



## GUIDELINES FOR THE SEPTEMBER 24, 2023 STOCKHOLDERS MEETING

The 2023 Annual Stockholders' Meeting (ASM) of VALLEY GOLF & COUNTRY CLUB, INC. (or "Club") is scheduled on September 24, 2023 at 4:00 PM (Manila Time).

As part of the Club's initiative to continuously promote shareholder rights while closely monitoring the lingering public health impact of the coronavirus outbreak (COVID-19) in the country and adhering to all pertinent directives and advisories from the government, its various agencies and health authorities, we are pleased to inform our stockholders that VALLEY GOLF & COUNTRY CLUB, INC. will be conducting its 2023 Annual Stockholders' Meeting (ASM) in person and/or via remote/ communication as authorized and provided for in SEC Memorandum Circular No. 6, series of 2020. The Board of Directors of the Club has approved a resolution authorizing the stockholders to participate in the 2023 ASM in person and/or via remote communication and exercise their right to vote in absentia from the safety and comfort of their own homes.

### 1. GENERAL GUIDELINES:

- 1.1. The Notice of the Stockholders' Meeting and attachments (Minutes of the 2022 Stockholders' Meeting, Summary of Board Resolutions, Rules for the Election of Directors, List of Candidates, Annual Report and Calendar) will be sent to all Stockholders on record as of August 16, 2023 thru email. The Notice and the attached documents shall likewise be posted on the front page of the Club website and can be accessed by any proprietary member by logging in to our website using his/her account number and password.

### NOTICE AND AGENDA OF ANNUAL MEETING OF STOCKHOLDERS

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders of VALLEY GOLF & COUNTRY CLUB, INC. will be conducted in hybrid format (a combination of in-person and remote attendance) on September 24, 2023 at 4:00P.M. as provided for in the Minutes of the Meeting dated July 15, 2023 wherein the Board of Directors approved the conduct of the annual meeting in hybrid format.

Voting by VGCCI stockholders of record *in absentia* will be through the Club's secure online voting facility or by appointing a proxy. The in-person meeting will be held at the Founders' Hall, Main Clubhouse, Valley Golf & Country Club, Don Celso Tuason Ave., Antipolo City and will be live streamed through an online live broadcast.

Stockholders who wish to participate in the meeting, whether in-person or remotely, must register at the VGCCI 2023 ASM website <[www.valleygolfelection.com](http://www.valleygolfelection.com)> and email supporting documents listed therein to [admin@valleygolf.com.ph](mailto:admin@valleygolf.com.ph) on or before

September 19, 2023. All documents submitted will be subject to verification and validation by the Corporate Secretary. Stockholders who wish to attend in-person must email the Corporate Secretary at [admin@valleygolf.com.ph](mailto:admin@valleygolf.com.ph) to be counted for in-person attendance. Kindly note that in-person attendance will be limited to the first fifty (50) Stockholders who registered via email as set forth above.

Stockholders intending to exercise the right to vote *in absentia* should notify Valley Golf by sending an e-mail to [admin@valleygolf.com.ph](mailto:admin@valleygolf.com.ph) and submit a fully accomplished and signed Letter of Intent (LOI) and Data Privacy Consent form.

Elections for Members of the Board shall likewise be held on Sept 20 (8:00 a.m.) up to Sept. 21, 2023 (5:00 p.m.) for members Voting in Person online and September 22, 2023 (from 8:00 a.m. to 5:00 pm) for those Voting by Proxy online.

### AGENDA

1. Call to Order
  2. Corporate Secretary's Certification of Service of Notice and Quorum
  3. Approval of the Minutes of the Annual Meeting of Stockholders held on September 25, 2022
  4. Matters arising from the Minutes and action taken.
  5. Financial Report of the Treasurer
  6. President's Report
  7. Ratification of the President and Treasurer's Reports, Acts of the Board and Management (July 1, 2022 to June 30, 2023)
  8. Appointment of External Auditor
  9. Amendment of the Articles of Incorporation:
  10. Amendment of the By-laws:
  11. Election of Directors
  12. Other Matters
  13. Adjournment
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- 1.2. There will be audio and video recordings of the meeting.
  - 1.3. Stockholders intending to participate by remote communication and exercise the right to vote in absentia should notify Valley Golf by sending an e-mail to [admin@valleygolf.com.ph](mailto:admin@valleygolf.com.ph) and submit a fully accomplished and signed Letter of Intent (LOI) and Data Privacy Consent form.
  - 1.4. Each Stockholder will be given a One Time Password (OTP) sent thru email. in case he intends to participate by remote communication and exercise his right to vote in absentia
  - 1.5. All information and documents submitted online shall be subject to verification and validation by the Office of Membership and Internal Audit.
  - 1.6. After verification and validation, an e-mail confirmation will be sent by Club.
  - 1.7. A notification for the opening of online voting system shall be sent to the stockholders.
  - 1.8. The procedures for online voting in absentia, and participation in the meeting through remote communication can be accessed through the Club's website, [www.valleygolf.com.ph](http://www.valleygolf.com.ph).

- 1.9. Stockholders who have the issued OTP can vote in absentia and access the online livestreaming of the annual stockholders' meeting. You will not be able to vote through the Online Voting System/ Portal if you do not have the OTP
- 1.10. Stockholders intending to participate by appointing a proxy should submit their proxy forms online not later than 5:00 p.m. on September 14, 2023
- 1.11. Stockholders who have no email address may submit their proxy (hard copies) at the Registration area.
- 1.12. Only Stockholders who have submitted the information and registration requirements, completed the online registration process, received confirmation of their registration and received the OTP can vote and participate in the meeting through remote communication or vote in absentia.
- 1.13. To protect your privacy, personal data and information, identity, and rights as a stockholder, the Club **highly discourages** the use of an email address that does not belong to you. Please remember that your log-in credentials to the Online Voting System/Portal and live stream invitation, as well as official communications from the Club will be sent to this email address hence, we advise that you use your own active personal email address.

**The Club likewise discourages the use of the following:**

- Inactive email addresses
- Email addresses of family members
- Work emails
- Compromised emails or emails with two or more people having access

## 2. CONDUCT OF THE STOCKHOLDERS' MEETING

- 2.1 Stockholders' meeting will be under a hybrid set up. Stockholders will be allowed to personally attend the on-site meeting subject to limitation on the number of in-person participants as a safety precaution.

Stockholders who wish to participate in the meeting, whether in-person or remotely, must register at the VGCCI 2023 ASM website <[www.valleygolfelection.com](http://www.valleygolfelection.com)> and email supporting documents listed therein to [admin@valleygolf.com.ph](mailto:admin@valleygolf.com.ph) on or before September 19, 2023. All documents submitted will be subject to verification and validation by the Corporate Secretary.

### 2.1.1 Registration:

- Open your browser and type <https://www.valleygolfelection.com>, Supply the one-time passcode (that was sent to your email address) on the "Account Verification Form" and press Enter.
- Click Register and you will be redirected to a Google Form.
- Accomplish the required information and click *I agree with the Privacy notice of VGCC and click I consent to the processing of the above information in connection with VGCC's Annual Stockholders Meeting.*
- The following information and documentary requirements must be emailed to [admin@valleygolf.com.ph](mailto:admin@valleygolf.com.ph) to complete the registration:
  - For individual stockholder:

- Valid government-issued ID with photo and signature (in JPG format)
  - A valid and active e-mail address
  - A valid and active contact number
- For corporation:
  - A scanned copy of certification signed by a duly authorized officer of such corporation attesting to the authority of the representative to vote for and on behalf of the corporation (in JPG format)
  - A scanned copy of one (1) valid government-issued ID of the representative with photo and signature (in JPG format)
  - A valid and active e-mail address of the representative
  - A valid and active contact number of the representative
- In addition to the above, Stockholders who wish to attend in-person must email the Corporate Secretary at admin@valleygolf.com.ph to be counted for in-person attendance. Kindly note that in-person attendance will be limited to the first fifty (50) Stockholders who registered via email as set forth above.

#### **Livestream - Zoom Webinar**

- 2.1.1. Please go to <https://zoom.us/test> and click "Join".
  - 2.1.2. You will be given the option to "download and run Zoom" (if not yet installed previously, especially for mobile devices) or to "join from your browser" (recommended for desktop/laptop users).
  - 2.1.3. To join the webinar, click the link that the host provided or the one you received in the confirmation page after you registered. If the host sent a registration confirmation email, the link can also be found there.
- 2.2. Stockholders of record who have OTP will be provided a direct link to the live stream broadcast of the 2023 Annual Stockholders Meeting (ASM).
  - 2.3. Stockholders are advised to ensure a stable internet connection during online registration, voting, and viewing of the live stream broadcast of the 2023 Annual Stockholders Meeting (ASM).
  - 2.4. Items in the Agenda together with the questions, suggestions or comments sent through email by any stockholder including the results of the voting on every item in the Agenda will be presented sequentially during the meeting
  - 2.5. The main page of the Club's website will provide a link to the recording of the whole meeting.
  - 2.6. Only the items in the Agenda and the results of the election will be taken up in the virtual meeting.
  - 2.7. The Board of Directors, members of the Committee on Election (Comelec), stockholders (and administrative support staff) will be present in the hybrid meeting.
  - 2.8. The link to audio and video recordings of the 2023 ASM livestream broadcast will be made available in the Club's website after the event.
  - 2.9. Stockholders may submit questions and comments including objections, if any, on any matter in the Agenda, on or before 5:00 p.m. on September 22, 2023 which will

- be posted with the corresponding replies thereto during the live stream of the 2023 Annual Stockholders Meeting (ASM).
- 2.10. Any questions or comments submitted and received after the deadline shall be answered directly by Management thru email to the stockholder concerned. Additional questions or comments may be sent to office of the president@valleygolf.com.ph
  - 2.11. Mechanism for information dissemination – The website will include a portion for “Frequently asked questions”. Stockholders are advised to visit the Frequently Asked Questions (FAQ) page prior to sending inquiries.

### 3. PROXIES

#### 3.1. Proxies.

- 3.1.1. Stockholders may request for the Pre-numbered Proxy form. A stockholder can request a maximum of 20 proxy forms per day only before the office of the Human Resource Department.
  - 3.1.2. The member may choose to execute a proxy form in favor of another member to exercise his right to vote.
  - 3.1.3. Unless the reason for replacement is due to death or severe physical, mental or medical incapacity to discharge the representative's functions under the proxy, once the proxy form has been validated, the same shall be deemed final, without prejudice to the right of the Stockholder to personally appear to cancel the proxy form and cast his vote before his proxy or assignee shall have cast a vote on his behalf.
- 3.2. After the proxy forms are properly accomplished, the same may be submitted at the Human Resource Department.
  - 3.3. If the proxy form is submitted with 2 or more names proxies for the election of the members of the Board of Directors, it will be invalid for voting and considered for quorum purposes only. If the proxy form is corrected before submission then it is valid. If a Stockholder signs 2 or more proxy forms in favor of 2 different persons and the 2 proxies submit both proxy forms signed by the same stockholder for the election of the members of the Board of Directors the proxies are invalid for voting and will be considered for quorum purposes only. This is without prejudice to the right of the stockholder to exercise his/her right to vote online either remote or in-person.
  - 3.4. In case of loss or destruction of the numbered proxy form, the stockholder concerned may request for a Replacement Proxy form. The stockholder must submit a notarized affidavit of Request for Replacement Form citing the reason for the request.
  - 3.5. In case of a corporate stockholder, the person appearing before the Committee should be equipped with a duly notarized Secretary's Certificate showing that he is authorized to cause the cancellation of the subject proxy form.
  - 3.6. Once a Replacement Proxy Form has been issued, the Original Proxy form shall be automatically canceled and can no longer be used even if subsequently found.

- 3.7. All Proxy forms submitted before the Human Resource Dept. will be subject to Internal Audit Procedure.

#### 4. ONLINE VOTING PROCEDURE

- 4.1 The Annual Stockholders Meeting (ASM) webcast uses an entirely different secure system. For cyber security purposes, the Online Voting System/Portal also uses a separate, secure system or platform.
- 4.2 An electronic absentee ballot will be available upon login of all registered Stockholders in the front page portion of the website dedicated for the Stockholders Meeting. OTP is required for login in the voting system. The Stockholder will receive his/her OTP thru the registered email while Proxyholders will be sent a separate OTP for voting thru Proxy. All agenda items in the Notice of the Stockholders' Meeting may be voted upon as follows:
- 4.3 For all items in the Agenda except the Election of Directors, the Stockholder/Proxyholder will click any of the following:

**STEP 1:** Click the link in the email sent to you containing your log-in credentials to access the ONLINE VOTING PORTAL. Alternatively, you may also click on the VOTE icon in the microsite.

**STEP 2:** Enter the log-in credentials provided and click LOGIN.

**STEP 3:** The stockholders may vote on amendment online and each agenda item. A brief description of each item for stockholder's approval is appended to the NOTICE OF MEETING.

##### 4.3.1. Voting for the Election of Directors by Stockholders and Proxyholders

Vote "Yes", "No", or "Abstain" on each agenda item for approval.

- 4.3.1.1. Electronic Ballot for the Stockholder – the registered Stockholder shall indicate the number of votes for each candidate by following the step-by-step procedure on the ballot. The number of votes shall not exceed the number of shares owned by the stockholder multiplied by nine (9).
- 4.3.1.2. Electronic Ballot for the Proxyholder – the registered Proxyholder shall indicate the number of votes for each candidate by following the procedure on the ballot. The number of votes shall not exceed the number of valid proxies multiplied by nine (9).
- 4.3.1.3. For election of directors, vote for nine nominees, withhold vote for any of the nominees, or vote for certain nominees only.

4.3.2. Voting for Amendment by the General Manager.

- 4.3.2.1. Electronic Ballot for General Manager – the General Manager shall indicate the number of votes for the proposed amendments by following the procedure on the ballot. The number of votes shall not exceed the number of valid proxies. Vote Yes or No on the proposed amendments.

*Note: The stockholder may vote such number of shares for as many persons as there are directors to be elected or cumulate such said shares and give one candidates as many votes as the number of directors to be elected multiplied by the number of shares owned, or distribute them on the same principle among as many candidates as may be seen fit, provided that the total number of votes cast shall not exceed the number of shares owned by the stockholder multiplied by nine (9). The seven candidates for regular directors and the two candidates for independent directors with the most number of votes shall be declared elected.*

**STEP 4:** Once you have reached the last of the agenda items and have made your votes, click on the **CONFIRM AND SUBMIT** button.

**STEP 5:** You will then be presented with a summary where you can review the votes you have casted. If you are satisfied, once again click the **CONFIRM AND SUBMIT** button. Once confirmed, the Stockholder/Proxyholder will no longer be allowed to make any changes in his ballot. You will also receive an email confirming that your votes have been submitted to the Club.

*Note: a stockholder attending and participating in the ASM in multiple capacities must go through the voting process for each capacity. Stockholders must exert all effort in ensuring that their votes are proper prior to submitting the same.*

**STEP 6:** The Stockholder/Proxyholder will logout from the system.

**Note:** A stockholder who personally casts his vote or votes through a proxy online shall be considered present for purposes of determining quorum even if he or his proxy does not join the webinar during the virtual stockholders' meeting itself.

- 4.4 Stockholders who have not issued a proxy (or have decided to disregard the same) and wish to vote online will be counted for quorum purposes thru the authorization that will be confirmed before access is allowed in the voting system.
- 4.5 An independent third-party entity will count and tabulate the votes cast in absentia through the Voting System/Portal.
- 4.6 The Comelec shall validate the voting results and report the same to the Board during the Meeting.

#### 4.7 Schedule of Voting

September 20-21, 2023 (Wednesday- Thursday)	Stockholders online voting from Sept. 20 (8:00 a.m.) up to Sept. 21, 2023 (5:00 p.m.)
September 22, 2023 (Friday)	Voting by Proxyholders online from 8:00 a.m. to 5:00 p.m.

Voting by the stockholders can only be done exclusively through the Online Voting System/Portal stated above and not during the live stream broadcast on September 24, 2023

#### 5 OTHER MATTERS TO ADDRESS ADMINISTRATIVE, TECHNICAL AND LOGISTICAL ISSUES.

- 5.1 The Club is not responsible for the reliability, stability, or the speed of the hardware and software of the computer or device being used by the stockholder, nor shall the Club be responsible for the connection, speed, and stability of the internet connection of the computer or device of the stockholder when using the Online Voting System, and Livestream Broadcast of the 2023 Annual Stockholders Meeting (ASM).
- 5.2 The Club has taken all necessary steps and precautions within its power to ensure the security of the Online Voting System and Livestream Broadcast. This notwithstanding, should the Club detect any unauthorized third-party access, intrusion, interference, and/or interruption with said systems, which in the sole determination of the Club poses a risk of disclosure of personal and private data or may result in a breach of data privacy laws and regulations, the Club reserves the right to immediately disable any of the systems without prior notice.

  
**ALLAN JOCSON**  
Corporate Secretary