

COVER SHEET

AS095007827

SEC Registration Number

THE COUNTRY CLUB AT TAGAYTAY
HIGHLANDS, INC.

(Company's Full Name)

TAGAYTAY HIGHLANDS COMPLEX,
BARANGAY CALABUSO, TAGAYTAY
CITY, PHILIPPINES

(Business Address: No. Street City / Town / Province)

KRISTINE MARIE E. LIBERATO

632-0905

Company Telephone Number

12

Month

31

Day

Fiscal Year

08

Month

03

Day

Annual Meeting

DEFINITIVE 20-IS

Form Type

Secondary License Type, if applicable

Department Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings

Domestic

Foreign

To be Accomplished by SEC Personnel Concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

Remarks = pls. use black ink for scanning purposes



NOTICE OF ANNUAL STOCKHOLDERS' MEETING

TO: ALL STOCKHOLDERS

NOTICE is hereby given that the annual meeting of the stockholders of **The Country Club at Tagaytay Highlands, Inc.** (the "Corporation") will be held on 11 December 2020, Friday, at 10:30 A.M. In light of the COVID-19 global pandemic resulting in the government's imposition of regulations limiting mass gatherings, the meeting will be conducted virtually, in accordance with the SEC rules, to consider the following:

AGENDA

1. Call to Order
2. Proof of Notice of Meeting
3. Certification of Quorum
4. Approval of the Minutes of the Previous Meeting of Stockholders
5. Approval of 2019 Operations and Results
6. Ratification of all Acts of the Board of Directors and Officers
7. Election of Directors
8. Appointment of External Auditors
9. Other Matters
10. Adjournment

The Board of Directors has fixed the close of business on **04 November 2020, Wednesday** as the record date for the determination of the stockholders entitled to notice of, participation via remote communication, and voting in absentia at such meeting, and any adjournment thereof.

Stockholders may attend the meeting and/or cast their vote in absentia by registering online at www.tagaytayhighlands.com/asm-registration from 24 November 2020 until 3 December 2020, Thursday, at 5:30 P.M. Upon verification of their registration credentials, an e-mail from the Corporation will be sent containing instructions on how the registered online participants may access and watch the livestream of the annual stockholders' meeting and/or cast their votes on matters to be taken up during the meeting using the Corporation's e-voting platform to be set up for the purpose. The e-voting platform will be accessible until 9:00 A.M. of 11 December 2020, Friday. Participants may send in questions or remarks via the livestream portal.

Stockholders may also send their duly accomplished proxies to the Office of the Corporate Secretary at 2704 East Tower, Philippine Stock Exchange Centre, Ortigas Center, Pasig City or via electronic copy by sending an e-mail to membership.th@tagaytayhighlands.com on or before 5:30 p.m. on 08 December 2020, Tuesday. For corporate stockholders, the proxies should be accompanied by a Secretary's Certification on the appointment of the corporation's authorized signatory.

Validation of proxies is set on 09 December 2020, Wednesday, at 5:30 P.M. The votes already cast using the e-voting platform by that time will also be tallied on said date.

City of Pasig, Metro Manila, 18 November 2020.


KRISTINE MARIE E. LIBERATO
Assistant Corporate Secretary

RATIONALE FOR AGENDA ITEMS

Agenda Item No. 4. Approval of the Minutes of the Previous Meeting of Stockholders held last 03 August 2019

Copies of the Minutes of the 2019 Annual Stockholders' Meeting held on 03 August 2019 will be made available in the Corporation's website: www.tagaytayhighlands.com, and can be viewed at any time. Stockholders will be asked to approve the Minutes of the 2019 Annual Stockholders' Meeting as recommended by the Board of Directors.

Agenda Item No. 5. Presentation of 2019 Operations and Results

A report on the highlights of the performance of the Corporation for the year ended 2019, together with a summary of the 2019 Audited Financial Statements (AFS), will be presented to the Stockholders. The AFS has been reviewed by the Audit Committee and the Board of Directors, and have been audited by the external auditors who declared an unqualified opinion on the same. Stockholders will be given an opportunity to raise questions regarding the operations and report of the Corporation. The stockholders will be requested to approve the President's Report together with the AFS.

Agenda Item No. 6. Ratification of all Acts of the Board of Directors and Management from the date of the last Annual Stockholders' Meeting to the date of this meeting.

All actions, proceedings, and contracts entered into, as well as resolutions made and adopted by the Board of Directors, the different committees, and of Management from the date of the Stockholders Meeting held on 03 August 2019 up to the stockholders' meeting shall be presented for confirmation, approval, and ratification.

Agenda Item No. 7. Election of Directors for 2020 to 2021

The candidates named in this Information Statement have been nominated for election to the Corporation's Board of Directors. Their proven expertise and qualifications based on current regulatory standards and the Corporation's own norms, will help sustain the Corporation's solid performance that will result to its stockholders' benefit. The profiles of the Directors are further detailed in the Corporation's Information Statement. If elected, they shall serve as such for one (1) year from 11 December 2020 or until their successors shall have been duly elected and qualified.

Agenda Item No. 8. Appointment of External Auditors

The Audit Committee has pre-screened and recommended, and the Board has endorsed for consideration of the stockholders, the re-appointment of SyCip Gorres Velayo & Co ("SGV & Co.") as the Corporation's External Auditor for 2020. SGV & Co. is one of the leading auditing firms in the country and is duly accredited by the Securities and Exchange Commission. The Stockholders will also be requested to delegate to the Board the authority to approve the appropriate audit fee for 2020.

PROXY FORM

The undersigned stockholder of The Country Club at Tagaytay Highlands, Inc. (the "Corporation") hereby appoints or in his absence, the Chairman of the meeting, as attorney and proxy, with power of substitution, to represent and vote all shares registered in his/her/its name as proxy of the undersigned stockholder, at the Annual Meeting of Stockholders of the Corporation on 11 December 2020 and at any of the adjournments thereof for the purpose of acting on the following matters:

1. Election of Directors.

1.1. Vote for all nominees listed below:

1.1.1. Willy N. Ocier

1.1.2. Jerry C. Tiu

1.1.3. Hans T. Sy

1.1.4. Joseph T. Chua (Independent Director)

1.1.5. Ruben C. Tan (Independent Director)

1.2. Withhold authority for all nominees listed above

1.3 Withhold authority to vote for the nominees listed below:

2. Approval of minutes of previous Annual Stockholders' Meeting.

Yes No Abstain

3. Approval of the President's 2019 Annual Report with the Audited Financial Statements.

Yes No Abstain

4. Ratification of all acts and resolutions of the Board of Directors and Management from date of last Stockholders' Meeting to 11 December 2020.

Yes No Abstain

5. Appointment of SyCip Gorres Velayo & Co. as external auditor.

Yes No Abstain

6. At their discretion, the proxies named above are authorized to vote upon such other matters as may be properly come before the meeting.

Yes No Abstain

Printed Name of
Stockholder

Signature of Stockholder /
Authorized Signatory

Date

THIS PROXY FORM SHOULD BE RECEIVED BY THE CORPORATE SECRETARY ON OR BEFORE 08 DECEMBER 2020 (TUESDAY).

SECRETARY'S CERTIFICATE

I, _____, Filipino, of legal age and with office address at _____, do hereby certify that:

1. I am the duly elected and qualified Corporate Secretary of _____ (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with office address at _____;

2. Based on the records, during the lawfully convened meeting of the Board of Directors of the Corporation held on _____, the following resolution was passed and approved:

"RESOLVED, that the Chairman of the Stockholders' Meeting of The Country Club at Tagaytay Highlands, Inc. ("Country Club") be authorized and appointed, as he is hereby authorized and appointed, as the Corporation's Proxy (the "Proxy") to attend all meetings of the stockholders of the Country Club whether the meeting is regular or special, or at any meeting postponed or adjourned therefrom, with full authority to vote the shares of stock of the Corporation held in the Country Club and to act upon all matters and resolution that may come before or presented during meetings, or any adjournments thereof, in the name, place and stead of the Corporation.

"RESOLVED, FINALLY, that the Country Club be furnished with a certified copy of this resolution and the Country Club may rely on the continuing validity of this resolution until receipt of written notice of its revocation."

3. The foregoing resolution has not been modified, amended or revoked in accordance with the records of the Corporation presently in my custody.

IN WITNESS WHEREOF, I have signed this instrument in on _____.

Printed Name and Signature of the
Corporate Secretary

SUBSCRIBED AND SWORN TO BEFORE ME on _____ in _____. Affiant exhibited to me his Competent Evidence of Identity by way of _____ issued on _____ at _____.

Doc. No. ____;
Page No. ____;
Book No. ____;
Series of 2020.

THIS SECRETARY'S CERTIFICATE SHOULD BE ATTACHED TO PROXY FORMS SUBMITTED BY CORPORATE STOCKHOLDERS.

THE COUNTRY CLUB AT TAGAYTAY HIGHLANDS, INC. 2020 ANNUAL STOCKHOLDERS' MEETING

Guidelines for Participating via Remote Communication and Voting *in Absentia*

The Board of Directors of The Country Club at Tagaytay Highlands, Inc. (the “**Country Club**”) has set the date of the Country Club’s 2020 Annual Stockholders’ Meeting (**ASM**) on December 11, 2020 at 10:30 A.M. The end of business day on **November 4, 2020** (“**Record Date**”) has also been set as the record date for the determination of stockholders entitled to notice of, to attend, and to vote at such meeting and any adjournment thereof.

In light of the COVID-19 global pandemic resulting in the government’s imposition of regulations limiting mass gatherings, the Board of Directors of the Country Club has approved and authorized stockholders to participate in the ASM via remote communication and to exercise their right to vote *in absentia* or by proxy.

REGISTRATION

The conduct of the meeting will be streamed live, and stockholders may attend the meeting and/or cast their votes *in absentia* by registering online at www.tagaytayhighlands.com/asm-registration from 24 November 2020, Tuesday until 03 December 2020, Thursday, at 5:30 P.M., and by submitting the following requirements and documents, subject to verification and validation:

1. Individual Stockholders
 - 1.1. Clear digital copy of the front and back portion of a valid government-issued identification card/s (ID/s), which include the passport, driver’s license, SSS ID, senior citizen ID, among others, in order to validate the registration of the shareholder.
 - 1.2. Stock certificate number
 - 1.3. Active e-mail address/es
 - 1.4. Active contact number/s, with area and country codes

2. Multiple Stockholders or with joint accounts
 - 2.1. Clear digital copy of the front and back portion of a valid government-issued identification card/s (ID/s), which include the passport, driver’s license, SSS ID, senior citizen ID, among others in order to validate the registration of the shareholders
 - 2.2. Stock certificate number/s
 - 2.3. Active e-mail addresses of the stockholders
 - 2.4. Active contact numbers, with area and country codes
 - 2.5. Digital copy of an authorization letter executed by all named holders, authorizing a holder to vote for and on behalf of the account

3. Corporate Stockholders
 - 3.1. Digital copy of the Secretary’s Certificate (or equivalent for non-resident) attesting to the authority of the representative to participate and vote for and on behalf of the corporation.

 - 3.2. Clear digital copy of the front and back portion of a valid government-issued

identification card/s (ID/s), which include the passport, driver's license, SSS ID, senior citizen ID, among others, to validate the registration of the authorized representative

3.3. Active e-mail address/es of the authorized representative

3.4. Active contact number of an authorized representative, with area and country codes

By providing the Country Club with the foregoing documents for the purpose of validating credentials and registration to participate and vote at the Country Club's annual stockholders' meeting, **the registering stockholder is deemed to have consented to the Club's processing of his personal data in accordance with the Data Privacy Act.**

For ease of validation, the registering stockholder shall note the following:

- a. The ID submitted must clearly show his/her photo, full name, signature, residential address, and other personal details.
- b. Any duplicate submission and/or inconsistent information/documents may result to a failed registration.

ONLINE VOTING

1. After registration and upon verification of registration credentials, a link to the voting portal, with instructions, will be sent by the Country Club to the qualified stockholder's registered e-mail address.
2. Log-in to the voting portal by clicking the link.
3. Upon accessing the portal, the stockholder can vote on each agenda item. A brief description of each item for stockholders' approval is appended to the Notice of Meeting.
 - 2.1 A stockholder has the option to vote "Yes", "No", or "Abstain" on each agenda item for approval.
 - 2.2 For the election of directors, the stockholder has the option to vote for all nominees, withhold vote for any of the nominees, or vote for certain nominees only.

Note: A stockholder may vote such number of his shares for as many persons as there are directors to be elected or he may cumulate said shares and give one candidate as many votes as the number of directors to be elected (5 directors) multiplied by the number of his shares shall equal, or he may distribute them on the same principle among as many candidates as he shall see fit, provided, that the total number of votes cast shall not exceed the number of shares owned by the stockholder.

4. Once the stockholder has finalized his vote, he can proceed to submit his vote by clicking the "Submit" button. After the electronic ballot has been submitted, the registered stockholder may no longer make any changes.

Please be advised that the voting platform will be made available until 9:00 in the morning of 11 December 2020 (Friday).

ASM LIVESTREAM

The ASM will be broadcasted live. Upon verification of registration credentials, the registered stockholder shall receive from the Country Club an email confirmation containing the link and password to the livestream, and instructions on how to access the livestream.

OPEN FORUM

During the virtual meeting, after all items in the agenda have been discussed, the Country Club will have the Question and Answer Portion, during which, the meeting's moderator will read and where representatives of the Country Club shall answer questions and comments received from stockholders, as time will allow.

A section for stockholder comments/questions or a "chatbox" will be provided in the livestreaming platform.

Questions/comments received but not entertained during the Open Forum due to time constraints will be addressed separately by the Country Club via email.

For any concerns, please email us at membership.th@tagaytayhighlands.com.

For complete information on the annual meeting, please visit www.tagaytayhighlands.com.

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20-IS

INFORMATION STATEMENT PURSUANT TO SECTION 20
OF THE SECURITIES REGULATION CODE

1. Check the appropriate box:
 Preliminary Information Statement
 Definitive Information Statement
2. Name of Registrant as specified in its charter: **The Country Club at Tagaytay Highlands, Inc.**
(the "Country Club" or "TCCATHI")
3. **Tagaytay Highlands Complex, Brgy. Calabuso, Tagaytay City, Philippines**
Province, country or other jurisdiction of incorporation or organization
4. SEC Identification Number: **007827**
5. BIR Tax identification Code: **004-734-253-000**
6. Address of principal office: **Bo. Calabuso, Tagaytay City** Postal Code: **4120**
7. Registrant's telephone number, including area code: **(046) 483-0848**
8. Date, time and place of the meeting of security holders:
Date: **11 December 2020**
Time: **10:30 a.m.**
Place: **Not Applicable (via Remote Communication)**
9. Approximate date on which the Information Statement is to be sent or given to security holders: **19 November 2020**
10. Securities registered pursuant to Sections 8 and 12 of the Code or Section 4 and 8 of the RSA (information on number of shares and amount of debt is applicable only to corporate registrants):
- | Title of Each Class | No. of shares of Common Stock
Outstanding as of 4 November 2020 |
|---------------------------------------|--|
| Proprietary Shares - ₱1,000 par value | 5,000 |
11. Are any or all registrant's securities listed on a Stock Exchange?
Yes No

WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND US A PROXY.

GENERAL INFORMATION

ITEM 1. DATE, TIME AND PLACE OF MEETING OF SECURITY HOLDERS

DATE: **11 December 2020**

TIME: **10:30 A.M.**

PLACE: **Video conferencing in accordance with SEC rules**

Mailing address: **Tagaytay Highlands Complex, Brgy. Calabuso, Tagaytay City**

Approximate date on which the Information Statement is to be sent or given to security holders: **19 November 2020**

ITEM 2. DISSENTER'S RIGHT OF APPRAISAL

The matters to be voted upon in the Annual Stockholders' Meeting on **11 December 2020** are not among the instances enumerated in Sections 41 and 80 of the Revised Corporation Code whereby the right of appraisal, defined to be the right of any stockholder to dissent and demand payment of the fair value of his shares, may be exercised. The instances where the right of appraisal may be exercised are as follows:

1. In case any amendment to the Articles of Incorporation has the effect of changing or restricting the rights of any stockholder or class of shares, or of authorizing preferences in any respect superior to those outstanding shares of any class, or of extending or shortening the term of corporate existence;
2. In case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets as provided in the Corporation Code;
3. In case the Company decides to invest its funds in another corporation or business outside of its primary purpose; and
4. In case of merger or consolidation.

In case the right of appraisal may be exercised, Section 81 of the Revised Corporation Code provides for the appropriate procedure, viz:

The appraisal right may be exercised by any stockholder who shall have voted against the proposed corporate action, by making a written demand on the corporation within thirty (30) days after the date on which the vote was taken for payment of the fair value of his shares; Provided, that the failure to make the demand within such period shall be deemed a waiver of the appraisal right. If the proposed corporate action is implemented or affected, the corporation shall pay to such stockholder, upon surrender of the certificate(s) of stock representing his shares, the fair value thereof as of the day prior to the date on which the vote was taken, excluding any appreciation or depreciation in anticipation of such corporate action.

If within a period of sixty (60) days from the date the corporate action was approved by the stockholders, the withdrawing stockholder and the corporation cannot agree on the fair value of the shares, it shall be determined and appraised by three (3) disinterested persons, one of whom shall be named by the stockholder, another by the corporation and the third by the two thus chosen. The findings of the majority of the appraisers shall be final, and their award shall be paid by the corporation within thirty (30) days after such award is made; Provided, that no payment shall be made to any dissenting stockholder unless the corporation has unrestricted retained earnings in its books to cover such payment; Provided further, that upon payment by the corporation of the agreed or awarded price, the stockholder shall forthwith transfer his shares to the corporation.

ITEM 3. INTEREST OF CERTAIN PERSONS IN OR OPPOSITION TO MATTERS TO BE ACTED UPON

- a. No person who has been a director or officer or a nominee for election as director of the Country Club or associate of such persons, have a substantial interest, direct or indirect in any matter to be acted upon.
- b. No director of the Country Club has informed the Country Club in writing that he intends to oppose any action to be taken by the Country Club at the meeting.

CONTROL AND COMPENSATION INFORMATION

ITEM 4. VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

- a. The Country Club has **5,000** outstanding shares as of **04 November 2020**. Each common share shall be entitled to one (1) vote with respect to all matters to be taken up during the annual stockholders' meeting with the exception of the election of directors as indicated in item (c) below.
- b. The record date for determining stockholders entitled to notice of and to vote during the annual stockholders' meeting is on **04 November 2020**.
- c. In the forthcoming annual stockholders' meeting, stockholders shall be entitled to elect five (5) members to the Board of Directors. Each stockholder may vote such number of shares for as many as five (5) persons he may choose to be elected from the list of nominees, or he may cumulate said shares and give one candidate as many votes as the number of his shares multiplied by five (5) shall equal, or he may distribute them on the same principle among as many candidates as he shall see fit, provided that the total number of votes cast by him shall not exceed the number of shares owned by him multiplied by five (5).
- d. Security Ownership of Certain Record and Beneficial Owners

The following table shows the record and beneficial owners owning more than 5% of the outstanding capital stock of the Country Club as of **04 November 2020**:

TITLE OF CLASS	NAME AND ADDRESS OF RECORD OWNER AND RELATIONS WITH THE ISSUER	NAME OF BENEFICIAL OWNER AND RELATIONSHIP WITH RECORD OWNER	CITIZENSHIP	NO. OF SHARES HELD	PERCENT OF CLASS
Proprietary Share	Belle Corporation* 5th Flr., Tower A., Two E-Com Center, Palm Coast Avenue, Mall of Asia Complex, Pasay City, Metro Manila, Philippines	Same as record owner	Filipino	2,322 shares	46.44%
Proprietary Share	Ivory Holdings**		Filipino	267 shares	5.34%

*Belle Corporation is a publicly-listed corporation. Its Board of Directors is composed of Messrs. Willy N. Ocier, Elizabeth Anne C. Uychaco, Emilio S. De Quiros Jr., Manuel A. Gana, Gregorio U. Kilayko, Jacinto C. Ng Jr., Ricardo L. Moldez, Jose T. Sio, Amando M. Tetangco Jr., Cesar E. A. Virata, and Virginia A. Yap. Belle Corporation, having 46.44% shareholdings, is an associate of the Club.

Mr. Willy N. Ocier has been designated by Belle Corporation to vote on its behalf.

**Mr. Joseph Chua or, in his absence, the Chairman of the stockholders' meeting have been designated by Ivory Holdings Inc. to vote for and on its behalf. The top 20 stockholders of Ivory Holdings, Inc. is not known to the Country Club.

The top 20 stockholders of Belle Corporation as of **30 September 2020** are as follows:

	STOCKHOLDERS	TYPE / CLASS	OUTSTANDING & ISSUED SHARES
1	Belleshare Holdings, Inc.	Common	2,604,740,622
2	PCD Nominee Corporation (Filipino)	Common	2,517,633,059
3	PCD Nominee Corporation (Non-Filipino)	Common	2,023,961,985
4.	Sysmart Corporation	Common	1,629,355,469
5	Sybase Equity Investments Corporation.	Common	531,320,577
6	Social Security System	Common	442,402,786
7	Ng, Jacinto C. Jr.	Common	135,860,666
8	Eastern Securities Dev. Corp.	Common	111,730,866
9	Premium Leisure Corporation (form. Sinophil Corp)	Common	99,987,719
10	Ng, Jacinto L. Sr.	Common	88,835,833
11	Parallax Resources Inc.	Common	86,308,131
12	SLW Development Corporation	Common	66,082,333
13	Eastern Securities Devt. Corp.	Common	50,000,000
14	F. Yap Securities, Inc.	Common	31,803,732
15	Willy N. Ocier	Common	23,457,709
16	Ng, Jacinto C. Jr. and/or Ng, Anita C.	Common	18,293,333
17	Lim Siew Kim	Common	6,200,000
18	James Go	Common	4,816,999
19	William T. Gabaldon	Common	4,000,000
20	Pacita K. Yap or Philip K. Yap	Common	3,500,000

Security Ownership of Management

The following is a tabular presentation of the shares beneficially owned by all directors and executive officers of the Country Club as of **30 September 2020**:

TITLE OF CLASS	NAME OF BENEFICIAL OWNER	AMOUNT AND NATURE OF OWNERSHIP	CITIZENSHIP	PERCENT OF CLASS
Proprietary Share	Willy N. Ocier [REDACTED]	1 share/Beneficial	Filipino	0.02%
Proprietary Share	Hans T. Sy [REDACTED]	1 share/Beneficial	Filipino	0.02%
Proprietary Share	Jerry C. Tiu [REDACTED]	1 share/Beneficial	Filipino	0.02%
Proprietary Share	Ruben C. Tan [REDACTED]	1 share/Beneficial	Filipino	0.02%
Proprietary Share	Joseph T. Chua [REDACTED]	1 share/Beneficial	Filipino	0.02%
Proprietary Share	A. Bayani K. Tan [REDACTED]	2 share/Beneficial	Filipino	0.04%
Aggregate Security Ownership of Directors and Officers		7 shares		0.14%

Voting Trust Holders of 5% or more

There is no party that holds any voting trust or any similar agreement for 5% or more of the Country Club's voting securities.

Changes in Control

The Country Club is not aware of any arrangement that may result in a change in control of the Country Club.

ITEM 5. DIRECTORS AND EXECUTIVE OFFICERS

a. Directors, Executive Officers, Promoters and Control Persons

The following are the incumbent Directors and Executive Officers of the Club, who are nominated for re-election as members of the Board of Directors for 2020-2021:

NAME	NATIONALITY	POSITION	AGE	TERM OF OFFICE
Willy N. Ocier	Filipino	Chairman	63	1992 to present

Hans T. Sy	Filipino	Director	64	1992 to present
Jerry C. Tiu	Filipino	President	63	1999 to present
Joseph T. Chua	Filipino	Independent Director	63	2008 to present
Ruben C. Tan	Filipino	Independent Director	64	2018 to Present
A. Bayani K. Tan	Filipino	Corporate Secretary	64	1992 to present
Manuel A. Gana	Filipino	Vice President / Treasurer	62	2000 to present
Ma. Clara T. Kramer	Filipino	General Manager	59	2010 to present

Upon recommendation of the Country Club's Nomination Committee composed of Messrs. Willy N. Ocier (Chairman), Jerry C. Tiu, Hans T. Sy and Joseph T. Chua, as required by the Country Club's Manual of Corporate Governance, the following persons are nominated for election to the positions above-stated for the year 2020-2021, to hold office as such for one year or until their successors shall have been duly elected and qualified.

The nominees for election as independent directors, Mr. Joseph T. Chua and Mr. Ruben C. Tan, were nominated by Mr. Willy N. Ocier and Mr. A. Bayani K. Tan, respectively. Except as fellow stockholders of the Country Club, the nominees for independent director are not related to the persons nominating them.

Presented below are brief write-ups on the nominees' business experience for at least the past five (5) years:

WILLY N. OCIER

Chairperson

Mr. Ocier is the Chairman of the Board of the Country Club since 1996. Likewise, he is the Chairman of the Board of The Spa and Lodge at Tagaytay Highlands, Inc. (TSL) since 1996, and Tagaytay Midlands Golf Club, Inc. (TMGCI). He is also the Vice Chairman of the Board of Tagaytay Highlands International Golf club, Inc. (THIGCI) from 1992 up to present. He is also Co-Vice Chairman of Belle Corporation, and concurrently the Chairman and President of Pacific Online Systems Corporation; Chairman of the Board and a Director of APC Group, Inc., Premium Leisure Corp., and Total Gaming and Technologies, Inc. He is a Director of Leisure and Resorts World Corporation, Vantage Equities, PhilEquity Management, Inc., Toyota Corporation Batangas and AbaCore Capital Holdings, Inc. He is also the Chairman, President and Chief Executive Officer of Philippine Global Communications, Inc. He was formerly President and Chief Operating Officer of Eastern Securities Development Corporation. He graduated from Ateneo de Manila University with a Bachelor of Arts degree in Economics. In recognition of Mr. Ocier's corporate leadership and role in providing employment opportunities to Filipinos, the University of Batangas conferred him a degree in Doctor of Humanities, *honoris causa*.

JERRY C. TIU

Director/President

Mr. Tiu, Filipino, 63, is the President of the Country Club since 2000. He is also an Independent Director of Philippine Global Communications, Inc. since 2009. He is the President and a Director of Tagaytay Highlands Golf Club, Inc., Tagaytay Midlands Golf Club, Inc., and The Spa & Lodge at Tagaytay Highlands, Inc. He is an Independent Director of the Pacific Online Systems Corporation since February 21, 2007 and was appointed as the Lead Independent Director last May 31, 2017. He is likewise the President and a Director of Tagaytay Highlands Community Condominium Association, Inc., Tagaytay Midlands

Community Homeowners' Association, Inc., and Greenlands Community Homeowners' Association, Inc. Moreover, he is the Vice-President and a Board of Trustee of The Highlands Prime Community Condominium Owners' Association, Inc., The HPI's Horizon Community Condominium Owners' Association, Inc. and The Hillside at Tagaytay Highlands Community Homeowners' Association, Inc. He holds a Bachelor of Science degree in Commerce (Major in Marketing) from University of British Columbia.

HANS T. SY

Director

Mr. Sy is a Director of the Country Club since 1996. He is also the Chairman of the Board of THIGCI and a Director of TMGCI from 1992 up to present. Currently, he is the Chairman of the Executive Committee of SM Prime Holdings, Inc. where he has been a Director since 1994, and served as its President until September 2016. He has held key positions in businesses related to banking, real estate development, mall operations, as well as leisure and entertainment. In the SM Group, his other current positions include Adviser to the Board of SM Investments Corporation, Chairman of China Banking Corporation, and Chairman of National University. Mr. Sy is a Bachelor of Science in Mechanical Engineering Graduate of De La Salle University.

JOSEPH T. CHUA

Independent Director

Mr. Chua is an Independent Director of the Country Club since 2008. He was the Managing Director of Goodwind Development Corporation from 1983 to 2012 before he became its President in 2013. He is also the Chairman of the Board of JF Rubber Philippines since 1993. He is a Director of MacroAsia Corporation since 1997. He became its COO in 2001, then President and CEO from 2003 to December 14, 2015, and currently, the President and COO. Likewise, he is a Director of Lufthansa Technik Philippines Inc. (2000-Present), PAL Holdings, Inc. (October 23, 2014–January 29, 2018), Philippine Airlines, Inc. (August 2003–March 2012, October 23, 2014–January 29, 2018), Air Philippines Corporation (February 11, 2015–January 29, 2018), Eton City, Inc. (May 2013–May 2, 2018), Belton Communities, Inc. (May 2013–May 2, 2018), FirstHomes Inc. (May 2013–May 2, 2018), Bulawan Mining (2009–January 29, 2018), PNB Management & Development Corporation (2009–January 29, 2018), and PNB General Insurers Company, Inc. (August 12, 2014–February 23, 2018). He is the President of MacroAsia Airport Services Corporation (2000–Present), MacroAsia Catering Services, Inc. (2003–Present), and MacroAsia SATS Food, Inc. (2015–Present). He was the Chairman of the Board before he became the President of MacroAsia Air Taxi Services (2004–Present), MacroAsia Properties Development Corporation (January 2013–Present), Watergy Business Solutions, Inc. (2014–Present), and MacroAsia Mining Corporation (December 2012–Present). He is currently the Chairman of the Board of Cavite Business Resources, Inc. (2011–Present), Boracay Tubi System Inc. (December 2016–Present), Naic Water Supply Corporation (August 2017–Present), Summa Water Resources, Inc. (October 2018–Present), and First Aviation Academy Inc. (December 2017–Present). He also served as the Director (May 2013–September 2017), OIC (February 28, 2014), and EVP-COO (June 24, 2014–September 2017) of Eton Properties Philippines, Inc. as well as Director (May 27, 2014–May 25, 2015) and Board Advisor (May 25, 2018–February 23, 2018) of Philippine National Bank.

Mr. Chua holds a Master of International Finance degree from the University of Southern California and a double degree of Bachelor of Arts in Economics and Bachelor of Science in Business Management from the De La Salle University.

RUBEN C. TAN

Independent Director

Mr. Tan is an Independent Director of the Country Club, as well as TMGCI, THIGCI and TSL. Likewise, he is a Director of Blue Ridge Mineral Corporation and Eagle Crest Mining & Development Corporation from 2012 up to present. He is also the President of Glendale Mining & Development Corporation (1997-Present), Citimex, Inc. (1984-Present), Cedarside Industries, Inc. (1996-Present), and Barrington Carpets, Inc. (1989-Present). Mr. Tan holds a Bachelor of Science degree in Mechanical Engineering from De La Salle University.

Key Officers**A. BAYANI K. TAN**

Corporate Secretary

Mr. A. Bayani K. Tan, 64, Filipino, is a Director and the Corporate Secretary of the Corporation (since August 1995). He is also a Director, Corporate Secretary or both of the following reporting and/or listed companies: Belle Corporation (since May 1994, Publicly Listed), Coal Asia Holdings, Inc. (since July 2012, Publicly-Listed), Discovery World Corporation (since March 2013, Publicly-Listed), I-Remit Inc. (since May 2007, Publicly-Listed), Pacific Online Systems Corporation (since May 2007, Publicly-Listed), Premium Leisure Corporation (since December 1993, Publicly-Listed), Sterling Bank of Asia Inc (A Savings Bank) (since December 2006), TKC Metals Corporation (since February 2007, Publicly-Listed), Tagaytay Highlands International Golf Club, Inc. (since November 1993), Tagaytay Midlands Golf Club, Inc. (since June 1997), and The Spa and Lodge at Tagaytay Highlands, Inc. (since December 1999). He is the Managing Partner of the law offices of Tan Venturanza Valdez (since it was established in 1988), Managing Director/President of Shamrock Development Corporation (since May 1988), Director of Destiny LendFund, Inc. (since December 2005), Pascual Laboratories, Inc. (since March 2014), and Pure Energy Holdings Corporation (since October 2016), Managing Trustee of the SCTan Foundation, Inc. (since 1986), President of Catarman Chamber Elementary School Foundation, Inc. (since August 2012), Trustee and Treasurer of Rebisco Foundation, Inc. (since April 2013), Trustee and Corporate Secretary of St. Scholastica's Hospital, Inc. (since February 2011) and Trustee of Guimaras Forest Foundation, Inc. (since September 2019), Reintegration for Care and Wholeness (RCW) Foundation, Inc. (since April 2014) and St. Scholastica's College Manila (since October 2019).

Mr. Tan holds a Master of Laws degree from New York University (Class of 1988) and earned his Bachelor of Laws degree from the University of the Philippines (Class of 1980) where he was a member of the Order of the Purple Feather (U.P. College of Law Honor Society). Mr. Tan placed 6th in the bar examinations in 1981. He has a Bachelor of Arts major in Political Science degree from the San Beda College (Class of 1976) from where he graduated Class Valedictorian and was awarded the medal for Academic Excellence.

MANUEL A. GANA

Vice President / Treasurer

Mr. Gana is the Vice President and Treasurer of the Country Club (2000-present). Likewise, he is the Vice President and Treasurer of Tagaytay Highlands International Golf Club, Inc.,

and Tagaytay Midlands Golf Club, Inc. He is also the Vice Chairman and Treasurer of The Spa and Lodge at Tagaytay Highlands. Mr. Gana is the Director, President and Chief Executive Officer of Belle Corporation. He joined Belle in 1997 as Vice President for Corporate Development and Special Projects, during which time he was also assigned as the Vice President-Finance and Chief Financial Officer for MagiNet Corporation, which was then a subsidiary of Sinophil Corporation (now called Premium Leisure Corporation), a subsidiary of Belle. Mr. Gana holds a Master of Business Administration degree from the Wharton School of the University of Pennsylvania, and degrees in Accounting and Economics from De La Salle University. He is a Certified Public Accountant.

MA. CLARA T. KRAMER

General Manager

Ms. Kramer is the General Manager of the Country Club since 2010. She is also the concurrent General Manager of THIGCI, TMGCI, TSL, THCCAI, TMCHAI, GCHAI, THPCCOAI, THHCCOAI, and THTHCHAI. She serves as the Business Unit Head and Senior Vice-President of Tagaytay Highlands Estate (Belle Corporation). She was a consistent Dean's Lister in Assumption College (San Lorenzo Village, Makati City) where she earned her bachelor's degree. She started her career in hotel industry back in December of 1983 when she joined the sales department of Manila Hotel as Sales Executive. In July 1990, she was hired by L'Fisher Hotel as Front Office Manager and later on as PR & Promotions Manager until she got promoted in June 2001 and was tasked to manage the Sales and Marketing Department. As member of the management team, she actively took part in the formulation of major policies and procedures of the Hotel. Ms. Kramer is also involved in various civic and social activities as member and resource speaker focusing on family, marriage and parenting.

b. Material Pending Legal Proceedings

As of **30 September 2020**, there is no material pending legal proceedings to which the Country Club is a party to.

c. Significant Employees

The Country Club has no significant employees.

d. Family Relationships

There are no family relationships up to the fourth civil degree either by consanguinity or affinity among the directors, executive officers, or persons nominated by the Country Club to become directors or executive officers of the Country Club.

e. Involvement in Certain Legal Proceedings

The Country Club is not aware of any of the following events wherein any of its directors, nominees for election as director, executive officers, underwriter or control person were involved during the past five (5) years:

- (a) Any bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time;
- (b) Any conviction by final judgment, including the nature of the offense, in a criminal

proceeding, domestic or foreign, or being subject to a pending criminal proceeding, domestic or foreign, excluding traffic violations and other minor offenses;

- (c) Being subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities, commodities or banking activities; and
- (d) Being found by a domestic or foreign court of competent jurisdiction (in a civil action), the Commission or comparable foreign body, or a domestic or foreign Exchange or other organized trading market or self-regulatory organization, to have violated a securities or commodities law or regulation, and the judgment has not been reversed, suspended, or vacated.

f. Certain Relationships and Related Transactions

The Country Club has not been involved in any transaction during the last three (3) years in which any of its directors, executive officers, nominees or security holders has direct or indirect material interest.

Belle Corporation owns 2,322 shares or 46.44% of the total outstanding shares of the Country Club.

g. Disagreement with Director

None of the directors have resigned or declined to stand for re-election to the Board of Directors since the date of the last annual meeting of security holders because of a disagreement with the Country Club on any matter relating to the Country Club's operations, policies or practices.

ITEM 6. COMPENSATION OF DIRECTORS AND EXECUTIVE OFFICERS

Except for the General Manager and President, the Directors do not receive any form of compensation from the Country Club. None of the Directors receive per diem from the Club.

SUMMARY COMPENSATION TABLE

(a) Name and Principal Position	Annual Compensation			
	(b) Year	(c) Salary	(d) Bonus	(e) Others
A Jerry C. Tiu** (President)				
B Ma. Clara T. Kramer** (General Manager)				
TOTAL	2020*	P 3,094,820.00		
	2019	P 2,999,024.00		
	2018	P 2,999,024.00		

*estimated amounts

**They are the only top compensated Executives or Directors of the Country Club.

The Country Club has no other arrangements, including consulting contracts, pursuant to which any director of the Country Club was compensated, or is to be compensated, directly or indirectly, during the Country Club's last completed fiscal year, and the ensuing year.

ITEM 7. INDEPENDENT PUBLIC ACCOUNTANTS

SyCip Gorres Velayo & Co. ("SGV"), the Country Club's external auditors for 2019, will be recommended for re-appointment as such for the current year. Representatives of SGV are expected to be present at the Annual Stockholders' Meeting to respond to appropriate questions and will be given the opportunity to make a statement if they so desire.

Over the past five (5) years, there was no event where SGV and the Country Club had any disagreement with regard to any matter relating to accounting principles or practices, disclosure of financial statements or auditing scope or procedure.

In Compliance with SRC Rule 68, as amended, **Mr. Bienvenido M. Rebullido II** was assigned in 2019 as SGV's engagement partner for the Country Club to replace Ms. Julie Christine O. Mateo whose assignment ended after the 2018 audit engagement.

The Club paid SGV ₱285,000.00 and ₱275,000.00 for external audit services for 2019 and 2018, respectively.

For each of the last two (2) fiscal years, SGV did not render services for tax accounting, planning, compliance, advice, or any other professional services for which it billed the Country Club the corresponding professional fees.

The Audit Committee, composed of Mr. Ruben C. Tan as Chairman, and Messrs. Willy N. Ocier, Jerry C. Tiu, and Hans T. Sy as Members, recommends to the Board of Directors the appointment of the external auditors. The Board of Directors and the stockholders approve the Audit Committee's recommendation. The Executive Committee approves the audit fees as recommended by the Audit Committee.

OTHER MATTERS

ITEM 15. ACTION WITH RESPECT TO REPORTS

The Country Club will seek the approval by the stockholders of the Minutes of the previous Stockholders' Meeting during which the following were taken up: (1) Call to Order, (2) Certification of Notice & Quorum, (3) Approval of the Minutes of the Last Stockholders' Meeting, (4) Approval of Audited Financial Statements and Annual Report, (5) Ratification of all Acts of the Board of Directors and Officers, (6) Election of Directors, (7) Appointment of SyCip, Gorres, Velayo & Co. as External Auditors, and (8) Adjournment.

The items covered with respect to the ratification of the acts of the Board of Directors and officers for the past year up to the date of the meeting are those items entered in the ordinary course of business, with those of significance having been covered by appropriate disclosures such as:

1. Resignations and Appointments of Officers;
2. Approval of Retrenchment Program;
3. Declaration of Delinquent Shareholders and Scheduling of Delinquency Sale;
4. Amendment and/or Adoption of the Revised Manual on Corporate Governance and Board Committee Charters;
5. Purchase of Motor Vehicles;
6. Budget for Capital Expenditure/Renovation and Other Projects;
7. Appointment of Authorized Representatives with the BIR and other various agencies; and
8. Alien Employment Permit Application of Mr. Wong Chung Fat.

Management reports which summarize the acts of management for the year 2019 are included in the Country Club's Annual Report to be sent to the stockholders together with this Information Statement and shall be submitted for approval by the stockholders at the meeting. Accordingly, approval of the Annual Report will constitute approval and ratification of the acts of Management stated in the Annual Report during the period covered thereby.

Management reports will be submitted for approval by the stockholders at the meeting. Approval of the reports will constitute approval and ratification of the acts of management for the past year.

ITEM 19.VOTING PROCEDURES

Each stockholder shall be entitled to one vote, in person or thru proxy for each share with voting right. All elections and all questions, except as otherwise provided by law, shall be decided by the plurality vote of the stockholders present in person or by proxy, a quorum (majority of the issued and outstanding capital stock having powers) being present.

In the election of directors, the five (5) nominees with the greatest number of votes will be elected directors. If the number of nominees for election as directors does not exceed the number of directors to be elected, the Secretary of the Meeting shall be instructed to cast all votes represented at the Meeting equally in favor of all such nominees. However, if the number of nominees for election as directors exceeds the number of directors to be elected, voting shall be done by ballot, and counting of votes shall be done by two (2) election inspectors appointed by the Chairman of the Meeting.

For motion on other corporate matters that will be submitted for approval and for such other matters as may properly come before the Meeting, a vote of the majority of the shares present or represented by proxy at the meeting is necessary for their approval. For the purpose of this year's annual stockholders' meeting, which will be held only in a virtual format, the stockholders may only vote through proxies or by remote communication (in absentia). The stockholders are encouraged to participate in the meeting by either of the following:

- i. by submitting duly accomplished proxies to the Office of the Corporate Secretary at 2704 East Tower, Philippine Stock Exchange Centre, Ortigas Center, Pasig City, or via electronic copy by sending an e-mail to membership.th@tagaytayhighlands.com on or before 5:30 p.m. on 08 December 2020, Tuesday.

For corporate stockholders, the proxies should be accompanied by a Secretary's Certification on the appointment of the corporation's authorized signatory.

- ii. by registering their votes on the matters to be taken up during the meeting through the e-voting platform set up for the purpose. The e-voting portal will be open until 9:00 in the morning of December 11, 2020. The votes for or against the matter submitted shall be tallied by the Secretary.


Items 8, 9, 10, 11, 12, 13, 14, 16, 17 and 18 are not responded to in this report, the Country Club having no intention to take any action with respect to the information required therein.


SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in the City of Tagaytay on 18 November 2020.

**THE COUNTRY CLUB AT TAGAYTAY
HIGHLANDS, INC.**

By:



Jerry C. Iru
President 

**THE COUNTRY CLUB AT TAGAYTAY HIGHLANDS, INC.
BUSINESS AND GENERAL INFORMATION**

The Business

The Country Club at Tagaytay Highlands, Inc. (Country Club) was incorporated in 1995 as an exclusive membership club operating on a non-profit basis. Its primary purpose is to promote social, recreational and athletic activities among its members. It is a self-contained community set on a ridge in Tagaytay City which is located approximately 60 kilometers south of Metro Manila and situated on a 7-hectare land below the 18-hole par-71 international championship golf course of Tagaytay Highlands International Golf Club Inc. (THIGCI).

Sale of membership shares to the public started in November 1995 but the Country Club officially opened for business in March 1996. Majority of members are private individuals (about 87.28%) most of which are Filipino nationals and citizens and the remaining 12.72% are corporate members. Members of the THIGCI were given preference to purchase the first few shares before they were offered to the public. The Country Club derives its revenues and other income from the monthly dues (35%), restaurant patronage (46%), recreational facilities (5%), room sales (5%), and other income (10%). Collection of monthly dues started in March 1996 at P750 per member and was subjected to gradual increases. The following are the monthly dues with the respective periods wherein the increase became effective: P1,500 in June 1996, P2,000 in January 1998, P2,300 in April 2001, P2,500 in April 2004, P3,100 in January 2006, P3,600 in January 2010, P4,200 in September 2012, and P4,700 in January 2019. Starting March 2020, membership dues was adjusted to P4,250 due to the VAT exemption.

Sale of food and beverage through the Country Club's restaurants is a major source of income contributing to about 51% of total revenues in 2019. The different specialty restaurants offer a wide array of cuisines (Filipino, Chinese, Italian, Japanese, Korean and Western) which are sure to satisfy everyone's palate.

Part of the Country Club's commitment to members was also to provide sports and recreational facilities. Prior to the Country Club's opening in March 1996, the outdoor facilities like the tennis courts, fishing pier, mini-golf course, horseback bridle path and the children's playground were already available to members. In July 1996, the two-level Sports Center was officially opened. This houses a 14-lane bowling facility, indoor lap pool, basketball court, badminton court, game room, spas, gym, and a Kidsports - children's play area. In December 1996, major portions of the camping ground called Camp Highlands were also completed and ready to accept members who wish to stay overnight or simply to cool off in the swimming pools. In addition to the aforesaid developments, the Animal Farm and Highlands Cinema were opened in 1997. However, as of the end of fiscal year 2010, the Highlands Cinema is no longer operational.

The wide array of facilities and the continuing developments in the Country Club are important considerations for members to retain membership with the Country Club and for some to speculate increase in market value of their shares. In 2002, the Country Club's operations include accommodation facilities at the Cottage Grove and Cowboy Cabins available to members and their guests. New sports facilities were also introduced such as the Sporting Arrow, All-terrain vehicle trail, Archery and Aerial Walk. The Club has completed its renovation of the following facilities: Sports Center, Highlander Steakhouse, Highlands China Palace, Country Club Veranda, Akasaka, Camp Highlands, Gourmet Avenue, Peak Bar, Country Clubhouse, Holy Family Chapel, Genghis Khan, and Trellis.

Bankruptcy, Receivership or Similar Proceedings

The Country Club has not been involved in any bankruptcy, receivership or similar proceedings for the past three (3) years.

Material Reclassification, Merger, Consolidation or Purchase or Sale of a Significant Amount of Assets (not ordinary)

The Country Club has not engaged in any material reclassification, merger, consolidation or purchase or sale of a significant amount of assets (not ordinary) for the past three (3) years.

Competition

There is no formal or organized secondary market for the purchase and sale of golf and country club shares in the Philippines. As such, holders of shares in the Country Club who may wish to sell or dispose of their shares in the Country Club may not readily find a counter-party for the transaction at the desired asking price. At present, there is a growing number of golf and country clubs being established in various parts of the country. This may affect appreciation in the value of investment in the Country Club.

Investments in leisure-oriented developments such as golf and country clubs are influenced by the economic and political conditions in the country. Any adverse economic and political developments in the country may affect the demand for such leisure facilities, and any anticipated appreciation in the prices of golf and country club shares.

Although there are other clubs engaged in the same line of business, the Country Club competes in terms of service and facilities. The Country Club is highly competitive because of its wide array of facilities which includes world-class sports and recreational facilities, specialty restaurants and bars offering different cuisines (Filipino, Chinese, Italian, Japanese, Korean, and Western) and accommodation facilities.

Sources and availability of raw materials

The Country Club's principal suppliers include Werdenberg International Corporation, ESV International Corp., RGL33 Fruits and Vegetable Dealer, JC Seafoods Supply, Delos Reyes Trading, and Sanford Marketing Corporation. There is no existing major supply contracts entered into by the Country Club.

Transactions with and/or dependence on related parties

In the ordinary course of business, the Country Club has transactions with related parties which consist mainly of charges for affiliate's usage of Country Club's facilities and services. This is also comprised of reimbursement of certain operating expenses such as utilities, contract services and repairs and maintenance from related parties.

Government Regulations

The Country Club has complied with licensing and regulatory requirements necessary for its development and operations.

Compliance with Environmental Laws

The Country Club has complied with pertinent environmental laws and regulations and has received the Environmental Certificate Clearance issued by the Department of Energy and Natural Resources.

The Country Club has constructed a Sewerage Treatment Plant for treatment of waste products and reuse in its animal farm and golf course. The Country Club has also adopted the process of decomposing biodegradable waste products which are converted as fertilizers for the garden.

Employees

The Country Club is run by a team of regular and casual employees as follows:

Regular Employees (based on head count as of 30 September 2020)

GM & Department Heads	40
Supervisors	47
Rank and File	<u>87</u>
Total	174

All regular rank and file employees are subject to the Collective Bargaining Agreement which expires in June 30, 2024. Some of the regular employees are also seconded to Tagaytay Highlands International Golf Club, Inc. and Tagaytay Midlands Golf Club, Inc. (*based on head count as of 30 September 2020)

There has been no strike brought about by the Country Club's employees in the past twenty (20) years.

Major Business Risks

The Country Club has been sustaining its operational requirements through the collection of monthly dues from each member and the operation of restaurants and sports & recreation facilities. The Country Club has no foreign currency exposures or obligations that will have a material impact on its short-term or long-term liquidity due to the depreciation of peso. During the early part of the COVID-19 pandemic, the Club was experiencing reduced consumer demand owing to lost income and/or restrictions on consumers' ability to move freely and limitation of the Club's activities such as Country tournament, wedding and corporate events. When the government announced a more relaxed community quarantine, the Club's revenues are picking up and are expected to return to its normal earning stream within the next one to two years.

Directors and Executive Officers

Please refer to discussion on *Directors and Executive Officers*.

Market Price of and Dividends on Registrant's Common Equity and Related Stockholder Matters

Market Information

The Country Club has authorized and subscribed 5,000 proprietary shares, of which 46.44% is owned by Belle Corporation and the remaining shares are owned by other Country Club members. There are 2,423 holders of the Country Club's proprietary shares.

Top 20 shareholders are as follows:

NAME OF STOCKHOLDER	NO. OF SHARES	%
Belle Corporation	2,322	46.44%
Ivory Holdings, Inc.	267	5.34%
Highlands Prime Inc.	76	1.52%
Jollibee Foods Corporation	14	0.28%
Camara, Feliciano G.	6	0.12%
APC Group Inc.	6	0.12%
First Gas Holdings Corp.	4	0.08%
Pilipino Star Printing Co., Inc.	3	0.06%
S. P. Properties, Inc.	3	0.06%
OTHERS	2,299	45.98%
Total	5,000	100.00%

Below are the high and low bid prices for the past three (3) years based on newspaper publications:

	HIGH	LOW
Quarter ended March 2017	150,000	120,000
Quarter ended June 2017	220,000	150,000
Quarter ended September 2017	180,000	120,000
Quarter ended December 2017	120,000	120,000
Quarter ended March 2018	200,000	150,000
Quarter ended June 2018	160,000	135,000
Quarter ended September 2018	160,000	130,000
Quarter ended December 2018	150,000	130,000
Quarter ended March 2019	170,000	120,000
Quarter ended June 2019	200,000	120,000
Quarter ended September 2019	200,000	150,000
Quarter ended December 2019	150,000	150,000
Quarter ended March 2020	150,000	150,000
Quarter ended June 2020	150,000	150,000
Quarter ended September 2020	170,000	170,000

The Country Club's securities are not traded in the Philippine Stock Exchange.

Dividends

The Country Club does not declare dividends to its shareholders. In accordance with the Country Club's Articles of Incorporation and By-Laws, no profit shall inure to the exclusive benefit of any of its shareholders, hence, no dividends shall be declared in their favor. Shareholders shall be entitled only to a pro-rata share of the asset of the Club at the time of the dissolution or liquidation of the Country Club.

Recent Sales of Unregistered or Exempt Securities

All the Club's securities are registered under the Securities Regulation Code. There were no sale of reacquired securities, as well as new issues, securities issued in exchange for property, services, or other securities, and new securities resulting from the modification of outstanding securities for the past three (3) years.

Management's Discussion and Analysis

The Country Club derived its revenues from membership dues, food and beverage sales, and income from recreational facilities.

Financial Highlights

(In Million Pesos)

	<u>Sep 30</u>	<u>Dec 31</u>	<u>Dec 31</u>	<u>Dec 31</u>
	<u>2020</u>	<u>2019</u>	<u>2018</u>	<u>2017</u>
Balance Sheet				
Total Assets	716.54	737.70	674.51	672.20
Total Liabilities	201.63	197.54	142.76	147.06
Total Members' Equity	514.90	540.16	531.76	525.14
Income Statement				
Total Revenues	130.68	334.79	315.41	305.57
Total Cost and Operating Expense	102.73	266.87	262.62	225.13
Depreciation and amortization	48.83	50.64	46.25	46.72
Net Income/(Loss)	(21.56)	15.08	3.23	3.79

RESULTS OF OPERATIONS

Nine-month period ending September 30, 2020 compared to September 30, 2019

REVENUE

For the nine-month period ended September 30, 2020, the Club's performance showed a decrease in total revenue amounting to ₱105.41 million or 44.65%, from ₱236.09 million in 2019 to ₱130.68 million in 2020. This is caused by lower revenues from food, beverage and sundries of ₱86.37 million or 80.28%, recreational facilities of ₱11.23 million or 89.06%, room sales of ₱9.56 million or 92.55%, and membership transfer fees of ₱2.22 million or 54.86% as a result of the Taal Volcano Eruption and

the outbreak of COVID-19 pandemic wherein there is reduced consumer demand owing to lost income and/or restrictions on consumers' ability to move freely and limitation of the Club's activities such as Country tournament, wedding and corporate events. On the contrary, membership dues are higher by ₱3.73 million or 4.21% because of increase in the number of members.

COST AND OPERATING EXPENSE

Cost and operating expenses decreased by ₱75.40 million or 33.22%, from ₱226.96 million for the nine-month period ended September 30, 2019 to ₱151.57 million for the same period in 2020. This is the result of lower costs of food, beverages and sundry of ₱27.47 million or 72.51%, commission of ₱9.60 million or 93.03%, salaries, wages and employee benefits of ₱8.94 million or 20.55%, communication, light and water of ₱8.23 million or 44.71%, repairs and maintenance of ₱6.47 million or 39.12%, banquet expense of ₱6.33 million or 87.81%, service charge expense of ₱3.78 million or 72.30%, and advertising and promotion of ₱3.54 million or 86.46% in relation to the decrease in corresponding revenues.

NET INCOME / (LOSS)

As a result, the Club registered a net loss of ₱21.56 million for the nine-month period ended September 30, 2020 in comparison to the net income of ₱9.09 million for the same period in 2019.

December 31, 2019 compared to December 31, 2018

Revenue

The Country Club generated total revenue and other income amounting to P334.79 million for the year ended December 31, 2019 as compared to P315.41 million for the year ended December 31, 2018, an improvement of 6.14%. Major contributors to the Club's revenues were derived from increase in membership dues of P14.05 million or 13.72%, from P102.39 million in 2018 to P116.44 million in 2019, pertaining to the increase in the amount of monthly dues. Likewise, food and beverage revenue are higher by P9.13 million or 6.30% due to increase in patronage as a result of introduction of new food offerings and rewards program.

Cost and Operating Expense

Cost and operating expenses for the twelve months period ended December 31, 2019 amounted to P317.51 million, an increase of P8.63 million or 2.80% compared to P308.87 million in the same period in 2018. This is mainly attributed to increases in food, beverages and sundry costs of P10.53 million or 22.44% and club events expense of P2.31 million or 102.50% corresponding to increase in its related revenue derived from the events being held at the club, repair and maintenance of P4.43 million or 22.72% and depreciation of P4.39 million or 9.49% due to renovations and additional properties. On the other hand, there are decreases in salaries, wages and employee benefits of P7.09 million or 10.61% due to resignation of department heads and termination of project employees, outside services of P3.11 million or 15.74% due to termination and non-renewal of some contracts, supplies of P1.19 million or 12.01%, commission expense of P0.85 million or 5.15%, and banquet expense of P0.76 million or 7.86%.

Net Income

As a result, the Club posted a net income of ₱15.08 million for the twelve-month period ended December 31, 2019 in comparison to the net income of ₱3.23 million for the same period in 2018.

December 31, 2018 compared to December 31, 2017

Revenue

The Country Club generated total revenue and other income amounting to P315.41 million for the year ended December 31, 2018 as compared to P305.40 million for the year ended December 31, 2017 or an improvement of 3.28%. Major contributors to the Club's revenues were derived from increase in food & beverage revenue of P5.89 million or 4.23%, from P139.12 million in 2017 to P145 million in 2018, pertaining to the increase in patronage as a result of introduction of new food offerings and rewards program. Likewise, membership dues are higher by P3.93 million or 3.99%, from P98.46 million in 2017 to P102.39 million in 2018.

Cost and Operating Expense

Cost and operating expenses for the twelve months period ended December 31, 2018 amounted to P308.87 million, an increase of P7.28 million or 2.41% compared to P301.59 million in the same period in 2017. This is mainly attributed to increases in commission expense of P3.79 million or 30.04%, food, beverages and sundry costs of P3.79 million or 8.78% and banquet expense of P1.23 million or 14.63% corresponding to increase in its related revenue derived from the events being held at the club, fuel and oil of P0.72 million or 21.79%, taxes and licenses of P0.52 million or 16.42%, and repairs and maintenance of P1.26 million or 6.90%. On the other hand, depreciation expense decreased by P0.47 million or 1% from P46.72 million in 2017 to P46.25 million in 2018 which pertains to the fully depreciated asset of building, facilities and equipment for the year.

Net Income

For the twelve-month period ended December 31, 2018, the Country Club posted a net income of P3.23 million in comparison to the net income of ₱3.79 million for the same period in 2017.

December 31, 2017 compared to December 31, 2016

Revenue

The Country Club generated total revenue and other income amounting to P305.40 million for the year ended December 31, 2017 as compared to P299.85 million for the year ended December 31, 2016 or an improvement of 1.85%. Major contributors to the Club's revenues were derived from the increase in income from food & beverage revenue, of P6.37 million or 4.80%, from P132.74 million in 2016 to P139.12 million in 2017 pertaining to the increase in patronage as a result of introduction of new food offerings and rewards program. Likewise, sports & recreational facilities revenue increased by P1.75 million or 9.93% from P17.62 million in 2016 to P19.37 million in 2017; this was due to additional sports activities like archery, trail buggy, aerial walk and team building for corporate function.

Cost and Operating Expense

Cost and operating expenses for the twelve months period ended December 31, 2017 amounted to P301.59 million, an increase of P3.33 million or 1.12% compared to P298.26 million in the same period in 2016. This was mainly attributed to the decrease of contract services - outside services by P15.92 million or 89.89% and professional fees by P1.37 million or 21.02%, which resulted to the increase in personnel cost by P12.59 million or 23.09%; Absorption of employees resulted this movement. Banquet expense increased by P1.82 million or 27.59%, from P6.58 million relative to increase in food & beverage sales that derived from the events being held at the club. Advertising and promotion increased by P1.28 million or 33.09% due to the implementation of Clubs reward promo of P500.00 worth of gift certificate for members who spent P5,000 in Club operated restaurant. Meanwhile, depreciation expense decreased by P7.18 million or 13.3% from P53.90 million in 2016 to P46.72 million in 2017. This pertains to the fully depreciated asset of building,

facilities and equipment for the year.

Net Income

For the twelve months period ended December 31, 2017, the Country Club posted total Comprehensive Income of P3.96 million.

Financial Condition and Changes in Financial Condition

Nine-month period ending September 30, 2020 compared to September 30, 2019

ASSETS

The Club has total assets of ₱716.54 million as of September 30, 2020 compared to ₱727.42 million as of September 30, 2019. The Club remains to have current assets of ₱0.56 for each peso of current liabilities as of September 30, 2020, the same as that of September 30, 2019.

Cash and Cash Equivalents

Cash and cash equivalents increased by ₱3.65 million or 37.21% from ₱9.81 million as of September 30, 2019 to ₱13.46 million as of September 30, 2020. This is the result of net cash provided by operating activities of ₱28.10 million offset by the net cash used in financing activities of ₱0.36 million and net cash used in investing activities of ₱27.84 million.

Receivables

Receivables increased by ₱0.72 million or 1.54% from ₱46.48 million as of September 30, 2019 to ₱47.20 million as of September 30, 2020. This is mainly due to the increase in receivables from members of ₱8.79 million or 24.92% attributed to low collection rate owing to lost income and/or restrictions on members' ability to move freely as a result of the outbreak of COVID-19 pandemic. This is offset by decreases in receivables from functions of ₱4.73 million or 78.07% and related parties of ₱3.30 million or 90.36%.

Inventories

Inventories decreased by ₱2.45 million or 18.61% from ₱13.16 million as of September 30, 2019 to ₱10.71 million in September 30, 2020 due to consumption during the period.

Other Current Assets

Prepaid expenses and other current assets increased by ₱0.67 million or 2.68% from ₱24.90 million as of September 30, 2019 to ₱25.57 million as of September 30, 2020. This is mainly due to the increase in creditable withholding tax of ₱2.87 million or 13.54% offset by decreases in current portion of deferred input VAT of ₱2.00 million or 78.10% and prepaid expenses of ₱0.20 million or 17.91%.

Noncurrent Assets

Noncurrent assets decreased by ₱13.47 million or 2.13% from ₱633.07 million as of September 30, 2019 to ₱619.60 million as of September 30, 2020. This is the result of higher depreciation expense due to additions to property and equipment through the completion of renovations of the Club's facilities hence, lowering its net amount by ₱5.26 million. Likewise, advances to contractors and suppliers decreased by ₱20.40 million or 79.51% offset by increase in deferred input VAT of ₱12.19 million or 56.88%.

LIABILITIES

Accounts payable and other current liabilities posted an increase of ₱5.23 million or 3.13%, from ₱167.07 million in September 30, 2019 to ₱172.30 million in 2020. This pertains to higher payables to

related party of ₱19.11 million or 87.91% offset by decreases in membership dues collected in advance of ₱9.26 million or 28.63%, accrued expenses of ₱2.13 million or 15.16%, unclaimed gift certificates of ₱1.97 million or 43.12%, and current portion of obligation under finance lease of ₱0.56 million or 100.00% as it was fully paid.

In addition, non-current liabilities increased by ₱10.39 million or 54.82% from ₱18.95 million in September 30, 2019 to ₱29.33 million in September 30, 2020. This pertains to higher pension liabilities for the period.

EQUITY

Members' equity decreased by ₱25.94 million or 4.80% from ₱540.85 million as of September 30, 2019 to ₱514.90 million as of September 30, 2020 mainly because of the net loss during the nine-month period.

December 31, 2019 compared to December 31, 2018

ASSETS

The Country Club has total assets of P737.70 million as of December 31, 2019 as compared to P674.51 million in December 31, 2018, an increase of P63.19 million or 9.37%. The Country club has a current ratio of P0.57 for each peso of current liabilities as of December 31, 2019 as compared to P1.14 as of December 31, 2018.

Cash and Cash Equivalents

Cash and cash equivalents decreased by P40.35 million or 74.86%, from P53.90 million in December 31, 2018 to P13.55 million in December 31, 2019. This is the result of the net cash inflows provided by operating activities amounting to P120.93 million which was offset by net cash flows used in investing activities of P159.90 million due to additions to property and equipment, and net cash used in financing activities of P1.37 million.

Receivables

Receivables amounted to P38.73 million and P49.27 million as of December 31, 2019 and 2018, respectively. The decrease of P10.53 million or 21.37% was attributed to the decrease in receivables from members of P7.20 million or 21.28% and related parties of P3.47 million or 84.00%.

Inventories

Inventories decreased by P2.55 million or 15.65% from P16.26 million in December 31, 2018 to P13.72 million in December 31, 2019.

Other Current Assets

Other current assets has a balance amounting to P31.21 million and P23.87 million as of December 31, 2019 and 2018, respectively. This is mainly due to increase of P5.64 million or 30.51% in creditable withholding taxes and P3.91 million or 138.01% in current portion of deferred input VAT while there is a decrease of P2.21 million or 86.96% in prepaid expenses.

Non-current Assets

Non-current assets increased by 20.57% or P109.26 million, from P531.22 million in December 31, 2018 to P640.48 million in December 31, 2019 due mainly to additions to property and equipment of P96.45 million or 20.19% after the Club has completed renovations of its facilities, and increase in deferred input VAT – OPEX of P18.25 million. Conversely, there is a decrease in advances to contractors and suppliers of P6.09 million or 44.74%.

LIABILITIES

Accounts payable and other current liabilities posted an increase of P44.36 million or 35.50%, from P124.96 million in December 31, 2018 to P169.32 million in 2019. This pertains to the increases in payables to related parties of P21.74 million or 339.18%, trade accounts payable of P14.08 million or 40.00%, retention payable of P7.21 million or 595.04%, membership dues collected in advance of P4.57 million or 22.09%, and refundable deposit of P2.26 million or 6.73%. On the other hand, there are decreases in unclaimed gift certificates of P3.92 million or 59.93% and accrued expenses of P1.79 million or 20.04%.

In addition, non-current liabilities increased by P11.38 million or 68.86% from P16.52 million in December 31, 2018 to P27.90 million in December 31, 2019. This higher amount is caused by the retirement provision for the year.

EQUITY

Members' equity increased by P8.40 million or 1.58% from P531.76 million in December 31, 2018 to P540.16 million in December 31, 2019, attributed to the total comprehensive income of P8.40 million during the current year. Other comprehensive loss amounting to P6.68 million is from the remeasurement loss on defined benefit pension plan.

December 31, 2018 compared to December 31, 2017

ASSETS

The Country Club has total assets of P674.51 million as of December 31, 2018 as compared to the December 31, 2017 P672.2 million, an increase of P2.31 million or 0.34%. The Country club has a current ratio of P1.14 for each peso of current liabilities as of December 31, 2018 as compared to P1.19 as of December 31, 2017.

Cash and Cash Equivalents

Cash and cash equivalents increased by P3.22 million or 6.36%, from P50.67 million in December 31, 2017 to P53.90 million in December 31, 2018. This is the result of the net cash inflows provided by operating activities which amounted to P53.98 million, net cash flows used in investing activities of P49.17 million, and net cash used in financing activities of P1.62 million.

Receivables

Receivables amounted to P49.27 million and P57.46 million as of December 31, 2018 and 2017, respectively. The decrease of P8.19 million or 14.26% was attributed to the decrease in receivables from related parties (net) of P10.79 million or 72.30% and higher allowance for impairment by P0.39 million or 97.85%.

Inventories

Inventories increased by P2.06 million or 14.52% from P14.20 million in December 31, 2017 to P16.26 million in December 31, 2018.

Other Current Assets

Other current assets has a balance amounting to P23.87 million and P21.57 million as of December 31, 2018 and 2017, respectively. This is mainly due to increase of P1.69 million or 197% in prepaid expenses and P0.79 million or 4.46% in creditable withholding taxes.

Non-current Assets

Non-current assets increased by 0.55% or P2.92 million, from P528.30 million in December 31, 2017 to P531.22 million in December 31, 2018 due mainly to increases in advances to contractors and

suppliers by P9.22 million or 210.78%, intangible assets by P0.57 million or 49.95%, and additions to property and equipment of P25.66 million.

LIABILITIES

Accounts payable and other current liabilities posted an increase of P5.77 million or 4.84%, from P119.19 million in December 31, 2017 to P124.96 million in 2018. This pertains to the increases in unclaimed gift certificate of P2.99 million or 84.19%, membership dues collected in advance P3.74 million or 22.09%, refundable deposit by P4.51 million or 15.50% mainly from deposits for function, and payables to nonrelated parties of P6.94 million or 24.75%. On the other hand, there are decreases in statutory payables of P7.85 million or 59.78%, accrued expenses of P1.41 million or 13.70%, related parties of P0.34 million or 4.99%, retention payable of P0.28 million or 19.02%, and auctioned members liability of P0.08 million or 91.90% due to closing of long outstanding accounts.

In addition, non-current liabilities decreased by P9.93 million or 37.53% from P26.45 million in December 31, 2017 to P16.52 million in December 31, 2018. This lower amount is caused by the retirement provision for the year.

EQUITY

Members' equity increased by P6.62 million or 1.26% from P525.14 million in December 31, 2017 to P531.76 million in December 31, 2018, attributed to the total comprehensive income of P6.62 million during the current year. OCI amounting to P3.39 million is from the remeasurement gain on defined benefit pension plan.

December 31, 2017 compared to December 31, 2016

ASSETS

The Country Club has total assets of P672.2 million as of December 31, 2017 as compared to December 31, 2016 P693.40 million or a decrease of P21.20 million or 3.06%. The Country club has a current ratio of P1.23 for each peso of current liabilities as of December 31, 2017 as compared to P1.06 as of December 31, 2016.

Cash and Cash Equivalents

Cash and cash equivalents increased by P7.62 million or 17.69% from P43.06 million in December 31, 2016 to P50.67 million in December 31, 2017. This resulted from the net cash inflows provided by operating activities which amounted to P42.71 million, net cash flows used in investing activities of P36.43 million, and net cash used in financing activities of P7.61 million.

Receivables

Receivables amounted to P57.46 million and P83.86 million as of December 31, 2017 and 2016, respectively. The movement of P26.40 million or 31.48% was attributed to the decrease in receivables from related parties (net) of P23.64 million or 61.32% and decreased of receivable from functions by P1.60 million or 15.39%.

Inventories

Inventories have increased by P2.81 million or 24.72% from P11.39 million in December 31, 2016 to P14.20 million in December 31, 2017.

Other Current Assets

Other current assets has a balance amounting to P21.57 million and P18.03 million as of December 31, 2017 and 2016, respectively due mainly to the increase in creditable withholding tax by P8.38 million or 67.98%.

Non-current Assets

Non-current assets decreased by 1.62% or P8.72 million in 2017, from P537.02 million in December 31, 2016 to P528.30 million in December 31, 2017 due to depreciation expense recognized which amounted to P46.72 million during the year 2017 which was offset by the additions to property and equipment amounting to P26.73 million for the year 2016 and P35.77 million for the year 2017.

LIABILITIES

Accounts payable and other current liabilities posted a decrease of P29.94 million or 20.07%, from P149.13 million in December 31, 2016 to P119.19 million in 2017. The decrease pertains to the following: decrease in related parties by P44.30 million or 86.79%, statutory payable by P6.88 million or 34.39%, decrease in retention payable of P0.21 million or 12.45%. Meanwhile, nonrelated parties increased by P0.33 million or 1.18%, membership dues collected in advance increased by P1.99 million or 13.33%, accrued expense increased by P1.25 million or 13.76% and refundable deposits increased by P10.45 million or 56.06% mainly from deposits for function.

In addition, non-current liabilities posted an increase of P3.89 million or 17.26% from P22.56 million in December 31, 2016 to a P26.45 million in December 31, 2017. The increase was brought by the retirement provision for the year.

EQUITY

Members' equity increased by P3.96 million or 0.76% from P521.18 million in December 31, 2016 to P525.14 million in December 31, 2017, attributed to the total comprehensive income of P3.96 million during the current year December 31, 2017.

Below are the comparative key performance indicators of the Country Club:

Performance Indicators	Formula for Calculation	30-Sep-20 (Unaudited)	31-Dec-19 (Audited)	31-Dec-18 (Audited)
Current ratio	Current assets over current liabilities	0.56 : 1.00	0.57 : 1.00	1.14 : 1.00
Acid test ratio	Quick assets* over current liabilities	0.35 : 1.00	0.31 : 1.00	0.82 : 1.00
Solvency ratio	EBITDA over total liabilities	14%	35%	37%
Debt to equity ratio	Total liabilities over total members' equity	0.39	0.37	0.27
Asset to equity ratio	Total assets over total members' equity	1.39	1.37	1.26
Interest rate coverage ratio	EBIT over total interest expense	(102.56) times	237.64 times	35.09 times
Return on equity	Income after tax over average members' equity	(4%)	3%	1%
Return on assets	Income before interest expense but after tax over	(3%)	2%	1%

	average total assets			
Net profit margin	Net income over gross revenue	(16%)	5%	1%
EBITDA** per share	Excess of Revenue Over Expenses before Interest, Tax, Depreciation and Amortization over weighted average number of shares	₱5,568.92	₱13,633.66	₱10,603.18

* Quick assets – Cash plus receivables

**EBITDA – Earnings before Interest, Tax, Depreciation and Amortization

During the nine months period ending September 30, 2020, except for what has been noted in the preceding, there were no material events or uncertainties known to management that had a material impact on past performance, or that would have a material impact on future operations, in respect of the following:

- i. Known trends, demands, commitments, events or uncertainties that would have a material impact on the Country Club ;
- ii. Events that will trigger direct or contingent financial obligation that is material to the Country Club, including any default or acceleration of an obligation;
- iii. Material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships of the Country Club with unconsolidated entities or other persons created during the reporting period;
- iv. Material commitments for capital expenditures that are reasonably expected to have a material impact on the Country Club's short-term or long-term liquidity;
- v. Known trends, events or uncertainties that have had or that are reasonably expected to have a material favorable or unfavorable impact on net sales/revenues/income from continuing operations;
- vi. Significant elements of income or loss that did not arise from the Country Club's continuing operations;
- vii. Seasonal aspects that had a material impact on the Country Club's results of operations; and

Material changes in the financial statements of the Country Club from the year ended December 31, 2019, except as reported in the MD&A.

Disagreements with Accountants on Accounting and Financial Disclosure

No principal accountant or independent accountant of the Country Club has resigned, was dismissed or has ceased to perform services during the calendar year covered by this report.

There were no disagreements with the accountants on any matter of accounting principles or practices, financial statement disclosures, or auditing scope procedure.

Mergers, Consolidations, Acquisitions and Similar Matters

There is no action to be taken with respect to any transaction involving the following:

1. The merger or consolidation of the registrant into or with any other person or of any other person into or with the registrant;
2. The acquisition by the registrant or any of its security holders of securities of another person;
3. The acquisition by the registrant or any other going business or of the assets thereof;
4. The sale or other transfer of all or any substantial part of the assets of the registrar; or
5. The liquidation or dissolution of the registrant.

ACQUISITION OR DISPOSITION OF PROPERTY

There is no action to be taken with respect to the acquisition or disposition of any property.

RESTATEMENT OF ACCOUNTS

There is no action to be taken with respect to the restatement of any asset, capital, or surplus account of the Country Club.

DISCUSSION ON CORPORATE GOVERNANCE

The Country Club remains focused on insuring the adoption of systems and practices of good corporate governance in enhancing value for its shareholders.

In compliance with the initiative of the Securities and Exchange Commission ("SEC"), The Country Club submitted its Revised Corporate Governance Manual (the "Manual") to the SEC on September 30, 2020, in compliance with the Code of Corporate Governance for Public Companies and Registered Issuers (SEC Memorandum Circular No. 24, Series of 2019) issued by the SEC on December 19, 2019, and made effective on January 12, 2020. This manual institutionalizes the principles of good corporate governance in the entire Country Club. The Country Club believes that corporate governance, the framework of rules, systems and processes governing the performance of the Board of Directors and Management of their respective duties and responsibilities, and from which the organization's values and ethics emerge, is of utmost importance to the Country Club's shareholders and other stakeholders, which include, among others, clients, employees, suppliers, financiers, government and community in which it operates. The Country Club undertakes every effort possible to create awareness throughout the entire organization.

The Board establishes the major goals, policies and objectives of the Country Club, as well as the means to monitor and evaluate the performance of Management. The Board also ensures that adequate internal control mechanisms are implemented and properly complied in all levels.

The Country Club is not aware of any non-compliance with its Revised Manual on Corporate Governance, by any of its officers or employees.

UNDERTAKING TO PROVIDE COPIES OF THE ANNUAL REPORT

UPON WRITTEN REQUEST OF ANY SHAREHOLDER OF RECORD ENTITLED TO NOTICE OF AND VOTE AT THE MEETING, THE COMPANY SHALL FURNISH SUCH SHAREHOLDER WITH A COPY OF THE COMPANY'S INFORMATION STATEMENT AND ANNUAL REPORT (SEC FORM 17-A) WITHOUT CHARGE. ANY SUCH WRITTEN REQUEST SHALL BE ADDRESSED TO:

THE CORPORATE SECRETARY
THE COUNTRY CLUB AT TAGAYTAY HIGHLANDS, INC.
BO. CALABUSO, TAGAYTAY CITY
PHILIPPINES