

**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. May 15, 2015
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 jurisdiction of incorporation Industry Classification Code
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	1,399,902,000 (as of 15 May 2015)
11. Indicate the item numbers reported herein: Item 9

Item 9. Other Events.

Please be advised that the regular Stockholders' Meeting of RCBC will be held on **June 29, 2015** at 4:00 P.M. at Alfonso Sycip Executive Lounge, 47th Floor, Yuchengco Tower, RCBC Plaza, 6819 Ayala Avenue corner Sen. Gil Puyat Avenue, Makati City. Stockholders of record as of May 29, 2015 shall be entitled to vote at the said meeting.

The Agenda is as follows:

1. Proof and Due Notice of the Meeting
2. Determination of the Presence of the Quorum
3. Approval of the Minutes of the Annual Meeting of the Stockholders held on June 30, 2014
4. Approval of the Annual Report and the Audited Financial Statement for 2014
5. Ratification of the actions and proceedings of the Board of Directors, different Committees and Management during the year 2014
 - 5.1. Ratification of the actions and proceedings of the Board of Directors on 29 October 2014
6. Confirmation of significant transactions with DOSRI and related parties

7. Election of Directors
8. Appointment of External Auditor
9. Such other matters as may properly come before the meeting
10. Open Forum
11. Adjournment

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 : May 15, 2015


MARIA CELIA H. FERNANDEZ-ESTAVILLO
Corporate Secretary



COMMERCIAL BANKING CORPORATION

A G E N D A

ANNUAL MEETING OF THE STOCKHOLDERS

DATE : 29 June 2015

TIME : 4:00 P. M.

PLACE : Alfonso Sycip Executive Lounge
47th Floor, Yuchengco Tower
RCBC Plaza, 6819 Ayala Avenue
cor Sen. Gil J. Puyat Avenue, Makati City

RATIONALE AND EXPLANATION FOR AGENDA ITEMS REQUIRING SHAREHOLDERS' APPROVAL

1. Proof of the Due Notice of the Meeting

Rationale/
Explanation: Only stockholders of record as of May 29, 2015 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) 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 Annual Stockholders Meeting.

3. Approval of the Minutes of the Annual Meeting of the Stockholders held on June 30, 2014

Rationale/
Explanation: Approval of the June 30, 2014 Minutes constitutes a ratification of the accuracy and faithfulness of the Minutes to the events that transpired during said meeting, such as, (a) 2013 annual report and audited financial statements, (b) ratification of actions and proceedings of the Board of Directors, different Committees and Management during the year 2013, (c) election of directors, (d) confirmation of significant transactions with DOSRI and related parties, (e) appointment of external auditor, and (f) Amendment of Article Third of the Amended Articles of Incorporation on Principal Office Address.

A vote representing majority of stocks represented and eligible to vote during the meeting is required to pass a resolution on this matter.

4. Approval of the Annual Report and the Audited Financial Statements for 2014

Rationale/
Explanation: Approval of the Annual Report constitutes a ratification of the Bank's performance during the previous fiscal years as contained in the Annual Report. The Annual Report will contain the results of the operation of the Company during the year 2014. The financial statements as of December 31, 2014 will also be presented and endorsed for approval by the Board of Directors and the Audit Committee. The Audited Financial Statements for 2014 will be attached to the Definitive Information Statement and is incorporated in the Bank's SEC 17-A Report submitted to the SEC and available in the Bank's website.

A vote representing majority of stocks represented and eligible to vote during the meeting is required to pass a resolution on this matter.

5. Ratification of the actions and proceedings of the Board of Directors, different Committees and Management during the year 2014

Rationale/
Explanation: The corporate acts of the Board of Directors, different Committees and Management that are subject to ratification are those made from the date of the last annual stockholders' meeting (June 30, 2014) up to the date of the meeting (June 29, 2015). These include, among others, those that involve day-to-day operation, administration and management of the corporate affairs such as approval of loans, restructuring of past due accounts, sale of ROPOAs, appointment/resignation of directors/officers, sanctions/disciplinary measures imposed to erring officers/employees, authority to file criminal/civil complaints.

A vote representing majority of stocks represented and eligible to vote during the meeting is required to pass a resolution on this matter.

5.1. Ratification of the actions and proceedings of the Board of Directors on 29 October 2014

Rationale/
Explanation: The Board confirmed and ratified its approval and the terms of the sale of RCBC's 34.8% stake in RCBC Realty Corporation (RRC) to three related companies, namely: Pan Malayan Management and Investment Corporation, House of Investments, Inc. and RCBC Land, Inc. at the price of PhP 4.547 Billion. The sale had been previously ratified by the stockholders in its meeting last 27 June 2014. The Board also:

- Determined the selling price to be fair given the CBRE, KPMG and Reyes Tacandong & Co. reports and confirmed the reliance by the Board on the independent valuations of CBRE and KPMG;
- Confirmed the authority of Mr. John G. Deveras to negotiate the selling price within the price range;
- Approved and confirmed the change in valuation to accommodate planned capital expenditures and lease expiry.

In accordance with BSP Circular 749 dated February 27 2012 which requires the Bank's stockholders to confirm by majority vote, and pursuant to the BSP's directive in its regular examination as mentioned, the Bank's significant transactions with related parties, the results of the review of the sale of the shares of the Bank in RRC by the Special Committee as

approved by the Board on October 29, 2014 is presented to the stockholders for confirmation.

6. Confirmation of Significant Transactions with DOSRI and Related Parties

Rationale/
Explanation: Significant transactions with DOSRI and related parties for the year 2014 include loans and deposit liabilities, lease with RCBC Realty Corporation (RRC), and transactions of the Group's respective retirement funds with the Group and the Bank consisting of investment in common shares of the Bank, other securities and debt instruments, trading gain and dividend income. Details of said related party transactions are disclosed in the Bank's SEC 17-A Report which is also available in the Bank's website.

In accordance with BSP Circular 749 dated February 27 2012 which requires the Bank's stockholders to confirm by majority vote, the Bank's significant transactions with DOSRI and related parties, the above-mentioned significant transactions are presented to the stockholders for confirmation.

7. Election of Directors

Rationale/
Explanation: The By-Laws of the Bank allows to all shareholders, including minority stockholders, the right to nominate candidates for the Board of Directors. Nominees for election as members of the Board of Directors of RCBC, including nominees for election as independent Directors, as well as their profiles will be provided in the Definitive Information Statement.

A vote representing majority of stocks represented and eligible to vote during the meeting is required to pass a resolution on this matter.

8. Appointment of External Auditor

Rationale/
Explanation: The Audit Committee will screen and endorse to the stockholders the appointment of selected qualified SEC-accredited auditing firm as external auditor of RCBC for the year 2015, including their proposed remuneration. The profile of the external auditor will be provided in the Definitive Information Statement.

A vote representing majority of stocks represented and eligible to vote during the meeting is required to pass a resolution on this matter.

9. Other Matters

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

10. Open Forum

Rationale/
Explanation: The Chairman shall also open the floor for comments and questions by stockholders.

11. Adjournment