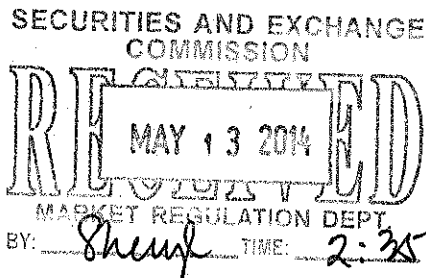


QUISUMBING TORRES

MEMBER FIRM OF BAKER & MCKENZIE INTERNATIONAL

Quisumbing Torres
12th Floor, Net One Center
26th Street corner 3rd Avenue
Crescent Park West
Bonifacio Global City
Taguig City 1634
Philippines

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13 May 2014

The Securities and Exchange Commission
SEC Building, EDSA
City of Mandaluyong

Hand Delivery

Attention: Vicente Graciano P. Felizmenio, Jr.
Director, Market and Securities Regulation Department

**Re: Grand Plaza Hotel Corporation - Amended Notice of Annual Stockholders' Meeting /
Amended Definitive SEC Form 20-IS**

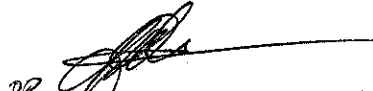
Dear Sirs:


We write on behalf of our client, Grand Plaza Hotel Corporation ("Corporation").

Please see attached Notice of Annual Stockholders' Meeting and Definitive SEC Form 20-IS, which were amended to include the ratification of the amendment of the Corporation's By-Laws to specify its principal office address in the agenda. The amendments are marked-up in pages 3 and 27 of the attached Notice of Annual Stockholders' Meeting and Definitive SEC Form 20-IS.

The Corporation will distribute the amended Notice of Annual Stockholders' Meeting and Definitive SEC Form 20-IS by Tuesday, 13 May 2014.

Sincerely yours,


Maria Christina J. Macasaet-Acaban
Corporate Secretary


Alain Charles J. Veloso
Assistant Corporate Secretary

Quisumbing Torres is a member of Baker & McKenzie International, a Swiss Verein.

SECURITIES AND EXCHANGE COMMISSION

AMENDED SEC FORM 20-IS

INFORMATION STATEMENT PURSUANT TO SECTION 20
OF THE SECURITIES REGULATION CODE ("Code")

1. Check the appropriate box:

Preliminary Information Statement

Definitive Information Statement

2. Name of Registrant as specified in its charter **GRAND PLAZA HOTEL CORPORATION**

3. **City of Pasay, Philippines**
Province, country or other jurisdiction of incorporation or organization

4. SEC Identification Number **166878**

5. BIR Tax Identification Code **000-460-602-000**

6. **10/F, The Heritage Hotel Manila, Roxas Blvd. cor. EDSA Ext., Pasay City 1300**
Address of principal office Postal Code

7. **(632) 854-8838** Fax : **(632) 854-8825**
Registrant's telephone number, including area code

8. **15 May 2014, 11:30 a.m., The Heritage Ballroom of The Heritage Hotel Manila, located at the Ground Floor, The Heritage Hotel Manila, Roxas Blvd. cor. EDSA Extension, Pasay City, Philippines**
Date, time and place of the meeting of security holders

9. **23 April 2014** date on which the Information Statement is first to be sent or given to security holders

10. In case of Proxy Solicitations: Not applicable

Name of Person Filing the
Statement/Solicitor: Not applicable

Address and Telephone
No.: Not applicable

11. Securities registered pursuant to Sections 8 and 12 of the Code or Section 4 and 8 of the Revised Securities Act (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
Common Stock	87,318,270 (inclusive of 32,616,051 treasury shares)

12. Are any or all of Registrant's security listed on a Stock Exchange?

Yes No

If yes, disclose the name of such Stock Exchange and the class of securities listed therein:

Stock Exchange	:	Philippine Stock Exchange
Securities	:	Common Shares

GRAND PLAZA HOTEL CORPORATION

NOTICE OF ANNUAL STOCKHOLDERS' MEETING

To All Stockholders:

Notice is hereby given that the annual stockholders' meeting of Grand Plaza Hotel Corporation ("Company") will be held on 15 May 2014, Thursday, at 11:30 a.m., at the Heritage Ballroom of The Heritage Hotel Manila, located at the Ground Floor, The Heritage Hotel Manila, Roxas Blvd. cor. EDSA Extension, Pasay City, Philippines.

The agenda for the meeting are as follows:

1. Certification of quorum.
2. Presentation of the Annual Report for the year ended 31 December 2013.
3. Approval of the Minutes of the Stockholders' Meeting of 15 May 2013.
4. Ratification of all acts and proceedings of the Board of Directors, acting within the scope of their delegated authority, during the year 2013-2014.
5. Election of the Board of Directors, including the two (2) Independent Directors.
6. Election of the independent auditor and the authority of the Directors to fix the independent auditors' remuneration.
7. Remuneration of the Directors.
8. Amendment of the Articles of Incorporation and By-Laws of the Corporation to specify its principal office address.
9. Consideration of such other business as may properly come before the meeting.
10. Adjournment.

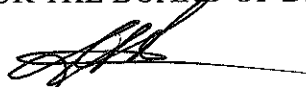
Minutes of the various meetings of the Corporation's Board of Directors (including those held during the year 2013 to present date) will be available for inspection during office hours (9:00 a.m. to 5:00 p.m.) on business days at the office of the Corporate Secretary at the 12th Floor, Net One Center Building, 26th Street corner 3rd Avenue, Crescent Park West, Bonifacio Global City, Taguig, Metro Manila, from 23 April 2014 up to 14 May 2014.

All proxies must be in the hands of the Corporate Secretary for validation before 11:00 a.m. of 15 May 2014. Proxies may be submitted to the office of the Corporate Secretary at the address indicated above during business days and at office hours on or before 5:00 p.m. of 14 May 2014. The Corporate Secretary shall receive proxies submitted on the day of the meeting at the entrance of the ballroom of the Heritage Hotel Manila. All proxies submitted after 11:00 a.m. of 15 May 2014 shall not be honored and shall not be deemed as a valid proxy for the 15 May 2014 annual stockholders' meeting. For your convenience in registering your attendance, please have available some form of identification such as driver's license, community tax certificate, passport, etc.

Only stockholders of record at the close of business on 16 April 2014 are entitled to notice of, and to vote at, the annual stockholders' meeting.

Taguig City, Philippines, 23 April 2014.

FOR THE BOARD OF DIRECTORS



Alain Charles J. Veloso
Assistan Corporate Secretary

PART I. INFORMATION REQUIRED IN INFORMATION STATEMENT

A. GENERAL INFORMATION

Item 1. Date, time and place of meeting of security holders

1. Date : 15 May 2014
Time : 11:30 a.m.
Place : The Heritage Ballroom of The Heritage Hotel Manila, located at the Ground Floor, The Heritage Hotel Manila, Roxas Blvd. cor. EDSA Extension, Pasay City, Philippines

Complete mailing address of Grand Plaza Hotel Corporation (the "Company"):

10F, The Heritage Hotel Manila, Roxas Blvd. cor. EDSA Extension, Pasay City

The approximate date on which copies of the Information Statement are to be sent or given to security holders is on 23 April 2014.

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

Item 2. Dissenter's Right of Appraisal

There are no matters or proposed corporate actions included in the agenda of the meeting which may give rise to a possible exercise by security holders of their appraisal rights. As a rule, in the instances mentioned under Section 6.1.6 of the Company's Revised Manual on Corporate Governance (based on Section 82 of the Corporation Code of the Philippines), the stockholders of the Company have the right of appraisal provided that the procedure and the requirements of Title X of the Corporation Code of the Philippines, governing the exercise of the right is complied with and/or followed. The instances when the right of appraisal may be exercised by dissenting stockholders of the Company are, as follows:

1. An amendment to the articles of incorporation that has the effect of (a) changing or restricting the rights of shareholders or of authorizing preferences over those of outstanding shares, or (b) changing the term of corporate existence;
2. Investment of corporate funds in another corporation or other business purposes;
3. Mergers or consolidations; and
4. Sale, encumbrance or other dispositions of all or substantially all of the corporate property or assets.

Please note that a stockholder must have voted against the above-mentioned corporate actions in order to avail of the appraisal right.

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

Except for the election of the directors of the Company, the agenda for the annual stockholders' meeting does not include any matter to be acted upon in which the following persons may have any substantial interest, direct or indirect, by security holdings or otherwise:

1. The directors or officers of the Company who acted as such director or officer during the last fiscal year;
2. The nominees for directors of the Company; and
3. Any association of the foregoing persons.

The Company has no knowledge/or information on whether a director or a security holder of the Company intends to oppose any action to be taken by the Company during the meeting.

B. CONTROL AND COMPENSATION INFORMATION

Item 4. Voting Securities and Principal Holders Thereof

1. As of 31 March 2014, the Company has 57,551,552 common shares outstanding¹, all of which are entitled to vote. The Company has 32,616,051 treasury shares.
2. As of 31 March 2014, non-Filipino nationals own 47,607,783 common shares in the Corporation, which constitute 87.03% of the issued and outstanding shares of the Corporation.
3. The record date with respect to this Information Statement and for the annual stockholders' meeting is 16 April 2014.
5. With respect to the election of the seven (7) directors, each stockholder may vote such number of shares for as many as seven (7) directors he may choose to elect from the list of nominees, or he may cumulate said shares and give one candidate as many votes as the number of his shares multiplied by seven (7) 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 multiplied by seven (7). Out of the seven (7) directors to be elected, two (2) seats shall be allocated for the position of the independent directors. Only the candidates for independent directors selected by the Nomination Committee are eligible to be elected as independent director. No other nominations for independent director shall be accepted during the annual stockholders' meeting. Please refer to the discussion under "Directors and Executive Officers of the Company".

¹ This amount excludes Treasury Shares, which are not considered outstanding shares. As at 31 March 2014, 50,094,204 shares are owned by foreign shareholders and this is 87.04% of total issued shares.

Security Ownership of Certain Record and Beneficial Owners and Management

The following entities are directly or indirectly the beneficial owners of more than 5% of the Company's voting shares (common), as of 31 March 2014.

Security Ownership of Certain Record and Beneficial Owners of More than 5%

Title of Class	Name and Address of Record Owner, and Relationship with Issuer	Name of Beneficial Owner and Relationship with Record Owner	Citizenship	No. of Shares Held	Percentage of Shareholding (inclusive of treasury shares)
Common	The Philippine Fund Limited ("TPFL") Milner House, 18 Parliament Street, Hamilton, Bermuda; shareholder of issuer	Please refer to footnote two below ²	Bermuda	29,186,597	33.43%
Common	Zatrio Pte Ltd 36 Robinson Road 04-01 City House Singapore 068877; shareholder of issuer	Please refer to footnote three below ³	Singapore	18,055,429	20.68%
Common	PCD Nominee Corporation (Filipino) G/F MSE Building	(Beneficial owners unknown to issuer)	Filipino	6,669,081	7.64%

² The Philippine Fund Limited is owned by:

Shareholder's Name	Class of Shares Owned	% Held
1. Hong Leong Hotels Pte. Ltd. P.O. Box 309 Grand Cayman British West Indies, Cayman Islands	Ordinary	60%
2. Pacific Far East (PFE) Holdings Corp. (formerly Istethmar International Corporation) Suite 2705-09, 27Flr, Jardine House 1 Connaught Place, Central, Hong Kong	Ordinary	20%
3. Robina Manila Hotel Limited 8/F BangkokBankBuilding 28 Des Voeux Road, Central Hong Kong	Ordinary	20%

³ Zatrio Pte Ltd is wholly owned with ordinary shares of stock by Republic Hotels & Resorts Limited, with address at 36 Robinson Road, #04-01 City House, Singapore 068877.

Title of Class	Name and Address of Record Owner, and Relationship with Issuer	Name of Beneficial Owner and Relationship with Record Owner	Citizenship	No. of Shares Held	Percentage of Shareholding (inclusive of treasury shares)
	Ayala Avenue, Makati City	<i>(RCBC Trust & Investments Division ("RCBC Trust") 333 Sen. Gil J. Puyat Ave. Makati City⁴)</i>		<i>(5,943,729)</i>	<i>(6.8%)</i>

Traditionally, the shares held by TPFL and Zatrio Pte Ltd. are voted by the Company's Chairman and President, Mr. Wong Hong Ren, or the Company's Chief Financial Officer and Compliance Officer, Mr. Yam Kit Sung, or in their absence, the Chairman of the stockholders' meeting, by virtue of a proxy validly issued for the scheduled annual stockholders' meeting.

The shares held by RCBC Trust are lodged with the Philippine Depository & Trust Corp. ("PDTC") through a Participant. RCBC Trust is the recognized beneficial owner of these shares in the PDTC. In the books of the Company, the shareholder of record as regards these shares is the PCD Nominee Corporation. Under the Rules of the Philippine Central Depository, the PCD Nominee Corporation does not have the right to vote the shares lodged with it and it has to execute a proxy in favor of the Participant who lodged the shares with the PCD Nominee Corporation. The Participant then follows the instructions of the beneficial owners of the shares. The beneficial owners may have the Participant represent those shares using the proxy issued in their favor by the PCD Nominee Corporation. In such a case, the beneficial owner must issue a written authorization in favor of the Participant. On the other hand, the beneficial owner may attend the meeting or designate another person to attend in his behalf. In this case the Participant will issue a sub-proxy in favor of the beneficial owner or his designated representative.

Traditionally, the shares held by RCBC Trust are voted by Ms. Michele Dee-Santos. Ms. Santos is not an officer, director or an employee of RCBC Trust. She is a director of the Company.

⁴ The shares held by the RCBC Trust are owned by various trust accounts under its trusteeship and management. Only the trust accounts owned by Abundance Providers and Entrepreneurs Corporation ("APEC"), formerly known as Pacific Plans, Inc., own more than five percent (5%) of the outstanding capital stock of the Company. The trust account of APEC (including its Employees' Retirement Fund) owns 6,043,111 shares of the Company as of 31 March 2010 and this corresponds to 8.93% of the outstanding capital stock of the Company, excluding treasury shares (or 6.92% inclusive of treasury shares).

APEC is a pre-need trust fund established pursuant to the regulations of the Securities and Exchange Commission for the benefit of plan holders. The address of APEC is at GPL Building, 221 Sen. Gil Puyat Ave., Makati City.

For the 2014 annual stockholders' meeting, Mr. Wong Hong Ren and Mr. Yam Kit Sung have been authorized to vote the shares held by TPFL and Zatrio Pte Ltd., by virtue of a proxy. Ms. Michele Dee-Santos has been authorized to vote the shares held by RCBC Trust.

Security Ownership of Management

The following table shows the shareholdings beneficially held by the directors and officers of the Company as of 31 March 2014 (to be updated):

Shares Beneficially Held By Officers

Title of Class	Name of Beneficial Owner	Amount and Nature of beneficial ownership	Citizenship	Percent of class
Common shares	Yam Kit Sung	2,999 shares (direct)	Singaporean	Less than 1%
Common shares	Eddie Yeo Ban Heng ("Eddie Yeo")	1 share (direct)	Malaysian	Less than 1%
Common shares	Arlene de Guzman	1,000 shares (direct)	Filipino	Less than 1%
		Total: 4,000 shares beneficial		Less than 1%

Shares Held by Current Directors

Title of Class	Name of Beneficial Owner	Amount and Nature of beneficial ownership	Citizenship	Percent of class
Common shares	Wong Hong Ren	1 share (direct)	Singaporean	Less than 1%
Common shares	Bryan Cockrell	1 share (direct)	American	Less than 1%
Common shares	Michele Dee-Santos	1 share (direct)	Filipino	Less than 1%
Common shares	Angelito Imperio	1 share (direct)	Filipino	Less than 1%
Common shares	Eddie Yeo	1 share (direct)	Malaysian	Less than 1%
Common shares	Eddie C. T. Lau	1 share (direct)	Chinese	Less than 1%
Common shares	Mia Gentugaya	1 share (direct)	Filipino	Less than 1%
		Total: 7 shares		Less than 1%

Aggregate number of shares held by directors and officers of the Company is 4,007 shares.

The aggregate beneficial shareholdings of the directors and the officers of the Company is less than 1% of the outstanding capital stock of the Company. The seven (7) shares of the 7 current directors are held to qualify them to be elected as members of the Board of Directors of the Company. Five (5) directors are nominees of TPFL and RCBC Trust and two (2) are independent directors. Each independent director, Ms. Mia Gentugaya and Angelito Imperio, directly owns one (1) share of the Company.

Voting Trust Holders of 5% or More

There is no party holding any voting trust or any similar agreement for 5% or more of the Company's voting securities.

Change in Control

There are no arrangements, which may result in a change of control of the Company. No change in control in the Company occurred since the beginning of the last fiscal year.

Item 5. Directors and Executive Officers of the Company

Meeting Attendance of the Company's Board of Directors in 2013

The record of attendance of the Company's directors during the meetings of the Board of Directors that were held in 2013 is, as follows:

Date of Board of Directors' meetings	Name of Directors						
	Wong Hong Ren	Bryan Cockrell	Angelito Imperio	Mia Gentugaya	Michele Dee-Santos	Eddie Lau	Eddie Yeo
19 February 2013 (Joint Meeting with Nomination Committee)	Present	Present	Present	Absent	Present	Present	Present
29 April 2013	Absent	Present	Absent	Present	Present	Present	Present
15 May 2013 (10:30 a.m.) ⁵	Present	Absent	Present	Absent	Present	Absent	Present
15 May 2013 (11:30 a.m.) ⁶	Absent	Absent	Present	Absent	Present	Absent	Present
26 July 2013 ⁷	Present	Present	Present	Absent	Present	Present	Present
29 October 2013	Present	Absent	Present	Absent	Absent	Present	Present

⁵ Special Meeting of the Board of Directors

⁶ Annual Stockholders' Meeting

⁷ Organizational Board of Directors' Meeting

Total	4 out of 6	3 out of 6	5 out of 6	1 out of 6	5 out of 6	4 out of 6	6 out of 6
Percentage of Attendance	66.66%	50%	83.33%	16.66% ⁸	83.33%	66.66%	100%

Meeting Attendance of the Company's Audit Committee in 2013

Date of the Audit Committee meetings	Name of Directors		
	Bryan Cockrell	Mia Gentugaya	Michele Dee-Santos
19 February 2013	Present	Present	Present
29 April 2013	Present	Present	Present
26 July 2013	Present	Present	Present
29 October 2013	Absent	Present	Present
Total	3 out of 4	4 out of 4	4 out of 4
Percentage of Attendance	75%	100%	100%

Meeting Attendance of the Company's Nomination Committee in 2013

Date of the Nomination's Committee meetings	Name of Directors				
	Wong Hong Ren	Eddie Lau	Bryan Cockrell	Michele Dee-Santos	Angelito Imperio
19 February 2013 (Joint Meeting with Board of Directors)	Present	Present	Present	Present	Present
22 March 2013	Absent	Present	Present	Present	Present
Total	1 out of 2	2 out of 2	2 out of 2	2 out of 2	2 out of 2
Percentage of Attendance	50%	100%	100%	100%	100%

The incumbent directors and executive officers and relevant data about them are listed below:

Name	Office	Citizenship	Family Relation	Age
Wong Hong Ren	Chairman & President	Singaporean	No relation	62

⁸ For the 12-month period of her incumbency as an independent director (i.e., from 15 May 2013 to 15 May 2014, the Corporation anticipates that Ms. Mia Gentugaya's attendance in all Board of Directors' meetings of the Corporation is at least 60%.

Bryan Cockrell	Director	American	No relation	66
Eddie C. T. Lau	Director	Chinese	No relation	58
Michele Dee Santos	Director	Filipino	No relation	46
Angelito Imperio	Independent Director	Filipino	No relation	74
Mia Gentugaya	Independent Director	Filipino	No relation	62
Eddie Yeo Ban Heng	Director / Vice-President / Assistant Compliance Officer / General Manager of The Heritage Hotel Manila / Member The Heritage Hotel Manila Management Executive Committee	Malaysian	No relation	66
Yam Kit Sung	General Manager of the Company / Chief Finance Officer / Compliance Officer / Chief Audit Executive / Member The Heritage Hotel Manila Management Executive Committee	Singaporean	No relation	43
Maria Christina J. Macasaet-Acaban	Corporate Secretary	Filipino	No relation	40
Alain Charles J. Veloso	Assistant Corporate Secretary	Filipino	No relation	34
Arlene De Guzman	Treasurer	Filipino	No relation	54
Geraldine Nono Gaw	Director of Marketing / Member The Heritage Hotel Manila Management Executive Committee	Filipino	No relation	46
Mary Grace Magsalin	Director of Human Resource Development / Member The Heritage Hotel Manila Management Executive Committee	Filipino	No relation	42
Catherine Serrano	Director of Finance / Member The Heritage Hotel Manila Management Executive Committee	Filipino	No relation	42

Ms. Mia G. Gentugaya and Mr. Angelito Imperio are the incumbent independent directors.

One of the grounds for the temporary disqualification of a director under the Revised Manual on Corporate Governance of the Company is absence in more than fifty (50) percent of all regular and special meetings of the Board during his incumbency, or any twelve (12) month period during the said incumbency, unless the absence is due to illness, death in the immediate family or serious accident. The disqualification shall apply for purposes of the succeeding election.

Final List of Nominees for Election

The Nomination Committee prepared the final list of candidates for independent directors based on the recommendations and information submitted by the nominating stockholders:

- Procedure for the Nomination and Election of Independent Directors

Under the Company's By-Laws, the Company shall elect such number of independent director/(s) as the relevant laws or regulations may require. At least three (3) months before the annual stockholders' meeting in which an independent director/(s) shall be elected, or at such time as the relevant law or regulation may from time to time prescribe, the incumbent Board of Directors shall meet to appoint a Nomination Committee. The Nomination Committee shall consist of at least three (3) members, one of whom shall be an incumbent independent director.

The Nomination Committee shall prepare the list of candidates for independent director/(s) based upon qualified candidates nominated by the stockholders. The Nomination Committee, subject to the approval by the Board of Directors, shall promulgate the rules, guidelines and criteria to govern the conduct of the nomination. Only the candidates whose nominations are confirmed by the Nomination Committee to be in accordance with such rules, guidelines and criteria to govern the conduct of the nomination. No other nomination shall be entertained after the list of candidates has been finalized and submitted to the Chairman. No further nomination shall be entertained or allowed on the floor during the stockholders' meeting.

The Chairman of the Board, or in his or her absence, the designated chairman of the stockholders' meeting, shall inform the stockholders attending the stockholders' meeting of the mandatory requirement of electing independent director/(s). In case of failure to elect an independent director, the Chairman shall call a separate election during the same meeting to fill the vacancy.

In case of a vacancy in the position of independent director, the vacancy shall be filled by a vote of at least a majority of the directors, if still constituting a quorum, based upon the nomination of the Nomination Committee. In the absence of such quorum, the vacancy shall be filled in a meeting of the stockholders duly called for that purpose. An independent director so elected to fill a vacancy shall serve only for the unexpired term of his predecessor in office.

In its organizational meeting held on 26 July 2013, the Board of Directors appointed the members of the Company's Nomination Committee.

On 11 February 2014, the Board of Directors and the Nomination Committee approved the materials and timetable for the selection of nominees for the Company's independent directors, for election in the annual stockholders' meeting to be held on 15 May 2014.

For 2014, the Board of Directors and the Nomination Committee approved the following timetable:

- a. 3 March 2014 - sending out of notices to stockholders that the Nomination Committee is accepting nominations for independent directors;
- b. 5:00 pm of 17 March 2014 - deadline for the submission of the recommendation and acceptance of recommendation forms;
- c. 21 March 2014 - deliberations of the Nomination Committee and preparation of final list of candidates.

• Final List of Candidates for Independent Directors

On 21 March 2014, the Nomination Committee approved the final candidates for independent directors, consisting of the following individuals:

- a. Mia G. Gentugaya

Atty. Gentugaya was nominated by The Philippine Fund Limited. She is not related to The Philippine Fund Limited. She is 62 years old, Filipino, and a Philippine resident. Please refer to the description of her business experience below.

- b. Angelito C. Imperio

Atty. Imperio was nominated by Zatrio Pte. Ltd. He is not related to Zatrio Pte. Ltd. He is 74 years old, Filipino, and a Philippine resident. Please refer to the description of his business experience below.

Under the By-Laws of the Company, each director elected during the annual stockholders' meeting shall hold office until the next annual stockholders' meeting and until his or her successor has been elected and has qualified.

None of the directors has resigned or has refused to stand for re-election because of a disagreement with the Company regarding the Company's operations.

Except for the nominees selected by the Nomination Committee for the position of independent directors, there are no named nominees for the position of regular directors yet. The actual nominations for the position of regular directors will be made during the annual stockholders' meeting.

Business Experience of Directors and Officers (covering at least the past five (5) years):

A brief description of the business experience of the incumbent directors and officers for the past five years is provided below:

WONG HONG REN
CHAIRMAN & PRESIDENT

Mr Wong Hong Ren was first elected Director and Chairman of the Board of Directors in May 1996. He was also an executive director of Millennium & Copthorne Hotels plc, a public listed company on the London Stock Exchange since April 2001. Mr Wong was appointed Chief Executive Officer of Millennium & Copthorne Hotels plc on 27 June 2011. He is also Chairman of Millennium & Copthorne New Zealand Limited and CDL Investments New Zealand Limited, both of which are listed on the New Zealand stock exchange. He is also the non-executive Chairman of M&C REIT Management Limited which manages the Singapore listed CDL Hospitality Trusts.

BRYAN K. COCKRELL
VICE CHAIRMAN and DIRECTOR

Mr. Bryan Cockrell, an American national, has been a Director of the Company since May 1997. Mr. Cockrell is the Chairman of the Pathfinder Group in the Philippines which has interests in tourism-related ventures, properties and other joint ventures undertakings and of the Group's investments in Vietnam. Before his stint in the Philippines, he held numerous positions in Singapore, Indonesia and Saudi Arabia. Mr. Cockrell is also a Director of Lafarge Republic Inc., a listed company.

ANGELITO C. IMPERIO
INDEPENDENT DIRECTOR

Atty. Imperio has been a Director of the Company continuously since August 1992 and during that span of time, he served as independent Director from 2001 to 2004, and again from 2008 up to the present. He completed his legal education at the University of the Philippines (LL.B.) and was admitted to the bar in 1966. He was a senior partner of the law firm SyCip Salazar Hernandez & Gatmaitan until his retirement in October 2004. At present, his professional work is limited to outside counseling, particularly on estate planning, and serving as an official Appellate Court Mediator of civil cases pending in the Court of Appeals

MIA G. GENTUGAYA
INDEPENDENT DIRECTOR

Atty. Gentugaya is a senior partner of SyCip Salazar Hernandez & Gatmaitan. She has been a Director of the Company since August 1992 and served as independent director since 2005. She was admitted to the Philippine Bar in 1978 after completing her legal education at the University of the Philippines (LL.B.). Atty. Gentugaya practices corporate and commercial law, and has been named by Global Chambers and International Financial Law Review as one of the world's

leading lawyers in project finance and commercial law. She is a member of the International Bar Association, the Philippine Bar Association, the Maritime Law Association of the Philippines (charter member; Trustee, 1988 – 1989) and the Makati Business Club. She also serves in the Board of Directors of various companies.

MICHELE DEE-SANTOS
DIRECTOR

Ms. Santos was appointed on 7 February 2006. She obtained a B.A. International Business from Marymount College, New York, U.S.A. She started her career as a Staff Operations Manager of American Express Bank in New York City. She is currently the Executive Vice President of AY Foundation, President of Sandee Unlimited Inc., Chairperson and President of Luis Miguel Foods, Inc., Treasurer of Mico Equities, Inc. Ms. Dee-Santos also sits on the Board of Malayan Insurance Co., Bankers Assurance Corporation., First Nationwide Assurance Corporation, Pan Malayan Express Inc. Aequitas Holdings, Inc. and RCBC Savings Bank. She is not a director of any other reporting company.

EDDIE B.H. YEO
DIRECTOR, VICE-PRESIDENT, ASSISTANT COMPLIANCE OFFICER & GENERAL
MANAGER OF THE HERITAGE HOTEL MANILA

Mr. Eddie Yeo is appointed as a Director and General Manager of The Heritage Hotel Manila on 13 January 2005. Prior to his current position, he was the General Manager of Copthorne Kings Hotel Singapore from January 1999 to 2004. He has more than 42 years experience in managing and developing hotel projects in Singapore, Malaysia, Thailand, Australia, USA and Vietnam. He holds a Master of Business Administration from the University of South Australia, is a Certified Hotel Administrator (CHA) from the Educational Institute of the American Hotel & Motel Association, Michigan, USA and a Member of the Chartered Management Institute, UK. He is the Vice President of the Singapore Philippines Association and the Malaysian Associations of the Philippines. He sits on the Board of the Hotel Association of the Philippines, Hotel Federations of the Philippines and the Foreign Chamber Council of the Philippines.

EDDIE C.T. LAU
DIRECTOR

Mr. Eddie Lau, is a British national and was appointed Director of the Company since 17 January 2005. He obtained his MBA from the University of Durham, UK. He is a fellow member of both the Hong Kong Institute of Certified Public Accountants and the Chartered Institute of Certified Accountants in UK. Mr. Lau is also an associate member of the Chartered Institute of Bankers in UK. He has more than 25 years experience in the financial industry and has extensive practical exposures in financial control, business planning and operational management. He had worked with Hang Seng Bank, Standard Chartered Bank, Bank Austria and The Long-Term Credit Bank of Japan. For the past twelve years, he was the Financial Controller of those banks that he worked with. Mr. Lau had also served in the Hong Kong Monetary Authority as a Bank Examiner to monitor the banks' compliance in Hong Kong. Currently, Mr. Lau is the Senior

Vice President – Head of Group Finance of Asia Financial Holdings group. He joined Asia Financial Holdings group since July 2000.

YAM KIT SUNG

GENERAL MANAGER, CHIEF FINANCE OFFICER, COMPLIANCE OFFICER & CHIEF AUDIT EXECUTIVE

Mr. Yam obtained his Bachelor of Accountancy (Honors) degree from Nanyang Technological University in Singapore. Upon graduation, he joined the international accounting firm, Price Waterhouse based in Singapore as an auditor and later joined CDL Hotels International Limited (now known as Millennium & Copthorne Hotels International Limited) as an Internal Auditor. In 1996, he joined The Heritage Hotel Manila as an Operations Analyst and was appointed General Manager of the Company in April 2000. In June 2006, Mr. Yam was appointed Vice President - Finance for HL Global Enterprises Limited, a company listed on the Singapore Stock Exchange. From 1 March 2013, Mr. Yam was re-designated as Vice President – Asset Management (China) for HL Global Enterprises Limited. He also sits on the Board of several companies in the HL Global Enterprises Limited Group.

ARLENE DE GUZMAN

TREASURER

Ms. Arlene de Guzman has been the Company's Treasurer since August 1997. She is also a former director and president of the Company. She graduated with a B.S. Business Economics (cum laude) degree from the University of the Philippines in 1981. Her business experience includes: Senior Project Evaluation Officer, National Development Company, Head, Financial Risk Management, Philippine Associated Smelting and Refining Corporation (PASAR) and currently Senior Vice President of the Pathfinder Group. She is presently a director and/or officer of the various companies under the Pathfinder Group, Grand Plaza Hotel Corp, Calumbuyan Holdings Group, Seacem Group and the President of a listed company - Southeast Asia Cement Holdings Inc. Other than the foregoing, Ms. de Guzman is not an officer or director of other public companies, listed companies, or companies that are grantees of secondary licenses from the SEC.

MARIA CHRISTINA J. MACASAET-ACABAN

CORPORATE SECRETARY

Ms. Macasaet-Acaban is a partner of the law firm of Quisumbing Torres. She joined Quisumbing Torres in 1998 after graduating *cum laude* from the University of the Philippines College of Law (L.I.B. 1998). She was also a recipient of the Dean's Medal for Academic Excellence and a member of the Order of the Purple Feather, the honors society of the University of the Philippines College of Law. She was admitted to the Philippine Bar in 1999.

Ms. Macasaet-Acaban practices corporate and commercial law, with focus on foreign investments, mergers and acquisitions, corporate compliance. She has represented multinational corporations operating in various industries, such as pharmaceutical and healthcare, information technology, outsourcing, manufacturing and real estate, in Philippine and cross-border

transactions, and advised on equity restrictions, investment structures and regulatory compliance for Philippine business operations.

She serves as corporate secretary and assistant corporate secretary of various private companies. She is not an officer or director of other public companies or companies that are grantees of secondary licenses from the SEC.

ALAIN CHARLES J. VELOSO
ASSISTANT CORPORATE SECRETARY

Mr. Veloso is a senior associate of the law firm Quisumbing Torres. Mr. Veloso's practices corporate and commercial law, with focus on pharmaceuticals, securities, mergers and acquisitions, energy and natural resources, securities, infrastructure, and outsourcing. He joined Quisumbing Torres in 2006 after graduating class valedictorian and *cum laude* from the University of the Philippines College of Law in 2006. He was also a recipient of the Dean's Medal for Academic Excellence, a member of the Order of the Purple Feather, a Chief Justice Fred Ruiz Castro Academic Scholar, an ACCRA – Violeta C. Drilon Merit Scholar, and a Member of the Pi Gamma Mu Honors Society and the Phi Kappa Phi Honors Society. Mr. Veloso was admitted to the Philippine Bar in 2007 and ranked 10th in the 2006 Philippine Bar exams. Prior to obtaining his law degree, Mr. Veloso obtained his B.S. Accountancy from the University of the Philippines - Tacloban College in 2001, graduating *cum laude*. Mr. Veloso passed the Philippine licensure exam for Certified Public Accountants in 2001. He also teaches Transportation and Public Utilities Law and Land Titles and Registration at Centro Escolar University School of Law and Jurisprudence.

Mr. Veloso is also the assistant corporate secretary of various private companies. He is not an officer or director of other public companies or companies that are grantees of secondary licenses from the SEC.

GERALDINE NONO GAW
DIRECTOR OF MARKETING, MEMBER – HERITAGE HOTEL MANILA
MANAGEMENT EXECUTIVE COMMITTEE

Geraldine N. Gaw joined the company in 2003 as the Director of Catering and was promoted as Director of Sales and Marketing in 2008. Prior to joining the Heritage Hotel Geraldine held the position of Convention and Banquet Sales Manager from 1999 to 2003 at the Manila Midtown Hotel. She has also held several senior positions in various hotels in Metro Manila and Davao City, namely the Mandarin Oriental Hotel and the Davao Insular Intercontinental Inn. She is currently a member of the Hotel Sales and Marketing Association. Geraldine graduated at the Ateneo De Davao University with a Degree in Business Administration major in Accounting.

MARY GRACE MAGSALIN
DIRECTOR OF HUMAN RESOURCE DEVELOPMENT, MEMBER – HERITAGE
HOTEL MANILA MANAGEMENT EXECUTIVE COMMITTEE

Mary Grace G. Magsalin joined the company in 2004 as Human Resources Manager. She was promoted as Director of Human Resources in June 2005. Previous to this, she gained her expertise and has been exposed to various industries from 1992. Her professional exposure includes the following: Group Human Resources Manager of ESLA Group of Companies, a retail chain operating Luzon wide, as Training Consultant of an Immigration Firm, Personnel & Training Manager, Industrial Relations Officer and Personnel Manager of manning agencies and bank. After completing a degree in Industrial and Business Management Engineering with distinction (cum laude) from the University of Negros Occidental-Recoletos and pursued Bachelor of Laws from University of Santo Tomas. She is currently holding the position of Vice-Chairman for Tripartite Industrial Peace Council for Makati and Pasay City and a member of the Association of Human Resource Managers in Hospitality Industry.

CATHERINE A. SERRANO

DIRECTOR OF FINANCE, MEMBER – HERITAGE HOTEL MANILA MANAGEMENT EXECUTIVE COMMITTEE

Ms. Catherine A. Serrano joined Grand Plaza Hotel Corporation in April 2009 as its Accounting Manager. In April 2012 she was appointed as the Assistant Director of Finance and recently got promoted as the Director of Finance of the Heritage Hotel. Ms. Serrano took up her degree in Commerce major in Accounting at the University of the Assumption, San Fernando Pampanga.

Prior to working in the hotel industry Ms. Serrano honed her skills in her field for 13 years with the Laus Group of Companies where she held various managerial positions in Carworld Inc. (dealers of Mitsubishi), Ford Pampanga and Max's Restaurant. She was also the Accounting Group Head of Carworld Inc. affiliates such as, Kia Motors Pampanga, Suzuki Pampanga, Laus Group Estate, Carworld Caltex, Radioworld Broadcasting Corp., and Regent Printing House.

Ms. Serrano started her hotel career in February 2006 at the Holiday Inn Galleria Manila as Chief Accountant and was promoted in November 2007 as the Finance Manager of Crowne Plaza Galleria Manila.

Members of the Nomination Committee

1. Wong Hong Ren – Chairman
2. Bryan Cockrell
3. Michele Dee-Santos
4. Angelito Imperio – Independent Director
5. Eddie Lau

The Board of Directors appointed The Heritage Hotel Management Executive Committee to perform the functions of the Remuneration and Compensation Committee of the Company.

Significant Employees

The Company has no significant employees.

Family Relationships

There are no family relationships up to the fourth civil degree either by consanguinity or affinity among the Directors, Executive Officers or persons nominated.

Pending Legal Proceedings

In the middle of 2008, the Company received from the Bureau of Internal Revenue ("BIR") a Final Decision on Disputed Assessment finding the Company liable for deficiency value added tax ("VAT") with respect to the years 1996 to 2002 in total amount of PhP228.94 million, inclusive of penalty and interest from January 2003 to December 2006. The Company subsequently filed a petition for review with the Court of Tax Appeal ("CTA") to contest such Final Decision on Disputed Assessment.

The BIR further issued a Warrant of Dstraint and/or Levy and Warrant of Garnishment against the Company and its assets. On 12 September 2008, the Company filed a surety bond with the CTA, and the CTA issued a Temporary Restraining Order enjoining the BIR from further efforts at collection of taxes, particularly the implementation of the Warrant of Dstraint and/or Levy and the Warrant of Garnishment.

In 2009, the Company moved to have a preliminary hearing conducted to first resolve the legal issue of whether or not the services rendered by the Company to PAGCOR is subject to VAT at 10% rate. The CTA granted the motion and hearings were subsequently conducted. On 18 February 2011, the CTA ruled in favor of the Company and cancelled the VAT deficiency assessment *in toto*.

As mentioned in the CTA Resolution, in line with the decision of the Supreme Court in *Philippine Amusement and Gaming Corporation (PAGCOR) vs. The Bureau of Internal Revenue, et al.*, the CTA, in its decision dated 18 February 2011, cancelled the BIR's assessment against the Company for deficiency VAT in the amount of PhP228,943,589.15 for taxable years 1996 to 2001. In its resolution dated 17 May 2011, the CTA denied the Commissioner of Internal Revenue's Motion for Reconsideration of the CTA's decision rendered on 18 February 2011. According to the CTA, considering that the assessment against the Company for deficiency VAT has been cancelled, the CTA deemed it proper that the surety bond posted by the Company be discharged. The BIR shortly filed an appeal with the CTA En Banc.

On 1 September 2011, the CTA En Banc resolved to give course to BIR's appeal. The Company filed its Memorandum in October 2011. On 27th July 2012, the CTA En Banc resolved that consistent with the pronouncement of the Supreme Court in the cases of *CIR vs. Acesite Hotel Corporation* and *PAGCOR vs. CIR*, that services rendered to PAGCOR are exempt from VAT, CIR's petition has no leg to stand on and must necessarily fall. The BIR filed a Motion for Reconsideration.

On 8th October 2012, the CTA En Banc resolved that BIR's Motion for Reconsideration is denied and the earlier decision of the CTA promulgated on 17th May 2011 is affirmed. On 5th

December 2012, BIR filed with the Supreme Court a Petition for Review. As at the date of this report, the Petition for Review is still pending with the Supreme Court.

On 6th May 2013, the Company filed its Comment/Opposition to the Petition for Review and is awaiting feedback from the Supreme Court. On 17 October 2013, the Company received a Notice from the Supreme Court directing BIR to file a reply within 10 days from receipt of Notice. No decision from the Supreme Court as of 15 January 2014.

The Company will continue to pursue its case with the Supreme Court and will file the necessary disclosure on the outcome thereof following the issuance of the judgment of the Supreme Court.

Other than the above tax case, to the best knowledge and/or information of the Company, neither itself nor any of its affiliates and subsidiaries have been involved during the past five (5) years in any material legal proceedings affecting/involving the Company, its affiliates or subsidiaries, or any material or substantial portion of their property before any court of law or administrative body in the Philippines or elsewhere.

To the best knowledge and/or information of the Company, none of its directors, nominees for election as director, executive officers, underwriters, or controlled persons, have been involved during the past five (5) years, up to 31 March 2014, in any of the following events that are material to an evaluation of their ability or integrity:

- (a) 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;
- (b) Any conviction by final judgment, including the nature of the offense, in a criminal proceeding, domestic or foreign, or being subject to a pending criminal proceeding, domestic or foreign, excluding traffic violations and other minor offenses;
- (c) Being 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
- (d) Being found by a domestic or foreign court of competent jurisdiction (in a civil action), the Securities and Exchange 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.

Certain Relationships and Related Transactions

In the last two years, there were no material transactions or proposed transactions between the Company and any director in which the director had a material interest.

Aside from the related party transactions disclosed in Note 14 of the Notes to Financial Statements of the Company, the Company has no other relationships and related transactions.

Item 6. Compensation of Directors and Officers

Directors' and Officers' Compensation (Annual Compensation – in Pesos)

NAME	POSITION	YEAR	SALARY	BONUS	OTHERS/ DIRECTOR FEES
Wong Hong Ren	Chairman & President	2013			
Eddie Yeo Ban Heng	General Manager of Hotel	2013			
Yam Kit Sung	General Manager of the Company	2013			
Cathy Serrano	Director of Finance	2013			
Gigi Gaw	Director of Sales & Marketing	2013			
Total		2013	10,065,213	948,016	88,815
Directors		2013			1,494,626
All officers & Directors as a group		2013	10,065,213	948,016	1,583,441

Year 2012

NAME	POSITION	YEAR	SALARY	BONUS	OTHERS/ DIRECTOR FEES
Wong Hong Ren	Chairman & President	2012			
Eddie Yeo Ban Heng	General Manager of Hotel	2012			
Yam Kit Sung	General Manager of the Company	2012			
Johnny Yap	Executive Manager of Hotel	2012			
Alex Cheong	Executive Chef	2012			
Total		2012	11,328,636	1,481,160	70,000
Directors		2012			2,111,284
All officers & Directors as a group		2012	11,328,636	1,481,160	2,181,284

Year 2011

NAME	POSITION	YEAR	SALARY	BONUS	OTHERS/ DIRECTOR FEES
Wong Hong Ren	Chairman & President	2011			
Eddie Yeo Ban Heng	General Manager of Hotel	2011			
Yam Kit Sung	General Manager of the Company	2011			
Alex Cheong	Executive Chef	2011			
Lawrence Wee	Resident Manager (Resigned 14 Feb 2011)	2011			
Total		2011	11,159,794	2,320,767	5,039,420
Directors		2011			2,387,044
All officers & Directors as a group		2011	11,159,794	2,320,767	7,426,464

Proposed Remuneration of Officers and Directors for 2014

NAME	POSITION	SALARY	BONUS	OTHERS/ DIRECTOR FEES
Yam Kit Sung	General Manager			
Eddie Yeo	General Manager of The Heritage Hotel			
Mary Grace Magsalin	Director of HRD			
Cathy Serrano	Director of Finance			
Gigi Gaw	Director of Sales and Marketing			
Total Compensation of the Chairman & President and the other highest compensated officers named above		11,000,000	1,500,000	
Total Directors' Fees				2,000,000
All officers & Directors as a group		11,000,000	1,500,000	2,000,000

The proposed remuneration of the directors for 2014 above will be presented to the stockholders for approval at the 2014 annual stockholders' meeting. The proposed remuneration of the

officers named above shall be fixed and approved in a special meeting of the Board of Directors of the Company, to be held prior to the annual stockholders' meeting, as provided in the Company's By-Laws.

Please note that the compensation of the directors are one-time director's fees and do not involve any other form of remuneration. There are no arrangements, such as compensatory plan or arrangement or consulting contracts, pursuant to which any director of the Company was compensated, or is to be compensated, directly or indirectly, during the Company's last completed fiscal year, and the ensuing year, for any service provided as director.

Description of the Terms and Conditions of each Employment Contract between the Company and Executive Officers

All the key officers are on two-year employment contracts that may be renewed for another two years upon mutual agreement of the parties.

The employment contracts of the executive officers do not require such executive officers of the Company to be paid a total amount exceeding PHP2,500,000 as a result of their resignation or termination from the Company, or if there is a change in control of the Company.

Description of the Terms and Conditions of the Compensatory Plan or Arrangement for the Company's Executive Officers

The executive officers of the Company are paid a monthly fixed salary with variable bonus depending on performance. They are also on fixed employment period between 1-2 years and renewable depending on performance.

Item 7. Independent Public Accountants

Election, Approval or Ratification

R. G. Manabat & Co. is the Company's current independent public accountant. The handling partner is Ms. Alicia Columbres.

In compliance with the Securities Regulation Code Rule 68, paragraph 3(b)(ix), the independent auditor or in the case of an audit firm, the signing partner, shall be rotated after every five (5) years of engagement, subject to the observance of the two-year cooling off period in the re-engagement of the same signing partner or individual auditor. Ms. Alicia Columbres, the current handling partner, was first designated as such on 15 May 2013.

The Company's Audit Committee has recommended R. G. Manabat & Co. for re-appointment at the annual stockholders' meeting, with Alicia S. Columbres as the handling partner. Under the Revised Manual on Corporate Governance of the Company, the Audit Committee shall recommend the nominees for the independent public accountants of the Company.

The Members of the Audit Committee of the Company are as follows:

1. Mia Gentugaya – Independent Director
2. Bryan Cockrell
3. Michele Dee-Santos

The Chairperson of the Audit Committee is Ms. Mia Gentugaya.

Representatives of R. G. Manabat & Co are expected to be present at the annual stockholders' meeting and will be given the opportunity to make a statement if they desire to do so. Likewise, they are expected to be available to respond to any appropriate questions that may be raised during the meeting.

Compliance with SRC Rule 68 3 (b) (iv)

R. G. Manabat & Co., with Ms. Alicia Columbres as the handling partner, was appointed as the independent auditor of the Company by the stockholders during the annual stockholders' meeting held on 29 April 2005. In compliance with SRC Rule 68, par 3(b)(iv), the independent auditor shall be rotated every five (5) years of engagement. In case of a firm, the signing partner shall be rotated every five (5) years. Ms. Alicia Columbres was first designated as the handling partner on 15 May 2013.

Item 8. Compensation Plans

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

C. ISSUANCE AND EXCHANGE OF SECURITIES

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 the authorization or issuance of any securities of the Company.

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 securities of the Company, or the issuance or authorization for issuance of one class of securities of the Company in exchange for outstanding securities of another class.

Item 11. Financial and Other Information

The Company's audited financial statements for the year ended 31 December 2013 (attached hereto as Annex "A") and other information related to the Company's financial statements are contained in the Company's SEC Form 17-A for the year ended 31 December 2013, which was filed by the Company with the Philippine Stock Exchange and with the SEC on 21 February 2014.

The management report required under paragraph (4) of SRC Rule 20 is attached hereto as Annex "B".

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 the acquisition or disposition of any property.

Item 14. Restatement of Accounts

There are no matters or actions to be taken up in the meeting with respect to the restatement of any asset, capital, or surplus account of the Company.

D. OTHER MATTERS

Item 15. Action with Respect to Reports

1. Approval of the Minutes of the Annual Meeting of the Stockholders of the Company held on 15 May 2013 ("Minutes").
2. Approval of the Annual Report and the audited financial statements for the year ended 31 December 2013.

The Annual Report to be ratified by the stockholders during the annual stockholders' meeting, has been disclosed to the stockholders in SEC Form 17-A. The Company's audited financial statements for the year ended 31 December 2013 are attached hereto as Annex "A". Action on the Minutes will not constitute approval or disapproval of any of the matters referred to in the Minutes which have been approved in the Annual Meeting of the Stockholders held on 15 May 2013.

Item 16. Matters Not Required to be Submitted

There are no matters or actions to be taken up in the meeting which does not require a vote of the stockholders.

Item 17. Other Proposed Action

1. Ratification of all acts and proceedings of the Board of Directors during the year 2013-2014, acting within the scope of their delegated authority and adopted in the ordinary course of business involving:

- a. Approval of the date of, and the record date for, the Corporation's annual stockholders' meeting for 2014;
 - b. Approval of the documents relating to the nomination of candidates for the independent directors of the Corporation and the proposed timetable for the nomination process for the independent directors for 2013-2014;
 - c. Approval of the increase in rent for the year 2014 and the renewal of the Contract of Lease between Harbour Land Corporation (as Lessor) and the Corporation (as Lessee);
 - d. Approval of the Corporation's participation in the Wholesale Electricity Spot Market as Indirect Member and appointment of authorized signatory therefor;
 - e. Buyback of shares;
 - f. Election / appointment of officers of the Company and The Heritage Hotel Manila for the year 2013-2014;
 - g. Authority with regard to transactions with banks (including change of signatories, and closure of bank accounts); and
 - h. Approval of quarterly reports of the Company during the year 2013 and the first quarter of 2014.
2. Election of the Board of Directors, including the election of the two (2) Independent Directors.
 3. Election of the independent auditor and the grant of authority to the Board of Directors to fix the independent auditor' remuneration.
 4. Ratification of the amendment of the Corporation's Articles of Incorporation and By-Laws to specify its principal office address.
 5. Approval of the remuneration of the Directors.

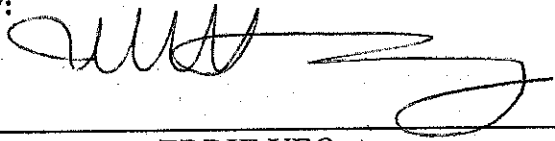
Item 18. Voting Procedures

1. The actions to be taken at the annual stockholders' meeting shall require the vote of the stockholders representing at least a majority of the Company's outstanding capital stock, except for (i) the election of directors, which shall be determined by cumulative voting under the Corporation Code, and (ii) the ratification of the amendment of the Corporation's Articles of Incorporation and By-Laws to specify its principal office address, which must be approved by the stockholders of the Company owning at least two-thirds (2/3) of the total outstanding capital stock entitled to vote.
2. Each stockholder shall be entitled to vote in person and by proxy and, unless otherwise provided by law, he shall have one (1) vote for each share of stock entitled to vote and recorded in his name in the books of the Company.
3. Voting and counting of votes will be done by *viva voce*.
4. The Corporate Secretary shall be responsible to count and validate the votes.

SIGNATURE PAGE

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 Taguig, Philippines, on 23 April 2014.

By:



EDDIE YEO

**General Manager – The Heritage Hotel / Assistant
Compliance Officer – Grand Plaza Hotel Corporation**

MARIA CHRISTINA J. MACASAET-ACABAN

**Corporate Secretary
Grand Plaza Hotel Corporation**

WITNESSES:


SIGNATURE PAGE

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 Taguig, Philippines, on 23 April 2014.

By:

EDDIE YEO

**General Manager – The Heritage Hotel / Assistant
Compliance Officer – Grand Plaza Hotel Corporation**




ALAIN CHARLES J. VELOSO
Assistant Corporate Secretary
Grand Plaza Hotel Corporation

WITNESSES:

SUBSCRIBED AND SWORN to before me by, Alain Charles Veloso, who is personally known to me to be the same person who presented the foregoing instrument and signed the instrument in my presence, this 13th day of May 2014 at Taguig City, affiants exhibiting to me his Passport No. EB0983029 valid until 17 September 2015 in DFA Manila.

Doc. No.: 405
Page No.: 82
Book No.: I
Series of 2014.




DIANE MAXIMA B. SINGAYAN
Notary Public, Cities of Taguig, Pasig, San Juan, and Pateros
Appointment No. 285, Until December 31, 2014
12th Floor, Net One Center, 26th St., cor. 3rd Avenue
Crescent Park West, Bonifacio Global City, Taguig City 1634
ROLL OF ATTORNEYS NO: 61718
PTR No. A-2021177, 1/08/14; Taguig City, M.M.
LIFETIME IBP No. 924519; 01/10/13; Cagayan Valley