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. February 2, 2015
   Date of Report (Date of earliest event reported)

2. SEC Identification Number A 1996-11593

3. BIR Tax Identification No. 005-038-428

4. MANILA WATER COMPANY, INC.
   Exact name of issuer as specified in its charter

5. Province, country or other jurisdiction of incorporation or organization
   Quezon City, Philippines

6. Industry Classification Code: [Redacted] (SEC Use Only)

7. Address of issuer’s principal office
   Postal Code
   2F MWSS Admin. Bldg., 489 Katipunan Road, Balara, Quezon City 1105

8. Issuer’s telephone number, including area code
   (02)981-8122 / (02)981-8179 / (02)981-8129

9. Former name or former address, if changed since last report
   Not Applicable

10. Securities registered pursuant to Sections 8 and 12 of the Securities Regulation Code (SRC):

    a. Shares of Stock
       Common Shares, par value P1.00 each – 2,047,519,110¹

    b. Debt Securities

¹ 2,015,708,607 Outstanding Common Shares
    31,810,503 Shares Under the Stock Ownership Plans
    2,047,519,110
None

Registrant has no other registered securities either in the form of shares, debt or otherwise.

11. Are any of registrant’s securities listed on stock exchange?

Yes [X]  No [ ]

12. Indicate the item numbers reported herein:

Please see attached letter to the Securities and Exchange Commission (SEC) and Philippine Stock Exchange (PSE) dated February 2, 2015 on the Annual Stockholders’ Meeting.

SIGNATURE

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.

MANILA WATER COMPANY, INC.
Issuer

By:

JHOEL P. RAQUEDAN
Chief Legal Counsel
Assistant Corporate Secretary

Date: February 2, 2015
2 February 2015

SECURITIES AND EXCHANGE COMMISSION
Securities and Exchange Commission Building, EDSA, Greenhills, Mandaluyong City

Attention : Mr. Vicente Graciano P. Felizmenio, Jr.
Director, Markets and Securities Regulation Department

PHILIPPINE STOCK EXCHANGE, INC.
Tower One and Exchange Plaza, Ayala Triangle, Ayala Avenue, Makati City

Attention : Ms. Janet A. Encarnacion
Head, Disclosure Department

Subject : Annual Stockholders’ Meeting

Gentlemen :

Please see attached notice and agenda of our annual stockholders’ meeting which is set for April 7, 2015.

Thank you.

Very truly yours,

[Signature]

JHOEL P. RAQUEDAN
Chief Legal Counsel
Assistant Corporate Secretary
NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders of MANILA WATER COMPANY, INC., will be held at the Ballroom 2, Fairmont Makati, 1 Raffles Drive, Makati Ave., Makati City, on Tuesday, April 7, 2015, at 3:00 P.M., with the following

AGENDA

1. Call to Order
2. Notice of Meeting, Certification of quorum and Rules of Conduct and Voting Procedures
3. Approval of the minutes of the meeting of stockholders on April 4, 2014
4. Reports of the Chairman of the Board of Directors and the President
5. Annual Report and Approval of the Audited Financial Statements as of December 31, 2014
6. Ratification of all acts and resolutions during the preceding year of the Board of Directors, Board Committees, Management Committees and officers of the Company
7. Election of directors, including independent directors
8. Re-appointment of the external auditor and fixing of its remuneration
9. Consideration of such other business as may properly come before the meeting
10. Adjournment

In accordance with Section 8, Article II of the Company’s By Laws, the Board has fixed February 16, 2014 as the record date for the stockholders entitled to notice and vote at this meeting.

In accordance with Section 7, Article II of the Company’s By Laws, any stockholder who wishes to authorize a proxy to act for and in his behalf during the meeting shall submit duly accomplished proxies to the Office of the Corporate Secretary on or before March 25, 2015 at the 2/F MWSS Administration Building 489 Katipunan Road, Balara, Quezon City. Validation of proxies is set on March 27, 2015.

The Annual Meeting of Stockholders will be followed by an organizational meeting of the Board of Directors for the election of the officers of the Company and for the transaction of such other business as may properly come before the meeting.

For the details and rationale of each agenda item, and the draft resolutions, if applicable, please refer to Annex “A”.

Balara, Quezon City, February 2, 2015.

SOLOMON M. HERMOSURA
Corporate Secretary

MANILA WATER COMPANY, INC.
MWSS Administration Building,
489 Katipunan Road, 1105 Balara,
Quezon City, Philippines
T.: (632) 917 5900
W: www.manilawater.com
Customer Service Hotline 1627
ANNEX “A”

DETAILS AND RATIONALE OF THE AGENDA

1. Call to Order

The Chairman of the Board of Directors, and the chairman of the meeting, Mr. Fernando Zobel de Ayala, will call the meeting to order.

2. Notice of Meeting, Certification of quorum and Rules of Conduct and Voting Procedures

The Corporate Secretary will certify the date when written notice of the date, time, place, and purpose of the meeting was sent to all stockholders of record as of February 16, 2015, and the date of publication of the notice in the newspapers of general circulation.

The Corporate Secretary will further certify the presence of a quorum. The holders of record for the time being of a majority of the stocks of the Company then issued and outstanding and entitled to vote, represented in person or by proxy, shall constitute a quorum for the transaction of the business.

The following are the Rules of Conduct and Voting Procedures:

a. Anyone who wish to make a remark or to make a query shall identify himself after being acknowledged by the Chairman and shall limit his remarks and query to the item in the agenda under consideration.

b. On the voting procedures, stockholders may opt for manual or online voting. For manual voting, each stockholder will be given a ballot upon registration to enable the stockholder to vote in writing per item in the agenda. For online voting, there will be computer stations placed outside the Ballroom where stockholders may cast their votes online. Both ballot and website platform will state the proposed resolutions for consideration by the stockholders and each proposed resolution will be shown on the screen as the same is taken up at the meeting.

c. All the items in the agenda requiring approval by the stockholders will need the affirmative vote of stockholders representing at least a majority of the issued and outstanding voting capital stock. Each outstanding share of stock entitles the registered stockholder to one vote. All votes received shall be tabulated by the Office of the Corporate Secretary, and the results shall be validated by an independent party to be announced at the meeting.

The election of the directors shall be by plurality of votes and every stockholder shall be entitled to cumulate his votes.
3. Approval of the minutes of the meeting of stockholders on April 4, 2014

Copies of the minutes of the stockholders meeting held on April 4, 2014 will be distributed to the stockholders upon their registration for this meeting. The minutes are also available at the Company website, www.manilawater.com.

The stockholders will be requested to approve the draft minutes of previous stockholders’ meeting and to acknowledge the completeness and accuracy thereof.

Below is the proposed resolution for this agenda item:

"RESOLVED, to approve the minutes of the annual stockholders’ meeting held on April 4, 2014."

4. Reports of the Chairman of the Board and the President

The Chairman, Mr. Fernando Zobel de Ayala, and the President, Mr. Gerardo C. Ablaza, will deliver their reports on the highlights of the Y2014 Company performance as reflected in the audited financial statements, and the outlook for Y2015.

5. Approval of the Annual Report and of the Audited Financial Statements as of December 31, 2014

The Chairman will request the stockholders’ approval of the annual report and the audited financial statements as of December 31, 2014.

The stockholders will be given opportunity to ask questions prior to submitting the Annual Report and the Audited Financial Statements for approval by the stockholders. Copies of the Annual Report and the Audited Financial Statements will be distributed to the stockholders before the meeting. Further, the Audited Financial Statements will be released by the Company and be made available at the Company website, www.manilawater.com.

Below is the proposed resolution for this agenda item:

"RESOLVED, to approve the annual report and the 2014 audited financial statements of the Company."

6. Ratification of all acts and resolutions during the preceding year of the Board of Directors, Board Committees, Management and officers of the Company
The Chairman will request the stockholders to ratify all acts and resolutions adopted during the preceding year by the Board of Directors, the Board Committees, Management Committee and the officers of the Company.

The acts and resolutions of the Board and its Committees are reflected in the minutes of meetings and they include approval of contracts and agreements, projects and investments, treasury matters and acts and resolutions covered by disclosures to the SEC and PSE. The acts of the Management and officers were those taken to implement the resolutions of the Board or its Committees or taken in the general conduct of business.

Below is the proposed resolution for this agenda item:

“RESOLVED, to approve and ratify all acts and resolutions of the Board of Directors, all the Board Committees, as well as all the acts of the Management and officers of the Company taken or adopted since the annual stockholders’ meeting on April 4, 2014 until April 7, 2015.”

7. Election of directors, including independent directors

In accordance with Section 2, Article II of the Company’s By Laws, all nominations to the Board of Directors must be submitted in writing to the Nomination Committee on or before February 20, 2015. The Nomination Committee, in the exercised of its assigned task under its charter and the Manual of Corporate Governance of the Company, shall evaluate and determine whether the nominees for election to the Board of Directors including the independent directors, have all the qualifications and none of the disqualifications before submitting the nominees for election by the stockholders of the eleven (11) members of the Board of Directors including the independent directors.

Copies of the curriculum vitae and profiles of the candidates to the Board of Directors will be provided in the Preliminary Information Statement and in the Definitive Information Statement.

8. Re-appointment of the external auditor and fixing of its remuneration

The external auditor of the Company is tasked with the preparation of its annual audited financial statements.

The stockholders approval for the re-appointment of Sycip Gorres Velayo and Company, the Company’s external auditor, will be sought at the meeting.

The Audit Committee will endorse to the stockholders the re-appointment of SGV as external auditor for the ensuing year, as well as the proposed remuneration. The profile of the external auditor will be provided in the Preliminary Information Statement and the Definitive Information Statement.
Below is the proposed resolution for this agenda item:

"RESOLVED, to approve the re-appointment of the firm of SyCip Gorres Velayo & Company as external auditor of the Company for the fiscal year January 1, 2015 to December 31, 2015."

9. Consideration of such other business as may properly come before the meeting

The Chairman will open the floor for comments and questions by the stockholders. Stockholders may also propose to consider such other relevant matters and issues.

10. Adjournment

Upon determination by the Corporate Secretary that there are no other matters to be considered, and on motion by a stockholder duly seconded, the Chairman shall declare the meeting adjourned.

Section 7, Article II, By Laws

Section 7. Election of Directors – The directors of the Corporation shall be elected by majority vote at the annual meeting of the stockholders at which a quorum is present. At each election for directors every stockholder shall have the right to vote, in person or proxy, the number of shares owned by him for as many persons as there are directors to be elected, or to cumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his shares shall equal, or by distributing such votes at the same principle among any number of candidates.