



## NOTICE AND AGENDA OF ANNUAL MEETING OF STOCKHOLDERS

TO: ALL STOCKHOLDERS  
VALLEY GOLF & COUNTRY CLUB, INC.

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

**VALLEY GOLF AND COUNTRY CLUB, INC**  
Don Celso S. Tuason Ave. Antipolo City 1870 Philippines  
Telephone: 8658 4901 to 03

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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

### WHO ARE QUALIFIED TO VOTE

The Board of Directors has fixed August 1, 2023 as the record date for the determination of the stockholders who are entitled to vote at said Annual Meeting. "Only stockholders in good standing shall have the right to vote and be voted upon x x x." (Article III, Sec. 8, Amended By-Laws). The stock and transfer book of the corporation will not be closed.

Only stockholders in good standing as of August 1, 2023 and not appearing in the Club's delinquent list as posted on September 14, 2023 shall be qualified to vote.

For voting purposes, each share of stock shall be entitled to one (1) vote. However, in electing the candidates for the Board of Directors, each shareholder shall be entitled to nine (9) cumulative votes.

A stockholder may appoint a proxy to represent him or her during the Annual Meeting, subject to the Rules and Procedures in the Verification/Authentication of Proxies as shown in Enclosure No. 4. All proxies submitted and registered on or before 5:00 P.M. of the record date, shall be the basis for determining the quorum.

Deadline for filing of proxy forms is at 5:00 PM of September 14, 2023. Proxy forms shall be validated as these are received by the Club, provided that the proxy forms are submitted to the Club on or before 5:00 P.M. of September 14, 2023. The last day for validation of proxy forms is on September 19, 2023 at 5:00 P.M.

### WHO ARE QUALIFIED FOR ELECTION

Only those nominated in accordance with Article III, Section 8, Article IV, Section 1 - Paragraph 2 and Article IV, Section 5 of the Club's By-Laws, who satisfied the qualifications and passed the screening of the Nominating Committee, shall qualify for election to the Board of Directors.

Stockholders on record shall elect nine (9) Directors from the list of qualified candidates.

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## SCHEDULE OF VOTING, CANVASSING & ANNOUNCEMENT OF RESULT

September 20-21, 2023 (Wednesday – Thursday)	Voting in Person online from September 20 (8:00 a.m.) up to September 21, 2022 (5:00 p.m.)
September 23, 2022 (Friday)	Voting by Proxyholder online from 8:00 a.m. to 5:00 pm

Voting for stockholders may only be done through the Online Voting System/Portal and not during the live stream broadcast.

An independent third-party entity will count and tabulate the votes cast in absentia through the Voting System/Portal. The Committee on Election will validate the voting results. The Committee on Election shall report the results of voting during the Meeting.

## RULES OF THE MEETING

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.

### 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:

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- 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](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.

#### Livestream - Zoom Webinar

- i. Please go to <https://zoom.us/test> and click "Join".
  - ii. 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).
  - iii. 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. Stockholders of record who have OTP will be provided a direct link to the live stream broadcast of the 2023 Annual Stockholders Meeting (ASM).
  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).
  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
  5. The main page of the Club's website will provide a link to the recording of the whole meeting.
  6. Only the items in the Agenda and the results of the election will be taken up in the virtual meeting.
  7. The Board of Directors, members of the Committee on Election (Comelec), stockholders (and administrative support staff) will be present in the hybrid meeting.



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.
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).
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
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.

ATTY. ALLAN JOCSON  
Corporate Secretary

*Enclosures: 1) Minutes of the Stockholders Meeting on September 25, 2022; 2) Summary of all Board Resolutions; 3) Rules and Procedures in the Verification/Authentication of Proxies and Election of Directors; 4) List of Candidates; and 5) Calendar.*