

June 05, 2026

Philippine Dealing & Exchange Corp.

29th Floor, BDO Equitable Tower
8751 Paseo de Roxas
Makati City 1226

Attention: **Atty. Suzy Claire R. Selleza**
Head - Issuer Compliance and Disclosure Department

Securities and Exchange Commission

The SEC Headquarters, 7907 Makati Avenue
Salcedo Village, Bel-Air, Makati City 1209

Attention: **Atty. Oliver O. Leonardo**
Director - Markets and Securities Regulation Department

Dear Mesdames and Gentlemen:

In compliance with PDEX Rule 7.9.3 and the Implementing Rules and Regulations of the Securities and Regulation Code, we enclose a copy of Cebu Landmasters, Inc.'s ("CLI" or the "Company") disclosure filing to The Philippine Stock Exchange, Inc.

We trust that this submission meets your requirements. If you have questions and/or clarifications, please feel free to contact the undersigned. Thank you.

Very truly yours,

CEBU LANDMASTERS, INC.

By:



ATTY. LOU DELIANNE I. REBOJA
Legal Counsel and Compliance Senior Manager

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)
Jun 5, 2026
2. SEC Identification Number
CS200321240
3. BIR Tax Identification No.
227-599-320-000
4. Exact name of issuer as specified in its charter
CEBU LANDMASTERS, INC.
5. Province, country or other jurisdiction of incorporation
CEBU CITY, CEBU, PHILIPPINES
6. Industry Classification Code(SEC Use Only)
7. Address of principal office
10TH FLOOR, PARK CENTRALE TOWER, JOSE MA. DEL MAR ST., CEBU I.T. PARK,
BRGY. APAS, CEBU CITY, PHILIPPINES
Postal Code
6000
8. Issuer's telephone number, including area code
0322314870
9. Former name or former address, if changed since last report
N/A
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
COMMON SHARES	3,465,201,467
PREFERRED	4,280,340
11. Indicate the item numbers reported herein
Item 9 (Other Items)

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.



Cebu Landmasters, Inc.

CLI

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

Subject of the Disclosure

Amendment of By-laws

Background/Description of the Disclosure

Notice is hereby given to The Philippine Stock Exchange, Inc. (“PSE”), the Securities and Exchange Commission (“SEC”), Philippine Dealing & Exchange Corp. (“PDEX”), and the public that at the regular board meeting of Cebu Landmasters, Inc. (“CLI” or the “Company”) held on April 07, 2026, the Board of Directors approved the amendment of Article III, Section 2 of its By-laws to change the date of its annual stockholders’ meeting from “1st Friday of July each year” to “on the fourth Friday of June of each year”, Article VI, Section 1; Article III, Section 6; Article IV, Section 11 on the creation of the position of Vice-Chairman, Article III, Section 4 on the codification of 28-day Notice Period, Article III, Sections 1, 5, and 7 on the codification of RCC Rule on Place of Meetings and Remote Participation, Article IV, Section 2 on the codification of the current composition of CLI BOD, and Article V, Sections 1-5 on the codification of current composition of CLI Board Committees.

The stockholders ratified/approved the amendment of the Company's By-laws during the 2026 Annual Stockholders Meeting held on 05 June 2026.

For more details and information, please refer to the attached SEC Form 17-C.

Date of Approval by Board of Directors	Apr 7, 2026
Date of Approval by Stockholders	Jun 5, 2026
Other Relevant Regulatory Agency, if applicable	N/A
Date of Approval by Relevant Regulatory Agency, if applicable	TBA
Date of Approval by Securities and Exchange Commission	TBA
Date of Receipt of SEC approval	TBA

Amendment(s)

Article and Section Nos.	From	To
ARTICLE III, SECTION 1	SECTION 1: Place of Meetings. All meetings of stockholders shall be held at the principal office of the Corporation, unless written notices of such meetings should fix another place within the same municipality or city where the principal office of the Corporation is located. xxx	SECTION 1: Place of Meetings. All meetings of stockholders shall be held at the principal office of the Corporation, or, if not practicable, at such place in the city or municipality where the principal office of the Corporation is located as may be stated in the notice of meeting; Provided, however, that meetings may likewise be conducted through remote communication or other alternative modes of communication, either solely or together with a physical venue, as may be allowed by law and applicable rules and regulations. xxx
ARTICLE III, SECTION 2	SECTION 2: Annual Meetings. The annual meeting of the stockholders for the election of directors and for the transaction of such other business as may come before the meeting shall be held on the 1st Friday of July of each year. xxx	SECTION 2: Annual Meetings. The annual meeting of the stockholders for the election of directors and for the transaction of such other business as may come before the meeting shall be held at the principal office of the Corporation on the fourth Friday of June of each year unless such day falls on a holiday, in which case the meeting shall be held on the next following business day. xxx
ARTICLE III, SECTION 4	SECTION 4: Notice of Meeting. Notice for annual and special meetings of stockholders may be sent by the Secretary or Assistant Secretary by personal delivery or by sending the notice by mail, telegraph, cable, facsimile, electronic mail or other electronic means to each stockholder of record entitled to vote thereat at the address and/or facsimile, telegraph number or electronic mail address last known to the Secretary or Assistant Secretary of the Corporation, at least fifteen (15) days before the date of the meeting. xxx	SECTION 4: Notice of Meeting. Notice for annual and special meetings of stockholders may be sent by the Secretary or Assistant Secretary by personal delivery or by sending the notice by mail, telegraph, cable, facsimile, electronic mail or other electronic means to each stockholder of record entitled to vote thereat at the address and/or facsimile, telegraph number or electronic mail address last known to the Secretary or Assistant Secretary of the Corporation, at least twenty-eight (28) days before the date of the meeting. xxx
ARTICLE III, SECTION 5	SECTION 5: Quorum. At each Annual or Special Meeting of the stockholders, the holders of a majority of the outstanding capital stock of the Corporation, who are present in person or represented by proxy, shall constitute a quorum for the transaction of business except where otherwise provided by law. If no quorum is constituted, the meeting shall be adjourned until the requisite number of stockholders shall be present. xxx	SECTION 5: Quorum. At each Annual or Special Meeting of the stockholders, the holders of a majority of the outstanding capital stock of the Corporation, who are present in person or represented by proxy, shall constitute a quorum for the transaction of business except where otherwise provided by law. Stockholders who participate through remote communication, and stockholders who vote in absentia when the same is authorized for the particular meeting in accordance with law and applicable rules, shall be deemed present for purposes of quorum. xxx
ARTICLE III, SECTION 6	SECTION 6: Organization of Meeting. At every meeting of the stockholders, the Chairman, or, in his absence, the President, or in the absence of the Chairman and the President, a Chairman chosen by the stockholders present in person or by proxy, shall act as Chairman. The Secretary, or in his absence an Assistant Secretary, shall act as Secretary at all meetings of the stockholders. In the absence from any such meeting of the Secretary and the Assistant Secretaries, the Chairman may appoint any person to act as Secretary of the meeting. xxx	SECTION 6: Organization of Meeting. At every meeting of the stockholders, the Chairman, or, in his absence, the Vice-Chairman, or in the absence of the Chairman and the Vice-Chairman, a Chairman chosen by the stockholders present in person or by proxy or participating through remote communication, if authorized for such meeting, shall act as Chairman. xxx

ARTICLE III, SECTION 7	SECTION 7: Manner of Voting. Unless otherwise provided by law, each stockholder shall at every meeting of the stockholders be entitled to one vote, in person or by proxy, for each share held by such stockholders. At all meetings of the stockholders, all elections and all questions, except in cases where hereunder specified or where other provision is made by statute or by the Articles of the Incorporation, shall be decided by the majority vote of the outstanding capital stock of stockholders present in person or by proxy, a quorum being present. xxx	SECTION 7: Manner of Voting. Unless otherwise provided by law, each stockholder shall at every meeting of the stockholders be entitled to one vote, in person or by proxy, for each share held by such stockholders. At all meetings of the stockholders, all elections and all questions, except in cases where hereunder specified or where other provision is made by statute or by the Articles of the Incorporation, shall be decided by the majority vote of the outstanding capital stock of stockholders present in person or by proxy, a quorum being present. A stockholder may also participate through remote communication, and may vote in absentia, when authorized for the particular meeting by the Board of Directors and to the extent allowed by law and a
ARTICLE III, SECTION 8	SECTION 8: Proxies. xxx A proxy need not be a stockholder, and unless otherwise provided in the proxy, it shall be valid only for the meeting at which it has been presented to the Secretary or Assistant Secretary. All proxies must be in the hands of the Secretary or the Assistant Secretary at least five (5) business days before the time set for the meeting. xxx	SECTION 8: Proxies. xxx A proxy need not be a stockholder, and unless otherwise provided in the proxy, it shall be valid only for the meeting at which it has been presented to the Secretary or Assistant Secretary. All proxies must be in the hands of the Secretary or the Assistant Secretary at least five (5) business days before the time set for the meeting. The Board of Directors or the Secretary may adopt reasonable guidelines for the submission, receipt, validation, and recognition of proxies, including electronic submission where allowed by law and applicable rules and regulations. xxx
ARTICLE IV, SECTION 2	SECTION 2: Number. Qualifications and Term of Office. Any stockholder having at least one (1) share registered in his name may be elected director. Two (2) of the seven (7) directors provided in the Articles of Incorporation shall be independent directors. Such directors and independent directors shall have such qualifications and none of the disqualifications provided for in the Corporation Code. Securities Regulation Code, the Corporation	SECTION 2: Number. Qualifications and Term of Office. Any stockholder having at least one (1) share registered in his name may be elected director. The number of directors of the Corporation shall be eleven (11), at least one-third (1/3) of whom shall be independent directors. Directors, including independent directors, shall have such qualifications and none of the disqualifications as may be provided by law, applicable rules and regulations, and the Corporation
ARTICLE IV, SECTION 10	SECTION 10: Meetings by Teleconference. Videoconference, or Similar Modes. A director may attend a meeting of the Board of Directors by teleconference, videoconference, or through similar modes of modern communication technology. If a director attends a meeting through teleconferencing or video conferencing, such meeting shall be properly recorded with appropriate tapes, discs, and/or other recording material which shall be properly stored for safekeeping, in addition to the secretary of such meeting maintaining written minutes thereof. xxx	SECTION 10: Meetings by Teleconference. Videoconference, or Similar Modes. A director may attend a meeting of the Board of Directors by teleconference, videoconference, or through similar modes of modern communication technology. If a director attends a meeting through teleconferencing or video conferencing, such meeting shall be properly recorded with appropriate tapes, discs, and/or other recording material which shall be properly stored for safekeeping, in addition to the secretary of such meeting maintaining written minutes thereof. Participation through such means shall be subject to applicable law, rules and regulations, and such reasonable procedures as the Board of Directors may approve from time to time. A director attending such m
ARTICLE IV, SECTION 11	SECTION 11: Conduct of the Meeting. Meetings of the Board of Directors shall be presided over by the Chairman of the Board, or in his absence, by any other director chosen by the Board. The Secretary or Assistant Secretary, shall act as secretary of every meeting, if he is not present, the Chairman of the meeting shall appoint a secretary of the meeting. xxx	SECTION 11: Conduct of the Meeting. Meetings of the Board of Directors shall be presided over by the Chairman of the Board, or in his absence, by the Vice-Chairman of the Board, or in the absence of both, by any other director chosen by the Board. xxx

ARTICLE V, SECTION 1	SECTION 1: Committees. Subject to the provisions of Section 35 of the Corporation Code, the Board of Directors may, by resolution or resolution passed by majority of the whole board, designate one or more committees which, to the extent provided in said resolution or resolutions, or in these By-Laws, shall have, and may exercise any of the powers of the Board of Directors in the management of the business and affairs of the Corporation. xxx . Each committee shall keep regular minutes of its proceedings and report the same to the Board when required. The Board of Directors shall have the power to change the members of any such committee at any time, to fill vacancies and to discharge any such committee either with or without cause. xxx	Please see attached SEC Form 17-C for the details
ARTICLE V, SECTION 2	SECTION 2: Audit Committee. The audit committee shall consist of three (3) directors, one of whom shall be an independent director. The audit committee shall have such functions to be determined by the Board of Directors. xxx	SECTION 2: Audit Committee. The audit committee shall be maintained by the Corporation. The composition, qualifications, powers, functions, duties, responsibilities, authority, and procedures of the Audit Committee shall be as provided in its committee charter, as approved and amended by the Board of Directors from time to time. xxx
ARTICLE V, SECTION 3	SECTION 3: Nominations Committee. The nomination committee shall consist of three (3) directors, one of whom shall be an independent director. The nomination committee shall have such functions to be determined by the Board of Directors. xxx	SECTION 3: Nominations Committee. The nomination committee shall be maintained by the Corporation. The composition, qualifications, powers, functions, duties, responsibilities, authority, and procedures of the Nominations Committee shall be as provided in its committee charter, as approved and amended by the Board of Directors from time to time. xxx
ARTICLE V, SECTION 4	SECTION 4: Compensation and Remuneration Committee. The compensation and remuneration committee shall consist of three (3) directors, one of whom shall be an independent director. The compensation and remunerations committee shall have such functions to be determined by the Board of Directors. xxx	SECTION 4: Compensation and Benefits Committee. The compensation and benefits committee shall be maintained by the Corporation. The composition, qualifications, powers, functions, duties, responsibilities, authority, and procedures of the Compensation and Benefits Committee shall be as provided in its committee charter, as approved and amended by the Board of Directors from time to time. xxx
ARTICLE V, SECTION 5	SECTION 5: Corporate Governance Committee. The corporate governance committee shall consist of three (3) directors, one of whom shall be an independent director. The corporate governance committee shall have such functions to be determined by the Board of Directors. xxx	SECTION 5: Corporate Governance Committee. The corporate governance committee shall be maintained by the Corporation. The composition, qualifications, powers, functions, duties, responsibilities, authority, and procedures of the Corporate Governance Committee shall be as provided in its committee charter, as approved and amended by the Board of Directors from time to time. xxx
ARTICLE VI, SECTION 1	SECTION 1: Number. The Officers of the Corporation shall consist of a Chairman of the Board, a President, one or more Vice-Presidents, Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, a Treasurer and Assistant Treasurer, and a Secretary and Assistant Secretary and such other officers as may from time to time be elected or appointed by the Board of Directors. One person may hold any two compatible offices, provided that no one shall act as President and Secretary or President and Treasurer at the same time. xxx	SECTION 1: Number. The Officers of the Corporation shall consist of a Chairman of the Board, a Vice-Chairman of the Board, a President, one or more Vice-Presidents, Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, a Treasurer and Assistant Treasurer, and a Secretary and Assistant Secretary, a Compliance Officer, and such other officers as may from time to time be elected or appointed by the Board of Directors. One person may hold any two compatible offices, provided that no one shall act as President and Secretary or President and Treasurer at the same time. xxx

ARTICLE VI, SECTION 2	SECTION 2: Election. Term of Office and Qualifications. The Chairman of the Board, the President, the Vice-President(s), Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, the Treasurer and Assistant Secretary shall be elected annually by majority vote of all members of the Board of Directors, each of whom shall hold office for one (1) year and until his successor is elected and qualified in his stead or until he shall have resigned before his term ends or shall have been removed during his term in the manner hereinafter provided. xxx	SECTION 2: Election. Term of Office and Qualifications. Term of Office and Qualifications. The Chairman of the Board, the Vice-Chairman of the Board, the President, the Vice-President(s), Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, the Treasurer and Assistant Treasurer, and the Secretary and Assistant Secretary, and the Compliance Officer shall be elected annually by majority vote of all members of the Board of Directors, each of whom shall hold office for one (1) year and until his successor is elected and qualified in his stead or until he shall have resigned before his term ends or shall have been removed during his term in the manner hereinafter provided. xxx
ARTICLE VI, SECTION 6	SECTION 6: Chairman of the Board of Directors. The Chairman of the Board shall preside at all meetings of the stockholders and of the directors and shall exercise such other powers and perform such other duties as the Board of Directors may from time to time fix or delegate. xxx	SECTION 6: Chairman and Vice-Chairman of the Board of Directors. The Chairman of the Board shall preside at all meetings of the stockholders and of the directors and shall exercise such other powers and perform such other duties as the Board of Directors may from time to time fix or delegate. The Vice-Chairman of the Board shall, in the absence or incapacity of the Chairman of the Board, preside at meetings of the stockholders and of the Board of Directors, and shall perform such other duties as may be assigned by the Board of Directors. xxx
ARTICLE VI, SECTION 7	Please see attached SEC Form 17-C for the details	Please see attached SEC Form 17-C for the details

Rationale for the amendment(s)

Article VI, Sections 1,2, 6, and 7; Article III, Section 6; Article IV, Section 11 for the creation of the Position of Vice Chairman.

Article III, Section 4 (Meeting of Stockholders) for the codification of 28-day Notice Period as a recommended best practice of the ASEAN Corporate Governance Scorecard.

Article III, Sections 1, 5, and 7 for the codification of the rule on Place of Meetings and Remote Participation under the Revised Corporation Code

Article IV, Section 2 (Board of Directors) for the codification of Current Composition of CLI Board of Directors

Article V, Sections 1-5 (Committees) for the codification of Current Composition of CLI Board Committees

Article III, Section 2 of the By-Laws for the change of ASM Date

The timetable for the effectivity of the amendment(s)

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

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

None

Other Relevant Information

This disclosure is amended to reflect the date of stockholders' approval in relation to the proposed amendment of the Company's By-laws.

Filed on behalf by:

Name	Lou Delianne Reboja
Designation	Legal Counsel and Compliance Sr. Manager

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. **June 05, 2026**
Date of Report (Date of earliest event reported)
2. SEC Identification Number: **CS200321240**
3. BIR Tax Identification No.: **227-599-320**
4. **CEBU LANDMASTERS, INC.**
Exact name of issuer as specified in its charter
5. **CEBU CITY, CEBU PHILIPPINES**
Province, country or other jurisdiction of incorporation
6. (SEC Use Only)
Industry Classification Code:
7. **10TH FLOOR, PARK CENTRALE TOWER, JOSE MA. DEL MAR ST., CEBU I.T. PARK, BRGY. APAS, CEBU CITY, PHILIPPINES**
Address of principal office
8. **6000**
Postal Code
8. **(032) 231-4870**
Issuer's telephone number, including area code
9. **N/A**
Former name or former address, if changed since the last report
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 SHARES	3,465,201,467
PREFERRED SHARES	4,280,340

11. Indicate the item numbers reported herein: Item 9 (Other Matters)

Notice is hereby given to The Philippine Stock Exchange, Inc. ("PSE" or the "Exchange"), the Philippine Dealing & Exchange Corporation ("PDEX"), the Securities and Exchange Commission ("SEC"), and the public that during the Annual Stockholders Meeting of the leading VisMin developer Cebu Landmasters, Inc. ("CLI" or the "Company") held on 05 June 2026, the stockholders duly adopted, ratified, and approved, among others, the following amendments:

Article and Section Nos.	From	To
ARTICLE III, SECTION 1	SECTION 1: Place of Meetings. All meetings of stockholders shall be held at the principal office of the Corporation, unless written notices of such meetings should fix another place within the same municipality or city where the principal office of the Corporation is located. xxx	SECTION 1: Place of Meetings. All meetings of stockholders shall be held at the principal office of the Corporation, <u>or, if not practicable, at such place in the city or municipality where the principal office of the Corporation is located as may be stated in the notice of meeting; Provided, however, that meetings may likewise be conducted through remote communication or other alternative modes of communication, either solely or together with a physical venue, as may be allowed by law and applicable rules and regulations.</u> xxx
ARTICLE III, SECTION 2	SECTION 2: Annual Meetings. The annual meeting of the stockholders for the election of directors and for the transaction of such other business as may come before the meeting shall be held on the 1st Friday of July of each year. xxx	SECTION 2: Annual Meetings. The annual meeting of the stockholders for the election of directors and for the transaction of such other business as may come before the meeting shall be held at the principal office of the Corporation <u>on the fourth Friday of June of each year</u> unless such day falls on a holiday, in which case the meeting shall be held on the next following business day. xxx
ARTICLE III, SECTION 4	SECTION 4: Notice of Meeting. Notice for annual and special meetings of stockholders may be sent by the Secretary or Assistant Secretary by personal delivery or by sending the notice by mail, telegraph, cable, facsimile, electronic mail or other electronic means to each stockholder of record entitled to vote thereat at the address and/or facsimile, telegraph number or electronic mail address last known to the Secretary or Assistant Secretary of the Corporation, at least fifteen (15) days before the date of the meeting. xxx	SECTION 4: Notice of Meeting. Notice for annual and special meetings of stockholders may be sent by the Secretary or Assistant Secretary by personal delivery or by sending the notice by mail, telegraph, cable, facsimile, electronic mail or other electronic means to each stockholder of record entitled to vote thereat at the address and/or facsimile, telegraph number or electronic mail address last known to the Secretary or Assistant Secretary of the Corporation, at least <u>twenty-eight (28)</u> days before the date of the meeting. xxx
ARTICLE III, SECTION 5	SECTION 5: Quorum. At each Annual or Special Meeting of the stockholders, the holders of a majority of the outstanding capital stock of the Corporation, who are present in person or represented by proxy, shall constitute a quorum for the	SECTION 5: Quorum. At each Annual or Special Meeting of the stockholders, the holders of a majority of the outstanding capital stock of the Corporation, who are present in person or represented by proxy, shall constitute a quorum for the transaction of

	<p>transaction of business except where otherwise provided by law. If no quorum is constituted, the meeting shall be adjourned until the requisite number of stockholders shall be present. xxx</p>	<p>business except where otherwise provided by law. <u>Stockholders who participate through remote communication, and stockholders who vote in absentia when the same is authorized for the particular meeting in accordance with law and applicable rules, shall be deemed present for purposes of quorum.</u> xxx</p>
<p>ARTICLE III, SECTION 6</p>	<p>SECTION 6: Organization of Meeting. At every meeting of the stockholders, the Chairman, or, in his absence, the President, or in the absence of the Chairman and the President, a Chairman chosen by the stockholders present in person or by proxy, shall act as Chairman. The Secretary, or in his absence an Assistant Secretary, shall act as Secretary at all meetings of the stockholders. In the absence from any such meeting of the Secretary and the Assistant Secretaries, the Chairman may appoint any person to act as Secretary of the meeting. xxx</p>	<p>SECTION 6: Organization of Meeting. At every meeting of the stockholders, the Chairman, or, in his absence, <u>the Vice-Chairman,</u> or in the absence of the Chairman and the <u>Vice-Chairman,</u> a Chairman chosen by the stockholders present in person or by proxy <u>or participating through remote communication, if authorized for such meeting,</u> shall act as Chairman. xxx</p>
<p>ARTICLE III, SECTION 7</p>	<p>SECTION 7: Manner of Voting. Unless otherwise provided by law, each stockholder shall at every meeting of the stockholders be entitled to one vote, in person or by proxy, for each share held by such stockholders. At all meetings of the stockholders, all elections and all questions, except in cases where hereunder specified or where other provision is made by statute or by the Articles of the Incorporation, shall be decided by the majority vote of the outstanding capital stock of stockholders present in person or by proxy, a quorum being present. xxx</p>	<p>SECTION 7: Manner of Voting. Unless otherwise provided by law, each stockholder shall at every meeting of the stockholders be entitled to one vote, in person or by proxy, for each share held by such stockholders. At all meetings of the stockholders, all elections and all questions, except in cases where hereunder specified or where other provision is made by statute or by the Articles of the Incorporation, shall be decided by the majority vote of the outstanding capital stock of stockholders present in person or by proxy, a quorum being present. <u>A stockholder may also participate through remote communication, and may vote in absentia, when authorized for the particular meeting by the Board of Directors and to the extent allowed by law and applicable rules and regulations.</u> xxx</p>
<p>ARTICLE III, SECTION 8</p>	<p>SECTION 8: Proxies. The instrument appointing a proxy shall be in writing signed under the hand of the appointer or his attorney-in-fact duly authorized in writing, or if the appointer is a corporation, either under the seal of the corporation or</p>	<p>SECTION 8: Proxies. The instrument appointing a proxy shall be in writing signed under the hand of the appointer or his attorney-in-fact duly authorized in writing, or if the appointer is a corporation, either under the seal of the corporation or under the hand of an</p>

	<p>under the hand of an officer or attorney-in-fact duly authorized by the corporation. Any corporation that is a stockholder may also by resolution of its directors or other governing body authorize such person as it thinks fit to act as its attorney-in-fact at any and all meetings of stockholders, and the person so authorized shall be entitled to exercise the same powers on behalf of the corporate stockholders that he represents as that which the corporation could have itself exercised if present.</p> <p>A proxy need not be a stockholder, and unless otherwise provided in the proxy, it shall be valid only for the meeting at which it has been presented to the Secretary or Assistant Secretary. All proxies must be in the hands of the Secretary or the Assistant Secretary at least five (5) business days before the time set for the meeting. xxx</p>	<p>officer or attorney-in-fact duly authorized by the corporation. Any corporation that is a stockholder may also by resolution of its directors or other governing body authorize such person as it thinks fit to act as its attorney-in-fact at any and all meetings of stockholders, and the person so authorized shall be entitled to exercise the same powers on behalf of the corporate stockholders that he represents as that which the corporation could have itself exercised if present.</p> <p>A proxy need not be a stockholder, and unless otherwise provided in the proxy, it shall be valid only for the meeting at which it has been presented to the Secretary or Assistant Secretary. All proxies must be in the hands of the Secretary or the Assistant Secretary at least five (5) business days before the time set for the meeting. <u>The Board of Directors or the Secretary may adopt reasonable guidelines for the submission, receipt, validation, and recognition of proxies, including electronic submission where allowed by law and applicable rules and regulations.</u> xxx</p>
<p>ARTICLE IV, SECTION 2</p>	<p>SECTION 2: Number. Qualifications and Term of Office. Any stockholder having at least one (1) share registered in his name may be elected director. Two (2) of the seven (7) directors provided in the Articles of Incorporation shall be independent directors. Such directors and independent directors shall have such qualifications and none of the disqualifications provided for in the Corporation Code, Securities Regulation Code, the Corporation's Manual on Corporate Governance and other relevant laws and regulations. xxx</p>	<p>SECTION 2: Number. Qualifications and Term of Office. Any stockholder having at least one (1) share registered in his name may be elected director. <u>The number of directors of the Corporation shall be eleven (11), at least one-third (1/3) of whom shall be independent directors. Directors, including independent directors, shall have such qualifications and none of the disqualifications as may be provided by law, applicable rules and regulations, and the Corporation's Manual on Corporate Governance, as may be amended from time to time.</u> xxx</p>
<p>ARTICLE IV, SECTION 10</p>	<p>SECTION 10: Meetings by Teleconference. Videoconference, or Similar Modes. A director may attend a meeting of the Board of Directors by teleconference, videoconference, or through similar modes of modern communication technology. If a director attends a meeting through</p>	<p>SECTION 10: Meetings by Teleconference. Videoconference, or Similar Modes. A director may attend a meeting of the Board of Directors by teleconference, videoconference, or through similar modes of modern communication technology. If a director attends a meeting through</p>

	<p>teleconferencing or video conferencing, such meeting shall be properly recorded with appropriate tapes, discs, and/or other recording material which shall be properly stored for safekeeping, in addition to the secretary of such meeting maintaining written minutes thereof. xxx</p>	<p>teleconferencing or video conferencing, such meeting shall be properly recorded with appropriate tapes, discs, and/or other recording material which shall be properly stored for safekeeping, in addition to the secretary of such meeting maintaining written minutes thereof. <u>Participation through such means shall be subject to applicable law, rules and regulations, and such reasonable procedures as the Board of Directors may approve from time to time. A director attending such means shall be deemed present for purposes of quorum and voting.</u> xxx</p>
<p>ARTICLE IV, SECTION 11</p>	<p>SECTION 11: Conduct of the Meeting. Meetings of the Board of Directors shall be presided over by the Chairman of the Board, or in his absence, by any other director chosen by the Board. The Secretary or Assistant Secretary, shall act as secretary of every meeting, if he is not present, the Chairman of the meeting shall appoint a secretary of the meeting. xxx</p>	<p>SECTION 11: Conduct of the Meeting. Meetings of the Board of Directors shall be presided over by the Chairman of the Board, or in his absence, <u>by the Vice-Chairman of the Board, or in the absence of both,</u> by any other director chosen by the Board. xxx</p>
<p>ARTICLE V, SECTION 1</p>	<p>SECTION 1: Committees. Subject to the provisions of Section 35 of the Corporation Code, the Board of Directors may, by resolution or resolution passed by majority of the whole board, designate one or more committees which, to the extent provided in said resolution or resolutions, or in these By-Laws, shall have, and may exercise any of the powers of the Board of Directors in the management of the business and affairs of the Corporation. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors. Each committee shall keep regular minutes of its proceedings and report the same to the Board when required. The Board of Directors shall have the power to change the members of any such committee at any time, to fill vacancies and to discharge any such committee either with or without cause. xxx</p>	<p>SECTION 1: Committees. Subject to the provisions of <u>Section 34 of the Revised Corporation Code,</u> the Board of Directors may, by resolution or resolutions passed by majority of the whole board, designate one or more committees which, to the extent provided in said resolution or resolutions, or in these By-Laws, shall have, and may exercise any of the powers of the Board of Directors in the management of the business and affairs of the Corporation. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors. Each committee shall keep regular minutes of its proceedings and report the same to the Board when required. The Board of Directors shall have the power to change the members of any such committee at any time, to fill vacancies and to discharge any such committee either with or without cause. <u>Without limiting the foregoing, the Corporation shall maintain the following committees: Nominations Committee, Compensation and</u></p>

		<p><u>Benefits Committee, Audit Committee, Corporate Governance Committee, Risk Oversight Committee, Related Party Transactions Committee, and Finance and Investments Committee. The composition, powers, functions, duties, responsibilities, authority, and procedures of each committee shall be as provided in its respective committee charter, as approved and amended by the Board of Directors from time to time. The Board of Directors may, subject to law and applicable rules and regulations, create such other committees and modify the composition, functions, responsibilities, authority, and procedures of any committee as it may deem necessary or proper. xxx</u></p>
ARTICLE V, SECTION 2	SECTION 2: Audit Committee. The audit committee shall consist of three (3) directors, one of whom shall be an independent director. The audit committee shall have such functions to be determined by the Board of Directors. xxx	SECTION 2: Audit Committee. The audit committee shall <u>be maintained by the Corporation. The composition, qualifications, powers, functions, duties, responsibilities, authority, and procedures of the Audit Committee shall be as provided in its committee charter, as approved and amended by the Board of Directors from time to time.</u> xxx
ARTICLE V, SECTION 3	SECTION 3: Nominations Committee. The nomination committee shall consist of three (3) directors, one of whom shall be an independent director. The nomination committee shall have such functions to be determined by the Board of Directors. xxx	SECTION 3: Nominations Committee. The nomination committee shall <u>be maintained by the Corporation. The composition, qualifications, powers, functions, duties, responsibilities, authority, and procedures of the Nominations Committee shall be as provided in its committee charter, as approved and amended by the Board of Directors from time to time.</u> xxx
ARTICLE V, SECTION 4	SECTION 4: Compensation and Remuneration Committee. The compensation and remuneration committee shall consist of three (3) directors, one of whom shall be an independent director. The compensation and remunerations committee shall have such functions to be determined by the Board of Directors. xxx	SECTION 4: Compensation and <u>Benefits</u> Committee. The compensation and <u>benefits</u> committee shall <u>be maintained by the Corporation. The composition, qualifications, powers, functions, duties, responsibilities, authority, and procedures of the Compensation and Benefits Committee shall be as provided in its committee charter, as approved</u>

		<u>and amended by the Board of Directors from time to time.</u> xxx
ARTICLE V, SECTION 5	SECTION 5: Corporate Governance Committee. The corporate governance committee shall consist of three (3) directors, one of whom shall be an independent director. The corporate governance committee shall have such functions to be determined by the Board of Directors. xxx	SECTION 5: Corporate Governance Committee. The corporate governance committee shall <u>be maintained by the Corporation. The composition, qualifications, powers, functions, duties, responsibilities, authority, and procedures of the Corporate Governance Committee shall be as provided in its committee charter, as approved and amended by the Board of Directors from time to time.</u> xxx
ARTICLE VI, SECTION 1	SECTION 1: Number. The Officers of the Corporation shall consist of a Chairman of the Board, a President, one or more Vice-Presidents, Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, a Treasurer and Assistant Treasurer, and a Secretary and Assistant Secretary and such other officers as may from time to time be elected or appointed by the Board of Directors. One person may hold any two compatible offices, provided that no one shall act as President and Secretary or President and Treasurer at the same time. xxx	SECTION 1: Number. The Officers of the Corporation shall consist of a Chairman of the Board, <u>a Vice-Chairman of the Board,</u> a President, one or more Vice-Presidents, Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, a Treasurer and Assistant Treasurer, <u>and</u> a Secretary and Assistant Secretary, <u>a Compliance Officer,</u> and such other officers as may from time to time be elected or appointed by the Board of Directors. One person may hold any two compatible offices, provided that no one shall act as President and Secretary or President and Treasurer at the same time. xxx
ARTICLE VI, SECTION 2	SECTION 2: Election. Term of Office and Qualifications. The Chairman of the Board, the President, the Vice-President(s), Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, the Treasurer and Assistant Treasurer and the Secretary and Assistant Secretary shall be elected annually by majority vote of all members of the Board of Directors, each of whom shall hold office for one (1) year and until his successor is elected and qualified in his stead or until he shall have resigned before his term ends or shall have been removed during his term in the manner hereinafter provided. xxx	SECTION 2: Election. Term of Office and Qualifications. The Chairman of the Board, <u>the Vice-Chairman of the Board,</u> the President, the Vice-President(s), Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, the Treasurer and Assistant Treasurer, <u>and</u> the Secretary and Assistant Secretary, <u>and the Compliance Officer</u> shall be elected annually by majority vote of all members of the Board of Directors, each of whom shall hold office for one (1) year and until his successor is elected and qualified in his stead or until he shall have resigned before his term ends or shall have been removed during his term in the manner hereinafter provided. xxx
ARTICLE VI, SECTION 6	SECTION 6: Chairman of the Board of Directors. The Chairman of the	SECTION 6: Chairman <u>and Vice-Chairman</u> of the Board of

	<p>Board shall preside at all meetings of the stockholders and of the directors and shall exercise such other powers and perform such other duties as the Board of Directors may from time to time fix or delegate. xxx</p>	<p>Directors. The Chairman of the Board shall preside at all meetings of the stockholders and of the directors and shall exercise such other powers and perform such other duties as the Board of Directors may from time to time fix or delegate. <u>The Vice-Chairman of the Board shall, in the absence or incapacity of the Chairman of the Board, preside at meetings of the stockholders and of the Board of Directors, and shall perform such other duties as may be assigned by the Board of Directors.</u> xxx</p>
<p>ARTICLE VI, SECTION 7</p>	<p>SECTION 7: President. The President, who must be a member of the Board of Directors, shall have the following powers and duties:</p> <p>(a) In the absence of the Chairman of the Board, to preside at all meetings of the stockholders and of the Board of Directors;</p> <p>(b) To exercise, subject to the control of the Board of Directors, general supervision and direction of the business and affairs of the Corporation, and implement all resolutions and instructions of the Board:</p> <p>(c) To submit an annual report of the operations of the Corporation to the stockholders at the annual meeting, and to the Board of Directors such statements, reports, memoranda and accounts as the latter may request from time to time;</p> <p>(d) To sign certificates of stocks;</p> <p>(e) To sign, execute and deliver for and in behalf of the Corporation, contract and agreements in the ordinary course of the business of the Corporation, subject to the approval limits as may be authorized by the Board of Directors: and</p> <p>(f) To exercise such other powers and perform such other duties as are incident to his office or which the Board of Directors may from time to time fix or delegate.</p> <p>xxx</p>	<p>SECTION 7: President. The President, who must be a member of the Board of Directors, shall have the following powers and duties:</p> <p>[Deleted]</p> <p>(a) To exercise, subject to the control of the Board of Directors, general supervision and direction of the business and affairs of the Corporation, and implement all resolutions and instructions of the Board:</p> <p>(b) To submit an annual report of the operations of the Corporation to the stockholders at the annual meeting, and to the Board of Directors such statements, reports, memoranda and accounts as the latter may request from time to time;</p> <p>(c) To sign certificates of stocks;</p> <p>(d) To sign, execute and deliver for and in behalf of the Corporation, contract and agreements in the ordinary course of the business of the Corporation, subject to the approval limits as may be authorized by the Board of Directors: and</p> <p>(e) To exercise such other powers and perform such other duties as are incident to his office or which the Board of Directors may from time to time fix or delegate. xxx</p>

xxx

6. Approval of the Amendment of the Company's By-Laws

RESOLVED FINALLY, that the shareholders approve the amendment of the Company's By-Laws which seek to: (i) codify recommended corporate governance best practices; (ii) update the By-Laws to reflect CLI's current governance framework and established corporate procedures; and (iii) create the position of Vice-Chairman of the Board to further support Board leadership, continuity, and governance oversight.

The aforementioned resolutions were duly approved by CLI stockholders present at the meeting constituting 78.34% of the outstanding capital stock.

SIGNATURES


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

CEBU LANDMASTERS, INC.

Issuer

June 05, 2026

Date


ATTY. LOU DELIANNNE I. REBOJA, CPA
Legal Counsel & Compliance Senior Manager
Signature and Title