

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES REGULATION CODE AND SRC RULE 17.2(c) THEREUNDER

1. Date of Report (Date of earliest event reported)
Apr 28, 2025
2. SEC Identification Number
AS094-006430
3. BIR Tax Identification No.
003-942-108
4. Exact name of issuer as specified in its charter
EMPIRE EAST LAND HOLDINGS, INC.
5. Province, country or other jurisdiction of incorporation
Metro Manila, Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office
2F Tower 2, Kasara Urban Resort Residences, P. Antonio St., Barangay Ugong, Pasig
City, Philippines
Postal Code
1604
8. Issuer's telephone number, including area code
(632) 85544800
9. Former name or former address, if changed since last report
N/A
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common	14,676,199,167
11. Indicate the item numbers reported herein
Item 9(b)

The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.



Empire East

Empire East Land Holdings, Inc.

ELI

PSE Disclosure Form 4-4 - Amendments to By-Laws
*References: SRC Rule 17 (SEC Form 17-C) and
Section 4.4 of the Revised Disclosure Rules*

Subject of the Disclosure

Amendment of Article I, Sections 1, 2 and 3, and Article II, Section 3 of the Amended By-Laws

Background/Description of the Disclosure

On 28 April 2025, the Board of Directors approved the amendment of Article I, Sections 1, 2 and 3, and Article II, Section 3 of the Amended By-Laws of Empire East Land Holdings, Inc.

Date of Approval by Board of Directors	Apr 28, 2025
Date of Approval by Stockholders	TBA
Other Relevant Regulatory Agency, if applicable	N/A
Date of Approval by Relevant Regulatory Agency, if applicable	N/A
Date of Approval by Securities and Exchange Commission	TBA
Date of Receipt of SEC approval	TBA

Amendment(s)

Article and Section Nos.	From	To
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Article I, Section 1	SECTION 1. Annual Meetings. - The annual meeting of the stockholders shall be held at the principal office of the Corporation in Metro Manila, Philippines, on the second Tuesday of June of each year at 8:30 A.M. unless such day is a legal holiday, in which case it shall be held on the next business day following.	SECTION 1. Annual Meetings. - The annual meeting of the stockholders shall be held at the principal office of the Corporation, or, if not practicable, in the city where the principal office of the Corporation is located, on the second Tuesday of June of each year, unless such day is a legal holiday, in which case it shall be held on the next business day following. Upon the determination of the Board of Directors, the Corporation may conduct the annual meeting of the stockholders fully or partially through teleconferencing, video conferencing or other remote or electronic means of communication, in accordance with the relevant regulations of the Securities and Exchange Commission.
Article I, Section 2	SECTION 2. Special Meetings. Special meetings of the stockholders may be called by the President, or by the majority of the Board of Directors, whenever he or they shall deem it necessary.	SECTION 2. Special Meetings. Special meetings of the stockholders may be called by the President, or by the majority of the Board of Directors, whenever he or they shall deem it necessary. Upon the determination of the Board of Directors, the Corporation may conduct the special meeting of the stockholders fully or partially through teleconferencing, video conferencing or other remote or electronic means of communication, in accordance with the relevant regulations of the Securities and Exchange Commission.
Article I, Section 3	SECTION 3. Notices. Notices of the time and place of the annual and special meetings of the stockholders shall be given either by mailing the same enclosed in a postage prepaid envelope, addressed to each stockholder of record at the address left by such stockholder with the Secretary of the Corporation, or at his last known post office address, or by delivering the same to him in person, at least one week before the date set for such meeting. Notice to any special meeting must state, among others, the matters to be taken up in the said meeting, and no other business shall be transacted at such meeting except by consent of all the stockholders present, entitled to vote.	SECTION 3. Notices. Notices of the time and place of the annual and special meetings of the stockholders shall be given either: (i) by mailing the same enclosed in a postage prepaid envelope, addressed to each stockholder of record at the address left by such stockholder with the Secretary of the Corporation, or at his last known post office address, (ii) by delivering the same to him in person, (iii) through electronic mail, electronic transmission or other recognized means of electronic transfer or data or information; (iv) by publishing the notice of meeting in the business section of two (2) newspapers of general circulation, in print and online format, for two consecutive days, or (v) by such other manner as the Securities and Exchange
-	No notice of meeting need be published in any newspaper, except when necessary to comply with the special requirements of the Corporation Code. Stockholders entitled to vote may, by written consent, waive notice of the time, place and purpose of any meeting of stockholders and any action taken at meetings pursuant to such waiver shall be valid and binding.	shall allow under its guidelines, no later than twenty-one (21) days prior to the date of the meeting. In the case of sending of notices by publication, the last publication of the notice of meeting (print and online) shall be made no later than twenty-one (21) days prior to the scheduled annual meeting or one (1) week prior to the scheduled special meeting. The Board of Directors shall determine the manner of sending the notices of meeting, taking into account the requirements under relevant regulations of the Securities and Exchange Commission. The notice of meeting shall inform the stockholders of the following:
-	-	1. Date, time and place of meeting and other information as may be required under the Revised Corporation Code and other regulations of the Securities and Exchange Commission; and 2. As applicable, the availability of an electronic copy of the Information Statement, Management Report, SEC Form 17-A and other pertinent documents, as may be necessary under the given circumstance: (a) on the Corporation's website, and (b) on PSE Edge or any successor facility.

-	-	Notice to any special meeting must state, among others, the matters to be taken up in the said meeting, and no other business shall be transacted at such meeting except by consent of all the stockholders present, entitled to vote. Stockholders entitled to vote may, by written consent, waive notice of the time, place and purpose of any meeting of stockholders and any action taken at meetings pursuant to such waiver shall be valid and binding.
Article II, Section 3	SECTION 3. Board Meetings. The Board of Directors shall hold regular monthly meetings, at such time and place as said Board may prescribe. Special meetings of the Board may be called by the President, or by written request by any two (2) Directors. Notice of any special meeting of the Board of Directors shall be mailed to each Director at his last known post-office address or delivered to him personally or left at his office, or transmitted by telegraph or telephone at least three (3) days previous to the date fixed for the meeting. No notice need be given of regular meetings of the Board at a time and place previously fixed by the Board of Directors.	SECTION 3. Board Meetings. The Board of Directors shall hold regular meetings at least six (6) times in a year, the schedule of which shall be fixed before the start of the year, at such time and place as said Board may prescribe. Special meetings of the Board may be called by the President, or by written request by any two (2) Directors. Notice of any special meeting of the Board of Directors shall be mailed to each Director at his last known post-office address or delivered to him personally or left at his office, or transmitted by telegraph or telephone, e-mail, or any other electronic means, at least two (2) days previous to the date fixed for the meeting, unless notice of meeting is waived by the director expressly or impliedly.
-	Directors may participate and vote in their meetings through remote communication. such as videoconferencing or teleconferencing. and shall be deemed present for purposes of determining the existence of quorum.	No notice need be given of regular meetings of the Board at a time and place previously fixed by the Board of Directors. Directors may participate and vote in their meetings through remote communication. such as videoconferencing or teleconferencing, and shall be deemed present for purposes of determining the existence of quorum.

Rationale for the amendment(s)

The proposed amendments are being suggested for the following purposes:

- To comply with the provisions in the Revised Corporation Code, and other relevant rules and regulations and good corporate governance standards.
- To remove the time fixed for the holding of the annual stockholders' meeting to afford flexibility in scheduling the meeting.
- To allow the holding of stockholders' meeting fully or partially through teleconferencing, video conferencing or other remote or electronic means of communication, in accordance with the relevant regulations of the Securities and Exchange Commission, and consistent with prevailing practices by publicly-listed corporations.
- To provide for alternative means for sending of notices of annual and special meetings to stockholders, as well as sending of notices of Board meetings to directors, in accordance with the relevant regulations of the Securities and Exchange Commission, and consistent with prevailing practices by publicly-listed corporations.

The timetable for the effectivity of the amendment(s)

Expected date of filing the amendments to the By-Laws with the SEC	TBA
Expected date of SEC approval of the Amended By-Laws	TBA

Effect(s) of the amendment(s) to the business, operations and/or capital structure of the Issuer, if any

None

Other Relevant Information

Please see attached SEC Form 17-C.

Please note that as per applicable rules, should the Record Date be subsequently declared a holiday, the Record Date shall be on the next Trading Day.

Filed on behalf by:

Name	Krizelle Marie Poblacion
Designation	Legal Counsel

SECURITIES AND EXCHANGE COMMISSION

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CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATION CODE
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1. **28 April 2025**
Date of Report
2. SEC Identification No: **AS094-006430** 3. BIR Tax Identification No : **003-942-108**
4. **EMPIRE EAST LAND HOLDINGS, INC.**
Exact name of issuer as specified in its charter
5. **Metro Manila, Philippines**
Province, Country or other jurisdiction of incorporation or organization
6. (SEC Use Only)
Industry Classification Code
7. **2F Tower 2 Kasara Urban Resort Residences**
P. Antonio St. Barangay Ugong
Pasig City 1604
Address of principal office
8. **(632) 85544800**
Issuer's telephone number, including area code
9. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Class	Number of Shares of Common Stock Outstanding
Common	14,676,199,167

10. **Item 9(b)**

Please be informed that the Board of Directors of Empire East Land Holdings, Inc. (the "Corporation"), at its meeting held on 28 April 2025, approved the following matters:

A. Amendment of Articles of Incorporation and By-Laws

The Board of Directors approved the amendment of the Corporation's Articles of Incorporation and By-Laws, as follows:

Articles of Incorporation

- Changing the Corporation's principal office address from "2F Tower 2, Kasara Urban Resort Residences, P. Antonio St., Barangay Ugong, Pasig City 1604 Metro Manila, Philippines" to "2F The Paddington Place, 632 Shaw Boulevard, Barangay Highway Hills 1552 Mandaluyong City, Metro Manila, Philippines", and amending the Third Article of the Articles of Incorporation for the purpose.

By-Laws

- Removing the time of the Annual Stockholders' Meeting and providing for teleconferencing, video conferencing or other remote or electronic means of communication as a mode for conducting the Annual Stockholders' Meeting, and amending Article I, Section 1 of the By-Laws for the purpose;

- Providing for teleconferencing, video conferencing or other remote or electronic means of communication as a mode for conducting the Special Stockholders' Meeting, and amending Article I, Section 2 of the By-Laws for the purpose;
- Providing for alternative means for sending of notices of Annual and Special Meetings to stockholders, and amending Article 1, Section 3 of the By-Laws for the purpose; and
- Revising the frequency of holding of regular Board meetings and providing for alternative means for sending of notices of Board meetings to directors, and amending Article II, Section 3 of the By-Laws for the purpose.

B. Holding of the 2025 Annual Stockholders' Meeting

The Board of Directors approved the holding of the Annual Stockholders' Meeting on Tuesday, 10 June 2025, at 8:30 AM, to be conducted virtually, through the link that can be accessed on the Corporation's website, with the following agenda:

1. Call to Order
2. Proof of Notice and Determination of Quorum
3. Approval of Minutes of the Previous Annual Stockholders' Meeting
4. Annual Report of Management
5. Appointment of External Auditors
6. Ratification of Acts and Resolutions of the Board of Directors, Board Committees and Management
7. Election of Directors
8. Amendment of the Articles of Incorporation by Changing the Principal Office Address, and Amending the Third Article of the Articles of Incorporation for the Purpose
9. Amendment of the By-Laws on the Conduct of Annual and Special Meetings of the Stockholders, Sending of Notices, and the Conduct of Meetings of the Board of Directors, and Amending Article I, Sections 1, 2 and 3, and Article II, Section 3 of the By Laws for the Purpose
10. Other Matters
11. Adjournment

Stockholders of record as of May 13, 2025 will be entitled to notice of, and to vote at, the Annual Stockholders' Meeting.

Please refer to the Explanation of Agenda Items, attached hereto as **Annex "A"**, for further information pertaining to the agenda items.

SIGNATURE

Pursuant to the requirements of The Securities Regulation Code, the Issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

EMPIRE EAST LAND HOLDINGS, INC.

By:


LINO P. VICTORIOSO, JR.

Chief Financial Officer, Corporate Information
Officer and Compliance Officer
28 April 2025

EXPLANATION OF AGENDA ITEMS

1. Call to Order

The meeting will be formally opened at approximately 8:30 A.M. in the morning.

2. Proof of Notice and Determination of Quorum

The Corporate Secretary will certify that the written notice for the meeting was duly sent to stockholders of record, including the date of publication and the newspapers where the notice was published. The Corporate Secretary will also certify that a quorum exists, and the stockholders representing at least a majority of the outstanding capital stock, present in person or by proxy, shall constitute a quorum for the transaction of business.

Pursuant to Sections 57 and 23 of the Revised Corporation Code which allows voting *in absentia*, stockholders may register by submitting requirements via email at corporatesecretary@empire-east.com and vote *in absentia* on the matters for resolution at the meeting. A stockholder who votes *in absentia* as well as a stockholder participating by remote communication shall be deemed present for purposes of quorum.

The complete information on remote participation or voting *in absentia*, as well as on how to join the live stream for the 2025 Annual Stockholders' Meeting, shall be provided in the Information Statement.

3. Approval of Minutes of the Previous Annual Stockholders' Meeting

The minutes of the Annual Stockholders' Meeting held on 11 June 2024 will be endorsed for stockholders' approval. A copy of the minutes is available at the Company's website, www.empire-east.com.

4. Annual Report of Management

The performance of the Company in 2024 and the outlook for 2025 will be reported.

5. Appointment of External Auditors

The appointment of Punongbayan & Araullo as the external auditor of the Company for the ensuing year will be endorsed to the stockholders for approval. The external auditor conducts an independent verification of the Company's financial statements and provides an objective assurance on its accuracy.

6. Ratification of Acts and Resolutions of the Board of Directors, Board Committees, and Management

The ratification of acts and resolutions of the Board of Directors, Board Committees and Management will be sought for this meeting. The actions of the Board and its Committees were those taken since the Annual Stockholders' Meeting on 11 June 2024 until 09 June 2025. These include the approval of agreements, permit applications, treasury-related matters, actions pertaining to the day-to-day management of the Company and its projects, and matters covered by disclosures to the Securities and Exchange Commission and The Philippine Stock Exchange. The acts of Management were those taken to implement the resolutions of the Board or its Committees or made in the general conduct of business.

7. Election of Directors

Nominees for the election of seven (7) members of the Board of Directors, including at least two (2) independent directors, will be submitted for election by the stockholders. The profiles of the nominees to the Board of Directors will be provided in the Information Statement.

8. Amendment of the Articles of Incorporation by Changing the Principal Office Address, and Amending the Third Article of the Articles of Incorporation for the Purpose

Approval by the stockholders representing at least two-thirds (2/3) of the outstanding capital stock will be sought to amend the Third Article of the Articles of Incorporation to change the Company's principal office address from "2F Tower 2, Kasara Urban Resort Residences, P. Antonio St., Barangay Ugong, Pasig City 1604 Metro Manila, Philippines" to "2F The Paddington Place, 632 Shaw Boulevard, Barangay Highway Hills 1552 Mandaluyong City, Metro Manila, Philippines". The proposed amendment was approved by the Board at its meeting held on 28 April 2025.

9. Amendment of the By-Laws on the Conduct of Annual and Special Meetings of the Stockholders, Sending of Notices, and the Conduct of Meetings of the Board of Directors, and Amending Article I, Sections 1, 2 and 3, and Article II, Section 3 of the By Laws for the Purpose

Approval by the stockholders representing at least majority of the outstanding capital stock will be sought to amend Article I, Sections 1, 2 and 3, and Article II, Section 3 of the Company's By-Laws, the particulars of which are as follows:

- Removing the time of the Annual Stockholders' Meeting and providing for teleconferencing, video conferencing or other remote or electronic means of communication as a mode for conducting the Annual Stockholders' Meeting, and amending Article I, Section 1 of the By-Laws for the purpose;
- Providing for teleconferencing, video conferencing or other remote or electronic means of communication as a mode for conducting the Special Stockholders' Meeting, and amending Article I, Section 2 of the By-Laws for the purpose;
- Providing for alternative means for sending of notices of Annual and Special Meetings to stockholders, and amending Article 1, Section 3 of the By-Laws for the purpose; and
- Revising the frequency of holding of regular Board meetings and providing for alternative means for sending of notices of Board meetings to directors, and amending Article II, Section 3 of the By-Laws for the purpose.

The proposed amendment was approved by the Board at its meeting held on 28 April 2025.

10. Other Matters

Other concerns or matters raised by stockholders, if any, will be discussed.

11. Adjournment

Upon determination that there are no other matters to be considered, the meeting shall be adjourned.