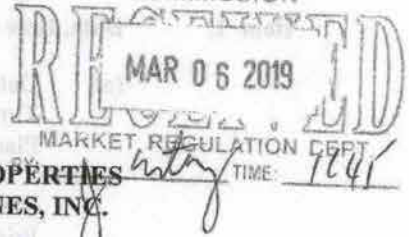


**SECURITIES AND EXCHANGE COMMISSION
SEC FORM 20-IS**

**Definitive Information Statement 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 : **ETON PROPERTIES PHILIPPINES, INC.**
3. Province, country or other jurisdiction of incorporation or organization : **Metro Manila, Philippines**
4. SEC Identification Number : **43798**
5. BIR Tax Identification Number : **000-438-132-000**
6. Business Address : **8/F Allied Bank Center
6754 Ayala Avenue, Makati City,
Metro Manila, Philippines**
7. Registrant's telephone number, including area code : **(632) 548-4000**
8. Date of meeting : **12 April 2019**
 Time of meeting : **10:00 a.m.**
 Place of meeting : **Kachina Room, Century Park Hotel,
Vito Cruz, Manila**
9. Approximate date on which the Information Statement is first to be sent or given to security holders : **19 March 2019**
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 Registrant):

Title of Each Class	Number of Shares of Common Stock Outstanding or Amount of Debt Outstanding
Common Stock	5,723,017,872 shares (inclusive of 10,000 treasury shares)

11. Are any or all Registrant's securities listed in a Stock Exchange?
 Yes ☐ No ☒

If yes, disclose the name of such Stock Exchange and the class of securities listed therein:
Not Applicable

INFORMATION REQUIRED IN INFORMATION STATEMENT

A. GENERAL INFORMATION

Item 1. Date, time and place of meeting of stockholders

- (a)

Date	:	12 April 2019
Time	:	10:00 a.m.
Place	:	Kachina Room, Century Park Hotel Vito Cruz, Manila
Mailing address of the Principal Office of the Company	:	8/F Allied Bank Center 6754 Ayala Avenue, Makati City, Metro Manila, Philippines
- (b) This Information Statement and a copy of the Company's Management Report will first be sent out to all qualified stockholders on 19 March 2019.

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

Title X of the Corporation Code of the Philippines grants in favor of a shareholder the right to dissent and demand payment of the fair value of his share in certain instances, to wit: (1) in case an amendment to the articles of incorporation will change or restrict the rights of such stockholder or otherwise extend or shorten the term of the Company; (2) in case of the sale, lease, exchange, transfer, mortgage, pledge, or other disposition of all or substantially all of the Company's properties; or (3) in case of merger or consolidation. Under Section 42 of the Corporation Code, a stockholder is likewise given an appraisal right in cases where a corporation decides to invest its funds in another corporation or business.

None of the proposed corporate actions for the meeting qualifies as an instance for the exercise of the stockholder's appraisal right.

Item 3. Interest of Certain Persons in Matters to be Acted Upon

- (a) None of the incumbent Directors and Officers of the Company, or the nominees for election as Director of the Company, has any substantial interest, direct or indirect, by security holdings or otherwise, in any matter to be acted upon other than election to office.
- (b) The interests of incumbent Directors and nominees to the Board in the matters to be acted upon in the meeting consist solely of security holdings to the extent described in Item 4(d).
- (c) The Company has not received any information from any Director that he/she intends to oppose any matter to be acted upon in the meeting.

B. CONTROL AND COMPENSATION INFORMATION

Item 4. Voting Securities and Principal Holders Thereof

- (a) As of 12 February 2019 the number of shares outstanding and entitled to vote in the stockholders' meeting is **5,723,017,872**.

Each share is entitled to one (1) vote. With respect to the election of directors, however, the 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, or 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 him shall not exceed the number of shares owned by him multiplied by the number of directors to be elected.

- (b) All stockholders of record as of the close of business on 11 March 2019 are entitled to notice of, and to vote at, the Annual Stockholders' Meeting.

- (c) Security Ownership of certain record and beneficial owners (more than 5% of voting securities) as of 12 February 2019:

Title of Class	Name, address of record owner and relationship with issuer	Name of Beneficial Owner and relationship with Record Owner	Citizenship	No. of Shares Held	Percent
Common	Paramount Landequities, Inc. • 10 Quezon Avenue, Quezon City • No relationship with Issuer other than as significant shareholder	LT Group, Inc. (Parent of Paramount Landequities, Inc.)	Filipino	3,255,355,524*	56.88%
Common	Saturn Holdings, Inc. • SMI Compound, C. Raymundo Avenue, Maybunga, Pasig City • No relationship with Issuer other than as significant shareholder	LT Group, Inc. (Parent of Saturn Holdings, Inc.)	Filipino	2,446,009,079	42.73%

*Inclusive of 52,144,998 scripless shares

The right to vote or direct the voting or disposition of the Company's shares held by Saturn Holdings, Inc. and Paramount Landequities, Inc. is lodged in LT Group, Inc. Ms. Juanita Tan Lee is expected to be given the proxy to vote the shares of Saturn Holdings, Inc. and Paramount Landequities, Inc.

(d) Security Ownership of Management as of 12 February 2019

Title of Class	Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Citizenship	Percentage Held
Common	Lucio C. Tan	2,000	Filipino	0.000%
Common	Harry C. Tan	2,000	Filipino	0.000%
Common	Juanita T. Tan Lee	5,000	Filipino	0.000%
Common	Vivienne K. Tan	100	Filipino	0.000%
Common	Wilfrido E. Sanchez	2,000	Filipino	0.000%
Common	Lucio K. Tan, Jr.	2,000	Filipino	0.000%
Common	Michael G. Tan	12,000	Filipino	0.000%
Common	Karl T. Say	250	Filipino	0.000%
Common	Ramon S. Pascual	250	Filipino	0.000%
Common	Johnip G. Cua	100	Filipino	0.000%

The security ownership of Management is all direct. Security ownership of all Directors and officers as a group is 25,700 as of 12 February 2019, representing 0.00% of the Company's total outstanding capital stock.

(e) Foreign Ownership as of 12 February 2019

Nationality	Title of Class	Amount and Nature of Ownership	Percentage Held
Filipino	Common	5,722,723,382*	99.99%
Foreign	Common	294,490	0.01%

*inclusive of 10,000 treasury shares

(f) Voting Trust Holders of 5% or more

There are no voting trust arrangements covering 5% or more of the common shares.

(g) Change in Control

There are no arrangements which may result in change in control of the registrant.

Item 5. Directors & Executive Officers

Hereunder is the list of Directors and Executive Officers of the Company. All the directors named hereunder were elected to office at the Annual Stockholders' Meeting held on 4 May 2018 to hold office until the next succeeding annual meeting and until their respective successors have been elected and shall have qualified.

On 6 May 2018, Mr. Antonino L. Alindogan, Jr., one of the incumbent directors of the Company, passed away. The vacancy in the board resulting from the same remained unfilled to date.

Name	Age	Citizenship	Position/Term of Office/Period Served	Business Experience/ Other Directorships for the Last Five Years
Lucio C. Tan	84	Filipino	Chairman/ 1 year/ 21 February 2007 to present	Chairman of Philippine Airlines, Inc., Asia Brewery Inc., LT Group, Inc., MacroAsia Corp., Fortune Tobacco Corp., PMFTC, Inc., Grandspan Development Corp., Himmel Industries Inc., Lucky Travel, PAL Holdings, Inc., Air Philippines Corporation, Tanduay Distillers, Inc., The Charter House, Inc., AlliedBankers Insurance Corp., Absolut Distillers, Inc., Progressive Farms, Inc., Foremost Farms, Inc., Maranaw Hotels & Resort Corporation, Eton City, Inc., Belton Communities, Inc. FirstHomes, Inc., Allianz PNB Life Insurance, Inc., and Basic Holdings Corp., Director of Philippine National Bank
Harry C. Tan	72	Filipino	Director 1 year/ 21 February 2007 to present	Director of LT Group, Inc., Eton City, Inc., Belton Communities, Inc., FirstHomes, Inc., PAN Asia Securities, Inc., Lucky Travel Corp., The Charter House, Inc., Fortune Tobacco Corp., Landcom Realty Corp., Asia Brewery Inc., AlliedBankers Insurance, Corp., Absolut Distillers, Inc., Basic Holdings Corp., Foremost Farms, Inc., Himmel Industries, Inc., PMFTC, Inc., Progressive Farms, Inc., Grandspan Development Corp., and Tanduay Distillers, Inc. Director/President of Maranaw Hotels & Resort Corporation; Board Advisor of Philippine National Bank
Michael G. Tan	52	Filipino	Director/ 1 year / 27 February 2007 to present	Director/President of LT Group, Inc., Director/Chief Operating Officer of Asia Brewery, Inc.; Director of AlliedBankers Insurance Corp., Maranaw Hotels & Resort Corp., Air Philippines Corporation, Eton City, Inc., PMFTC, Inc., Lucky Travel Corp., Philippine National Bank, Absolut Distillers, Inc., Tanduay Distillers, Inc., Philippine Airlines,

				Inc., MacroAsia Corp, and Victorias Milling Company, Inc.; Director/Treasurer of PAL Holdings, Inc.
Lucio K. Tan, Jr.	52	Filipino	Director/President/ 1 year / 27 February 2007 to present	Director/President of Tanduay Distillers, Inc., Eton City, Inc., Belton Communities, Inc. and FirstHomes, Inc.; Director/Executive Vice President of Fortune Tobacco Corp.; Director of LT Group, Inc., AlliedBankers Insurance Corp, Philippine Airlines, Inc., Philippine National Bank, PAL Holdings, Inc., MacroAsia Corp., PMFTC, Inc., Lucky Travel Corp., Air Philippines Corp., Absolut Distillers, Inc., Asia Brewery, Inc., Foremost Farms, Inc., Himmel Industries, Inc., Progressive Farms, Inc., The Charter House, Inc., Grandspan Development Corporation, Maranaw Hotels & Resort Corp., Victorias Milling Company, Inc., Mabuhay Digital Philippines, Inc., Mabuhay Digital Technologies, Inc., and Shareholdings, Inc.
Juanita T. Tan Lee	76	Filipino	Director / 1 year/ 21 February 2007 to present	Director/Treasurer of LT Group, Inc.; Director of Maranaw Hotels & Resort Corp., Asia Brewery, Inc., and Tanduay Distillers, Inc.; Director/Corporate Secretary of, Fortune Tobacco Corp.; Corporate Secretary of Absolut Distillers, Inc., The Charter House, Inc., Foremost Farms, Inc., Grandspan Development Corp., Himmel Industries, Inc., Landcom Realty Corp., Lucky Travel Corp., PMFTC, Inc., Progressive Farms, Inc.; Assistant Corporate Secretary of Basic Holdings Corp.; Treasurer of Mabuhay Digital Philippines, Inc. and Mabuhay Digital Technologies, Inc.
Ramon S. Pascual	59	Filipino	Director 1 year/ 31 May 2013 to present	Executive Director of Dynamic Holdings Limited; Director of Eton City, Inc., Belton Communities, Inc. and FirstHomes, Inc.
Vivienne K. Tan	50	Filipino	Director/ 1 year/ 4 May 2018 to present	Board Director of Philippine National Bank; Board of Trustee of University of the East and University of the East Ramon Magsaysay Memorial Medical Center; Executive

				Vice President of Philippine Airlines; Founding Chairperson of Entrepreneurs School of Asia; Founding Trustee of Philippine Center for Entrepreneurship (Go Negosyo), Phils.
Antonino L. Alindogan, Jr.	80	Filipino	Independent Director/ 1 year/ 27 February 2007 to 6 May 2018	Chairman of An-Cor Holdings, Inc.; Chairman/President of Landrum Holdings, Inc.; Independent Director of Philippine Airlines, Inc., PAL Holdings, Inc., and LT Group, Inc.; Former President of C55, Inc.; Former Chairman of the Board of Directors of Development Bank of the Philippines (DBP); Former Consultant for Microfinance of DBP; Former Member of the Monetary Board of Bangko Sentral ng Pilipinas
Wilfrido E. Sanchez	81	Filipino	Independent Director/ 1 year/ 27 February 2007 to present	Tax Counsel of Quiason Makalintal Barot Torres Ibarra & Sison Law Offices; Board of Trustees of Asian Institute of Management (AIM); Director of Amon Trading Corp., EEI Corporation, House of Investments, Inc., JVR Foundation, Inc., Kawasaki Motor Corp., Magellan Capital Holdings, Corp., Transnational Diversified Corp., Transnational Financial Services, Inc., Universal Robina Corp., LT Group, Inc., Asia Brewery, Inc., Tanduay Distillers, Inc., Emcor, Inc., J-Del Investment and Management Corporation, Center for Leadership & Change, Inc., K Servico, Inc., Adventure International Tours, Inc., Gokongwei Brothers Foundation, Petnet, Inc., and Transnational Plans, Inc.
Johnip G. Cua	62	Filipino	Independent Director/ 1 year/ 30 May 2014 to present	Chairman of the Board of Trustees of Xavier School, Inc., P&Gers Fund Inc.; Chairman & President of Taibrews Corporation; Independent Director of ALI-Eton Property Development Corporation, BDO Private Bank, Philippine Airlines, Inc., PAL Holdings, Inc., MacroAsia Corporation, MacroAsia Catering Services, Inc., MacroAsia Airport Services Corporation, MacroAsia Properties Development Corp., PhilPlans First Inc., LT Group, Inc.

Messrs. Wilfrido E. Sanchez and Johnip G. Cua are the Company's incumbent independent directors. They were nominated as independent directors for the ensuing year and their nomination was approved by the Nomination and Remuneration Committee (Committee). They were nominated by Mr. Harry C. Tan and Mr. Lucio K. Tan, Jr., respectively; both are stockholders of the Company. Messrs. Tan are not in any way related to any of the Independent Directors.

Pursuant to Article III, Section 6 of the Company's By-laws, in relation to SRC Rule 38, recommendations for nomination of independent directors were signed by the members of the Committee and duly accepted by the nominees. After determining the qualifications of the nominees, the Committee prepared a final list of candidates containing all the information about them. The Committee determined that the nominees for independent director possess all of the qualifications and none of the disqualifications of an independent director provided for in the Company's By-laws, the Code of Corporate Governance and the adopted Revised Manual of Corporate Governance of the Company.

The following were approved for nomination to the Board of Directors in the forthcoming Annual Shareholders' Meeting by the Nomination and Remuneration Committee:

1. Lucio C. Tan
2. Cirilo P. Noel
3. Johnip G. Cua - independent director
4. Ramon S. Pascual
5. Wilfrido E. Sanchez - independent director
6. Karlu T. Say
7. Harry C. Tan
8. Lucio K. Tan, Jr.
9. Vivienne K. Tan
10. Michael G. Tan
11. Juanita T. Tan Lee

With the exception of Mr. Cirilo P. Noel, the foregoing nominees to the Board of Directors are also current directors of the Company. The business experience / directorship of said nominees for the last five years are listed in pages 6 to 9 hereof.

With respect to Mr. Cirilo P. Noel, his business experience / directorship for the last five years are as follows:

1. PAL Holdings, Inc. - Director
2. St Luke's Medical Center - Board of Trustee/Director
3. St Luke's Foundation - Board of Trustee/Director
4. St. Luke's Medical Center College of Medicines - Board of Trustee/Director
5. SGV Foundation - Trustee
6. Makati Business Club - Trustee
7. LH Paragon Inc. - Director
8. Cal-Comp Technology (Philippines), Inc. - Independent Director
9. Amber Kinetics Holding Co. PTE LTD - Director
10. Palm Concepcion Power Corporation - Chairman of the Board

11. Globe Telecom - Director
12. Security Bank - Director
13. J.G. Summit Holdings - Director
14. San Miguel Food and Beverage Inc. - Director

The nominees for independent directors, Messrs. Wilfrido E. Sanchez and Johnip G. Cua were informed of the Notice of the Commission dated 20 October 2006 regarding the submission of a Certificate of Qualification by independent directors. Messrs. Sanchez and Cua also attended the seminar on Corporate Governance.

Mr. Sanchez has been the Company's independent director since February 2007 while Mr. Cua has served as such since May 2014.

In its meeting last 15 January 2018, the Nomination and Remuneration Committee approved the re-nomination of Messrs. Sanchez and Cua for independent directors for the year 2019-20, mindful of the previous service of the same as such since 2007 and 2014, respectively. While Mr. Sanchez has served as independent director since 2007, he may be nominated and he may serve as such pursuant to SEC Memorandum Circular No. 4 series of 2017 which states that the cumulative nine-year maximum term of service for an independent director shall be reckoned from 2012.

The Nomination and Remuneration Committee is composed of Dr. Lucio C. Tan as Chairman with Messrs. Lucio K. Tan Jr., Ramon S. Pascual, Michael G. Tan, Johnip G. Cua, and Atty. Wilfrido E. Sanchez as members thereof.

(a) Significant Employees

The Corporation is not dependent upon any single employee to make a significant contribution to the business.

(b) Family Relationships

Mr. Lucio C. Tan and Mr. Harry C. Tan are brothers. In addition, Mr. Lucio C. Tan is the father of Mr. Lucio K. Tan Jr., Ms. Karlu T. Say, Ms. Vivienne K. Tan, and Mr. Michael G. Tan. Further, Mr. Lucio C. Tan is the father-in-law of Mr. Ramon S. Pascual.

(c) Involvement in Certain Legal Proceedings (as of 12 February 2019)

For a period covering the past five (5) years, none of the directors or any of the executive officers of the Corporation has been:

- 1) Involved in any bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time;
- 2) Convicted by final judgment in a criminal proceeding, domestic or foreign, or is being subject to a pending criminal proceeding, domestic or foreign, excluding traffic violations and other minor offenses

- 3) Subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities, commodities or banking activities; and
- 4) Found by a domestic or foreign court of competent jurisdiction (in a civil action), the Commission or comparable foreign body, or a domestic or foreign Exchange or other organized trading market or self regulatory organization, to have violated a securities or commodities law or regulation, and the judgment has not been reversed, suspended, or vacated.

Item 6. Certain Relationships and Related Transactions

- (a) The Company, in its regular conduct of business, is involved in transactions with the following related parties for the purchase and development of properties, loans, lease contracts, management contracts, marketing contracts and for financing or advances. Though substantial in amount, they are still within normal trade practice.

1. Business purpose of the arrangements:

The Company engages related parties for various transactions in order to avoid the risk of unfair pricing and to promote stronger ties, which is based on trust and confidence.

2. Identification of the related parties, nature of relationship to the Company and nature of the transaction with the related party during the last two (2) years:

Related Party	Relationship to the Company	Nature of the transaction
1.) Philippine National Bank	Affiliate	Cash deposits and placements, joint venture, marketing agreement, lease of office space, purchase of land and long-term loan
2.) Grandspan Development Corporation	Affiliate	Supply of materials
3.) Basic Holdings Corporation	Affiliate	General management company
4.) Asia Brewery Inc.	Affiliate	Purchase of land
5.) Dunmore Development Corporation	Affiliate	Purchase of land
6.) Profound Holdings Inc.	Affiliate	Purchase of land
7.) Total Holdings Corp.	Affiliate	Purchase of land
8.) Paramount Landequities, Inc.	Affiliate	Purchase of land

3. Transaction prices are based on terms that are no less favorable than those arranged with third parties and based on industry standards and practices.
 4. No other transactions were undertaken by the Company in which any of its Directors and Executive Officers was involved in or had any direct or indirect material interest in without proper disclosures.
 5. All employees of the Company are required to disclose any business and family-related transactions with the Company.
- (b) There are no parties that fall outside the definition of "related parties" with whom the Company has a relationship that enables them to negotiate terms of material transactions that may not be available to other independent parties on any arm's length basis.
- (c) The Company has no transactions with promoters.

Item 7. Compensation of Directors and Executive Officers

The following compensation was given to Officers and Directors as a group for the year ended 31 December 2018. For 2019, the Directors and Executive Officers are expected to receive the same as the previous year:

SUMMARY COMPENSATION TABLE

Annual Compensation

Name of Officers/Position	Year	Salary	Bonus	Others*
Five (5) most highly compensated Executive Officers:	2019 (estimate)	14,930,904	1,125,882	-
1. Lucio K. Tan Jr. (President)				
2. Carlos B. Carlos (VP Technical Services)				
3. Lennie S. Magnaye (VP Controller)				
4. Marie Noellie T. Dela Rosa – SAVP Legal				
5. Gerardo I. Mauricio (VP for IT & SAP)				
Five (5) most highly compensated Executive Officers:	2018	13,660,679.09	1,171,742	-
1. Lucio K. Tan Jr. (President)				
2. Carlos B. Carlos (VP Technical Services)				
3. Lennie S. Magnaye (VP Controller)				

4. Michael Leslie D. Delos Reyes – SAVP Legal				
5. Gerardo I. Mauricio (VP for IT & SAP)				
Five (5) most highly compensated Executive Officers:	2017	13,956,275	1,196,360	-
1. Lucio K. Tan Jr. – President				
2. Carlos B. Carlos – VP Technical Services				
3. Lennie S. Magnaye – VP Controller				
4. Streisand C. Tuason – VP- General Manager				
5. Gerardo I. Mauricio – VP for IT & SAP				
All other Officers and Directors as a group unnamed	2019 (estimate)	12,807,672	1,067,306	2,160,000
	2018	11,066,056	970,973	1,869,000
	2017	9,740,402	906,802	2,098,000

**Others – includes per diem of Directors*

- (a) Standard Arrangements – The Directors of the Company receive a Director's allowance of ₱15,000.00 monthly and a per diem of ₱15,000.00 for every meeting attended. Also, there is an additional per diem of ₱5,000.00 and ₱3,000.00 for members of the Executive Committee, Nomination Committee and Audit Committee, respectively, for every meeting actually attended. Other than the stated allowance and the per diem of the Directors, there are no other standard arrangements to which the Directors of the Company are compensated, or are to be compensated, directly or indirectly, for any services provided as a Director, including any additional amounts payable for Committee participation or special assignments, for the last completed fiscal year and the ensuing year.
- (b) Other Arrangements – None
- (c) Employment contract or compensatory plan or arrangement – None

Item 8. Independent Public Accountants

The authority to appoint, remove and/or replace the external auditor was delegated by the stockholders to the Board of Directors during the annual stockholders' meeting held on 19 April 2007.

At present, the Company's external auditor is the auditing firm of SyCip Gorres Velayo & Co. ("SGV"). The audit partner-in-charge, Mr. Martin C. Guantes, was appointed in 2016. Subject to endorsement from the Audit Committee, the Board

is considering SGV for re-appointment for the ensuing year. In accordance with SRC Rule 68(3)(B)(ix), i.e. Rotation of External Auditors, there is no need at this time to change the audit partner-in-charge for the Company.

Representatives of SGV are expected to be present at the meeting and will have the opportunity to respond to appropriate questions and to make a statement if they so desire.

Item 9. Financial and Other Information

The Company has incorporated by reference the following as contained in the Management Report:

- (a) Audited Financial Statements as of 31 December 2018;
- (b) Management Discussion and Analysis or Plan of Operation; and
- (c) Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

C. OTHER MATTERS

Item 10. Action with Respect to Reports

Reading and Approval of the Minutes of the 2018 Annual Stockholders' Meeting

The minutes of the previous meeting of the shareholders held on 4 May 2018 will be presented for approval at the Annual Shareholders' Meeting. The following were the significant matters discussed at the said meeting:

- (i) The Minutes of the Shareholders' Meeting held on 31 May 2017 were approved;
- (ii) The Management Report and the Corporation's Financial Statements for the year ended 31 December 2017 were approved;
- (iii) The President's Report for the year 2017 was discussed; and
- (iv) All the acts and resolutions of the Board of Directors and Management for the year 2017 were confirmed and ratified;
- (v) The amendment of the Amended By-Laws to change the date of the annual stockholders' meeting was approved;
- (vi) The members of the Board of Directors were elected.

Item 11. Matters Not Required to be Submitted

The following matters are not required to be submitted to the stockholders but are nevertheless presented for good corporate practice:

- (a) *Approval of the Chairman's Report on the Results of Operations and Management Reports for the year 2018.*

The President and/or the Chief Operating Officer shall report on the significant business transactions undertaken by the Company and the financial targets and achievements for the fiscal year 2018. The information in the audited financial statements of the Company for the period ending 31 December 2018 is reflected in the accompanying Management Report to shareholders.

- (b) *Ratification of Acts, Resolutions and Transactions entered into by the Board of Directors and Management of the Company from the date of the last annual stockholders' meeting as reflected in the minutes -*

The major resolutions approved by the Board in the preceding year are as follows:

Date/ Type of Meeting	Subject Matter Disclosed
14 March 2018/Board of Directors' Meeting	The revocation of the proposal to amend the Amended Articles of Incorporation specifically to reduce the number of directors from eleven (11) to ten (10).
4 May 2018/ Organizational Board of Directors' Meeting	1. Election of Officers 2. Creation of sub-committees and appointment of the members of the Board Committees; and 3. Appointment of external auditor

Copies of the minutes of the meetings of the Board of Directors held from the date of the last Annual Shareholders' Meeting on 4 May 2018 until the present meeting will be made available for inspection to any shareholder desiring to review the same at the Office of the Corporate Secretary during business hours.

Item 12. Voting Procedures

- Every shareholder shall be entitled to one (1) vote for each share of stock standing in his name in the books of the Registrant, unless the law provides otherwise. Cumulative voting may be used in the election of the members of the Board of Directors.
- The affirmative vote of the shareholders representing a majority of those present at the meeting is required for the ratification of the reports, the acts and resolutions of the Board of Directors and Management, and the approval of the minutes of the 4 May 2018 meeting.

3. For the election of directors, the eleven (11) nominees garnering the highest number of votes shall be elected directors. The 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, or 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 him shall not exceed the number of shares owned by him multiplied by the number of directors to be elected.
4. Voting shall be done orally and counting of votes shall be conducted by the Corporate Secretary (or her duly authorized representative) to be assisted by the Company's independent accountant or by the representative of SGV.

Item 13. Incorporation by Reference

The Company has incorporated by reference the audited financial statements for the period ending 31 December 2018 contained in its 2019 Management Report prepared in accordance with Rule 68 of the Securities Regulation Code.

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 5 March 2019.

ETON PROPERTIES PHILIPPINES, INC.

By:


EROLAYNE C. GO

Corporate Secretary