accountants (IFAC).

MA. VICTORIA A. VILLALUZ, Filipino, 62 years old, was elected as an Independent Director on June 25, 2015. She is a Member of the Integrated Bar of the Philippines, the UP Women Lawyers' Circle and the Tax Management Association of the Philippines where she also served as President in 2010. She previously worked with Sycip Gorres Velayo & Co. from 1980 until her retirement in 2014 as a Partner in the Tax Services Group where she provided, among others, tax advisory and tax planning, as well as quality and risk management, services to clients from various industries such as utilities (power, water, oil and gas), telecommunications, entertainment, engineering and construction, real estate, hotel, transportation, trading and manufacturing. Ms. Villaluz is an accredited lecturer in the Mandatory Continuing Legal Education (MCLE) prescribed by the Supreme Court for lawyers; she was also the tax training director for the Arthur Anderson New Tax Seniors' Training Seminar in Penang Malaysia until 2001 and was a lecturer in the Arthur Andersen New Manager's training seminars in St. Charles, Illinois. Ms. Villaluz obtained her Bachelor of Arts in Philosophy and her Bachelor of Laws from the University of the Philippines.

AVELINO M. GUZMAN, JR., Filipino, 43 years old, was elected as a Director on June 25, 2015. He is the Managing Partner of A.M. Guzman, Jr. and Associates Law Office, and of Golden Ace Credit Solutions Company, Ltd. He also serves as the President and Chairman of the Board of Whidbey Holdings Corporation and as the Corporate Secretary of Santino Metal Industries, Inc., Merckammed Concepts, Inc., Ideaship Phils. Holdings, Inc., LTC Group of Companies, VS Marketing Corporation, Anchor Land Global Corporation and Akuna (Philippines) Inc. He was previously a Senior Associate Lawyer at Saulog & De Leon Law Offices from January 1999-December 2009. Mr. Guzman, Jr. obtained his Bachelor of

Arts major in Economics and his Bachelor of Laws from San Beda College. He became a Member of the Integrated Bar of the Philippines in 1999.

(2) Independent Director

Two (2) incumbent directors of the Company, namely Violeta Josef and Ma. Victoria Villaluz, are the Independent Directors for the year 2016-2017. They are not employees of the Company and do not have any relationship with the Company, which would interfere with the exercise of their independent judgment in carrying out the responsibilities of a director.

The following are nominated for election to the Board of Directors during this year's Annual Stockholders' Meeting:

1. Stephen Lee Keng	Director
2. Steve Li	Director
3. Digna Elizabeth Ventura	Director
4. Christine P. Base	Director
5. Peter Kho	Director
6. Edwin Lee	Director
7. Neil Y. Chua	Director
8. Charles Stewart Lee	Director
9. Avelino M. Guzman	Director
10. Violeta J. Josef	Independent Director
11. Ma. Victoria A. Villaluz	Independent Director

The nominees for independent directors for this year's Annual Stockholders' meeting of the Company are Violeta J. Josef, and Ma. Victoria A. Villaluz. They were nominated by Stephen Lee Keng, a shareholder of the Corporation and, to the Company's knowledge; there is no relationship between nominees for independent directors and Mr. Keng.

The term of office of all directors, including independent directors shall be one (1) year until their successors are duly elected and qualified.

(3) Key Officers

The members of the management team, aside from those mentioned above, are as follows:

SARAH JOELLE C. LINTAG, Filipino, 44 years old, is the Head of the Corporate Affairs Department. She was formerly the Vice President for Billings, Credit Operations, and Legal Services from June 2015 to December 2015 for ACM Landholdings, Inc. (Philippines), where she also served as its Assistant Vice President for Legal and Human Resources and Administration from July 2013 to May 2015. She was also the Chief Political Affairs Officer in the Office of the Honorable Edgardo "Sonny" Angara in the House of Representatives from October 2010 to June 2013. She graduated from California State University, Northridge, California (USA) with a Bachelor of Arts degree in Political Science. She earned her Bachelor of Laws degree from the University of the Philippines, Diliman, Quezon City. She has been in the legal practice for fourteen (14) years.

ERICSON C. GEMZON, JR., Filipino, 33 years old, is the Internal Audit Manager at Anchor Land Holdings, Inc. He is a member of Philippine Institute of Certified Public Accountants. Ericson was previously an Internal Audit Manager at Travellers International Hotel Group, Inc. and was with SyCip Gorres Velayo & Co.'s Assurance Division from November 2004 to February 2013, last holding the position of an Associate Director. He obtained his BS Accountancy degree and Masters in Business Administration at San Beda College- Mendiola.

(4) Family Relationships

Aside from Mr. Charles Stewart Lee and Mr. Stephen Lee, there are no family relationships, either by affinity or consanguinity up to the fourth civil degree among the directors, executive officers and persons nominated and chosen by the Company to become directors and executive officers.

(5) Involvement in Certain Legal Proceedings

To the knowledge of the Company, there has been no occurrence of any of the following events during the past five (5) years up to the present which are material to an evaluation of the ability and integrity of any director, any person nominated to become director, executive officer or control person of the Company:

1. Any insolvency or bankruptcy petition filed by or against any business of which such person was a general partner or executive officer whether at the time of insolvency or within two (2) years prior to that time;
2. Any conviction by final judgment in a criminal proceeding, domestic or foreign, in any pending criminal proceeding, domestic or foreign, excluding traffic violations and other minor offenses;
3. Any final and executory order, judgment or decree of any court of competent jurisdiction, domestic or foreign, permanently or temporarily, enjoining, barring, suspending or otherwise limiting involvement in any type of business, securities, commodities or banking activities; and
4. Any final and executory judgment by a domestic or foreign court or competent jurisdiction (in a civil action), the SEC, or comparable foreign body, or domestic or foreign exchange or electronic marketplace or self-regulatory organization, for violation of a securities or commodities law.

There are no legal proceedings to which the Company or its subsidiary or any of their properties is involved in or subject to, that would have a material effect adverse effect on the business or financial position of the Company or its subsidiary.

(6) Significant Employees

No single person is expected to make a significant contribution to the business since the Company considers the collective efforts of all its employees as instrumental to its success.

(7) Certain Relationships and Related Transactions

As of March 31, 2017, the following is a summary of the director who owns ten percent (10%) or more of the outstanding shares of the Company:

Name of Company and Director	Position Held	Percentage of Voting Securities
Steve Li	Vice Chairman and Chief Executive Officer	15.00%

Related Party Transactions

The Company, in the normal course of business, enters into transactions with its related parties consisting primarily of non-interest bearing advances for working capital requirements.

Outstanding balances with related parties included in the appropriate accounts in the consolidated balance sheets are as follows:

	2016	2015	2014
Advances to related parties	—	—	—
Advances from related parties	—	—	—

No transaction was entered by the Company with parties who are not considered related parties but with whom the Company or its related parties have a relationship that enables the parties to negotiate terms of material transactions.

There were no transactions with promoters in the past five years.

ITEM 6. COMPENSATION OF DIRECTORS AND EXECUTIVE OFFICERS

(1) Compensation Table

Information as to the aggregate compensation of the key management personnel of the Group, which includes all directors, executives and senior management during the last three (3) fiscal years is as follows:

Name and Principal Position	Fiscal Year	Total Group Salary	Total Group Bonus	Other Annual Compensation	
1. Steve Li – CEO	Actual 2014	₱35.7 M	₱0.9 M		
2. Digna Elizabeth L. Ventura – President	Actual 2015	₱41.3 M	₱0.6 M		
3. Neil Y. Chua – CFO	Actual 2016	₱30.7 M	₱0.5 M		
4. Reynaldo F. Villanueva - AVP Engineering		Projected 2017	₱32.2 M		₱0.5 M
5. Jose Ma. Sebastian G. Nunez - Operations Director of MPMC	Actual 2014	₱9.4 M			
All other officers and directors as a group – unnamed		Actual 2015	₱15.0 M		
		Actual 2016	₱22.8 M		
		Projected 2017	₱23.9 M		

(2) Compensation of Directors

Under the By-Laws of the Company, by resolution of the Board, each director shall receive a reasonable per diem allowance for his attendance at each meeting of the Board. As compensation, the Board shall receive and allocate an amount of not more than ten percent (10%) of the net income before income tax of the Company during the preceding year. Such compensation shall be determined and apportioned among directors in such manner as the Board may deem proper, subject to the approval of stockholders representing at least a majority of the outstanding capital stock at a regular or special meeting of the stockholders.

The total annual compensation of the Board of Directors is ₱5.7 million.

Compensation of key management personnel pertaining to directors' fees and allowances amounted to ₱1.6 million in 2016, ₱1.7 million in 2015 and ₱2.0 million in 2014.

Other than those mentioned above, there are no other arrangements for compensation either by way of payments for committee participation or special assignments. There are also no outstanding warrants or options held by the Company's Chief Executive Officer and other officers and/or directors.

(3) Employment Contracts and Termination of Employment and Change-in-Control Arrangements

There are no other special contracts of employment between the Company and the named directors and executive officers, as well as special compensatory plans or arrangements, including payments to be received from the Company with respect to any named directors or executive. Employment contracts of all Supervisors and Rank are all hired as long-term employment period until regularization or termination of any cause.

ITEM 7. INDEPENDENT PUBLIC ACCOUNTANTS

Sycip Gorres Velayo & Co. (SGV) was the Independent Public Accountant for the year 2016. The reappointment of the said accounting firm as Independent Public Accountant for the incoming year will be submitted to the stockholders for their confirmation and approval. The Partner-in-Charge is Jessie D. Cabaluna. Duly authorized representatives of SGV are expected to be present at the Annual Meeting of Stockholders and they will have the opportunity to make statements if they desire to do so and are expected to be available to respond to appropriate questions.

Under the existing regulation of the Securities and Exchange Commission, the registrant shall change its external auditor or rotate the engagement partner every five years. This is in compliance with the rotation requirement of its external auditor's certifying partner as required under SRC Rule 68 Paragraph 3(B) (ix). Considering that the assigned partner of SGV has been the Corporation's independent public accountant for only two (2) years since year 2013, rotation is not necessary.

The members of the Audit Committee are as follows:

- | | | |
|----------------------|---|----------|
| 1. Violeta Josef | - | Chairman |
| 2. Steve Li | - | Member |
| 3. Christine P. Base | - | Member |

ITEM 8. COMPENSATION PLANS

No action with respect to any plan pursuant to which cash or non-cash compensation may be paid or distributed for the year shall be discussed during the meeting.

C. ISSUANCE AND EXCHANGE OF SECURITIES

ITEM 9. AUTHORIZATION OR ISSUANCE OF SECURITIES OTHER THAN FOR EXCHANGE

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

ITEM 10. MODIFICATION OR EXCHANGE OF SECURITIES

There are no matters or actions to be taken up in the meeting with respect to the modification of any class of the Company's securities or the issuance of authorization for issuance of one class of the Company's securities in exchange for outstanding securities of another class.

ITEM 11. FINANCIAL AND OTHER INFORMATION

The audited financial statements as of December 31, 2016, Management's Discussion and Analysis, Market Price of Shares and Dividends and other data related to the Company's financial information are attached hereto.

ITEM 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.

ITEM 13. ACQUISITION OR DISPOSITION OF PROPERTY

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

ITEM 14. RESTATEMENT OF ACCOUNTS

The Company is not taking any action, which involves the restatement of any of its assets, capital or surplus account.

D. OTHER MATTERS

ITEM 15. ACTION WITH RESPECT TO REPORTS

- (1) Approval of the Minutes of the 2016 Annual Stockholders' Meeting held on July 5, 2016 covering the following matters:
 - (a) Approval of the Minutes of the Regular Meeting of the Stockholders held on June 25, 2015;
 - (b) Management's Report;
 - (c) Presentation and approval of the Financial Statements as of December 31, 2015;
 - (d) Confirmation and Ratification of acts of the Board of Directors and Officers;
 - (e) Election of the members of the Board of Directors;
 - (f) Confirmation of Appointment of the external auditor;
- (2) Resolutions for Ratification by the Stockholders

At the Annual Stockholders' Meeting, stockholders will be asked to approve and ratify all acts of the Board of Directors and management during their term of office. These include, but not limited to, opening and maintaining deposit accounts and/or trust accounts with various banking institutions; obtaining loans/credit accommodations and trust receipt agreements with various banks and approval of signing limits.

ITEM 16. MATTERS NOT REQUIRED TO BE SUBMITTED

Other than election to office, there is no matter to be acted upon during the Annual Stockholders' Meeting to which a beneficial owner, director or officer has any substantial interest.

No director has informed in writing of his intention to oppose any action to be taken during the proposed Annual Stockholders' meeting.

ITEM 17. AMENDMENT OF CHARTER, BY-LAWS OR OTHER DOCUMENTS

There are no amendments in the Articles of Incorporation and/or the By-laws of the Company.

ITEM 18. OTHER PROPOSED ACTIONS

There are no other proposed actions to be taken up in the meeting.

ITEM 19. VOTING PROCEDURES

Except in cases where a higher vote is required under the Corporation Code, the approval of any corporate action shall require the majority vote of all the stockholders present in the meeting, if constituting a quorum.

Except in cases where voting by ballot is applicable, voting and counting shall be *viva voce*. If by ballot, the counting shall be supervised by the external auditors and transfer agent of the Company.

In the election of directors, each common shareholders of record as of May 26, 2017 is entitled to as many votes as there are directors to be elected. A stockholder may vote such number of shares for as many persons as there are directors to be elected or he may cumulate said shares and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or he may distribute them on the same principle among as many candidates as he shall see fit: Provided, that the total number of votes cast by him shall not exceed the number of shares owned by him multiplied by the number of directors to be elected.

All proxies must be in the hands of the Secretary at least ten (10) days before the time set for the meeting. Such proxies filed with the Secretary may be revoked by the stockholders either

in an instrument in writing duly presented and recorded with the Secretary prior to a scheduled meeting or their personal attendance at the meeting (*Par. 2 Section 7, By-Laws*).

A forum for validation of proxies chaired by the Corporate Secretary or Assistant Corporate Secretary and attended by the Stock and Transfer Agent shall be convened seven (7) days before any meeting. Any questions and issues relating to the validity and sufficiency, both as to form and substance, of proxies shall only be raised during said forum and resolved by the Corporate Secretary. The Corporate Secretary's decision shall be final and binding upon the shareholders. Any such question or issue decided upon by the Corporate Secretary shall be deemed settled and those not brought before said forum shall be deemed waived and may no longer be raised during the stockholder's meeting (*Par. 3 section 7, By-Laws*).

UNDERTAKING TO PROVIDE WITHOUT CHARGE A COPY OF THE COMPANY'S ANNUAL REPORT

A COPY OF THE COMPANY'S ANNUAL REPORT ON SEC FORM 17-A WILL BE PROVIDED WITHOUT CHARGE TO EACH PERSON UPON WRITTEN REQUEST OF ANY SUCH PERSON ADDRESSED TO:

**THE OFFICE OF THE CORPORATE SECRETARY
ANCHOR LAND HOLDINGS INCORPORATED
8th Floor, Chatham House,
116 Valero cor. V.A. Rufino St., Makati City**

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in the City of Makati on May 29, 2017.

ANCHOR LAND HOLDINGS, INC.

By:


CHRISTINE P. BASE
Corporate Secretary