



07 July 2015

DIRECTOR JUSTINA F. CALLANGAN
Corporate Governance and Finance Department
Securities and Exchange Commission
SEC Building, EDSA, Greenhills,
Mandaluyong City

RE: Updates on ACGR:
Annual Stockholders' Meeting 2015

Dear Madame:

We are re-submitting the attached which was brought to the SEC for filing yesterday but was not received because of the SEC's early dismissal.

Very truly yours,

Ma. Fe P. Salamatin
FVP MA. FE P. SALAMATIN
Compliance Officer

Jennifer M. Balba
ATTY. JENNIFER M. BALBA
Asst. Corporate Secretary

COVER SHEET

1 7 5 1 4

SEC Registration Number

R I Z A L C O M M E R C I A L B A N K I N G C O R P

(Company's Full Name)

6 8 1 9 R C B C P L A Z A A Y A L A A V E C O R

S E N G I L P U Y A T A V E M A K A T I C I T Y

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

FVP Ma. Fe P. Salamatin

Contact Person

8949000 loc 9090

Company Telephone Number

Month

Day

A C G R

FORM TYPE

Month

Day

Annual Meeting

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number / Section

Total No. of Stockholders

Total Amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

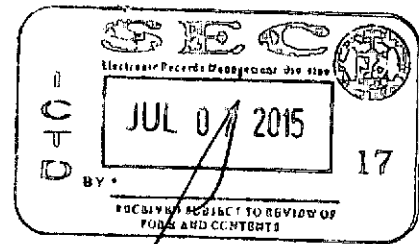
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Document ID

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06 July 2015

DIRECTOR JUSTINA F. CALLANGAN
Corporate Governance and Finance Department
Securities and Exchange Commission
SEC Building, EDSA, Greenhills,
Mandaluyong City

RE: Updates on ACGR:
Annual Stockholders' Meeting 2015

Dear Madame:

In compliance with SEC Memorandum Circular No. 1, s. 2014, we submit herewith the following amended portions of our ACGR Report to reflect matters pertaining to the Annual Stockholders' Meeting held last 29 June 2015:

- i. A.1)(a) Composition of the Board
- ii. A.5)(b) Voting Result of the Last Annual General Meeting
- iii. J. Rights of Stockholders

Very truly yours,


ATTY. MARIA CELIA H. FERNANDEZ-ESTAVILLO
Director and Corporate Secretary


FVP MA. FE P. SALAMATIN
Compliance Officer

A. BOARD MATTERS

1) Board of Directors

Number of Directors per Articles of Incorporation	15
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Actual number of Directors for the year	15
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(a) Composition of the Board

Complete the table with information on the Board of Directors:

Director's Name	Type [Executive (ED), Non-Executive (NED) or Independent Director (ID)]	If nominee, identify the principal	Nominator in the last election (if ID, state the relationship with the nominator)	Date first elected	Date last elected (if ID, state the number of years served as ID) ¹	Elected when (Annual/Special Meeting)	No. of years served as director
Amb. Alfonso T. Yuchengco	NED	N/A	Corporate Governance Committee	Honorary Chairman (May 27, 2002-June 2004; June 2005)	June 29, 2015	Annual SH Meeting June 29, 2015	12 years
Helen Y. Dee	NED	N/A	Corporate Governance Committee	Board Chairperson (June 2005) Director (March 2005)	June 29, 2015	Annual SH Meeting June 29, 2015	10 years
Lorenzo V. Tan	ED	N/A	Corporate Governance Committee	Director / President and CEO (February 1, 2007/April 1, 2007)	June 29, 2015	Annual SH Meeting June 29, 2015	8 years
Cesar E.A. Virata	NED	N/A	Corporate Governance Committee	Director (1995) Corporate Vice-Chairman (June 22, 2000)	June 29, 2015	Annual SH Meeting June 29, 2015	20 years

¹ Reckoned from the election immediately following January 2, 2012.

Atty. Teodoro D. Regala	NED	N/A	Corporate Governance Committee	June 28, 1999	<u>June 29, 2015</u>	Annual SH Meeting <u>June 29, 2015</u>	<u>16 years</u>
Atty. Wilfrido E. Sanchez	NED	N/A	Corporate Governance Committee	March 27, 2006	<u>June 29, 2015</u>	Annual SH Meeting <u>June 29, 2015</u>	<u>9 years</u>
Atty. Ma. Celia H. Fernandez-Estavillo	ED	N/A	Corporate Governance Committee	Director (June 2005) Corporate Secretary (February 2005)	<u>June 29, 2015</u>	Annual SH Meeting <u>June 29, 2015</u>	<u>10 years</u>
Medel T. Nera	NED	N/A	Corporate Governance Committee	July 25, 2011	<u>June 29, 2015</u>	Annual SH Meeting <u>June 29, 2015</u>	<u>4 years</u>
Tze Ching I. Chan	NED	<u>Cathay Life Insurance Co. Ltd.</u>	Corporate Governance Committee	November 28, 2011	<u>June 20, 2015</u>	Annual SH Meeting <u>June 29, 2015</u>	<u>4 years</u>
<u>Yuh-Shing (Francis) Peng</u>	<u>NED</u>	<u>Cathay Life Insurance Co. Ltd.</u>	<u>Corporate Governance Committee</u>	<u>April 27, 2015</u>	<u>June 29, 2015</u>	Annual SH Meeting <u>June 29, 2015</u>	<u>2mos.</u>
<u>John Law</u>	<u>NED</u>	<u>Cathay Life Insurance Co. Ltd.</u>	<u>Corporate Governance Committee</u>	<u>April 27, 2015</u>	<u>June 29, 2015</u>	Annual SH Meeting <u>June 29, 2015</u>	<u>2mos.</u>
<u>Richard Westlake</u>	<u>NED</u>	<u>International Finance Corporation</u>	<u>Corporate Governance Committee</u>	<u>September 29, 2014</u>	<u>June 29, 2015</u>	Annual SH Meeting <u>June 29, 2015</u>	<u>9 mos.</u>
Armando M. Medina	ID	N/A	Eduardo S. Lopez / not	Independent Director February 26,	<u>June 29, 2015;</u>	Annual SH	<u>12 years</u>

			related	2003	<u>3 years</u>	Meeting <u>June 29, 2015</u>	
Francisco C. Eizmendi, Jr.	ID	N/A	Eduardo S. Lopez / not related	Independent Director May 2006	<u>June 29, 2015;</u> <u>3 years</u>	Annual SH Meeting <u>June 29, 2015</u>	<u>9</u> years
Antonino L. Alindogan, Jr.	ID	N/A	Eduardo S. Lopez / not related	Independent Director September 24, 2007	<u>June 29, 2015;</u> <u>3 years</u>	Annual SH Meeting <u>June 29, 2015</u>	<u>8</u> years

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5) Changes in the Board of Directors (Executive, Non-Executive and Independent Directors)

(b) Selection/Appointment, Re-election, Disqualification, Removal, Reinstatement and Suspension

Voting Result of the last Annual General Meeting

Name of Director	Notes Received
Please see table below.	Please see table below.

J. RIGHTS OF STOCKHOLDERS

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4. State, if any, questions and answers during the Annual/Special Stockholders' Meeting.

Mr. Phillip Turner asked a question on why income reduced by 20% despite increase in core income. President Lorenzo V. Tan explained that interest rates have been going upwards with trading gains less for 2014 than prior years. He added a prudent approach reducing cyclical risks has been adopted. Mr. Turner asked when income will turn around and increase, to which Pres. Tan said with increased regulations, growth is affected by capital levels required by Basel III. But banks are adjusting their models, adding a 10-12% ROE is expected.

5. Result of Annual/Special Stockholders' Meeting's Resolutions

Resolution	Approving	Dissenting	Abstaining
15-01: Approval of the Minutes of the Annual Meeting of the Stockholders held on 30 June 2014	1,160,687,776	-	-
15-02: Approval of the Annual Report and the Audited Financial Statement for 2014	1,160,539,976	-	147,800
15-03: Ratification of the actions and proceedings of the Board of Directors, different Committees and Management during the year 2014 15-03.1: Ratification of the actions and proceedings of the Board on 29 October 2014	1,052,664,334	-	108,023,442
15-04: Confirmation of Significant Transactions with DOSRI and Related Parties for the year 2014	1,159,705,676	982,100	-
15-05: Election of Directors :	1,158,794,056	-	911,620
1. Amb. Alfonso T. Yuchengco			
2. Ms. Helen Y. Dee	1,156,760,526	775,410	2,169,740
3. Mr. Lorenzo V. Tan	1,158,794,056	-	911,620
4. Mr. Cesar E.A. Virata	1,158,794,056	-	911,620
5. Atty. Teodoro D. Regala	1,156,722,736	1,513,060	1,469,880
6. Atty. Wilfrido E. Sanchez	1,158,586,756	207,300	911,620
7. Atty. Maria Celia H. Fernandez-Estavillo	1,147,337,389	-	17,368,287
8. Medel T. Nera	1,157,322,186	1,471,870	911,620
9. Mr. Tze Ching Chan	1,158,225,946	568,110	911,620
10. Mr. Yuh-Shing (Francis) Peng	1,158,225,946	568,110	911,620
11. Mr. John Law	1,158,194,056	-	911,620
12. Mr. Richard Westlake	1,142,535,700	696,460	16,473,516
13. Mr. Armando M. Medina (independent)	1,050,741,114	177,300	108,787,262
14. Mr. Francisco C. Eizmendi, Jr. (independent)	1,051,622,734	207,300	107,875,642
15. Mr. Antonino L. Alindogan, Jr. (independent)	1,051,830,034	-	107,875,642
15-06: Appointment of External Auditor Punongbayan & Araullo	1,159,528,376	177,300	-

8. Stockholders' Attendance

i. Details of Attendance in the Annual/Special Stockholders' Meeting Held:

Type of Meeting	Names of Board members / Officers present	Date of Meeting	Voting Procedure (by poll, show of hands, etc.)	% of SH Attending In Person	% of SH in Proxy	Total % of SH attendance
Annual	<ol style="list-style-type: none"> 1. <u>Amb. Alfonso T. Yuchengco, Honorary Chairman</u> 2. <u>Ms. Helen Y. Dee, Chairperson</u> 3. <u>Mr. Cesar E.A. Virata, Vice Chairperson</u> 4. <u>Mr. Lorenzo V. Tan, President and CEO</u> 5. <u>Atty. Teodoro D. Regala</u> 6. <u>Atty. Wilfrido E. Sanchez</u> 7. <u>Atty. Ma. Celia H. Fernandez-Estavillo, Corporate Secretary</u> 8. <u>Mr. Medel T. Nera</u> 9. <u>Mr. TC Chan</u> 10. <u>Mr. Yuh-Shing (Francis) Peng</u> 11. <u>Mr. John Law</u> 12. <u>Mr. Armando M. Medina, Independent Director</u> 13. <u>Mr. Francisco C. Eizmendi, Jr., Independent Director</u> 14. <u>Mr. Antonino L. Alindogan, Jr., Independent Director</u> 	29 June 2015	By poll	<p>Stockholders representing a total of 17,395 common and preferred shares of stocks or .0012% of the Corporation's outstanding 1,399,908,636 common and preferred shares entitled to vote</p>	<p>Stockholders representing a total of 1,160,670,381 common and preferred shares of stocks or 82.91% of the Corporation's outstanding 1,399,908,636 common and preferred shares entitled to vote</p>	<p>Stockholders representing a total of 1,160,687,776 common and preferred shares of stocks or 82.91% of the Corporation's outstanding 1,399,908,636 common and preferred shares entitled to vote</p>

Special	None					
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9. Sending of Notices

(i) Definitive Information Statements and Management Report

Number of Stockholders entitled to receive Definitive Information Statements and Management Report and Other Materials	All shareholders as of record date.
Date of Actual Distribution of Definitive Information Statement and Management Report and Other Materials held by market participants/certain beneficial owners	<u>June 5, 2015</u>
Date of Actual Distribution of Definitive Information Statement and Management Report and Other Materials held by stockholders	<u>June 5, 2015</u>
State whether OD format or hard copies were distributed	Hard Copies
If yes, indicate whether requesting stockholders were provided hard copies	N/A