AMENDED NOTICE OF

ANNUAL STOCKHOLDERS' MEETING

Notice is hereby given that the Annual Stockholders' Meeting (ASM) of **CITYLAND DEVELOPMENT CORPORATION** (the **"Company"**) will be held virtually or via remote communication on **August 7, 2026** at **4:00PM.**

The following shall be the **AGENDA** of the meeting:

1. Call to Order
2. Proof of Notice of Meeting
3. Determination of Quorum & Rules of Conduct of Procedures
4. Approval of the Minutes of Previous Annual and Special Stockholders' Meetings
5. President's Report
6. Election of Directors (including Independent Directors)
7. Appointment of External Auditor
8. Confirmation of all acts of the Board of Directors for the period covering June 18, 2025 up to the date of the ASM (August 7, 2026), adopted in ordinary course of business, including but not limited to:
   (a) Approval of investments;
   (b) Treasury matters related to opening of accounts and bank transactions;
   (c) Appointment of signatories and amendments thereof; and
   (d) Approval of Annual Report and related Financial Statements

9. Approval of the Board Resolution No. SM-32 dated June 24, 2026 for the following matters:

   (a) Amendment of Articles of Incorporation: SIXTH: That the number of directors of the Corporation shall be **NINE (9)** and the names, xxx

   (b) Amendment**s** of By-Laws:

1. Article II. Section 1. QUALIFICATION AND ELECTION. The general management of the Corporation, shall be vested in a Board of **NINE (9)** Directors, at least two (2) of whom shall be independent directors, xxx
2. Article II. Section 3, 2nd Paragraph Special meetings of the Board of Directors may be called by the President on **two (2)-**day's notice to each Director, xxx
3. Article II. Section 7.A, 1st Paragraph, and Section 7.B, last paragraph A. Nomination of independent directors shall be conducted by the **Corporate Governance** Committee prior to a stockholders' meeting. All recommendations shall be signed by the nominating stockholders together with the acceptance and conformity by the would-be nominees. B. xxx At least forty-five (45) days before the scheduled annual stockholders' meeting, the stockholders shall submit their nomination/s to the Corporate Secretary who in turn shall immediately forward the same to the Chairman of the **Corporate Governance** Committee for proper action.

4. Article VII. Section 1. PLACE. All meetings of the stockholders shall be held at the principal office of the Corporation, unless written notices of such meetings should fix another place within Metro Manila. Upon the approval of the Board of Directors, the Corporation may conduct the annual **<u>or special</u>** meeting of the stockholders xxx
5. Article VII. Section 5, 2nd Paragraph Written notice of the annual meeting of the Corporation shall be sent to each registered stockholders at least **<u>twenty-one (21)</u>** days prior to the date of such meeting. xxx
6. Article VII. Section 6. SPECIAL MEETING. Special meetings of the stockholders may be called by the President at his discretion, or on the demand **<u>of any number</u>** of stockholders **<u>who hold at least ten percent (10%) or more of the outstanding capital stock</u>** of the Corporation. A written notice stating the day and place of meeting and the general nature of the business to be transacted shall be sent to each stockholder at least **<u>twenty-one (21)</u>** days before the date of such special meeting; provided, that this requisite may be waived in writing by the stockholders. xxx

10. Other Matters

11. Adjournment

For the purpose of the meeting, only stockholders of record as of July 8, 2026 are entitled to attend and vote in the meeting.

Stockholders who intend to attend and participate in the virtual meeting through proxy shall need to submit via e-mail to info@professionalstocktransfer.com the scanned copy of the Letter of Intent to attend and participate via proxy by remote communication.

Once validated, a registered stockholder will receive the Proxy Form via e-mail. Validation of proxies shall be until 4:00PM of July 31, 2026. Registered stockholders will receive the meeting link and password two (2) days before the ASM.

Only stockholders who have notified the Company of their intention to participate in the virtual meeting and have registered themselves or their proxies, will be included in the determination of quorum.

We are not soliciting your proxy.

The requirements and procedures for voting and participation in the meeting through remote communication will be discussed further in the Information Statement which shall be made available to the public not later than July 17, 2026 through PSE Edge and the Company's website.

For ASM-related queries, kindly send an e-mail to stocks©cityland.net or contact the Office of the Corporate Secretary at 8893-6060 local 224/236, on or before July 31, 2026.

For account updating concerns, please contact the Company's Stock Transfer Agent, Professional Stock Transfer, Inc. (Attention: Mr. Crescencio P. Montemayor), through (02) 8687-4053 or via e-mail at info@professionalstocktransfer.com.

We encourage all registered stockholders to log onto the meeting link fifteen (15) minutes before the meeting starts to avoid any technical difficulty. The meeting will start promptly at 4:00PM.

The meeting shall be recorded in audio and video formats and copies shall be kept by the Company. Copies of the minutes of Annual Stockholders' Meeting held last June 17, 2025 and Special Stockholders' Meeting held last October 9, 2025 will be available upon request.

Makati City, July 9, 2026.

FOR THE BOARD OF DIRECTORS

ATTY. ALBERT ANTHONY H. OCAMPO
Corporate Secretary

EXPLANATION OF AGENDA ITEMS REQUIRING STOCKHOLDERS' APPROVAL

In accordance with Article VII - Stockholders' Meeting of the Company's Amended By-Laws, the annual meeting of the stockholders shall be held every 4th Tuesday of June of each calendar year at four o'clock in the afternoon. However, to afford the Company sufficient time to prepare the necessary reports to be provided to stockholders during the meeting, the 2026 Annual Stockholders' Meeting (hereinafter referred to as "ASM") shall be held on **August 7, 2026** instead of 4th Tuesday of June 2026.

Item 1: Call to Order
The Chairman of the Meeting will formally call the meeting to order.

Item 2: Proof of Notice of Meeting
Rationale: To inform the stockholders that the notice of meeting was sent to all stockholders in accordance with the Revised Corporation Code and Company's Amended By-Laws.

The Corporate Secretary (or Secretary) will certify the date when the notices for the ASM were sent out to the stockholders on record, including the date of publication and the newspaper where the notice was published.

Item 3: Determination of Quorum and Voting Procedures
Rationale: To determine the presence of a quorum for the ASM and to inform the stockholders of the voting procedure for the Agenda items to be discussed in the ASM.

The Secretary will inform the body and attest to the existence of quorum in the meeting. As stated in the Company's Amended By-Laws, the stockholders' meeting shall be competent to decide any matter or transact any business, provided a majority of the subscribed capital stock is present or represented thereat, except in those cases wherein the Revised Corporation Code requires the affirmative vote of a greater proportion. The number of shares represented in the meeting is validated by a third-party stock transfer agent.

Voting Procedures

Each common share shall be entitled to one vote with respect to all matters to be taken up during the ASM. In accordance with the Company's Amended By-Laws, voting upon all questions at all meetings of the stockholders shall be by shares of stock and not per capita.

At least a majority of the outstanding capital stock of the Company is required for the election of directors and approval of the following matters:

(a) Minutes of the previous Annual Stockholders' Meeting;
(b) Appointment of External Auditor; and
(c) Acts of the management and of the Board of Directors relative to the Annual Report and related financial statements.

The Company's Stock Transfer Agent together with the Office of the Corporate Secretary will tabulate all valid and confirmed votes. The Company also has an independent party that will validate the votes counted by the Secretary.

The voting procedures are discussed further in the Information Statement.

Item 4: Approval of Minutes of previous Annual and Special Stockholders' Meetings
Rationale: To obtain from the stockholders the approval of the minutes of Annual and Special Stockholders' Meetings held last June 17, 2025 and October 9, 2025, respectively.

The Chairman will request the Secretary to read the minutes of the said meetings which **were** also posted in the Company's website (http://cityland. net/). The minutes of the previous Annual and Special Stockholders' Meetings are hereby presented to the stockholders for approval.

Item 5: President's Report
Rationale: To inform the stockholders of the Company's financial position and performance.

The President will share the summary of the President's Report particularly the Company's financial position and performance as of and for the year ended December 31, 2025 including any future projects of the Company. The detailed discussion of the financial position and results of operations are presented in the Information Statement. The audited financial statements are duly submitted to the Securities and Exchange Commission and the Bureau of Internal Revenue.

Representatives of SyCip Gorres Velayo & Co., the Company's external auditor for the Year 2025, are invited in the ASM to respond to queries concerning the audited financial statements.

Item 6: Election of Directors (including Independent Directors)
Rationale: To give the stockholders the opportunity to elect the Company's Board of Directors in accordance with Section 23 of the Revised Corporation Code of the Philippines, and Company's Amended By-Laws.

In accordance with the Company's Amended By-Laws, the general management of the Company shall be vested in a Board of ten (10) Directors, at least two (2) of whom shall be independent directors, who are stockholders and who shall be elected annually by the stockholders owning or representing the majority of the subscribed capital stock for the term of one (1) year and shall serve until the election and qualification of their successors.

A nomination of independent directors shall be conducted by the Corporate Governance Committee prior to the stockholders' meeting. All recommendations shall be signed by the nominating stockholders together with the acceptance and conformity by the would-be nominees. The Committee shall pre-screen the qualifications and prepare a final list of all candidates and put in place screening policies and parameters to enable it to effectively review the qualifications of the nominees for independent directors.

The names of the individuals who have been duly nominated as members of the Board of Directors of the Company, including independent directors, shall be presented during the ASM. The qualifications and profiles of the nominees are discussed in the Information Statement. The stockholders who nominated the independent directors and other members of the Board are also disclosed in the Information Statement.

Item 7: Appointment of External Auditor
Rationale: To appoint external auditor who will provide an opinion as to the fairness of the financial statements of the Company and assess the adequacy of the internal controls implemented by the Company.

The Audit & Risk Committee, in its meeting held on June 15, 2026, recommended to the Board of Directors the re-appointment of SyCip Gorres Velayo & Co. as the Company's external auditor for the year 2026.

The re-appointment of SyCip Gorres Velayo & Co. was approved by the Board of Directors and shall be presented to the stockholders for approval.

Item 8: Confirmation of all acts of the Board of Directors for the period covering June 18, 2025 to August 7, 2026 adopted in ordinary course of business

Rationale: To obtain from the stockholders confirmation of all the acts of the Board of Directors for the period covering June 18, 2025 to August 7, 2026.

Confirmation of all the acts of the Board of Directors will be requested from the stockholders. All significant transactions required to be submitted to the Securities and Exchange Commission through SEC Form 17-C and to the Philippine Stock Exchange can be accessed on the Company's website (http://cityland.net/).

Item 9: Approval of the Board Resolution No. SM-32 dated June 24, 2026 for the following matters:

Rationale: To inform the stockholders of the items in Board Resolution No. SM-32 that require approval of at least 2/3 of the outstanding capital stock of the Company. Most of the amendments are in compliance with the Memorandum of Corporate Governance and Finance Department of SEC.

(a) Amendment of Articles of Incorporation: SIXTH: That the number of directors of The Corporation shall be **NINE (9)** and the names, xxx

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Item 10: Other matters which may be raised by the body
Rationale: To give the stockholders the opportunity to ask questions and raise concerns.

Questions or concerns received on or before July 31, 2026 will be discussed during the ASM.

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