

MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING OF  
**TAGAYTAY HIGHLANDS INTERNATIONAL GOLF CLUB, INC.**

18 October 2021 at 10:00 a.m.  
via videoconference  
Tagaytay Highlands Complex, Brgy. Calabuso, Tagaytay City

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

Hans T. Sy  
Willy N. Ocier  
Jerry C. Tiu  
Manuel A. Gana  
A. Bayani K. Tan  
Armin B. Raquel-Santos  
Joseph T. Chua  
Gabriel R. Singson  
Ruben C. Tan

The presence of the General Manager, Ms. Ma. Clara T. Kramer, the Financial Controller, Mr. Frederick D. Deocariza, the Corporate Secretary, Ms. Anna Francesca C. Respicio, 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 Chairman of the Board, Mr. Hans T. Sy, requested the Club President, Mr. Jerry C. Tiu, who attended the meeting from the Club's principal place of business, to be the Presiding Officer and Chairman for the meeting, in compliance with the requirements of the Securities and Exchange Commission.

Mr. Tiu then called the meeting to order and presided over the same. The Corporate Secretary, Ms. Anna Francesca C. Respicio, recorded 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 18 September 2021 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 2,842 total shares in good standing, there were present, in person or by proxy, holders of 1,439 shares representing an attendance of 50.63% of the total shares. Accordingly, he certified that a quorum existed for the transaction of business at hand.

**RULES OF CONDUCT AND VOTING PROCEDURES**

The rules of conduct and the voting procedures were briefly explained, to wit:

1. Stockholders who notified the Club of their intention to participate in this meeting by remote communication and are participating through the livestream may send their questions or comments through the chatbox available on the lower portion of your screen.
2. Some of the questions or comments received will be read out during the Open Forum period, after all matters in the agenda are concluded. As the time dedicated for the meeting is limited the questions and comments which will not be read out and responded to during the meeting will be answered by the concerned officers of the Club via email.

- Resolutions were be proposed for adoption by the stockholders for each of the items in the Agenda. Each proposed resolution was shown on the screen as it was being taken up.

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

As requested by the Chairman, the Secretary advised the Body that the minutes of the last stockholders' meeting held on 11 December 2020 was immediately made available for the stockholders to view soon after the last meeting when it was posted on the Corporation's website. The same was also made part of the documents that were recently made available to the stockholders in connection with the 2021 meeting.

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

| <b>AGENDA ITEM</b>  | <b>VOTES IN FAVOR</b> | <b>VOTES AGAINST</b> | <b>ABSTAIN</b> |
|---|-----------------------|----------------------|----------------|
| Approval of Minutes of the Previous Meeting of Stockholders | 1,437                 | 0                    | 2              |

The following resolution was thereafter passed:

**“RESOLVED**, that the Minutes of the Annual Meeting of the Stockholders of **TAGAYTAY HIGHLANDS INTERNATIONAL GOLF CLUB, INC.** held on 11 December 2020 is hereby approved.”

### **MANAGEMENT REPORT ON 2020 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 2020 as well as the highlights of Club's Balance Sheets and the Statements of Revenue and Expenses, and the Statement of Cash Flows, which formed part of the SEC Form 20-IS previously sent to all shareholders.

#### RESULTS OF OPERATIONS

The Covid-19 pandemic has caused unprecedented impact to the Club's operations due to mandatory quarantine periods, community lockdowns and restrictions on mobility of members. This resulted to the decrease in club tournament, room occupancy and other operations which led to net losses in 2020 of ₱22.36 Million compared to the net income of ₱19.99 Million in 2019.

The Club's revenues dropped by 37.03% from 2019 to 2020. This is attributed to lower revenue generated in golf, rooms, food, beverage and sundries. Similarly, the Club's cost and operating expenses went down by 17.13% from 2019 to 2020. This is a result of lower costs of salaries, wages and employee benefits, communication, light and water, outside services, repairs and maintenance, club tournament expense, and supplies.

Currently, the Club operates at capacity allowed by the local government unit of Cavite. With the execution of its plans and strategies to mitigate the impact of the pandemic, the Club's revenues have improved and its net loss has decreased as of August 2021.

#### FINANCIAL POSITION

The Club showed a healthy financial position as of December 31, 2020, with total assets of ₱553.52 Million. Cash and cash equivalents decreased by ₱26.50 Million or 34.80% mainly as a result of net cash used by operating activities amounting to ₱12.38 Million and additions to property and equipment amounting to ₱13.86 Million.

Total liabilities amounted to ₱236 Million as of December 31, 2020, which is lower than last year's ₱242.04 million. The Club's ratio of total liabilities to equity remains to be

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conservative at 0.74 : 1.00 as of December 31, 2020.

| AGENDA ITEM   | VOTES IN FAVOR | VOTES AGAINST | ABSTAIN |
|---|----------------|---------------|---------|
| Approval of 2020 Operations and Results and 2020 Audited Financial Statements | 1,437          | 0             | 2       |

The following resolution was likewise approved:

“**RESOLVED**, that the 2020 Annual Report on the operations of **TAGAYTAY HIGHLANDS INTERNATIONAL GOLF CLUB, INC**, together with the Audited Financial Statements and accompanying notes thereto for the year ended December 31, 2020, be approved.”

#### **RATIFICATION OF CORPORATE ACTS**

The next item in the agenda was the ratification of the corporate acts from the date of the last stockholders’ meeting up to the present.

At the request of the Chairman, the Secretary advised the Body that the acts of the Board of Directors and Officers of the Club being presented for ratification by the shareholders were those entered into in the ordinary course of business, with those of significance having been covered by appropriate disclosures. Ratification was also sought for all acts of Management performed in accordance with the resolutions of the Board and the By-Laws from 11 December 2020 to present.

The Secretary then presented the proposed resolution on the ratification of all acts of the Board, the different Board Committees and of the officers of the Corporation from the last stockholders’ meeting up to the present, and based on the votes received, reported the approval by the stockholders.

The votes for the ratification of all the acts and resolutions of the Board of Directors, the different Board Committees and Officers of the Corporation are as follows:

| AGENDA ITEM                    | VOTES IN FAVOR | VOTES AGAINST | ABSTAIN |
|--------------------------------|----------------|---------------|---------|
| Ratification of Corporate Acts | 1,437          | 0             | 2       |

#### **ELECTION OF DIRECTORS**

The Chairman announced that the next item in the agenda was the election of the members of the Board of Directors for the ensuing year. He noted that the profiles of those nominated for election as members of the Board were included in the Club’s Information Statement. The information included their age, nationality, qualifications, dates of first appointment and other directorships. He then requested the Secretary to present the nominees.

The Secretary announced the names of those nominated for election as members of the Board, all of whom have been found to possess all the qualifications and none of the disqualifications for election as directors.

The Chairman then requested the Secretary to present the results of the election. The Corporate Secretary presented the votes received by each of the nominees which, she noted, were sufficient to elect them as Director. She then presented the proposed resolution on the election of the nominees to the Board, and based on the votes received, reported the approval of the following Resolution:

“**RESOLVED**, that the following nominees, having received the vote indicated opposite their names, have been elected as members of the Board of Directors of **TAGAYTAY HIGHLANDS INTERNATIONAL GOLF CLUB, INC** for the year 2021-2022, to serve as such until their successors shall have been duly elected and qualified:

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| NOMINEE                | VOTES IN FAVOR |
|------------------------|----------------|
| Hans T. Sy             | 1,439          |
| Willy N. Ocier         | 1,439          |
| Jerry C. Tiu           | 1,439          |
| Manuel A. Gana         | 1,439          |
| A. Bayani K. Tan       | 1,439          |
| Armin B. Raquel-Santos | 1,439          |
| Henry T. Sy, Jr.       | 1,439          |
| Gabriel R. Singson     | 1,438          |
| Ruben C. Tan           | 1,439          |
| Johnip G. Cua          | 1,439          |
| Roger S. Go            | 1,438          |

The Chairman noted that, in compliance with the provisions of the Securities and Regulations Code requiring the election of independent directors, Mr. Ruben C. Tan, Mr. Johnip G. Cua and Mr. Roger S. Go, who qualify as independent directors under said Code, were nominated and elected as members of the Board.

#### APPOINTMENT OF EXTERNAL AUDITOR

As recommended by the Management, the stockholders voted for the appointment of the auditing firm Reyes Tacandong & Co. as the Club's external auditor. The Corporate Secretary, upon the request of the Chairman, presented the proposed resolution on the appointment of Reyes Tacandong & Co. as the Corporation's external auditors, and based on the votes received, reported the approval by the stockholders of the same.

| AGENDA ITEM   | VOTES IN FAVOR | VOTES AGAINST | ABSTAIN |
|---|----------------|---------------|---------|
| Appointment of Reyes Tacandong & Co. as External Auditor for 2021 | 1,437          | 0             | 2       |

The stockholders likewise unanimously approved the following resolution:

“**RESOLVED**, that the auditing firm of Reyes Tacandong & Co., be appointed as the **TAGAYTAY HIGHLANDS INTERNATIONAL GOLF CLUB, INC.**'s external auditor for the year 2021.”

#### OTHER MATTERS

After confirming with the Corporate Secretary that there were no other remaining matters on the agenda, the Chairman opened the floor for some of the questions received from the shareholders to be addressed. Ms. Erika De Luna was requested to read the questions and comments received.

The first question asked was why is the Club not suspending or waiving membership due despite quarantine restrictions and closure of some facilities or for humanitarian considerations. Ms. Ma. Clara T. Kramer, General Manager of the Club responded that payment of monthly dues is required to meet the expenses for the general operations of the Club and the maintenance and improvements of its premises and facilities. Being a non-profit organization, monthly dues are the lifeblood of the Club without which the Club could not fulfill the purposes for which it is formed. Furthermore, monthly dues are payable notwithstanding non-enjoyment of the Club facilities under the Club By-Laws. As a matter of fact, the Club did not assess any member for the expenses incurred for the rehabilitation of facilities caused by the Taal volcanic ashfall which amounted to about ₱11.0 Million. The Club also did not assess for the renovation of Club facilities in 2019 and prior years with a cost of ₱76.0 Million. The Club allows extended payment options for outstanding dues. Members were requested to directly coordinate with Billing and Collection Department to discuss those options.

The next question was how does the Club handle SARS COV-2 cases among employees? Ms. Kramer responded that the Club's occupational health physicians created an antiCovid-19

protocol for the Club based on DOH Workplace Handbook on Covid-19 Management and Prevention. During the identification of a confirmed case, the clinic immediately conducts an investigation to determine contamination points and close contacts. The confirmed cases shall be properly endorsed to the local BHERT for quarantine in the case of asymptomatic employees or isolation for symptomatic cases. The clinic closely monitors the patient for progress until recovery. The Club dispenses a covid kit to the patient and may facilitate transfer to a facility if warranted. All close contacts are evaluated by the Club physician and managed according to the DOH guidelines, with full sanitation of the patient's work area as recommended.

The last question asked was whether the Club will extend the usage of consumables. Ms. Kramer responded yes, the 2021 consumable will be extended until December 31, 2022. For 2020 consumables, this can be used until December 31, 2021 only.

The Secretary then announced that due to limited time, other questions, if any, sent by the stockholders would be responded to via e-mail by the Corporation's officers.

### **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*

**ANNA FRANCESCA C. RESPICIO**  
*Corporate Secretary*

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