

# **CENTRO ESCOLAR UNIVERSITY**

(Company's Full Name)

**9 Mendiola Street  
San Miguel, Manila**

(Company's Address)

**735-6861 to 71**

(Telephone Numbers)

## **INFORMATION STATEMENT SEC FORM 20-IS**

**Pursuant to SRC RULE 20**

**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 **CENTRO ESCOLAR UNIVERSITY**
3. Province, country or other jurisdiction of incorporation or organization **Philippines**
4. SEC Identification Number **1093**
5. BIR Tax Identification Code **000-531-126-000**
6. Address of principal office **9 Mendiola Street  
San Miguel, Manila 1005**
7. Registrant's telephone number, including area code **(02) 735-6861**
8. Date, time and place of the meeting of security holders **July 28, 2009, 3:00 P.M.  
Information Science Center  
Mezzanine Floor  
9 Mendiola Street  
San Miguel, Manila**
9. Approximate date on which the Information Statement is first to be sent or given to stockholders **July 7, 2009**
10. In case of Proxy Solicitation, Name of Person Filing the Statement/Solicitor  
Address and Telephone Number
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<br>or Amount of Debt Outstanding |
|---------------------|---|
| Common Stock        | 372,414,400   |
12. Are any or all of registrant's securities listed on a Stock Exchange?  
Yes  No

If yes, disclose the name of such Stock Exchange and the class of securities listed therein:

Philippine Stock Exchange, Inc.

**CENTRO ESCOLAR UNIVERSITY**  
**SEC Form 20-IS**

**PART I.**  
**INFORMATION REQUIRED IN INFORMATION STATEMENT**

**A. GENERAL INFORMATION**

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

- |    |  |  |
|----|--|--|
| a) | Date of Meeting  | July 28, 2009  |
|    | Time of Meeting  | 3:00 P.M.  |
|    | Place of Meeting   | Information Science Center<br>Mezzanine Floor<br>9 Mendiola St.,<br>San Miguel, Manila |
|    | Registrant's Mailing Address   | 9 Mendiola St.,<br>San Miguel, Manila 1005   |
| b) | Approximate Date when the<br>Information Statement is first<br>to be sent or given to security holders | July 7, 2009   |

**Item 2. Dissenters' Right of Appraisal.**

There are no corporate matters or actions that will entitle dissenting stockholders to exercise their right of appraisal as provided in Title X of the Corporation Code.<sup>1</sup>

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

a. The incumbent directors and officers have no substantial interest in any matter to be acted upon other than their election to office.

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<sup>1</sup> The right of appraisal means the right of a dissenting stockholder to demand payment of the fair market value of his shares in the instances provided under the Corporation Code. In such instances the right may be exercised by any stockholder who shall have voted against the proposed action by making a written demand to the corporation within 30 days after the date on which the vote was taken for payment of the fair market value of his shares. Failure to make the demand shall be deemed a waiver of such right.

b. No director has informed the University in writing that he intends to oppose any action to be taken by the registrant at the annual meeting.

## B. CONTROL AND COMPENSATION INFORMATION

### Item 4. Voting Securities and Principal Holders Thereof.

a) As of May 31, 2009, the University has 372,414,400 issued and outstanding common stock at ₱1.00 per share. All the shares of stock are entitled to vote.

b) Only stockholders of record at the close of business on July 3, 2009 are entitled to notice and to vote at the Annual Stockholders' Meeting.

c) A stockholder entitled to vote at the meeting shall have the right to do so in person or by proxy. With respect to the election of directors, in accordance with Section 24 of the Corporation Code of the Philippines, a stockholder may vote the number of shares held in his name in the University's stock books as of July 3, 2009, and may vote such number of shares for as many persons as there are directors to be elected or he may cumulate said shares and give one candidate as many votes as the number of his shares shall equal, or he may distribute them on the same principle among as many candidates as he shall see fit: Provided, That the total number of votes cast by him shall not exceed the number of shares owned by such stockholder as shown in the books of the University multiplied by the total number of directors to be elected.

d) Security Ownership of Certain Record and Beneficial Owners and Management

#### 1. Security Ownership of Certain Record and Beneficial Owners

Owners of record of more than five percent (5%) of the University's shares of stock as of May 31, 2009 are as follows:

<u>Title of Class</u>	<u>Name &amp; Address of Record Owner &amp; Relationship with Issuer</u>	<u>Name of Beneficial Owner &amp; Relationship with Record Owner</u>	<u>Citizenship</u>	<u>Number of Shares Held</u>	<u>Percent (%)</u>
Common	USAUTOOCO, Inc. 1000 United Nations Ave., Ermita, Manila Authorized Representative - Basilio C. Yap Relationship to Registrant – Stockholder	USAUTOOCO, Inc. Authorized Representative - Basilio C. Yap Position - President	Filipino	126,620,891	34.00

\* Authorized representative has voting power over the shareholdings of the corporate stockholder.

Common	U.S. Automotive Co., Inc. 1000-1046 United Nations Ave., cor. San Marcelino, Ermita, Manila Authorized Representative - Basilio C. Yap Relationship to Registrant - Stockholder	U.S. Automotive Co., Inc. Authorized Representative - Basilio C. Yap Position - President	Filipino	55,824,195	14.99
Common	Lucila C. Tiongco 43 8 <sup>th</sup> St., Mariana Hts. New Manila, Quezon City	Lucila C. Tiongco	Filipino	49,981,575	13.421
Common	Southville Commercial Corporation 403 Topaz St., Posadas Village, Sucat, Muntinlupa City Authorized Representative - Petronila G. Mallare Relationship to Registrant - Stockholder	Southville Commercial Corporation Authorized Representative - Petronila G. Mallare Position - President	Filipino	29,686,293	7.971
Aggregate Number of Shares and Percentage of All Beneficial/Record Owners as a Group				<u>262,112,954</u>	<u>70.382</u>

The proxies designated by each stockholder will be known by July 23, 2009.

## 2. Security Ownership of Management

Owners of record of CEU shares among Management as of May 31, 2009 are as follows:

Title of Class	Directors	Amount and Nature of Beneficial Ownership	Citizenship	Percent of Class
Common	Emilio T. Yap (Chairman)	1 (d)	Filipino	Nil
Common	Ma. Cristina D. Padolina	8,400 (d)	Filipino	0.00226
Common	Angel C. Alcala *	1 (d)	Filipino	Nil
Common	Emil Q. Javier *	1 (d)	Filipino	Nil
Common	Ricardo F. de Leon	1 (d)	Filipino	Nil
Common	Alejandro C. Dizon	51,837 (d)	Filipino	0.01392
Common	Anita S. Regalado-Dalakouras	36,139 (d)	Filipino	0.00970
Common	Corazon M. Tiongco	10,061,379 (d)	Filipino	2.70166
Common	Johnny C. Yap	<u>1,000 (d)</u>	Filipino	<u>0.00027</u>
Total		<u>10,158,759 (d)</u>		<u>2.72781</u>

\* Independent Director.

Title of Class	Executive Officers	Amount and Nature of Beneficial Ownership	Citizenship	Percent of Class
Common	Ma. Cristina D. Padolina	8,400 (d)	Filipino	0.00226
Common	Ricardo F. de Leon	1 (d)	Filipino	Nil
Common	Anita S. Regalado-Dalakouras	36,139 (d)	Filipino	0.00970
-	Cesar F. Tan	0	Filipino	0
Common	Juliana M. Alvaro	16,885 (d)	Filipino	0.00453
Common	Gonzales, Lucia D.	7,528 (d)	Filipino	0.00202
-	Maria Clara Perlita Erna V. Yabut	0 (d)	Filipino	0
Common	Priscilla A. Panlasigui	15,164 (d)	Filipino	0.00407
Common	Teresa R. Perez	3,226 (d)	Filipino	0.00087
Common	Corazon M. Tiongco	10,061,379 (d)	Filipino	2.70166
-	Wandalyn Maira L. Lao	0 (d)	Filipino	0
Common	Bernardita T. Traje	753 (d)	Filipino	0.00020
Common	Carlito B. Olaer	0 (d)	Filipino	0
Total (excluding shares of Ma. Cristina D. Padolina, Ricardo F. de Leon, Anita S. Regalado-Dalakouras and Corazon M. Tiongco)		<u>43,556 (d)</u>		<u>0.01169</u>
Aggregate Number of Shares and Percentage of all Security Ownership of Management as a Group		<u>10,202,315 (d)</u>		<u>2.73951</u>

To the best knowledge of the University, the above lists include shares beneficially owned by the directors and officers.

3. There is no voting trust or similar agreement with respect to any portion of the outstanding shares, nor any agreement which may result in a change in control of the University.

#### **Item 5. Directors and Executive Officers.**

a. 1. The following are the incumbent directors and officers of the University:

#### **DIRECTORS<sup>2</sup>**

EMILIO T. YAP, 84 years old, Filipino, is the Chairman of the Board of Directors of the University. He was unanimously elected as Chairman on July 10, 2002. He is also the Chairman of the Board of Manila Bulletin Publishing Corporation, Manila Hotel Corporation, Centro Escolar University Hospital, Inc. and other business concerns.

<sup>2</sup> All directors hold office for one (1) year and until their successors are elected and qualified. All directors, except for the independent directors, are nominated on the floor.

MA. CRISTINA D. PADOLINA, 63 years old, Filipino, is the President and Chief Academic Officer of the University. She was elected as a member of the Board of Directors and President of the University on August 18, 2006, and as Vice Chairman on July 25, 2008. She graduated from the University of the Philippines with the degree of Bachelor of Science in Chemical Engineering. She also holds a degree of Master of Science (Chemistry) from the Ateneo de Manila University and the degree of Doctor of Philosophy (Inorganic Chemistry) from the University of Texas at Austin. On secondment from her post as Professor of Chemistry at UP Los Baños, she served as Chancellor of the University Open University from 1995 to 2001 and as Commissioner of the Commission on Higher Education from 2001 to 2005. She is Professor Emeritus of the University of the Philippines, Los Baños. She is also a Director of Centro Escolar University Hospital, Inc.

ANGEL C. ALCALA, 80 years old, Filipino, is an independent director. He became a member of the Board of Directors of the University in July 22, 2008. He is currently a member of the University's Audit Committee. He graduated from Silliman University with a degree in B.S. Biology (*magna cum laude*), and obtained his M.A. Biological Sciences and Ph.D., Biological Sciences from the Stanford University. He received a Doctor of Humanities (*Honoris Causa*) degree from Xavier University. He was formerly the President, Silliman University; Deputy Executive Director, Philippine Council for Aquatic and Marine Research and Development, Department of Science and Technology (DOST); Secretary, Department of Environment and Natural Resources (DENR); and Chairman, Commission on Higher Education (CHED). He is presently the Executive Director of the Silliman University-Angelo King Center for Research and Environmental Management (SUAKCREM), Director of the Silliman University-CHED Zonal Research Center, and Professor Emeritus, Silliman University.

EMIL Q. JAVIER, 68 years old, Filipino, is an independent director. He became a member of the Board of Directors of the University in July 2002. He is currently the Chairman of the University's Audit Committee and a member of the Nomination Committee. He graduated from the University of the Philippines, Los Baños with a degree of B.S. Agriculture (*cum laude*). He also holds a degree of M.S. Agronomy from the University of Illinois and Ph.D. in Plant Breeding from Cornell University. He is Chairman of the Asia Rice Foundation, Inc.; Head Advisor of the Biotech Coalition of the Philippines; President and Chair of the Biology Division, National Academy of Science and Technology (Phil.). He is likewise a board member of the International Service for the Acquisition of Agri-Biotechnology Applications (ISAAA), South East Asia Center, and Nutrition Foundation of the Philippines. He is also a Director of Centro Escolar University Hospital, Inc.

RICARDO F. DE LEON, 60 years old, Filipino, was elected as Executive Vice President on February 15, 2008 and as a member of the Board of Directors on July 22, 2008. He is currently the Chairman of the University's Nomination Committee. He is a graduate of the Philippine Military Academy (1971), holds an MBA from the Pamantasan ng Lungsod ng Maynila, Masters in Management from the Philippine Christian University, and a doctoral degree in Peace and Security Studies from the Bicol

University. He is a retired 3-star Police Deputy Director General of the Philippine National Police, former Executive Director of the Philippine Center for Transnational Crimes (PCTC) and erstwhile President of the Mindanao State University. He is also a Director and Vice President of Centro Escolar University Hospital, Inc.

ALEJANDRO C. DIZON, 49 years old, was elected as a member of the Board of Directors on August 31, 2007. Dr. Dizon graduated from the UERMMMM College of Medicine and passed the Philippine Medical Licensure Examination in 1986. He finished his residency in General Surgery at St. Luke's Medical Center (SLMC) and took his postgraduate fellowship training as a G.B. Ong surgical scholar at the Queen Mary Hospital, University of Hong Kong. He is a fellow and member of the Board of Regents of the Philippine College of Surgeons, a fellow of the American College of Surgeons and President of the Philippine Association of Training Officers in Surgery, Inc. He is currently the Chief Quality Officer, Head of the Breast Center and Vice Chairman for the Department of Surgery, St. Luke's Medical Center. He holds an Assistant Professor position in the faculty of St. Luke's-W.H. Quasha Memorial College of Medicine and of the UERMMMM College of Medicine.

ANITA S. REGALADO-DALAKOURAS, 45 years old, Filipino, was elected as Vice President on February 15, 2008 and as a member of the Board of Directors on July 22, 2008. She has been the University's Corporate Secretary since September 2002 to date and Compliance Officer since July 2004 to date. She is a member of the Nomination Committee and Audit Committee. She also served as Acting Treasurer from January 1 to April 25, 2006 and Corporate Information Officer from January 2003 to July 2004. She graduated from CEU with the degree of B.S.C.-Accounting (*cum laude*) and obtained her Bachelor of Laws degree from San Beda College (*cum laude*). She holds a Master of Laws-International Economic Law (LL.M.-I.E.L.) degree from the University of Michigan Law School. She is a consultant/author of National Book Store, Inc. She is a Certified Public Accountant (CPA) and a member of the Bar. She is also the Corporate Secretary of Centro Escolar University Hospital, Inc.

CORAZON M. TIONGCO, 60 years old, Filipino, has been a member of the University's Board of Directors since 2000. She has been Assistant Treasurer since August 12, 2005. She obtained her Bachelor of Arts degree from the College of the Holy Spirit. She is currently a member of the Nomination Committee, Head of the Purchasing Committee and Acting Head of the Purchasing Department. She is also a Director of Centro Escolar University Hospital, Inc.

JOHNNY C. YAP, 36 years old, Filipino was elected as a member of the Board of Directors on October 26, 2007. He graduated from De la Salle University with the degree of Bachelor of Science in Management of Financial Institutions. He is presently the Treasurer and a Director Euromed Laboratories, Philippines, Inc.

Under the Securities Regulation Code (SRC), any corporation with a class of equity shares listed for trading in an Exchange is required to have at least two (2) independent directors or have such independent directors which shall constitute at least

20% of the membership of such board, whichever is the lesser. Presently, the University's incumbent independent directors are Angel C. Alcala and Emil Q. Javier.

The nomination, pre-screening and election of independent directors will be made in accordance with Rule 38 of the Amended Implementing Rules and Regulations of the Securities Regulation Code and Section 7, Article 1 of the University's By-laws.<sup>3</sup>

The deadline for submission to the Nomination Committee<sup>4</sup> of recommendations for nominees for independent directors is on June 25, 2009. The date was set by the Nomination Committee during its meeting on May 29, 2009.

## OFFICERS

CESAR F. TAN, 55 years old, Filipino, was elected as Treasurer on April 11, 2006 and is a member of the Purchasing Committee. He graduated from the Far Eastern University with a degree of B.S.C.-Accounting and is a career service professional. He was formerly Assistant Treasurer and Assistant Vice President of Liwayway Publishing, Inc. He is also the Treasurer of Centro Escolar University Hospital, Inc.

JULIANA M. ALVARO, 60 years old, Filipino, is the Assistant Vice President for the Malolos Campus. She is a B.S.E.Ed. graduate of Baliwag University. She obtained her master's degree from the National Teachers College and her Ed.D. from CEU. She has been with the University since 1979.

LUCIA D. GONZALES, 61 years old, Filipino, is the Assistant Vice President-University Registrar. She graduated *cum laude* from CEU with the degree in Bachelor of Science in Secondary Education. She obtained her Master of Science in Educational Management from the De La Salle University. She is presently working on her Ph.D. (Curriculum and Supervision) at the CEU Graduate School.

MARIA CLARA PERLITA ERNA V. YABUT, 43 years old, Filipino, is the Assistant Vice President for Research and Evaluation and concurrent Head of the Evaluation and Data Processing Department. She graduated from the University of the Philippines with the degree of B.S.E. Secondary Education, major in Mathematics. She obtained a Master's degree and a doctorate degree in Mathematics Education, both from CEU. She has been with the University since 1990.

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<sup>3</sup> Section 7, Article 1 of the By-laws provides that the University is required to have at least two (2) independent directors or at least 20% of the board size, whichever is the lesser. The Chairman of the Meeting shall inform all stockholders in attendance of the mandatory requirement of electing independent director/s. In case of failure of election for independent director/s, the Chairman of the Meeting shall call a separate election during the same meeting to full up the vacancy.

<sup>4</sup> The Nomination Committee is composed of Dr. Ricardo F. de Leon, chairman; Dr. Emil Q. Javier, Ms. Corazon M. Tiongco and Atty. Anita S. Regalado-Dalakouras, members.

PRISCILLA A. PANLASIGUI, 62 years old, was elected Acting Assistant Vice President for the Makati Campus on August 1, 2007. She graduated from CEU with the degree of Bachelor of Science in Medical Technology and holds a Bachelor's degree major in Biology from the Pepperdine University. She obtained a Master's degree, major in Biology, and the degree of Doctor of Philosophy, major in Science Education both from CEU. She has been with the University since 1974.

TERESA R. PEREZ, 48 years old, was elected as Acting Assistant Vice President for Academic Affairs on August 1, 2007. She is a member of the Purchasing Committee. She graduated from CEU with the degree of B.S. Biology. She holds a Master's degree in Biology and a doctorate degree in Curriculum and Supervision, both from CEU. She has been a member of the faculty since 1982.

WANDALYN MAIRA L. LAO, 27 years old, Filipino, was elected as Assistant Treasurer on August 18, 2006. She is the Assistant Head of the Purchasing Committee and Acting Assistant Head of the Purchasing Department. She obtained her Bachelor's degree in Hotel, Restaurant and Institution Management from De la Salle–College of St. Benilde. She is a former personnel staff member, Corporate Office, Manila Hotel Corporation. She is also the Assistant Treasurer of Centro Escolar University Hospital, Inc.

BERNARDITA T. TRAJE, 49 years old, Filipino, is the University's Assistant Controller. She served as Assistant Treasurer from August 2001 to August 2006. She graduated from the Polytechnic University of the Philippines and. She is a Certified Public Accountant (CPA). She has been with the University since 1980.

CARLITO B. OLAER, 45 years old, Filipino, was elected as Acting Assistant Vice President for Student Affairs on July 25, 2008. He served as officer-in-charge of the Student Affairs Office. He holds the degree of A.B. Philosophy (*magna cum laude*) from the Dominican House of Studies and Bachelor in Sacred Theology (*cum laude*) from the University of Santo Tomas. He obtained his Masters in Theology (*magna cum laude*) from San Sebastian College and his doctorate degree in Educational Management from CEU. He has been with the University since 1991.

## 2. Significant Employees

All employees are expected to make reasonable contribution to the success of the business of the University. There is no "significant employee" as defined in Part IV(A)(2) of the SRC Rule 12 (i.e., a person who is not an executive officer of the registrant but who is expected to make a significant contribution to the business).

## 3. Family Relationships

Dr. Emilio T. Yap and Mr. Johnny C. Yap are relatives within the second degree of consanguinity.

#### 4. Pending Legal Proceedings

The University is not aware of any legal proceeding in the past five (5) years to date involving its directors and officers which are material to the evaluation of the ability and integrity of any director or officer of the University.

No director or officer has been convicted by final judgment during the last five (5) years up to the present of any offense punishable by Philippine laws or by the laws of any other country.

Likewise, the University has no knowledge of pending legal proceedings against any of its directors or executive officers involving: (a) any bankruptcy petition filed by or against any business of which its directors or executive officers is subject; or (b) any judgment or decree permanently or temporarily limiting or suspending their involvement in any type of business, securities, commodities or banking activities; or, (c) any violation of a securities or commodities law or regulation and the judgment has not been reversed, suspended or vacated.

#### 5. Certain Relationships and Related Transactions

The University entered into a 25-year lease contract with Philtrust Bank on July 29, 2004. The lease covers the use of Philtrust Bank's land, building and improvements thereon located at 259-263 Sen. Gil Puyat Avenue and Malugay Street, Makati City. The lease commenced on January 1, 2005 for the operation of the CEU-Makati Extension Campus for school year 2005-2006. Lease of said building from Philtrust Bank is for the exclusive purpose of maintaining and operating an extension campus in Makati City, and to conduct therein all such activities necessary to provide adequate educational instruction and other services to its students, including authorized extra-curricular activities. The consideration for the lease was principally based on the valuation of the property by Asian Appraisal, Inc. and on the financial advisory by Buenaventura, Echauz and Partners. Except for the respective parties' covenants under said lease contract between CEU and Philtrust Bank, there is no further contractual or other commitment resulting from the arrangement that would pose any risk or contingency. There are no other parties involved in this transaction.

b. There is no director who has declined to stand for re-election to the Board of Directors since the date of the last annual stockholders' meeting because of disagreement with the University on matters relating to operations, policies and practices.

### **Item 6. Compensation of Directors and Officers**

1. The aggregate compensation paid or accrued during the last two (2) fiscal years and to be paid in the ensuing calendar year to the University's President and four (4) most highly compensated executive officers as a group are as follows:

<u>Name and Position</u>	<u>Fiscal Year</u>	<u>Annual Salary</u>	<u>Bonus</u>	<u>Other Annual Compensation</u>	<u>Total Compensation</u>
Ma. Cristina D. Padolina, President; Patricia E. Chilip, <sup>5</sup> VP-Finance; Juliana M. Alvaro, AVP-Malolos Campus; Lucia D. Gonzales, AVP/Registrar; Maria Clara Perlita Erna V. Yabut, AVP-Research and Evaluation	<u>2007-08</u> <sup>*</sup>	<u>₱7,104,109.88</u>	<u>₱1,220,341.60</u>	<u>N.A.</u>	<u>₱8,324,451.58</u>
	<u>2008-09</u>	<u>7,180,896.18</u>	<u>1,362,220.33</u>	<u>N.A.</u>	<u>8,543,116.51</u>
	<u>2009-10</u> <sup>**</sup>	<u>7,180,896.18</u>	<u>1,362,220.33</u>	<u>N.A.</u>	<u>8,543,116.51</u>

2. The aggregate compensation paid or accrued during the last two (2) fiscal years and to be paid in the ensuing calendar year to all other officers and directors as a group are as follows:

<u>Name and Position</u>	<u>Fiscal Year</u>	<u>Annual Salary</u>	<u>Bonus</u>	<u>Other Annual Compensation</u>	<u>Total Compensation</u>
All Officers and Directors as a Group	<u>2007-08</u> <sup>*</sup>				<u>₱32,186,030.68</u>
	<u>2008-09</u>				<u>29,637,346.89</u>
	<u>2009-10</u> <sup>**</sup>				<u>29,637,346.89</u>

3. The Directors do not receive compensation for services provided as a director other than reasonable per diems for attendance at meetings of the Board or any of its committees.<sup>6</sup>

<sup>5</sup> Resigned effective January 31, 2009.

<sup>\*</sup> 2007-2008 and 2008-2009 figures include the compensation of Drs. Carmelita E. la O', Conrado E. Iñigo and Claire Z. Manalo who retired on January 30, 2008, October 15, 2007 and May 2, 2008, respectively, as well as that of Ms. Patricia E. Chilip who resigned on January 31, 2009.

<sup>\*\*</sup> 2009-2010 figures are estimated amounts.

<sup>6</sup> During the stockholders' meeting on July 27, 2004, the stockholders approved the grant of annual medical allowance and related bonuses to the members of the Board of Directors.

4. There are no bonus, profit sharing stock options warrants, rights of other compensation plans or arrangements with directors or officers that will result from their resignation, retirement, termination of employment or change in the control of the University.

The duties and responsibilities of the elected corporate officers are specified in the University's By-laws and/or Manual of Corporate Governance.

Other officers whose duties and responsibilities are set by Management are considered regular employees of the University.

5. There are no outstanding warrants or options held by the University's President, executive officers and directors.

#### **Item 7. Independent Public Accountants.**

The accounting firm of Sycip, Gorres, Velayo & Co., Inc. (SGV) served as the University's external auditors for the last fiscal year. The University's Manual on Corporate Governance provides that the University's external auditor shall either be rotated or the handling partner changed every five (5) years or earlier.

SGV has served as the University's external auditor since 2000, with Mr. Arnel F. de Jesus as the handling partner. In compliance with SEC Memorandum Circular No. 8 (series of 2003), since 2005, SGV's engagement partner for CEU has been Mr. Ramon D. Dizon until February, 2009. Effective March, 2009, SGV's engagement partner for CEU is Ms. Janet S. Alvarado.

The Board, upon recommendation of the Audit Committee, proposed the appointment of SGV as the external auditor for fiscal year ending 2009.

SGV representatives will be present during the stockholders' meeting and will have an opportunity to make a statement if they desire to do so. It is also expected that the attending representatives will be able to respond to appropriate questions.

There was no change in or disagreement with the external auditor on accounting and financial disclosures.

#### **D. OTHER MATTERS**

#### **Item 15. Action with Respect to Reports**

The approval of the minutes of the annual stockholders' meeting held on July 22, 2008 will be taken up during the meeting.

The matters taken up during the annual stockholders' meeting on July 22, 2008 were as follows:

1. Call to Order
2. Proof of Notice and Quorum
3. Approval of the Minutes of the Annual Stockholders' Meeting on July 24, 2007
4. Chairman's Address
5. Approval of the Annual Report of the Board of Directors
6. Election of Directors
7. Appointment of External Auditor
8. Other Matters
9. Adjournment

### **Item 19. Voting Procedures**

- a. The vote required for approval or election

Sec. 24 of the Corporation Code provides that at all elections of directors, there must be present, either in person or by representative authorized to act by written proxy, the owners of majority of the outstanding capital stock. Candidates receiving the highest number of votes shall be declared elected.

Article I, Section 3 of the By-laws provides that in case of election of directors, every stockholder entitled to vote shall have the right to cumulate his shares, and give one candidate as many votes as the number of directors to be elected, multiplied by the number of his shares shall equal.

- b. The method by which votes will be counted

Article I, Section 3 of the By-laws provides that except as otherwise provided by the Corporation Law, at each meeting of the stockholders, every stockholder entitled to vote thereat shall be entitled to one (1) vote in person or by proxy for each share of stock of the University subscribed for by him or held by him and registered in his name on the books of the University.

The SGV auditors will assist in the counting of votes.

**PART III  
SIGNATURE PAGE**

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.

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 Manila on June 9, 2009.

**CENTRO ESCOLAR UNIVERSITY**

By:



**ANITA S. REGALADO-DALAKOURAS**  
Corporate Secretary

**ANNUAL STOCKHOLDERS' MEETING**  
**July 28, 2009, 3:00 P.M.**  
**CEU Information Science Center, Mezzanine Floor**  
**9 Mendiola Street, San Miguel, Manila**

**A G E N D A**

- 1. Call to Order**
- 2. Proof of Notice and Quorum**
- 3. Approval of the Minutes of the Annual Stockholders' Meeting on July 22, 2008**
- 4. Chairman's Address**
- 5. Approval of the Annual Report of the Board of Directors**
- 6. Election of Directors**
- 7. Appointment of External Auditor**
- 8. Other Matters**
- 9. Adjournment**

## **NOTICE OF ANNUAL STOCKHOLDERS' MEETING**

To the Stockholders of Centro Escolar University:

Notice is hereby given that the Annual Meeting of the Stockholders of CENTRO ESCOLAR UNIVERSITY (CEU) will be held on July 28, 2009, 3:00 P.M., at the University's Information Science Center, Mezzanine Floor, 9 Mendiola Street, San Miguel, Manila, to consider and take action upon the following matters:

1. Call to Order
2. Proof of Notice and Quorum
3. Approval of the Minutes of Annual Stockholders' Meeting on July 22, 2008
4. Chairman's Address
5. Approval of the Annual Report of the Board of Directors
6. Election of Directors
7. Appointment of External Auditor
8. Other Matters
9. Adjournment

All stockholders of record as of the close of business on July 3, 2009 are entitled to notice and to vote at the annual meeting and at any adjournment thereof. The stock and transfer books of the University will be closed from July 6, 2009 to July 29, 2009.

If you cannot attend the meeting personally, you may designate your authorized representative by submitting a PROXY instrument in accordance with Section 58 of the Corporation Code to the office of the stock transfer agent at the address below by July 17, 2009. Proxies will be validated on July 23, 2009.

Professional Stock Transfer, Inc.  
Unit 1003, City and Land Mega Plaza  
ADB Avenue, cor. Garnet Road  
Ortigas Center, Pasig City

Manila, Philippines, July , 2009.

ANITA S. REGALADO-DALAKOURAS  
Corporate Secretary