

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)

Jan 7, 2019

2. SEC Identification Number

17514

3. BIR Tax Identification No.

320-000-599-760

4. Exact name of issuer as specified in its charter

RIZAL COMMERCIAL BANKING CORPORATION

5. Province, country or other jurisdiction of incorporation

Philippines

6. Industry Classification Code(SEC Use Only)

7. Address of principal office

6819 Ayala cor. Gil J. Puyat Ave., Makati City

Postal Code

0727

8. Issuer's telephone number, including area code

894-9000

9. Former name or former address, if changed since last report

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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	1,935,628,775

11. Indicate the item numbers reported herein

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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.





Rizal Commercial Banking Corporation
RCB

PSE Disclosure Form 7-1 - Notice of Annual or Special Stockholders' Meeting
*References: SRC Rule 17 (SEC Form 17-C) and
Sections 7 and 4.4 of the Revised Disclosure Rules*

Subject of the Disclosure

Special Stockholders' Meeting
February 26, 2019, 4:00 pm, Alfonso Sycip Executive Lounge 47th Floor Yuchengco
Tower, RCBC Plaza, Ayala Ave. cor Gil Puyat Ave. Makati

Background/Description of the Disclosure

Board Approval for the setting a Special Stockholders Meeting on February 26, 2019 with record date of January 25, 2019 for the purpose of approving the merger between the Bank and RSB, and the terms and conditions set forth in the Plan of Merger.

Special Stockholders' Meeting
February 26, 2019, 4:00 pm, Alfonso Sycip Executive Lounge 47th Floor Yuchengco
Tower, RCBC Plaza, Ayala Ave. cor Gil Puyat Ave. Makati

Amended to update information on venue, (provide copy of the Notice and the Agenda)

Type of Meeting

Annual
Special

Date of Approval by Board of Directors	Nov 26, 2018
Date of Stockholders' Meeting	Feb 26, 2019
Time	4:00 pm
Venue	Alfonso Sycip Executive Lounge 47th Floor Yuchengco Tower, RCBC Plaza, Ayala Ave. cor Gil Puyat Ave. Makati
Record Date	Jan 25, 2019

Agenda	AGENDA 1. Proof of the Due Notice of the Meeting 2. Determination of the presence of a Quorum 3. Merger of RCBC Savings Bank into RCBC/Plan of Merger 4. Other Matters 5. Adjournment
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Inclusive Dates of Closing of Stock Transfer Books

Start Date	N/A
End Date	N/A

Other Relevant Information
Please see attached Please see attached Notice and Agenda.

Filed on behalf by:

Name	Joyce Lacson
Designation	Assistant Corporate Secretary

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. November 26, 2018
Date of Report (Date of earliest event reported)
 2. SEC Identification Number 17514 3. BIR TIN 320-000-599-760
 4. RIZAL COMMERCIAL BANKING CORPORATION
Exact name of registrant as specified in its charter
 5. Philippines 6. (Sec Use only)
Province, country or other Industry Classification Code
jurisdiction of incorporation
 7. 6819 Ayala cor. Gil J. Puyat Ave., Makati City 0727
Address of principal office Postal Code
 8. 894-9000
Registrant's telephone number, including area code
 9. Not Applicable
Former name or former address, if changed since last report
 10. Securities registered pursuant to Sections 4 and 8 of the RSA
- | <u>Title of Each Class</u> | <u>Number of Shares of Common Stock
Outstanding and Amt. of Debt O/S</u> |
|--------------------------------|--|
| Common Stock, P10.00 par value | 1,935,628,775 (as of Nov. 26, 2018) |
11. Indicate the item numbers reported herein: Item 9

Item 9. Other Events.

Please be advised of the following items approved by the Board of Directors at its regular meeting held on November 26, 2018.


1. Plan of Merger between RCBC and RRCBC Savings Bank (RSB). A copy of the approved Plan of Merger is attached as Annex A.
2. Setting a Special Stockholders Meeting on February 26, 2019 with record date of January 25, 2019 for the purpose of approving the merger between the Bank and RSB, and the terms and conditions set forth in the Plan of Merger.

SIGNATURES

Pursuant to the requirements of the Revised Securities Act, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

RIZAL COMMERCIAL BANKING CORP.
Registrant

Date: November 26, 2018


MA. CHRISTINA P. ALVAREZ
Corporate Information Officer

NOTICE OF MEETING

SECURITIES AND EXCHANGE
COMMISSION
RECEIVED
JAN 11 2018
J. MAGUI

Dear Stockholder:

Please be advised that a Special Stockholders' Meeting of the Bank will be held on **February 26, 2019** at the Alfonso Sycip Executive Lounge, 47th Floor, Yuchengco Tower, RCBC Plaza, Ayala Ave., cor. Gil Puyat Ave., Makati City at 4:00 P. M., for the purpose of considering and acting on the following matters:

1. Proof of Due Notice of the Meeting
2. Determination of the Presence of Quorum
3. Approval of the Merger of RCBC Savings Bank into RCBC and the Plan of Merger
4. Such other matters as may properly come before the meeting

Enclosed is a copy of the Information Statement pursuant to Section 20-IS of the Securities Regulation Code.

Only stockholders of record at close of business on January 25, 2019 will be entitled to vote at the meeting or any adjournment thereof.

We are not soliciting your proxy. However, you may attend the meeting by submitting a duly-accomplished proxy substantially in the form attached hereto to the Corporate Secretary through the following address not later than **5:00 P.M. of February 18, 2019**

The validation of proxies shall be held on **February 19, 2019 at 2:00 pm** at the Office of the Corporate Secretariat.

Corporate Secretariat Unit
21st Floor, RCBC Plaza, Tower II
6819 Ayala Avenue corner
Sen. Gil J. Puyat Avenue, Makati City

December 14, 2018 Makati City, Metro Manila, Philippines.


GEORGE GILBERT G. DELA CUESTA
Corporate Secretary



PROXY

KNOW ALL MEN BY THESE PRESENTS:

That I, _____, a shareholder of the RIZAL COMMERCIAL BANKING CORPORATION (the "Corporation"), a domestic corporation, do hereby nominate, constitute and appoint _____, with full power of substitution and delegation, as the proxy, of the undersigned to represent and vote all shares registered in my name on the books of Corporation, or owned by me at the Special Meeting of Stockholders on February 26, 2019 of said Corporation, and any adjournment/s thereof, as fully to all intents and purposes as I might or could do if present and acting in my person, hereby ratifying and confirming any and all acts which my said attorney and proxy may do in or upon any and all matters which may properly come before any said meeting, or any adjournment or adjournments thereof, upon the proposals enumerated below.

In case of absence of _____ and any substitute proxy designated by him at the said meeting, the undersigned hereby grants the Chairman of the meeting chosen accordance with the Corporation's By-Laws or, in case of his absence the President of the Corporation, full power and authority to act as alternate proxy of the undersigned at such meeting.

The proxy/substitute proxy/alternate proxy, as the case may be, shall vote subject to the instructions indicated below and the proxy/substitute proxy/alternate proxy, as the case may be, is authorized to vote in his discretion upon other business as may properly come before the Special Meeting of Stockholders and any adjournments or postponements thereof. Where no specific instruction is clearly indicated below, the proxy/substitute proxy/alternate proxy, as the case may be, shall vote and shall be deemed authorized to vote "FOR" with respect to Proposal 1 to 3.

PROPOSALS AND VOTING INSTRUCTIONS

Management recommends a "FOR" vote for Proposals 1 to 3.

- | | FOR | AGAINST | ABSTAIN |
|---|--------------------------|--------------------------|--------------------------|
| 1. Merger of RCBC Savings Bank into RCBC/Plan of Merger | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. At their discretion, the proxies named above are authorized to vote upon such other matters as may properly come before the meeting. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

PLEASE SEE NEXT PAGE

The total number of votes which a stockholder may cast is equal to the number of shares of common stock and preferred stock held as of the Record Date.

This proxy shall be valid for the Special Meeting of Stockholders of the Corporation on February 26, 2019 unless sooner withdrawn by me through notice in writing delivered to the Corporate Secretary. In case I shall be present at the meeting, this proxy stands revoked.

IN WITNESS WHEREOF, I, the undersigned shareholder, have executed this proxy at _____ this _____ day of _____ 2019.

(Signature Over Printed Name)

- Stockholder
- Authorized Representative of Stockholder

Date: _____, 2019

PLEASE SEE REVERSE SIDE FOR ADDITIONAL INFORMATION AND INSTRUCTIONS

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RECEIPT

Received from RCBC one (1) envelope containing the following:

- ✓ Notice of Special Meeting of Stockholders on February 26, 2019 and Information Statement with attachments (CD Format)
- ✓ Proxy Form
- ✓ Reply Envelope

Received By: _____
(Signature Over Printed Name)

Date: _____

GENERAL INFORMATION AND INSTRUCTIONS

1. *Submission of Proxy*

- (a) The proxy form must be completed, signed and dated by the stockholder or his duly authorized representative, and received at the principal office and mailing address of the Company not later than **5:00 P.M. of February 18, 2019**

- (b) If the proxy is given by one or more joint owners of shares of stock of the Company, the proxy form must be signed by all of the joint owners.
- (c) If the shares of stock of the Company are owned in an “and/or” capacity, the proxy form must be signed by either one of the registered owners.
- (d) If the proxy is given by a holder of shares of stock of the Company that is a corporation, association, partnership or unincorporated entity, the proxy form must be accompanied by a certification signed by a duly authorized officer, partner or representative of such corporation, association, partnership or unincorporated entity, to the effect that the person signing the proxy form has been authorized by the governing body or has the power pursuant to the By-Laws, constitutive documents or duly approved policies of such corporation, association, partnership or unincorporated entity, for such purpose.
- (e) A proxy given by a broker or dealer in respect of shares of stock of the Company carried by such broker or dealer for the account of a customer must be supported by a sworn certification that the same is given with the express prior authorization of such customer.
- (f) If any customer of a broker or dealer who is the beneficial owner of shares of stock of the Company executes a sub-proxy, the broker or dealer shall certify that the signature on the sub-proxy is the true and genuine signature of its customer.

2. *Revocation of Proxy*

A holder of shares of stock of the Company who has given a proxy has the power to revoke it by written instrument duly signed and dated, which must be received at the Company's principal office and mailing address not later than **5:00 P.M. of February 22, 2019**. A proxy is also considered suspended if an individual stockholder attends the meeting in person and expresses his intention to vote in person for the duration of said meeting, and shall continue to be in full force and effect thereafter.

3. *Validation of Proxy*

The validation of proxies will be held on **February 19, 2019 at 2:00 pm** at the Office of the Corporate Secretary. Validation of proxies will be done by the Corporate Secretary and persons designated by the Corporate Secretary who shall be under his supervision and control, in accordance with the procedure and guidelines set out in the Company's By-Laws and Section 11(b) of the SRC Rule 20.



RIZAL COMMERCIAL BANKING CORPORATION

AGENDA

SPECIAL MEETING OF STOCKHOLDERS

DATE : 26 February 2019
TIME : 4:00 P. M.
PLACE : Alfonso Sycip Executive Lounge
47th Floor, RCBC Plaza
Yuchengco Tower
Ayala Ave., cor. Gil Puyat Ave.
Makati City

1. Proof of the Due Notice of the Meeting
2. Determination of the presence of a Quorum
3. Merger of RCBC Savings Bank into RCBC/Plan of Merger
4. Other Matters
5. Adjournment

RATIONALE AND EXPLANATION FOR AGENDA ITEMS REQUIRING SHAREHOLDERS' APPROVAL

1. Proof of Due Notice of the Meeting

Rationale/
Explanation: Only stockholders of record as of January 25, 2019 shall be entitled to notice and vote at the meeting. The notice of the meeting, which shall contain, in addition to the date, hour and place of such meeting, a statement of the matters to be taken up at such meeting, shall be delivered personally or by registered mail, with return card, postage prepaid, at least fifteen (15) business days prior to the date thereof, addressed to each stockholder at his address appearing on the books of the Corporation in accordance with Article IV, Section 1 (c) of the Amended By-Laws of the Corporation.

2. Determination of the Presence of a Quorum

Rationale/
Explanation: Quorum shall consist of stockholders owning the majority of the subscribed capital stock represented in person or by proxy. The Corporate Secretary shall declare whether or not a quorum exists for the Special Stockholders Meeting.

3. Approval for the Merger of RCBC Savings Bank into RCBC / Plan of Merger

Rationale/
Explanation: Upon the terms and subject to conditions of the Plan of Merger and on the effective date, RSB shall merge with and into RCBC. RCBC shall be the surviving corporation of the Merger and shall continue its corporate existence under the laws of the Republic of the Philippines; the separate existence of RSB shall terminate. Among others, the Articles of Incorporation, By-Laws, and directors of RCBC shall continue in effect.

The proposed transaction will facilitate for the RCBC Group the following objectives: (1) more efficient capital deployment, (2) more efficient compliance with the Basel 3 liquidity ratios, (3) optimal coordination of the branch banking networks of RCBC and RCBC Savings, (4) medium-term improvement in the funding economics, and (5) operational cost efficiencies.

The merger is expected to benefit both financial institutions' customer base by providing them with a wider network of RCBC branches once the RSB branches are converted to RCBC branches. Customers will also benefit from a wider suite of products and services with the combined products and services of both banks. The merger will also improve the Bank's overall income and profitability and expand its target market reach.

Pursuant to Section 38 of the Corporation Code, a vote representing 2/3 of the outstanding capital stock is required to pass a resolution on this matter.

4. Other Matters

Rationale/
Explanation: Other matters that may have arisen after the Notice of Meeting and Agenda have been sent out, or those raised throughout the meeting may be presented to the stockholders for consideration. Stockholders may also propose to consider such other relevant matters or issues.

5. Adjournment