

COVER SHEET

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S.E.C. Registration Number

E A S T W E S T B A N K I N G C O R P O R A T I O N

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(Company's Full Name)

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2 3 R D S T . B O N I F A C I O G L O B A L C I T Y ,

T A G U I G C I T Y

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

ATTY. BENEDICTO M. VALERIO, JR

Contact Person

575-3871

Company Telephone Number

1 2

Month

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Day

SEC FORM 20-IS (PRE)

FORM TYPE

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Month Day

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Secondary License Type, if Available

M S R D

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Amended Articles Number/Section

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Total No. of Stockholders

Total Amount of Borrowings

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Domestic

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Foreign

To be accomplished by SEC Personnel concerned

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SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20-IS

INFORMATION STATEMENT PURSUANT TO SECTION 20
OF THE SECURITIES REGULATION CODE

1. Check the appropriate box:

Preliminary Information Statement

Definitive Information Statement

2. Name of Registrant as specified in its charter: **EAST WEST BANKING CORPORATION**

3. Province, country or other jurisdiction of incorporation or organization: **Philippines**

4. SEC Identification Number: **ASO94-002733**

5. BIR Tax Identification Code: **003-921-057**

6. Address of principal office: **The Beaufort, 5th Avenue, corner 23rd Street, Fort
Bonifacio Global City, Taguig City**

7. Registrant's telephone number, including area code: **+632 575-3888**

8. Date, time and place of the meeting of security holders

Date: **August 30, 2017**

Time: **9:00 AM**

Place: **Crimson Hotel, Filinvest Corporate City, Alabang, Muntinlupa City**

9. Approximate date on which the Information Statement is first to be sent or given to security holders:

August 7, 2017

10. In case of Proxy Solicitations:

EAST WEST BANKING CORPORATION IS NOT SOLICITING PROXIES

11. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA (information on number of shares and amount of debt is applicable only to corporate registrants):

Title of Each Class	Number of Shares of Common Stock Outstanding or Amount of Debt Outstanding
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Common	1,499,983,610 shares
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12. Are any or all of registrant's securities listed in a Stock Exchange?

Yes X No -----

The above common shares are listed in the Philippine Stock Exchange (PSE)

PART I.

INFORMATION REQUIRED IN INFORMATION STATEMENT

A. GENERAL INFORMATION

Item 1. Date, time and place of meeting of security holders.

Date: August 30, 2017

Time: 9:00 AM

Place: Crimson Hotel, Filinvest Corporate City, Alabang, Muntinlupa City

Mailing address of principal office: The Beaufort, 5th Avenue, corner 23rd Street, Fort Bonifacio Global City, Taguig City

This Information Statement is first to be sent or given to security holders on August 7, 2017.

East West Banking Corporation is not asking any of its stockholders for a proxy.

Item 2. Dissenters' Right of Appraisal

A stockholder has a right to dissent and demand payment of the fair value of his shares in any of the following instances under Section 81 of The Corporation Code (B.P. Blg. 68): (a) in case any amendment to the articles of incorporation has the effect of changing or restricting the rights of any stockholder or class of shares, or of authorizing preferences in any respect superior to those of outstanding shares of any class, or of extending or shortening the term of corporate existence; (b) in case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets; and (c) in case of merger or consolidation.

Any stockholder who votes against the proposed corporate action may avail himself of the right of appraisal by making a written demand on the Bank within thirty (30) days after the meeting for the payment of the fair value of his shares. In order to perfect such right, the stockholder shall follow the procedures as described under Sections 81 to 86 of The Corporation Code.

Item 3. Interest of Certain Persons in or Opposition to Matters to be Acted Upon

No director, officer, nominee for election as director, or any associate of the foregoing persons, has any substantial interest, direct or indirect, by security holdings or otherwise, in any matter to be acted upon as contained in the agenda of the meeting other than election to office.

No director has informed the Bank in writing that he intends to oppose any action to be taken as contained in the agenda of the meeting.

B. CONTROL AND COMPENSATION INFORMATION

Item 4. Voting Securities and Principal Holders Thereof

(a) Class of Voting Securities: 1,499,983,610 common shares are entitled to vote on August 30, 2017 Special Stock Holders Meeting.

(b) Record Date: Only the stockholders of record as of July 31, 2017 are entitled to notice of and to vote at the meeting.

(c) Security Ownership of Certain Record and Beneficial Owners and Management

Record and beneficial owners holding 5% or more of voting securities as of June 30, 2017:

Title of Class	Name, Address of Record Owner & Relationship with Issuer	Name of Beneficial Owner & Relationship with Record Owner	Citizenship	No. of Shares Held	%
Common	Filinvest Development Corporation 6/F The Beaufort, 5th Ave. cor, 23rd St., Fort Bonifacio Global City, Taguig City (Stockholder)	ALG Holdings Corporation (Parent Corporation of FDC)	Filipino	600,090,678	40.0%
Common	Filinvest Development Corporation Forex Corporation 6/F The Beaufort, 5th Ave. cor, 23rd St., Fort Bonifacio Global City, Taguig City (Stockholder)	Filinvest Development Corporation (Parent Corporation of EW)	Filipino	557,721,376	37.2%
Common	PCD Nominee Corporation 37th Floor, Tower I, The Enterprise Center, 6766 Ayala Ave. corner Paseo de Roxas, Makati City	Various stockholders/clients	Filipino	242,838,581	16.2%
Common	PCD Nominee Corporation 37th Floor, Tower I, The Enterprise Center, 6766 Ayala Ave. corner Paseo de Roxas, Makati City	Various stockholders/clients	Non-Filipino	95,427,572	6.4%

Based on the list provided by the Philippine Depository and Trust Corp. to the Bank's transfer agent, Stock Transfer Service, Inc., as of June 30, 2017 none among the stockholders under the PCD Nominee Corporation holds 5% or more of the Bank's securities.

Filinvest Development Corporation (FDC) is the record and beneficial owner of 40.0% of the outstanding capital stock of the Bank. It is also the beneficial owner – through registered owner FDC Forex Corporation of 37.2% of the shares of the Bank. FDC is majority owned by A.L. Gotianun, Inc. The Bank and FDC's ultimate parent Corporation is A.L. Gotianun, Inc.

Lourdes Josephine Gotianun Yap is the proxy holder and authorized to vote on behalf of Filinvest Development Corporation and FDC Forex Corporation with 77.2% shareholding in the Corporation.

Except as stated above, the Bank has no knowledge of any person holding more than 5% of the Bank's outstanding shares under a voting trust or similar agreement. The Bank is likewise not aware of any arrangement which may result in a change in control of the Bank, or of any additional shares which the above-listed beneficial or record owners have the right to acquire within thirty (30) days, from options, warrants, rights, conversion privilege or similar obligation, or otherwise.

Directors and Management as of June 30, 2017:

Title of Class	Name	Position	Citizenship	Beneficial/ Record	Percent of Ownership
Common	Jonathan T. Gotianun	Director, Chairman of the Board	Filipino	10,575,810	0.7051%
Common	Antonio C. Moncupa, Jr.	Director, Vice-Chairman & CEO	Filipino	2,151,036	0.1434%

Common	Jesus Roberto S. Reyes	Director, President & Deputy CEO	Filipino	178,000	0.0119%
Common	Mercedes T. Gotianun	Director	Filipino	880,664	0.0587%
Common	L. Josephine Gotianun-Yap	Director	Filipino	11,586,851	0.7725%
Common	Wilson L. Sy	Director	Filipino	474,910	0.0317%
Common	Paul A. Aquino	Director	Filipino	40,010	0.0027%
Common	Carlos A. Alindada	Director	Filipino	10	0.0000%
Common	Jose S. Sandejas	Director	Filipino	31,760	0.0021%
		Subtotal		25,919,051	1.7280%
Common	Gerardo Susmerano	Senior Executive Vice President	Filipino	500,372	0.0334%
Common	Jacqueline S. Fernandez	Executive Vice President	Filipino	39,637	0.0026%
Common	Ernesto T. Uy	Senior Vice President	Filipino	40,000	0.0027%
Common	Ivy B. Uy	Senior Vice President	Filipino	199,392	0.0133%
Common	Bernadette T. Ratcliffe	First Vice President	Filipino	13,292	0.0009%
Common	Renato P. Peralta	First Vice President	Filipino	61,546	0.0041%
Common	Grace N. Ang	First Vice President	Filipino	163,171	0.0109%
Common	Lourdes A. Ona	Vice President	Filipino	9,912	0.0007%
Common	Gina Marie C. Galita	First Vice President	Filipino	5,000	0.0003%
		Subtotal		1,032,322	0.0688%
		Total		26,951,373	1.7968%

The aggregate shareholdings of all directors and officers as a group is 1.7968%.

Voting trust holders of 5% or more

To the extent known to the Bank, there is no person or group of persons holding more than 5% of the common shares by virtue of a voting trust or similar agreement as there has been no voting trust which has been filed with the Bank and the Securities and Exchange Commission.

Change in Control

There have been no arrangements that have resulted in a change of control of the Bank during the period covered by this report.

Item 5. Directors and Executive Officers

There is no action to be taken up in the meeting with respect to election of directors and/or executive officers.

Item 6. Compensation of Directors and Executive Officers

There is no action to be taken with respect to: (a) the election of directors; (b) any bonus, profit sharing or other compensation plan, contract or arrangement in which any director, nominee for election as a director, or executive officer of the Corporation will participate; (c) any pension or retirement plan in which any such person will participate; or (d) the granting or extension to any such person of any option/s, warrant/s or right/s to purchase any securities.

Item 7. Independent Public Accountants

There are no matters or actions to be taken up in the meeting with respect to election, approval or ratification of the Corporation's accountant.

Item 8. Compensation Plans

Not applicable

C. ISSUANCE AND EXCHANGE OF SECURITIES

Item 9. Authorization or Issuance of Securities Other than for Exchange

There are no matters or actions to be taken up in the meeting with respect to authorization or issuance of securities other than for Exchange.

Item 10. Modification or Exchange of Securities

Except as disclosed in Item 15, under item D. Other matters below, there are no matters or actions to be taken up in the meeting with respect to the modification of any class of the Bank's securities or the issuance or authorization for or issuance of one class of the Bank's securities in exchange for outstanding securities of another class.

Item 11. Financial and Other Information

Annex A – 2016 Audited Financial Statements

Item 12. Mergers, Consolidations, Acquisitions and Similar Matters

There are no matters or actions to be taken up in the meeting with respect to mergers, consolidations, acquisitions and similar matters.

Item 13. Acquisition or Disposition of Property

There are no matters or actions to be taken up in the meeting with respect to material acquisition or disposition of any property by the Bank.

Item 14. Restatement of Accounts

There is no action to be taken with respect to the restatement of any asset, capital, or surplus account of the Corporation

D. OTHER MATTERS

Item 15. Action with Respect to Reports

The following are included in the Agenda for the August 30, 2017 Special Stockholder's Meeting for the approval of the stockholders of the Corporation:

1. Increase in Bank's Authorized Capital Stock from Twenty Billion Pesos (Php 20,000,000,000.00) to Fifty Billion Pesos (Php 50,000,000,000.00) consisting of additional Three Billion Common Shares of Stock with par value of Php 10.00 per share. Upon the approval of the aforesaid increase, the Authorized Capital Stock of the Bank will consist of Four Billion Five Hundred Million

(4,500,000,000) common shares with par value of Php 10.00 per share or a total par value of Forty Five Billion Pesos (Php 45,000,000,000.00) and Five Hundred Million (500,000,000) preferred shares with par value of Php 10.00 per share or a total par value of Five Billion Pesos (Php 5,000,000,000.00).

- Subscription to the increase in authorized capital stock is by way of stock dividend to all common stockholders, to be declared in the amount of Seven Billion Five Hundred Million Pesos (Php 7,500,000,000.00) from the corporation's unrestricted retained earnings as of December 31, 2016. This represents the required minimum 25% subscription and paid-up capital of the increase in the authorized capital stock of the Corporation.

Declaration of 50% stock dividend equivalent to 750,000,000 million shares from the unrestricted retained earnings of the Corporation as of December 31, 2016, based on its Audited Financial Statements for the period ended December 31, 2016. Record date for the stock dividends shall be fixed by the Securities and Exchange Commission.

- Amendment of the Articles of Incorporation, specifically Article VI thereof, by increasing the number of directors from nine (9) to eleven (11).
- Amendment to the By-Laws, specifically Article V Officers, by including the Chief Executive Officer (CEO) among the Officers of the Corporation and delegating the power to create additional offices and elect or appoint officers to fill the positions, as they may deem necessary; and Article VI Powers and Duties of the Officers of to define the powers and duties of the President, the CEO and re-number the succeeding sections.

The proposed resolutions will provide flexibility to the Corporation for future capital requirements and will also enhance the board's effectiveness in conducting its business.

Item 16. Matters Not Required to be Submitted

All matters or actions that will require the vote of the security holders will be submitted in the meeting.

Item 17. Amendment of Charter, Bylaws or Other Documents

Proposed Amendments to the Articles of Incorporation (Charter):

Existing Provisions	Proposed Amendments (refer to underlined portions)
SIXTH - The number of directors of said corporation shall be nine (9), and the names, residences and citizenship of the directors of the corporation who are to serve until their successors are elected and qualified as provided by the By-Laws are as follows:	SIXTH - The number of directors of said corporation shall be <u>eleven (11)</u> , and the names, residences and citizenship of the directors of the corporation who are to serve until their successors are elected and qualified as provided by the By-Laws are as follows:
SEVENTH - The total authorized capital stock of the Corporation is Pesos: TWENTY	SEVENTH - The total authorized capital stock of the Corporation is Pesos: <u>FIFTY BILLION</u>

BILLION Philippine Currency (PHP20,000,000,000.00) and said capital shall consist of ONE BILLION FIVE HUNDRED MILLION (1,500,000,000) common shares with par value of Php10.00 per share and FIVE HUNDRED MILLION (500,000,000) preferred shares with par value of Php10.00 per share:	<u>Philippine Currency (PHP50,000,000,000.00) and said capital shall consist of FOUR BILLION FIVE HUNDRED MILLION (4,500,000,000) common shares with par value of Php10.00 per share and FIVE HUNDRED MILLION (500,000,000) preferred shares with par value of Php10.00 per share:</u>
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Proposed Amendments to the By-laws as follows:

Existing Provisions	Proposed Amendments (refer to underlined portions)
ARTICLE V OFFICERS	
Section 1. <u>General Provisions.</u> The following shall be the officer of the Corporation. The President, one or more Executive Vice Presidents, one or more Senior Vice Presidents, one or more First Vice presidents, one or more Vice Presidents, the Treasurer, Internal Auditor, the Corporate Secretary and one more Assistant Vice Presidents. These officers shall be appointed, and their duties and compensation determined, by the Board of Directors. All other subordinate employees of the Corporation shall be appointed, and their duties and compensation determined by the President or Executive Vice-President	Section 1. <u>General Provisions.</u> <u>The officers of the Corporation shall be: a Chief Executive Officer a President,</u> one or more Executive Vice Presidents, one or more Senior Vice Presidents, one or more First Vice presidents, one or more Vice Presidents, the Treasurer, Internal Auditor, the Corporate Secretary and one more Assistant Vice Presidents. These officers shall be appointed, and their duties and compensation determined, by the Board of Directors. <u>The Chief Executive Officer and the President shall be director of the Corporation while the others need not be directors.</u> <u>Two or more offices maybe held by the same person, provided they are not incompatible positions.</u>
No Section 2	<u>Section 2. The Board of Directors is empowered to create additional offices and elect or appoint officers to o fill the positions, as they may deem necessary</u>
ARTICLE VI POWERS AND DUTIES OF THE OFFICERS	
Section 1. <u>The President.</u> The President, who shall be elected by the Board from among its members, shall be the Chief Executive Officer of the Corporation. He shall, subject to the control of the Board, have direct and immediate supervision over the long-term and daily operations and management of the Corporation and shall execute and administer the administrative and operational policies approved by the Board. He shall also exercise such powers as may be vested upon him by the Board not incompatible with law or these	<u>Section 1. The Chief Executive Officer. The Chief Executive Officer of the Corporation shall be responsible for the general supervision, administration and management of the Corporation. The Chief Executive Officer shall focus on the macro perspective of the Corporation.</u>

<p>By-laws. He may, at his discretion, delegate to a Chief Operating Officer some of his responsibilities subject to such rules and limitations as the Board may prescribe.</p>	
<p>Section 2. <u>The Executive Vice President(s)</u>, the <u>Senior Vice President(s)</u>, the <u>First Vice President(s)</u>, the <u>Vice President(s)</u>, and the <u>Assistant Vice President(s)</u>. – These officers shall exercise such powers and perform such duties as the Board or the President may from time to time prescribe.</p>	<p><u>Section 2. The President. The President shall execute and administer the policies approved by the Board of Directors. He shall also exercise such powers as may be vested upon him by the Board of Directors.</u></p>
<p>Section 3. <u>The Treasurer.</u> The Treasurer shall have such powers and duties as are incident to his office and shall have the care and custody of all the funds, securities, and properties of the Corporation. He may also exercise such powers and perform such duties as the Board or the President may prescribe.</p>	<p><u>Section 3. The Executive Vice President(s)</u>, the <u>Senior Vice President(s)</u>, the <u>First Vice President(s)</u>, the <u>Vice President(s)</u>, and the <u>Assistant Vice President(s)</u>. – These officers shall exercise such powers and perform such duties as the Board or the President may from time to time prescribe.</p>
<p>Section 4. <u>The Internal Auditor.</u> The internal Auditor shall have such powers and duties as are incident to his office as well as such powers and duties as the Board of Directors may prescribe. He shall report and be accountable directly to the Board of Directors.</p>	<p><u>Section 4. The Treasurer.</u> The Treasurer shall have such powers and duties as are incident to his office and shall have the care and custody of all the funds, securities, and properties of the Corporation. He may also exercise such powers and perform such duties as the Board or the President may prescribe.</p>
<p>Section 5. <u>The Secretary.</u> The Secretary shall give due notice and keep the minutes of all meetings of the stockholders of the Corporation and of the Board of Directors. He shall have custody of the Stock Certificate Book, Stock and Transfer Book and the Corporate Seal, prepare ballots for the annual election and keep a complete and up-to-date roll of the stockholders and their addresses. He shall also perform such duties as are incident to his office and those which may be required of him by the Board of Directors of the President.</p>	<p><u>Section 5. The Internal Auditor.</u> The internal Auditor shall have such powers and duties as are incident to his office as well as such powers and duties as the Board of Directors may prescribe. He shall report and be accountable directly to the Board of Directors.</p>
	<p><u>Section 6. The Secretary.</u> The Secretary shall give due notice and keep the minutes of all meetings of the stockholders of the Corporation and of the Board of Directors. He shall have custody of the Stock Certificate Book, Stock and Transfer Book and the Corporate Seal, prepare ballots for the annual election and keep a complete and up-to-date roll of the stockholders and their addresses. He shall also perform such duties as are incident to his office and those which may be</p>

	required of him by the Board of Directors of the President.
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Item 18. Other Proposed Action

Not applicable.

Item 19. Voting Procedures

A. Amendments of the Bank’s Article of Incorporation/Increase in the capital stock.

According to Section 16 of the Corporation Code, “(u)nless otherwise prescribed by this Code or by special law, and for legitimate purposes, any provision or matter stated in the articles of incorporation may be amended by a majority vote of the board of directors or trustees and the vote or written assent of the stockholders representing at least two-thirds (2/3) of the outstanding capital stock, without prejudice to the appraisal right of dissenting stockholders in accordance with the provisions of this Code, or the vote or written assent of at least two-thirds (2/3) of the members if it be a non-stock corporation. On the other hand, according to Section 38 of the Code. No corporation shall increase or decrease its capital stock or incur, create or increase any bonded indebtedness unless approved by a majority vote of the board of directors and, at a stockholder’s meeting duly called for the purpose, two-thirds (2/3) of the outstanding capital stock shall favor the increase or diminution of the capital stock, or the incurring, creating or increasing of any bonded indebtedness. Written notice of the proposed increase or diminution of the capital stock or of the incurring, creating, or increasing of any bonded indebtedness and of the time and place of the stockholder’s meeting at which the proposed increase or diminution of the capital stock or the incurring or increasing of any bonded indebtedness is to be considered, must be addressed to each stockholder at his place of residence as shown on the books of the corporation and deposited to the addressee in the post office with postage prepaid, or served personally.

B. Amendment of the By-laws of the Bank.

Under Section 48 of the Corporation Code, “(t)he board of directors or trustees, by a majority vote thereof, and the owners of at least a majority of the outstanding capital stock, or at least a majority of the members of a non-stock corporation, at a regular or special meeting duly called for the purpose, may amend or repeal any by-laws or adopt new by-laws. The owners of two-thirds (2/3) of the outstanding capital stock or two-thirds (2/3) of the members in a non-stock corporation may delegate to the board of directors or trustees the power to amend or repeal any by-laws or adopt new by-laws: Provided, That any power delegated to the board of directors or trustees to amend or repeal any by-laws or adopt new by-laws shall be considered as revoked whenever stockholders owning or representing a majority of the outstanding capital stock or a majority of the members in non-stock corporations, shall so vote at a regular or special meeting. Whenever any amendment or new by-laws are adopted, such amendment or new by-laws shall be attached to the original by-laws in the office of the corporation, and xxx.”

C. Declaration of Stock Dividends.

Section 43 of the Corporation Code provides that “no stock dividend shall be issued without the approval of stockholders representing not less than two-thirds (2/3) of the outstanding capital

stock at a regular or special meeting duly called for the purpose. Under Section 10 of the Securities Regulation Code, the distribution by a corporation actively engaged in the business authorized by its articles of incorporation, of securities to its stockholders or other security holders as a stock dividend or other distribution out of surplus is exempt from registration.

D. Proxy

According to Section 9 of the By-laws, each stockholder entitled to vote at a meeting of the stockholders may vote by proxy.

Following the foregoing provisions of the law, the pertinent provision of the Articles of Incorporation and the By-laws of the Corporation, the proposed amendment to the Articles of Incorporation and increase in its Capital Stock, the proposed amendment to its By-laws as well as the proposed declaration of stock dividends shall be voted upon by stockholders of the Corporation as of Record Date July 31, 2017 only upon notice to all Stockholders of the Special Stockholders Meeting as prescribed in the laws and the By-laws of the Corporation and the proposed amendment to the Article of Incorporation of the Corporation, the proposed Increase in the amount of Capital Stock, the proposed amendment of the By-laws of the Corporation and the proposed declaration of stock dividends shall be approved only upon the vote of the stockholders of the Corporation either in person or by proxy representing at least two-thirds of the capital stock of the Corporation during the subject Special Stockholders Meeting.

PART II.

INFORMATION REQUIRED IN A PROXY FORM

EAST WEST BANKING CORPORATION IS NOT SOLICITING PROXIES

PART III.

SIGNATURE PAGE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in the City of Taguig on July 18, 2017.

By:



ATTY. BENEDICTO M. VALERIO, JR.
Corporate Secretary

ANNEX A - 2016 Audited Financial Statements