

DRAFT
FOR APPROVAL OF STOCKHOLDERS

MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING OF

THE COUNTRY CLUB AT TAGAYTAY HIGHLANDS, INC.

3 August 2019 at 10:30 a.m.
Held at Spring Garden, Highlands China Palace
Tagaytay Highlands Complex, Brgy. Calabuso, Tagaytay City

Before the start of the meeting, the following members of the Board of Directors present were introduced:

WILLY N. OCIER
JERRY C. TIU
HANS T. SY
JOSEPH T. CHUA
RUBEN C. TAN

The presence of the General Manager, Ms. Clara T. Kramer, the Financial Controller, Mr. Frederick D. Deocariza, and other officers of the Club were also acknowledged. The representatives of the auditing firm of Sycip Gorres Velayo & Co. were likewise in attendance.

CALL TO ORDER

The President, Mr. Jerry C. Tiu, called the meeting to order and presided over the same. The Corporate Secretary, Mr. A. Bayani K. Tan, was requested to record the minutes of the proceedings.

CERTIFICATE OF NOTICE AND QUORUM

Upon the request of the Chairman, the Secretary certified that notices of the meeting were sent to all stockholders of record as of 15 July 2019 in accordance with the provisions of the By-Laws. Upon the instruction of the Chairman of the meeting, the certificate was appended to the original of the Minutes of this meeting.

The Secretary certified that out of 5,000 shares of the total subscribed capital stock of the Club, there were present, in person or by proxy, holders of 2,603 shares representing an attendance of 52.06% of the total subscribed capital stock. Accordingly, the secretary certified that a quorum existed for the transaction of business at hand.

**APPROVAL OF THE MINUTES OF THE
LAST STOCKHOLDERS' MEETING**

Upon motion duly made and seconded, the reading of the minutes of the annual stockholders' meeting of 26 May 2018 was dispensed with as the same had been previously distributed to shareholders. The Chairman opened the floor for questions about the Minutes of the 2019 Annual Stockholders' Meeting but none were raised.

The Minutes of the said meeting was thereafter approved as circulated, with the shareholders voting as follows:

AGENDA ITEM	VOTES IN FAVOR	VOTES AGAINST	ABSTAIN
Approval of Minutes of the Previous Meeting of Stockholders	2,603	0	0

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MANAGEMENT REPORT ON 2018
OPERATIONS AND RESULTS

Ms. Ma. Clara T. Kramer, the Club’s General Manager, reported on the activities of the Club for the fiscal year ended 31 December 2018. She briefly discussed the highlights of Club’s Balance Sheets and the Statements of Revenue and Expenses as well as the Statement of Cash Flows, which formed part of the SEC Form 20-IS previously sent to all shareholders.

For the year ended December 31, 2018, the Club posted a net income of ₱3.23 Million which shows a decrease of ₱0.56 Million compared to net income of ₱3.79 Million. The decrease in net income may be attributable to the increase in provision for income tax as a result of higher taxable income in 2018.

Revenues went up by ₱10.07 million, from ₱305.57 Million in 2017 to ₱315.64 Million mainly from food and beverage sales and membership dues, income from recreational facilities and room sales. Other income consists of service charge, membership transfer and assignment fee, sponsorship, income from Christmas assessment and commission.

Cost and operating expenses likewise increased by Php7.26 Million from Php301.81 Million in 2017 to Php309.07 Million in 2018. This was due to higher cost of sales and services in relation to the higher revenue generated during the year, commission expense, repairs and maintenance, and banquet expenses.

The Club showed a healthy financial position as of December 31, 2018, with total assets of ₱674.5 Million. In terms of liquidity, the Club has current assets of ₱1.14 per ₱1.00 of current liability as of December 31, 2018. Net working capital amounted to ₱17.1 Million in 2018. Cash and cash equivalents increased by 6.36% from ₱50.7 Million in 2017 to P ₱53.9 Million in 2018.

Total liabilities amounted to ₱142.8 Million as of December 31, 2018, lower than last year's ₱147.1 Million. The Club’s ratio of total liabilities to equity continued to be at a low level of 0.27:1.00 as of December 31, 2018 compared to 0.28:1.00 in 2017.

At the conclusion of said report, and no questions having been raised, the President’s Report for the year ended 31 December 2018, together with the Audited Financial Statements for the Fiscal Year ended 31 December 2018, upon motion duly made and seconded, was approved as follows:

AGENDA ITEM	VOTES IN FAVOR	VOTES AGAINST	ABSTAIN
Approval of 2018 Operations and Results and 2018 Audited Financial Statements	2,603	0	0

RATIFICATION OF CORPORATE ACTS

The Chairman announced that the next item on the agenda was the ratification of the acts of the Board of Directors, Officers, and Management of the Club. No questions or issues were raised about the corporate acts despite opportunity having been given by the Chairman.

Upon motion duly made and seconded, all acts of the Board of Directors, Officers, and Management of the Club from the date of the last annual stockholder's meeting up to the date of this present meeting, were, in all respects, confirmed, ratified, and approved, as follows:

AGENDA ITEM	VOTES IN FAVOR	VOTES AGAINST	ABSTAIN
Ratification of Corporate Acts	2,603	0	0

ELECTION OF DIRECTORS

The Chairman proceeded to the next item on the agenda, which was the election of the members of the Board of Directors for the ensuing year. The following have been nominated for election:

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Willy N. Ocier
Jerry C. Tiu
Hans T. Sy
Joseph T. Chua
Ruben C. Tan

The Chairman noted that, in compliance with the provisions of the Securities and Regulations Code requiring the election of independent directors, Messrs. Joseph T. Chua and Ruben C. Tan, who qualify as independent directors under said Code, were nominated and elected as members of the Board.

After the nominations were duly made and seconded from the floor, the following stockholders, receiving the votes indicated opposite their names, were elected as directors for the year 2019-2020, to serve as such until their successors shall have been duly elected and qualified:

NOMINEE	VOTES IN FAVOR
Willy N. Ocier	2,603
Jerry C. Tiu	2,603
Hans T. Sy	2,603
Joseph T. Chua	2,603
Ruben C. Tan	2,603

APPOINTMENT OF EXTERNAL AUDITOR

As recommended by the Board of Directors, the stockholders voted for the appointment of the auditing firm Sycip Gorres Velayo & Co. as the Club's external auditor. No questions or objections having been raised by the shareholders present despite opportunity having been given by the Chairman, the proposal to re-appoint Sycip Gorres Velayo & Co. as the Corporation's external auditor for Year 2019 was approved by the shareholders as follows:

AGENDA ITEM	VOTES IN FAVOR	VOTES AGAINST	ABSTAIN
Appointment of Sycip Gorres Velayo & Co. as External Auditor for 2019	2,603	0	0

The stockholders likewise unanimously approved the following resolution:

“**RESOLVED**, as it is hereby resolved, that the auditing firm of Sycip Gorres Velayo & Co. is hereby appointed as the Corporation's External Auditor for the fiscal year 2019.”

ADJOURNMENT

There being no other business to transact, upon motion duly made and seconded, the meeting was adjourned.

ATTESTED BY:

JERRY C. TIU
Chairman of the Meeting

A. BAYANI K. TAN
Corporate Secretary