

MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING OF

VALLEY GOLF & COUNTRY CLUB, INC.

Held at the Board Room, Main Clubhouse
Valley Golf & Country Club, Inc.,
Don Celso Tuason Avenue, Antipolo City
September 27, 2020 at 4:00 p.m.

TOTAL NUMBER OF SHARES OUTSTANDING	1,594
TOTAL NUMBER OF SHARES PRESENT/REPRESENTED AND ENTITLED TO VOTE	(864) (54%)

I. CALL TO ORDER

After the National Anthem, the President and Chairman of the Board of Directors, Mr. Wilfredo G. Manahan, called the meeting to order and presided over the same.

The Corporate Secretary, Atty. Marcus Antonius T. Andaya, recorded the minutes of the proceedings.

Before the meeting proper started, the Secretary stated for the record the names of Directors of Valley Golf & Country Club, Inc. who were present during the meeting. The following Directors were present:

Pres. Wilfredo G. Manahan
Dir. Carlo J. Carpio
Dir. Albert DG. San Gabriel
Dir. Leopoldo M. Garcia
Dir. Pablito M. Gregore
Dir. Atty. Jeremy Z. Parulan
Dir. Albert G. Que
Dir. Reginald Benjamin V. San Pedro
Dir. Atty. Ronald O. Solis

Also present were the members of the COMELEC namely:

Atty. Rio Venturanza
Atty. Allan Jocson
Judge J Ernest Ermin Louie Miguel

The Secretary laid down the seven (7) items for voting:

1. Approval of the Minutes of the 2019 Annual Stockholders' Meeting held on 22 September 2019;
2. Approval of the President's Report containing the Company's 2020 Annual Report and Financial Report of the Treasurer containing the Audited Financial Statements;
3. Approval, confirmation and ratification of all Acts and resolutions of the Board of Directors and the Management from July 1, 2019 to June 30, 2020;
4. Appointment of External Auditor;
5. Election of Directors;

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6. Amendment of Article III, Section 1 of the By-Laws authorizing the Annual meetings to be held by remote communications and stockholders may participate in such meetings through remote communications or other alternative modes of communication; and
7. Amendment of No. Sixth of Articles of Incorporation and Article IV, section 1 of the By-Laws increasing the number of Directors from 9 to 11 to be composed of nine (9) regular Directors and two (2) Independent Directors and providing for their term of office.

The Secretary also informed everyone that the meeting was convened via zoom live streaming as approved by the Board of Directors and as authorized by SEC Memorandum Circular No. 6, Series of 2020. He reiterated that the meeting was being recorded in video and audio in accordance with the requirements of the Securities and Exchange Commission. Audio and video recordings of the 2020 ASM livestream broadcast will be adequately maintained by the Club and will be made available in the Club's website after the event.

II. CERTIFICATION OF NOTICE AND QUORUM

The Secretary confirmed that notices of the meeting were duly sent to all members of the Board of Directors together with a copy of the materials for the meeting.

The Secretary also confirmed that notices of the meeting were duly sent to all the Stockholders on records **through electronic mail to the members' email addresses officially registered with Valley Golf on 04 September 2020** which was at least 21 days prior to this scheduled Annual Stockholders' Meeting in accordance with the Revised Corporation Code and at least ten (10) days under the By-Laws of Valley Golf & Country Club, Inc.

The Secretary also confirmed that Notice of the meeting was also **posted on the front page of the Club website beginning on 04 September 2020.**

The Secretary therefore certified that the Stockholders were duly notified of the Annual Stockholders' Meeting.

As to the existence of quorum, the Secretary announced that based on the tally of the number of stockholders who have successfully registered on line and have submitted verified and validated SPAs and Proxies on hand, the total number of voting on-line in person and represented by proxy was **864** shares or representing at least **54%** out of the 1,594 total outstanding capital stock of the Club. The number of shares voting on-line in Person was **76** shares and by Proxy, **788** shares.

The Secretary therefore certified the existence of a quorum for the valid transaction of business at the meeting.

Before proceeding with the meeting proper, the Secretary briefly explained the rules in the conduct of today's meeting and the voting procedures for the virtual meeting pursuant to the Guidelines for the September 27, 2020 Stockholders' meeting as approved by the Board of Directors which was included in the Club's Definitive Information Statement that was submitted to the Securities and Exchange Commission.

The Secretary confirmed that the Administrative support was recording the numbers of stockholders who were connected to the Website and that they maintain a record of the same. Thus, the total numbers of stockholders who connected with the

Website during the Annual Stockholders' meeting was 49 or 3% of the total numbers of stockholders.

III. APPROVAL OF THE MINUTES OF THE LAST STOCKHOLDERS' MEETING

Upon motion duly made and seconded, the reading of the minutes of the last stockholders' meeting held on 22 September 2019 was dispensed with as the same had been previously circulated/distributed to the stockholders. The Secretary confirmed that no inquiries of objections submitted on-line, the Minutes of the last Stockholders' meeting was thereafter approved.

The votes for the Resolution on the approval of the Minutes of 2019 Annual Stockholders' Meeting are as follows:

AGENDA ITEM	VOTES IN FAVOR	VOTES AGAINST	ABSTAIN
Approval of Minutes of the Previous Meeting of Stockholders	864 (54%)	0 (0.00%)	0 (0.00%)

Accordingly, the following resolution was thereafter passed:

“RESOLVED, that the Minutes of the Annual Meeting of the Stockholders of VALLEY GOLF & COUNTRY CLUB, INC. (the ‘Corporation’) held on 22 September 2019 is hereby approved.”

IV. MATTERS ARISING FROM THE MINUTES OF THE LAST STOCKHOLDERS' MEETING

The Chairman, Mr. Wilfredo G. Manahan inquired if there are questions submitted on-line regarding the previous year's minutes.

The Secretary certified that there was no question submitted on-line regarding the matter.

V. APPROVAL OF THE PRESIDENT'S REPORT CONTAINING THE COMPANY'S 2020 ANNUAL REPORT AND FINANCIAL REPORT OF THE TREASURER CONTAINING THE AUDITED FINANCIAL STATEMENTS.

a. FINANCIAL REPORT OF THE TREASURER

The Chairman announced that the Financial Report of the Treasurer contains the Audited Financial Statements for Fiscal Year 2020 and that a copy of the Audited Financial Statements for the fiscal year 2020 was made available to the stockholders in the website of the club and was sent to the members via email.

The Secretary certified that there were no questions or objections submitted on-line regarding the matter.

b. PRESIDENT'S REPORT

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The Chairman announced that the President's Report is the Company's 2020 Annual Report and that a copy of the President's Report was made available to the stockholders in the website of the club and was sent to the members via email.

The Secretary certified that there were no questions or objections submitted on-line regarding the matter.

The votes for the approval of the Financial Report of the Treasurer containing the Audited Financial Statements for Fiscal Year 2020 and the President's Report containing the Company's 2020 Annual Report were as follows:

AGENDA ITEM	VOTES IN FAVOR	VOTES AGAINST	ABSTAIN
Approval of 2019-2020 Annual Report and Financial Statements	893 (54%)	0 (0.00%)	0 (0.00%)

The herein below resolution was likewise approved:

“RESOLVED, the Audited Financial Statements for Fiscal Year 2020 as reflected in the Treasurer’s Financial Report together with the Company’s 2020 Annual Report as reflected in the President’s Report, be noted and approved.”

VII. APPROVAL, CONFIRMATION AND RATIFICATION OF ALL ACTS AND RESOLUTIONS OF THE BOARD OF DIRECTORS AND THE MANAGEMENT FROM JULY 01, 2019 TO JUNE 30, 2020.

The Chairman announced that a copy of the list of Acts of the Board and Management from July 1, 2019 to June 30, 2020 was made available to the stockholders in the website of the club and the same was sent thru email to the registered email addresses of all the stockholders.

The Secretary certified that there were no questions or objections submitted on-line regarding the matter.

The votes for the approval, confirmation and ratification of all acts and resolutions of the Board of Directors and the Management from July 01, 2019 to June 30, 2020 were as follows:

AGENDA ITEM	VOTES IN FAVOR	VOTES AGAINST	ABSTAIN
Ratification of all acts of the Board of Directors and Management from the date of the last stockholders' meeting up to the date of the present meeting.	864 (54%)	0 (0.00%)	0 (0.00%)

The herein below resolution was likewise approved:

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“RESOLVED, that all acts of the Board of Directors and Management for the period July 1, 2019 to June 30, 2020 are hereby confirmed, approved and ratified.”

VIII. APPOINTMENT OF EXTERNAL AUDITOR

The Chairman announced that the present External Auditor is the Sycip, Gorres and Velayo & Co. So far, the Club is satisfied with their services, fees and reputation. The Audit Committee recommended to the Board the re-appointment of SGV as External Auditor and the recommendation was approved by the Board.

The Secretary certified that there were no questions or objections submitted on-line regarding the matter

The votes for the approval of the re-appointment of Sycip, Gorres and Velayo & Co. as External Auditor were as follows:

AGENDA ITEM	VOTES IN FAVOR	VOTES AGAINST	ABSTAIN
Re-appointment of Sycip Gorres Velayo & Company as External Auditor for 2019-2020	864 (54%)	0 (0.00%)	0 (0.00%)

The herein below resolution was likewise approved:

“RESOLVED, that the re-appointment of Sycip Gorres Velayo & cO. (SGV & Co) is hereby noted and approved.”

IX. ELECTION OF DIRECTORS

The Chairman announced that the members will elect 3 Directors for this Annual Stockholders’ Meeting for the ensuing year. There were initially 5 nominees whose nominations were verified and recommended to the Board for approval. However, one of the nominees withdrew his candidacy. The individual profiles were sent thru email to the email addresses of the members officially registered with the Valley Golf, posted in the Club’s bulletin board, website and appeared in the Definitive Information Statement.

The following were the official nominees:

- Renato “Rene” C. Balibag
- Jose Arsenio Isidro “John” D. Borromeo III
- Constantine L. Kochet Chua
- Rafael “Chino” S. Raymundo

The Chairman of the COMELEC, Atty. Rio Venturanza explained briefly the on-line voting process in accordance with the Rules and Procedures regarding on-line voting. The other members of the Comelec were Judge J. Ernest Ermin Louie Miguel and Atty. Allan Jocson

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Thereafter, the Chairman turned-over the tallying of votes to the representatives of SGV.

After all votes cast were counted, the following candidates were declared elected as new members of the Board of Directors of the Club for the year 2020-2021 after receiving the votes indicated opposite their names:

	Nominee	No. of Votes Received		
		In Person	By Proxy	Total
1.	Mr. Renato C. Balibag	100	526	626
2.	Mr. Jose Arsenio Isidro D. Borromeo III	46	657	703
3.	Mr. Constantine L. Kohchet-Chua	57	540	597
4.	Mr. Rafael S. Raymundo	22	641	663

The herein below resolution was likewise approved:

“RESOLVED, to elect the following as Directors of Valley Golf & Country Club, Inc., to serve as such until the election and qualification of their successors:

- 1. Jose Arsenio Isidro D. Borromeo III***
- 2. Rafael S. Raymundo***
- 3. Renato C. Balibag***

Consequently, the Chairman declared that the 3 winning candidates duly elected to serve as Directors until the election and qualification of their successors.

The newly elected Directors gave their short personal messages.

IX. Amendment of Article III, Section 1 of the By-Laws authorizing the Annual meetings to be held by remote communications and stockholders may participate in such meetings through remote communications or other alternative modes of communication;

The Secretary briefly explained the need to amend the pertinent part of the By-Laws. It was explained that considering that the use of remote communication and other alternative modes of communication is not provided for under the by-laws, there is a need to amend the pertinent provisions of the by-laws regarding the matter, more particularly Article III, Section 1 of the By-Laws.

It was announced that the Board of Directors by a majority vote approved to amend Article III, Section 1 of the By-Laws authorizing the Annual meetings to be held by remote communications and stockholders may participate in such meetings through remote communications or other alternative modes of communication.

The Secretary certified that there were no questions or objections submitted on-line regarding the matter.

The votes for the approval of the Amendment of Article III, Section 1 of the By-Laws authorizing the Annual meetings to be held by remote communications and stockholders may participate in such meetings through remote communications or other alternative modes of communication were as follows:

IN FAVOR	NOT IN FAVOR	ABSTAIN
857	5	2

The herein below proposed resolution was approved.

“RESOLVED, to authorize the Amendment of Article III, Section 1 of the By-Laws authorizing the Annual meetings to be held by remote communications and stockholders may participate in such meetings through remote communications or other alternative modes of communication is hereby noted and approved.”

- X. Amendment of No. Sixth of Articles of Incorporation and Article IV, section 1 of the By-Laws increasing the number of Directors from 9 to 11 to be composed of nine (9) regular Directors and two (2) Independent Directors and providing for their term of office.**

The Secretary explained the pertinent laws and SEC rulings and Memorandum Circular pertaining to the election of Independent Directors. Valley Golf is covered by the requirement for the nomination and election of Independent Directors. However, our current By-Laws do not provide for the election of Independent Directors. The members of Valley Golf regularly elect Regular Directors only. In order to accommodate the election of 2 Independent Directors, there is likewise a need to amend No. Sixth of Articles of Incorporation and Article IV, Section 1 of the By-Laws. to increase the number of Directors from 9-11

The Secretary certified that there were no questions or objections submitted on-line regarding the matter.

The votes for the approval of Amendment of No. Sixth of Articles of Incorporation and Article IV, section 1 of the By-Laws increasing the number of Directors from 9 to 11 to be composed of nine (9) regular Directors and two (2) Independent Directors and providing for their term of office were as follows:

IN FAVOR	NOT IN FAVOR	ABSTAIN
647	214	3

The Secretary announced that based on the tally of votes received, 647 number of shares comprising of 40.5% only of the total number of shares issued voted in favor the approval of the Amendment. However, the tally of votes received shows failure to reach the required votes or assent of at least 2/3 of the members or at least 1063 number of shares. There is no approval from the members regarding this item in the agenda.

The Chairman declared the Amendment of No. Sixth of Articles of Incorporation and Article IV, section 1 of the By-Laws increasing the number of Directors from 9 to 11 to be composed of nine (9) regular Directors and two (2) Independent Directors and providing for their term of office was not approved.

XI. OTHER MATTERS

The Chairman inquired from the Corporate Secretary if there were other inquiries submitted on-line regarding other matters. The Corporate Secretary answered in affirmative and read the questions:

1. From Cecile Ng Esguerra – When will the starter house be completed at the North Course? What is the budget for this and who is the contractor?

The chairman answered on behalf of the Engineering Committee headed by Dir. Albert Que that the project will be completed in a week or two. The budget is ₱310,150.00 and was constructed via in house.

2. From Cecile Ng Esguerra – What is the status of the case between Mr. Joe Tayawa and the five (5) Board of Directors. Is it true that the case was filed against the 5 individuals and not Valley Golf? If so, why is Valley funding the case?

The Chairman directed the Legal Counsel to reply to the query. Atty. A-dan Tayag replied that the plaintiff himself included Valley Golf in the complaint because he was asking in his complaint to be reinstated or the suspension be lifted. He had to include Valley Golf as a necessary party because the individual directors cannot by themselves implement the reinstatement or lifting of suspension. Dir. Solis commented that this is the only reason why Valley Golf has been made a party defendant in case the court issues the prayer asked for in the complaint to reinstate or to lift the suspension of the plaintiff, it will be addressed to Valley Golf & Country Club.

Dir. Solis then made a clarification whether the plaintiff sought for damages against Valley or only against the 5 individual directors?

Atty. Tayag replied that the plaintiff sought for damages only against the 5 individual directors.

Going back to the question of Ms. Cecile Ng, why is it that Valley Golf is the one paying for expenses when it is not being assessed for damages. Atty. Tayag replied that the directors enacted the resolution to suspend not as individuals but in their capacity as members of the board of directors. It was procedurally valid, so it is an act of the board and Valley Golf. Valley Golf has the right to vindicate and defend this resolution.

Dir. Solis inquired how much has Valley paid by way of legal fees to the lawyers representing VGCC and the five directors. Ms. Arguelles replied that the total legal fees as of June 30, 2020 is 1.16million.

The chairman clarified that the board resolution of suspension was among those ratified by the stockholders during the last annual meeting. And that the engagement of the Legal Counsel was made in the previous board and not during the term of this Board.

3. From Cecile Ng Esguerra – What is Valley's rule for members caught cheating during a tournament?

The Chairman replied that the procedure is that once a written incident report was submitted to the office of the General Manager, the erring member will be requested to submit written explanation. All the documents including the incident report, the statement

from the witnesses and the explanation letter from the erring member will then be submitted to the Membership Committee. The Membership Committee, upon gathering all facts, will now submit its recommendation to the Board for appropriate action.

4. From Rogelio Avenido – Is there a schedule to improve DCT Avenue by way of asphalt overlay?

The Chairman replied that it will depend on if there will be a budget.

5. From Rogelio Avenido – The resolution to elect should be a resolution to confirm the three successful candidates.

The Corporate Secretary took note of the comment.

6. From Louie Quiogue – During my time as a director, we objected to the membership of any chairman of a committee that maintains a budget in the Audit Committee. This year, the Audit Committee has for its members are chairpersons of the Sports and Games and the Security Committee. The chairman of the Audit Committee is also a member of the Bids and Awards Committee. Among the projects that the committee reviewed was the DCT and Founders Cup Tournament. How can we rely on any audits that were conducted then?

The Chairman replied that the integrity of the Directors appointed is unquestionable and that the External Auditor is independent and prudent in checking all the records of the items to be audited.

ADJOURNMENT

There being no other matters to be discussed, the meeting was thereupon adjourned.

Attested by:

WILFREDO G. MANAHAN
President

MARCUS ANTONIUS T. ANDAYA
Corporate Secretary

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