

Re: Fw: The Country Club At Tagaytay Highlands, Inc.\_Definitive Information Statement\_16Sept2022

[Redacted]

Dear Sir/Ma'am,

This is to acknowledge receipt of your email.

Thank you very much.

[Redacted]

Dear Sir/Madam,

This refers to the Definitive Information Statement (DIS) and Management Report of **The Country Club at Tagaytay Highlands, Inc.**, which was sent via email on 20 September 2022. We found that the said DIS and MR are in order, thus the company is advised that said reports are okay for distribution to its stockholders.

Your feedback is important to help us improve the delivery of our service to the public. To this end, kindly accomplish the Client Satisfaction Survey through this link: [https://bit.ly/ld\\_external](https://bit.ly/ld_external)

Your response is highly appreciated. Thank you.

[Redacted]

Dear Sir/Madam,

*This is to acknowledge receipt of your email. This will be forwarded to our handling Specialist.*

*On 12 May 2021, the Commission issued a NOTICE with subject "Revised Guidelines on the Submission of Documents, Issuance of Payment Assessment Form, Other Request and Compliance", as a Guidance for the covered companies indicated therein. To view the complete Notice, please click this link - <https://www.sec.gov.ph/notices/revised-guidelines-on-the-submission-of-documents-issuance-of-payment-assessment-form-other-requests-and-compliance/>. This will supersede CGFD Notices dated June 24, 2020 and July 20, 2020 and incorporate submission requirements in SEC Memorandum Circular No. 3, Series of 2021 applicable for CGFD covered companies.*

*Insofar as the covered companies enumerated therein are concerned (and with respect to reports, applications, requests and other documents falling within our Department's jurisdiction), only the submissions that are compliant with the requirements provided in the abovementioned Notice and SEC Memorandum Circular No. 3, Series of 2021 shall be considered as filed with the Commission.*

*We encourage you to regularly monitor the SEC Website ([www.sec.gov.ph](http://www.sec.gov.ph)) and/or the SEC's Facebook page for updates and announcements.*

*Thank you.*

----- Forwarded message -----

[Redacted]

Gentlemen:

Please see attached to this email the Revised Definitive Information Statement (SEC Form 20-IS) of The Country Club At Tagaytay Highlands, Inc. ("TCCATHI").

Kindly acknowledge receipt so we can ensure that the submission has been received.

Thank you.

[Redacted]

[Redacted]

Subject: Fwd: The Country Club At Tagaytay Highlands, Inc.\_Definitive Information Statement\_16Sept2022

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Thank you.

----- Forwarded message -----

From: [Redacted] <[Redacted]>

Date: [Redacted]

Subject: The Country Club At Tagaytay Highlands, Inc.\_Definitive Information Statement\_16Sept2022

[Redacted]

Gentlemen:

Please see attached to this email the Definitive Information Statement (SEC Form 20-IS) of The Country Club At Tagaytay Highlands, Inc. ("TCCATHI"), including the following documents:

1. Signed Letter Reply to SEC Comments;
2. Notarized Certification re Definitive 20-IS (2022);
3. Notarized Certification re No Govt Employment;
4. Annex A – Proof of Payment of SEC 20-IS filing fee.
5. Annex B– Notarized Certification of Independent Director Mr. Manuel B. Sy;
6. Annex C– Notarized Certification of Independent Director Mr. Ruben C. Tan;
7. Annex D – TCCATHI 2021 Annual Report (SEC 17-A);
8. Annex E – TCCATHI 2<sup>nd</sup> Quarterly 2022 Quarterly Report (SEC 17-Q); and

Kindly acknowledge receipt so we can ensure that the submission has been received.

Thank you.

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**Licensing Division**  
**Corporate Governance and Finance Department**  
**Securities and Exchange Commission**

**Confidentiality Notice:**

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**Licensing Division**  
**Corporate Governance and Finance Department**  
**Securities and Exchange Commission**

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**Securities and Exchange Commission**

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**COVER SHEET**

A S O 9 5 0 0 7 8 2 7  
S.E.C. Registration Number

T H E C O U N T R Y C L U B A T T A G A Y T A Y  
H I G H L A N D S , I N C .  
(Company's Full Name)

T A G A Y T A Y H I G H L A N D S C O M P L E X  
B A R A N G A Y C A L A B U S O T A G A Y T A Y C I T Y  
(Business Address: No. Street City / Town / Province)

MARIA CLARA T. KRAMER  
Contact Person  
0917-6229939  
Company Telephone Number

1 2 - 3 1  
Month Day  
Fiscal Year

1 0 - 1 5  
Month Day  
Annual Meeting

S E C F O R M 2 0 - I S  
( D E F I N I T I V E )

Secondary License Type, If Applicable

S E C  
Dept. Requiring this Doc.

N/A  
Amended Articles Number/Section

2 5 6 0  
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 there will be an annual meeting of the stockholders of **The Country Club at Tagaytay Highlands, Inc.** (the "Corporation") on **15 October 2022, Saturday at 11:00 AM**, at the Country Club Veranda, Tagaytay Highlands Complex, Brgy. Calabuso, Tagaytay City, to consider the following:

### AGENDA<sup>1</sup>

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. Presentation of Results of Operations and Financial Statements 2021
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 **14 September 2022, 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.

Registration for those who are personally attending the meeting may be done on-site on the day of the annual meeting, while those who prefer to cast their vote in absentia may do so by registering online at [www.tagaytayhighlands.com/annual-stockholders-meeting/](http://www.tagaytayhighlands.com/annual-stockholders-meeting/) from **28 September 2022, Wednesday until 8 October 2022, Saturday**, at 5:30 P.M. Upon verification of their registration credentials, an e-mail from the Corporation will be sent containing instructions on how they can 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 **15 October 2022, Saturday**.

Stockholders may also send their duly accomplished proxies to the Office of the Corporate Secretary at 2704 East Tower, Tektite Towers, Ortigas Center, Pasig City or via electronic copy by sending an e-mail to [membership.th@tagaytayhighlands.com](mailto:membership.th@tagaytayhighlands.com) on or before 5:30 p.m. on **14 October 2022, Friday**. 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 **14 October 2022, Friday** 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, **8 September 2022**.

  
**ANN MARGARET K. LORENZO**  
Assistant Corporate Secretary

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<sup>1</sup> See next page for the explanation for each agenda item.

## RATIONALE FOR AGENDA ITEMS

### **Agenda Item No. 4. Approval of the Minutes of the Previous Meeting of Stockholders held last 18 October 2021**

Copies of the Minutes of the 2021 Annual Stockholders' Meeting held last 18 October 2021 was made available to the stockholders shortly after the meeting last year at [www.tagaytayhighlands.com/annual-stockholders-meeting/](http://www.tagaytayhighlands.com/annual-stockholders-meeting/). Stockholders will be asked to approve the Minutes of the 2021 Annual Stockholders' Meeting as recommended by the Board of Directors.

### **Agenda Item No. 5. Presentation of 2021 Operations and Results**

A report on the highlights of the performance of the Corporation for the year ended 2021, together with a summary of the 2021 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 last Stockholders Meeting held on 18 October 2021 up to the date of this stockholders' meeting (15 October 2022) shall be presented for confirmation, approval, and ratification.

### **Agenda Item No. 7. Election of Directors for 2022 to 2023**

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 15 October 2022 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 Reyes Tacandong & Co. as the Corporation's External Auditor for 2022. The Stockholders will also be requested to delegate to the Board the authority to approve the appropriate audit fee for 2022.

## 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 **15 October 2022** 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. Manuel B. Sy (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 2021 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 15 October 2022.

\_\_\_\_\_ Yes \_\_\_\_\_ No \_\_\_\_\_ Abstain

5. Reappointment of Reyes Tacandong & 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 need not be notarized, and when properly executed, will be voted in the manner as directed herein by the stockholder(s). If no direction is made, this Proxy will be voted "for" the election of all nominees and for the approval of the matters stated above and for such other matters as may properly come before the meeting in the manner described in the Information Statement and/or as recommended by Management or the Board of Directors. A stockholder giving a proxy has the power to revoke it at any time before the right granted is exercised.

A proxy is also considered revoked if the stockholder attends the meeting in person and expressed his intention to vote in person.

## 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 2022.

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



# THE COUNTRY CLUB AT TAGAYTAY HIGHLANDS, INC. 2022 ANNUAL STOCKHOLDERS' MEETING

## Guidelines for Voting *in Absentia*

The Board of Directors of The Country Club at Tagaytay Highlands, Inc. (the “**Club**”) has set the date of the Club’s 2022 Annual Stockholders’ Meeting (**ASM**) on 15 October 2022 at 11:00 A.M. The end of business day on **14 September 2022** (“**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 pandemic, the Board of Directors of the Club has also approved and authorized stockholders to exercise their right to vote *in absentia* or by proxy, if they opt not to attend the meeting in person.

### REGISTRATION

The Stockholders may attend the face-to-face annual meeting, the registration can be done on the date of the annual meeting or online until **October 8, 2022, Friday**, 5:30 P.M. Stockholders opting to exercise their right to vote in absentia or by proxy will also be required to register online.

To register, the stockholders must send an e-mail to [membership.th@tagaytayhighlands.com](mailto:membership.th@tagaytayhighlands.com) and submit 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 Club with the foregoing documents for the purpose of validating credentials and registration to participate and vote at the 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 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.*

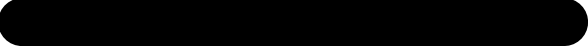
4. Once the stockholder has finalized his vote, he can proceed to submit his vote by clicking the "Submit" button. After the electronic ballot has been submitted, the registered stockholder may no longer make any changes.

Please be advised that the voting platform will be made available from **28 September 2022 (Wednesday)** until 9:00 am in the morning of **15 October 2022 (Saturday)**.

### **OPEN FORUM**

During the meeting, after all items in the agenda have been discussed, the Club will have the

Question-and-Answer Portion, where the representatives of the Club shall answer the questions, as time will allow.

***For any concerns, please email us at*** 

***For complete information on the annual meeting, please visit [www.tagaytayhighlands.com](http://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: **15 October 2022**

Time: **11:00 a.m.**

Place: **The Country Club Veranda**

**Tagaytay Highlands Complex, Brgy. Calabuso, Tagaytay City**

9. Approximate date on which the Information Statement is to be sent or given to security holders: **23 September 2022**

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 31 August 2022

Proprietary Shares

**5,000**

11. Are any or all registrant's securities listed on a Stock Exchange?

Yes

No

## GENERAL INFORMATION

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

DATE: **15 October 2022**

TIME: **11:00 A.M.**

PLACE: **The Country Club Veranda  
Tagaytay Highlands Complex, Brgy. Calabuso, Tagaytay City**

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: **23 September 2022**

### ITEM 2. DISSENTER'S RIGHT OF APPRAISAL

The matters to be voted upon in the Annual Stockholders' Meeting on **15 October 2022** are not among the instances enumerated in Title X, Section 81 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.

### **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 **31 August 2022**. 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 **14 September 2022**.
- 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

## 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 **31 July 2022**:

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	<b>Belle Corporation*</b> 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	2,325 shares	46.50%
Proprietary Share	Ivory Holdings**		Filipino	267 shares	5.34%

\* Belle's current Board of Directors are comprised of Willy Ocier, Elizabeth Anne Uy chaco, Jacinto Ng, Jr., Virginia Yap, Jaime Bautista, Maria Gracia Tan and Amando Tetangco, Jr. Also joining the Board are Jackson Ongsip, Belle's new President and Chief Executive Officer, and Armin Antonio Raquel Santos. Belle Corporation, having 46.50% 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 Ivory Holdings, Inc. is not known to the Country Club.

The top 20 stockholders of Belle Corporation as of **30 June 2022** are as follows:

	STOCKHOLDERS	TYPE / CLASS	OUTSTANDING & ISSUED SHARES
1	Belleshare Holdings, Inc.	Common	2,604,740,622
2	PCD Nominee Corporation (Filipino)	Common	2,516,733,856
3	PCD Nominee Corporation (Non-Filipino)	Common	1,991,987,001
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	F. Yap Securities, Inc.	Common	57,803,732
14	Eastern Securities Dev. Corp.	Common	50,000,000
15	Willy N. Ocier	Common	32,092,709
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, executive officers, and nominees of the Country Club as of **31 July 2022**:

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	Manuel B. Sy [REDACTED]	1 share/Beneficial	Filipino	0.02%
Aggregate Security Ownership of Directors and Officers		5 shares		0.10%

### 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 of the Club, are nominated for re-election as members of the Board of Directors for 2022-2023:

NAME	NATIONALITY	POSITION	AGE	TERM OF OFFICE
Willy N. Ocier	Filipino	Director & Chairman	65	1992 to present
Hans T. Sy	Filipino	Director	67	1992 to present
Jerry C. Tiu	Filipino	Director & President	65	2001 to present
Manuel B. Sy	Filipino	Independent Director	64	2021 to present
Ruben C. Tan	Filipino	Independent Director	66	2018 to Present



The following are the incumbent officers of the Club:

NAME	NATIO-NALITY	POSITION	AGE	TERM OF OFFICE
Willy N. Ocier	Filipino	Chairman	65	1992 to present
Jerry C. Tiu	Filipino	President	65	2001 to present
Anna Francesca C. Respicio	Filipino	Corporate Secretary	36	1921 to present
Manuel A. Gana	Filipino	Vice President / Treasurer	65	2000 to present
Ma. Clara T. Kramer	Filipino	General Manager	61	2010 to present

Upon recommendation of the Country Club's Corporate Governance Committee composed of Mr. Manuel B. Sy, Ruben C. Tan and Hans T. Sy, 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 2022-2023, to hold office as such for one year or until their successors shall have been duly elected and qualified.

The candidates for independent directors, Mr. Ruben C. Tan and Mr. Manuel B. Sy, were nominated by Mr. Willy N. Ocier. 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, 65, Filipino is the Chairman of the Board of the Country Club since 1996 and Tagaytay Midlands Golf Club, Inc. (TMGCI). Likewise, he is the Chairman of the Board of The Spa and Lodge at Tagaytay Highlands, Inc. (TSL) since 1996 until October 2021,. He is also the Vice Chairman of the Board of Tagaytay Highlands International Golf club, Inc. (THIGCI) from 1992 up to present.

Executive Director and Chairman of Belle Corporation. He is also the Chairman and Director of Premium Leisure Corp., APC Group, Inc., Pacific Online Systems Corporation, Total Gaming and Technologies, Inc. and Premium Leisure and Amusement, Inc. He is also Vice Chairman of HighlandsPrime, Inc. He is also the Chairman, President, and Chief Executive Officer of Philippine Global Communications, Inc., He is a Director of Leisure and Resorts World Corporation. He also sits as a Director to the following unaffiliated corporations, IVantage Equities, Philequity Management, Inc., Abacore Capital Holdings, Inc. and Toyota Corporation Batangas. He was formerly President and Chief Operating Officer of Eastern Securities Development Corporation.

Mr. Ocier 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, 65, Filipino is the President of the Country Club since 2001. 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 also an Independent Director of Philippine Global Communications, Inc. since 2009.. and Pacific Online Systems Corporation since February 21, 2007 and was appointed as the Lead Independent Director last May 31, 2017. He also works as president and director in Macroasia Corporation, PAL Holdings Inc., LGT Inc., Eton Properties Philippines Inc., Philippine National Bank and in PNB General Insurers Co, Inc. 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, 67, Filipino is the Director of the Country Club since 1996. He is also the Chairman of the Board of THIGCI, TSLHI 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.

#### **RUBEN C. TAN**

Independent Director

Mr. Tan, 66, Filipino is an Independent Director of the Country Club, as well as Tagaytay Midlands Golf Club, Inc., The Spa and Lodge at Tagaytay Highlands, Inc. and Tagaytay Highlands International Golf Club, Inc.

Likewise, he is the 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.

#### **MANUEL B. SY**

Independent Director

Mr. Sy, 64, Filipino, is an Independent Director of the Country Club, as well as TMGCI. He is the president and CEO of New Golden City Builders & Development Corporation since 1987 to present. Likewise, in Citi Gold Resources and Development Corporation since 2000 to present. He is also a Director of Sapphire Residences, Blue Sapphire, and Crescent Park Residence from 2010 to present, Board of Director and treasurer of Penhurst Park place from 2007 to present and corporate secretary of Total 2000 from 1993 to present.

Mr. Manuel Sy was graduated as Bachelor of Science in Civil Engineering in Mapua Institute of Technology (1975-1980).

## **Key Officers**

### **ANNA FRANCESCA C. RESPICIO**

Corporate Secretary

Atty. Respicio, 36, Filipino is the Corporate Secretary of the Club. She is likewise the Corporate Secretary of the following reporting and/or listed companies; First Abacus Financial Holdings Corporation. (2017 to date), I-Remit, Inc. (2013 to date), Jolliville Holdings Corporation (2014 to date), Discovery World Corporation (2017 to date), and Sterling Bank of Asia, Inc. (A Savings Bank) (2018 to date).

Atty. Respicio obtained her Bachelor of Arts degree (majored in philosophy) in 2007 and her Juris Doctor degree in 2011 from the Ateneo de Manila University. She likewise passed the real estate brokers licensure examination in 2015. She was admitted to the Philippine bar in April 2012 and is currently a partner at Tan Venturanza Valdez.

### **MANUEL A. GANA**

Vice President / Treasurer

Mr. Gana, 65, Filipino is the Vice President and Treasurer of the Country Club (2000-present) as well as THIGCI, TMGCI and TSLTHI. Mr. Gana was the Director, President and Chief Executive Officer of Belle Corporation until April 2022. 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.

### **MARIA CLARA T. KRAMER**

General Manager

Ms. Kramer, 61, Filipino is the General Manager of the Country Club since 2010. She is also the concurrent General Manager of THIGCI, TMGCI, TSL, THCCA, TMCHA, GCHA, THPCCOA, THHCCOA, and THTHCHA.

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 a member and resource speaker focusing on family, marriage and parenting.

#### **b. Material Pending Legal Proceedings**

As of **31 August 2022**, 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 2,325 shares or 46.50% 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	2022*	P 3,170,960.00		
	2021	P 3,049,000.00		
	2020	P 2,904,615.00		

\*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

Reyes Tacandong & Co. ("RT&Co"), the Company's external auditors for 2021, will be recommended for re-appointment as such for the current year. Representatives of RT&Co 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 previous external auditor or RT&Co. and the Company had any disagreement with regard to any matter relating to accounting principles or practices, disclosure of financial statements or auditing scope of procedure.

In compliance with SRC Rule 68, Part I 3(B) (ix) (Rotation of External Auditors) which requires the independent auditor or in the case of an auditing firm, the key audit partners, to comply with the provisions on long association of personnel (including partner rotation) with an audit client as prescribed in the Code of Ethics for Professional Accountants in the Philippines as adopted by the BOA and PRC, **Ms. Belinda B. Fernando** of RT & Co. has been designated by RT & Co. (the external audit firm) to be the signing partner for the examination of the financial statements of the Company. Ms. Fernando was first designated signing partner for the audit of the Club in 2021.

The Company paid Reyes Tacandong ₱220,000 for external audit services for 2021, and SGV ₱200,000.00 for 2020. For each of the last two (2) fiscal years, Reyes Tacandong & Co. and SGV did not render services for tax accounting, planning, compliance, advice, or any other professional services for which it billed the Company the corresponding professional fees.

The Audit Committee, composed of Mr. Ruben C. Tan, as Chairman, Mr. Manuel B. Sy, and Mr. 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 Board of Directors 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. Presentation of Results of Operations and Financial Statements 2021
5. Ratification of all Acts of the Board of Directors and Officers
6. Election of Directors
7. Appointment of Reyes Tacandong & Co. (RTC) as External Auditors
8. Other Matters, and
9. 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. Approval of Corporate's Audited Financial statement for 2021
2. Budget of Capital Expenditure and Other Project
3. Appointments of Officers.
4. Appointment of Authorized Representatives with the BIR and other various agencies; and
5. Declaration of Delinquent Shareholders and Scheduling of Delinquency Sale.

Management reports which summarize the acts of management for the year 2021 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 in person, the stockholders may vote by attending the meeting in person or through proxies or by remote communication (in absentia). The stockholders are encouraged to participate in the meeting, if not able to attend the meeting in person, 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 [membership.th@tagaytayhighlands.com](mailto:membership.th@tagaytayhighlands.com) on or before **08 October 2022, Saturday, at 5:30 P.M.**

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 A.M. of 15 October 2022, Saturday**. The votes for or against the matter submitted shall be tallied by the Secretary.

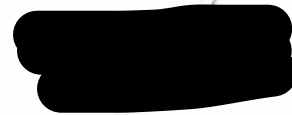
*Items 8, 9, 10, 11, 12, 13, 14, 16, 17 and 18 are not responded to in this report, the Country Club having no intention to take any action with respect to the information required therein.*

## 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 08 September 2022.

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

By:

A large black rectangular redaction box covering the signature of Jerry C. Tiu.

**JERRY C. TIU**  
President

A black rectangular redaction box covering text, likely a date or reference number.

**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 87.45%) most of which are Filipino nationals and citizens and the remaining 12.55% 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 (53%), restaurant patronage (25%), recreational facilities (2%), room sales (1%), and other income (19%). Collection of monthly dues started in March 1996 at ₱750 per member and was subjected to gradual increases. The following are the monthly dues with the respective periods wherein the increase became effective: ₱1,500 in June 1996, ₱2,000 in January 1998, ₱2,300 in April 2001, ₱2,500 in April 2004, ₱3,100 in January 2006, ₱3,600 in January 2010, ₱4,200 in September 2012, and ₱4,700 in January 2019. Starting March 2020, membership dues were adjusted to ₱4,250 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 45% of total revenues in 2021. 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. Club has completed its renovation of the following facilities in 2019: 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 clubshares in the Philippines. As such, holders of shares in the Country Club who may wish to sell or dispose of their shares may not readily find a counterparty 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.

## **Employees**

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

Regular Employees (based on head count as of 31 July 2022)

GM & Department Heads	31
Supervisors	37
Rank and File	<u>41</u>
Total	109

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.

There has been no strike brought about by the Country Club's employees in the past twenty-one (22) 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 46.50% is owned by Belle Corporation and the remaining shares are owned by other Country Club members. There are 2,560 holders of the Country Club's proprietary shares as of July 31, 2022.

#### Top 20 shareholders are as follows:

NAME OF STOCKHOLDER	NO. OF SHARES	%
Belle Corporation	2,325	46.50%
Ivory Holdings, Inc.	267	5.34%
Highlands Prime Inc.	121	2.42%
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%
Quality Corrugated Box Manufacturing, Corp.	3	0.06%
OTHERS	2,248	44.96%
Total	5,000	100.00%

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

	HIGH	LOW
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
Quarter ended December 2020	190,000	160,000
Quarter ended March 2021	350,000	150,000
Quarter ended June 2021	350,000	120,000
Quarter ended September 2021	300,000	300,000
Quarter ended December 2021	430,000	400,000
Quarter ended March 2022	550,000	550,000
Quarter ended June 2022	700,000	550,000

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

## Dividends

The Country Club is a non-profit corporation and as such, 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)

	<b>Jun 30</b>	<b>Dec 31</b>	<b>Dec 31</b>	<b>Dec 31</b>
	<b>2021</b>	<b>2021</b>	<b>2020</b>	<b>2019</b>
<b>Balance Sheet</b>				
Total Assets	701.71	709.22	684.51	737.70
Total Liabilities	118.38	149.65	154.75	197.54
Total Members' Equity	537.70	583.33	559.57	529.75
<b>Income Statement</b>				
Total Revenues*	99.69	258.26	200.74	334.79
Total Cost and Operating Expense	109.58	247.24	266.87	173.07
Depreciation and amortization	27.54	60.82	50.64	55.84
Net Income/(Loss)	23.76	29.26	(7.34)	15.08

\*Total Revenue include membership dues

## RESULTS OF OPERATIONS

### Six-Month Period Ended June 30, 2022 compared to June 30, 2021

#### REVENUES

For the six-month period ended June 30, 2022, the Club's performance showed an increase in total revenue amounting to ₱48.32 million or 113.63%, from ₱42.52 million in 2021 to ₱90.84 million in 2022. The Club revenue contributions are generated from food and beverage operations (82%), income from sports & recreation facilities (6%), room sales (3%) and other income (9%). This is due to high patronage as a result of a more relaxed community restrictions related to Covid-19 allowing the Club to operate at a higher capacity.

**Food, beverage and sundries**

Food, beverage and sundries increased of ₱41.58 million or 104.44%, from ₱39.82 million last June 2020 to ₱81.40 million June 2021. This is mainly due to the opening of Peak Bar, the continued and stable operation of our outlet restaurants and the club additional concessionaires.

**Income from recreational**

The club income from recreational was increased by ₱4.71 million or 341.47%, from ₱1.38 million to ₱6.08 million.

**Rooms sales**

Rooms sales was increased by ₱2.03 million or 152.55%, from ₱1.33 million to ₱3.36 million.

**Interest Income**

The interest income was increased by ₱.038 million or 281.53%, from ₱.013 million to ₱.052 million. Most of the increase is due to the BDO time deposit that the club earned from the first quarter to second quarter of the year 2022.

**Other Income**

Other income was decreased by ₱.091 million or 1.03%, from ₱8.89 million to ₱8.80 million. Due to the income from other charges and transfer fees from membership this 2022 was lower than 2021.

**COST AND OPERATING EXPENSE**

Cost and operating expenses for the six months period ended June 30, 2022 amounted to ₱137.12 million, an increase of ₱33.74 million or 32.63% compared to ₱103.39 million in the same period in 2021. because of higher capacity operations due to mitigated Covid-19 restrictions.

**Cost of sales**

Cost of sales for the six months period ended June 30, 2022 amounted to ₱43.7 million, an increase of ₱23.18 million or 112.65% compared to ₱20.5 million in the same period in 2021. This is due to the continued operation of Peak Bar.

**Cost of services**

Cost of service was increased by ₱10.3 million or 15.49%, from ₱66.5 million to ₱76.8 million. This includes club events, club tournaments, commission and other direct expenses.

**General and administrative expenses**

General and administrative was increased by ₱.24 million or 1.48%, from ₱16.24 million to ₱16.48 million. Mostly due to the higher cost for personnel and repair and maintenance.

**MEMBERS' SUPPORT**

Membership dues increased by ₱1.30 million or 2.17% from ₱59.91 million for the six-month period ended June 30, 2021 to ₱61.21 million for the same period in 2022. The club listed a 2,886 total active member of the club as of June 2022.

**PROVISION FOR INCOME TAX**

Provision for income tax was increased by ₱.007 million or 281.53% from ₱.002 million to ₱.010 million this six-month period ended June 2022.

**NET INCOME / (LOSS)**

the Club registered a net income of ₱23.76 million for the six-month period ended June 30, 2022 in comparison to the net loss of ₱7.95 million for the same period in 2021.



## **December 31, 2021 compared to December 31, 2020**

### **REVENUES**

The Country Club generated total revenue and other income amounting to ₱140.27 million for the year ended December 31, 2021 compared to ₱82.21 million for the year ended December 31, 2020, due to high patronage as a result of more relaxed community restriction related to covid 19.

#### ***Food, beverage and sundries***

Food, beverage and sundries increased of ₱62.04 million or 112.15%, from ₱55.32 million for the year ended December 2021 to ₱117.37 million December 2021. This is due to the opening of the club outlets and concessionaires that are allowed to operate to its normal operation but still under allowed capacity.

#### ***Income from recreational***

Income from recreational was increased by ₱1.61 million or 48.04%, from ₱2.42 million to ₱3.44 million, this is due to the reopened of the clubs indoor and outdoor sports facilities.

#### ***Rooms sales***

Rooms sales was increased by ₱1.02 million or 42.14%, from ₱1.33 million to ₱3.36 million, although the club was experiencing a lockdown last 2021 the club was reopened and back to its normal operation and listed a total of 142 accommodation for the month of December 2021.

#### ***Interest Income***

Interest income was decreased by ₱.040 million or 57.43%, from ₱.070 million to ₱.029 million. This is due to the account termination of BDO time deposit last September 2020 and was funding again last July 2021.

#### ***Other Income***

Other income was decreased by ₱6.57 million or 31.24%, from ₱21.05 million to ₱14.47 million. This is consisting of membership transfer fee, commission, assignment and miscellaneous income.

#### ***Interest expense***

Compare to 2020 there is an interest expense of ₱.005 million, while for the year 2021 there is no interest expense due to the closing of account.

### **COST AND OPERATING EXPENSE**

Cost and operating expenses for the twelve months period ended December 31, 2021, amounted to ₱228.91 million, an increase of ₱20.85 million or 10.02% compared to ₱208.05 million in the same period in 2020.

#### ***Cost of sales***

Cost of sales was increased by ₱32.1 million or 114%, from ₱28.2 million to ₱60.3 million. This is due to the higher cost in food, beverage, sundry cost and spoilage.

#### ***Cost of services***

Cost of services was decreased by ₱7.7 million or -5%, from ₱144.9 million to ₱136.5 million. This is due to the lower cost of personnel and depreciation.

#### ***General and administrative expenses***

General and administrative expenses was decreased by ₱2.87 million or 8.22%, from ₱34.56 million to ₱31.99 million. Majority of the increase of this is the decreased of the Taxes & Licenses and Retirement.

## **MEMBERS' SUPPORT**

Membership dues decreased by ₱.52 million or .44% from ₱118.51 million for the twelve-month period ended December 31, 2020 to ₱117.99 million for the same period in 2021. This to the decrease in number of active members 2,496 in 2021 compared to 2,618 in 2020.

## **PROVISION FOR INCOME TAX**

Provision for income tax deferred for the year ended December 2021 of ₱.096 million, due to the remeasurement that results a deferred for the year 2021.

## **NET INCOME**

The Club registered a net income of ₱29.26 million for the twelve-month period ended December 31, 2021 in comparison with the net loss of ₱7.33 million for the same period in 2020.

## **December 31, 2020 compared to December 31, 2019**

### **REVENUES**

The Country Club generated total revenue and other income amounting to ₱82.21 million for the year ended December 31, 2020, as compared to ₱218.55 million for the year ended December 31, 2019, a decline of 304%. The Covid-19 pandemic has caused unprecedented impact to the company's operations due to mandatory quarantine periods, community lockdowns and restrictions on mobility of members

#### ***Food, beverage and sundries***

Food, beverage and sundries decreased by ₱98.81 million or 64.11%, from ₱154.13 million for the year ended December 2019 to ₱55.32 million December 2020. This is due to the lockdown the was started last March 2020 and all the clubs was close.

#### ***Income from recreational***

Income from recreational was decreased by ₱13.58 million or 80.22%, from ₱16.93 million to ₱3.35 million, this is due to the Taal volcano erupted and starting of Covid 19 pandemic. All the sports and activities are close and there is no operation starting first quarter of the year.

#### ***Rooms sales***

Rooms sales was decreased by ₱12.86 million or 84.15%, from ₱15.28 million to ₱2.42 million, due to closure of the Club during the Taal eruption and lockdowns & restrictions of community quarantine brought by the outbreak of COVID-19 pandemic.

#### ***Interest Income***

Interest income was decreased by ₱.159 million or 64.57%, from ₱.247 million to ₱.087 million. This is due to the account pre-termination of BDO time deposit last September 2020 and the decrease on rate.

#### ***Other Income***

Other income was decreased by ₱10.95 million or 34.22%, from ₱31.99 million to ₱21.04 million. This is due to the low-income in-service charge revenue, membership transfer fee, commission, and assignment due to the closing of club.

#### ***Interest expense***

Interest expense was decreased by ₱.068 million or 92.91%, from ₱.073 million to ₱.005 million. This is due to the loans payable for the acquisition of vehicles are fully paid in 2020.

## **COST AND OPERATING EXPENSE**

Cost and operating expenses for the twelve months period ended December 31, 2020 amounted to

₱208.05 million, a decrease of ₱109.45 million or 34.47% compared to ₱317.51 million in the same period in 2019.

#### **Cost of sales**

Cost of sales was decreased by ₱30.15 million or 51.65%, from ₱58.38 million to ₱28.23 million. This is due to the lower cost of food, beverage, sundry cost and spoilage.

#### **Cost of services**

Cost of services was decreased by ₱98.44 million or 46.13%, from ₱213.4 million to ₱144.9 million. This is mainly due to the reduction of reporting of the employees because of the covid 19 pandemic that leads a lower cost for personnel.

#### **General and administrative expenses**

General and administrative expenses decreased by ₱10.85 million or 23.74%, from ₱45.71 million to ₱34.86 million, this is due to the personnel cost.

#### **MEMBERS' SUPPORT**

Membership dues increased by ₱2.07 million or 2% from ₱116.44 million for the twelve-month period ended December 31, 2019 to ₱118.51 million for the same period in 2020. This is mainly due to the Increase in number of active members 2,618 in 2020 compared to 2,573 in 2019.

#### **PROVISION FOR INCOME TAX**

Provision for income tax current was decreased of ₱.031 million or 64.56% from ₱.049 million to ₱.017 million, this is due to the decision that was released last June 26, 2019 from the Supreme Court, that the membership dues, assessment fees, etc. are exempt from income tax and Value-Added Tax. On the other hand no deferred income tax in 2020 because the remeasurement was loss.

#### **NET INCOME**

The Club registered a net loss of ₱7.34 million for the twelve-month period ended December 31, 2020 in comparison to the net income of ₱15.08 million for the same period in 2019.

#### **December 31, 2019 compared to December 31, 2018**

#### **REVENUES**

The Country Club generated total revenue and other income amounting to ₱218.55 million for the year ended December 31, 2019 as compared to ₱213.25 million for the year ended December 31, 2018, an improvement of 15%.

#### ***Food, beverage and sundries***

Food, beverage, and sundries increased by ₱9.13 million or 6.30%, from ₱145 million for the year ended December 2018 to ₱154.13 million December 2019. This is due to the sales in F&B banquet.

#### ***Income from recreational***

Income from recreational was decreased by ₱1.29 million or 7.08%, from ₱18.22 million to ₱16.93 million, consist of indoor and outdoor activities.

#### ***Rooms sales***

Rooms sales was decreased by ₱.17 million or 1.12%, from ₱15.45 million to ₱15.28 million, consist of sales in locker room, cottage and ECC.

#### ***Interest Income***

Interest income was increased by ₱.021 million or 9.51%, from ₱.226 million to ₱.247 million. This is due to the

continues interest earned in BDO time deposit.

#### **Other Income**

Other income was decreased by ₱2.24 million or 6.81%, from ₱31.99 million to ₱34.34 million. This is due to the low-income in-service charge revenue, membership transfer fee, commission, and assignment.

#### **Interest expense**

Interest expense was decreased by ₱.119 million or 61.74%, from ₱.192 million to ₱.073 million.

#### **COST AND OPERATING EXPENSE**

Cost and operating expenses for the twelve months period ended December 31, 2019 amounted to ₱317.51 million, an increase of ₱8.63 million or 2.80% compared to ₱308.87 million in the same period in 2018.

#### **Cost of sales**

Cost of sales was increased in food, beverages, and sundry costs of ₱4.43 million or 9.98% which includes higher in food, beverage and sundry cost.

#### **Cost of services**

Cost of services increases of ₱10.53 million or 22.44% and club events expense of ₱2.31 million or 102.50% corresponding to increase in its related revenue derived from the events being held at the club, repair and maintenance of ₱4.43 million or 22.72% and depreciation of ₱4.39 million or 9.49% due to renovations and additional properties.

#### **General and administrative expenses**

General and administrative expenses was increased is mainly attributed to On the other hand, there are decreases in salaries, wages and employee benefits due to resignation of department heads and termination of project employees, outside services due to termination and non-renewal of some contracts, supplies

#### **MEMBERS' SUPPORT**

Membership dues increased by ₱14.05 million or 14% from ₱102.39 million for the twelve-month period ended December 31, 2018 to ₱116.44 million for the same period in 2019. This is mainly due to the increase in number of active members 2,573 in 2019 compared to 2,542 in 2018.

#### **PROVISION FOR INCOME TAX**

Provision for income tax current was decreased by ₱4.74 million or 98.97% from ₱4.79 million to ₱.049 million. On the other hand, there is an increase in provision for income tax-deferred of ₱3.77 million.

#### **NET INCOME**

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.

#### **Financial Condition and Changes in Financial Condition**

#### **Six-Month Ended June 30, 2022 compared to Year Ended December 31, 2021**

#### **ASSETS**

The Club has total assets of ₱701.7 million as of June 30, 2022 compared to ₱709.22 million as of December 31, 2021. The Club has current assets of ₱1.36 for each peso of current liabilities as of June 30, 2022 compared to ₱1.08 as of December 31, 2021.

#### **Cash and Cash equivalents**

Cash and cash equivalents increased by ₱13.91 million or 34% from ₱41.29 million as of December

31, 2021 to ₱55.20 million as of June 30, 2022. This is the result of net cash provided by operating activities of ₱34.23 million offset by the net cash used in investing activities of ₱20.36 million.

### **Trade and other Receivables**

Receivables decreased by ₱11 million or 21.21% from ₱51.88 million as of December 31, 2021 to ₱40.88 million as of June 30, 2022. This is mainly due to decrease in receivables from members of ₱13.78 million or 34.15%, receivables from credit card of ₱1.23 million or 127.08% and receivables from concessionaires of ₱.13 million or 10.02%. This is offset by receivables to related parties of ₱4.20 million or 49.47% and receivables from functions of ₱.056 million or 8.68%.

### **Inventories**

Inventories decreased by ₱2.77 million or 19.17% from ₱14.46 million as of December 31, 2021 to ₱11.69 million as of June 30, 2022. This is mainly due to decrease both of food and beverages and supplies by ₱2.19 million or 25.19% and ₱.58 million or 10.06% respectively. Because of more relaxed community quarantine the club and restaurants are in a regular operation.

### **Other current assets**

Prepaid expenses and other current assets decreased by ₱1.68 million or 3.10% from ₱54.32 million as of December 31, 2021 to ₱52.64 million as of June 30, 2022 mainly due to decreases in prepaid expenses of ₱.95 million or 34.26%, current portion of deferred input VAT of ₱1.44 million or 53.32%, and offset by increased in creditable withholding tax of ₱.42 million or 1.48% and deferred in put vat on unpaid services of ₱.28 million or 1.39%

### **Property and Equipment**

Property and equipment decreased by ₱6.22 million or 1.25% due mainly to the depreciation

changes of ₱26.61 million or 1.68% as a result of increases in office, furniture, fixtures and equipment of ₱1.54 million or 1.41%, land improvements of ₱1.13 million or 0.83%, and facilities and equipment of ₱4.42 million or .091%. On the other hand, there is a decrease in net operating equipment of ₱0.78 million or 15.14%.

### **Investment Properties**

Investment properties of the Club consist of land not used in operations with a carrying value as of June 30, 2022 and December 31, 2021 amounting of ₱34.58 million.

### **Net Retirement Asset**

The net retirement asset of the Club increase by ₱1.22 million or 345.83% from ₱.35 million as of December 31, 2021 to ₱1.57 million as of June 30, 2022, mainly due to the contribution paid for retirement fund.

### **Other Noncurrent Assets**

Other noncurrent assets decreased by ₱.94 million or 7.63% from ₱12.44 million as of December 31, 2021 to ₱11.49 million as of June 30, 2022 due mainly to low advances to contractors and suppliers of ₱.86 million or 14.55% and computer software ₱.086 million or 6.34%.

### **Trade and other Payables**

Total liabilities decreased by ₱31.27 million or 20.91% from ₱149.65 million as of December 31, 2021 to ₱118.28 million as of June 30, 2022. This is mainly due to decreases in related party of ₱26.03 million or 92.92%, trade payables of ₱10.76 million or 45.37%, accrued expense of ₱5.47 million or 34.31%, payable to concessionaires of ₱4.74 million or 43.96% and deferred income ₱1.19 million or 29.46%. This is offset by increase in membership dues collected in advance of ₱8.30 million or 36.06%, refundable deposit of ₱4.19 million or 16.73%, auctioned members liability of ₱3.47 million or 136.23%, statutory payables of ₱.77 million or 24.99% and room revenue sharing payables of ₱.20 million or 27.27%

### **Deferred Tax Liability**

Deferred tax liability remained at its value from December 2021 amounting to ₱.096 million.

### **MEMBER'S EQUITY**

Members' equity increased by ₱23.76 million or 4.25% from ₱559.56 million as of December 31, 2021 to ₱583.33 million as of June 30, 2022 mainly because of the net income during the six-month period.

### **December 31, 2021 compared to December 31, 2020 ASSETS**

The Country Club has total assets of ₱709.22 million as of December 31, 2021 as compared to ₱684.51 million in December 31, 2020, an increase of ₱24.71 million or 3.61%. The Country club has a current ratio of ₱0.95 for each peso of current liabilities as of December 31, 2021 as compared to ₱0.68 as of December 31, 2020.

### **Cash and Cash Equivalents**

Cash and cash equivalents increased by ₱24.5 million or 146.17%, from ₱16.77 million in December 31, 2020 to ₱41.29 million in December 31, 2021. This is the result of the net cash provided by operating activities amounting to ₱56.81 million which was offset by net cash flows used in investing activities of ₱32.33 million and net cash used in financing activities of ₱.031 million.

### **Trade and other Receivables**

Receivables amounted to ₱51.88 million and ₱36.98 million as of December 31, 2021 and 2020, respectively. The increase of ₱14.91 million or 40.31% was attributed to the increase in related parties of ₱11.08 million or 68% and receivables from concessionaires of ₱.41 or 43.76% offset by the decrease receivables from functions of ₱.37 million or 36.44% and advances for liquidation by ₱.10 million or 47.07%.

### **Inventories**

Inventories increased by ₱3.07 million or 26.97% from ₱11.39 million in December 31, 2020 to ₱14.46 million in December 31, 2021 due to consumption during the period.

### **Other Current Assets**

Other current assets amounted to ₱34.06 million and ₱28.87 million as of December 31, 2021 and 2020, respectively. The increased is mainly due to increase of prepaid expense of ₱2.54 million or 109%, ₱2.88 million or 11.18% in creditable withholding taxes this is offset by deferred input VAT offset decreases of ₱.21 million or 7.44%.

### **Property and Equipment**

Property and equipment decreased by ₱24.13 million or 4.60% due mainly to increase in accumulated depreciation of ₱54.05 million or 3.54% as a result of increases in office, furniture, fixtures and equipment of ₱5.91 million or 5.74%, facilities and equipment of ₱3.74 million or .78% and land improvements of ₱1.73 million or 1.28%. On the other hand, there is a decrease in net operating equipment of ₱0.35 million or 9.18%.

### **Investment Properties**

Investment properties of the Club consist of land not used in operations remain its carrying value as of December 31, 2022 and December 31, 2021 amounting of ₱34.58 million.

### **Net Retirement Asset**

There is a net retirement asset of the Club amounting of ₱.35 million as of December 31, 2021 mainly due to the contribution paid for retirement fund.

### **Other Noncurrent Assets**

Non-current assets decreased by 3.89% or ₱22.98 million, from ₱590.51 million in December 31, 2020 to ₱567.52 million in December 31, 2021 due mainly to the decrease in property and equipment of ₱24.12 million or 4.60% this is offset by higher depreciation expense, and advances to contractors and suppliers of ₱3.82 million or 181.79% and deferred input VAT by ₱3.00 million or 10.75%.

### **Trade and other Payables**

Accounts payable and other current liabilities posted an increase of ₱138.01 million in December 31, 2020 to ₱149.55 million in 2021. This pertains to the increase in membership dues collected in advance of ₱9.43 million or 69.26%, payables to concessionaires of ₱4.33 million or 67.04%, refundable deposit of ₱4.17 million or 19.96%, provisions of ₱6.65 million or 762.44% and retention payable of ₱.23 million or 26.31%. On the other hand, there are decreases in related parties of ₱16.16 million or 36.58%, trade accounts payable of ₱.92 million or 3.72%, statutory payable of ₱.67 million or 17.97%

In addition, pension remain to ₱16.74 million in December 31, 2020 on the other hands, we have deferred tax liability amounting of ₱.095 million for the year 2021.

### **Deferred Tax Liability**

Deferred tax liability as of December 2021 amounting to ₱.096 million.

### **MEMBER'S EQUITY**

Members' equity increased by ₱29.81 million or 5.63% from ₱529.76 million on December 31, 2020 to ₱559.57 million in December 31, 2021, attributed to the net increase of ₱29.26 million during the current year and other comprehensive income amounting to ₱.055 million, which is from the measurement gain on defined benefit pension plan.

### **December 31, 2020 compared to December 31, 2019 ASSETS**

The Country Club has total assets of ₱684.51 million as of December 31, 2020 as compared to ₱737.70 million in December 31, 2019, a decrease of ₱53.19 million or 7.21%. The Country club has a current ratio of ₱0.68 for each peso of current liabilities as of December 31, 2020 as compared to ₱0.57 as of December 31, 2019.

### **Cash and Cash Equivalents**

Cash and cash equivalents increased by ₱3.22 million or 23.77%, from ₱13.55 million in December 31, 2019 to ₱16.77 million in December 31, 2020. This is the result of the net cash inflows provided by operating activities amounting to ₱31.37 million which was offset by net cash flows used in investing activities of ₱27.79 million and net cash used in financing activities of ₱0.33 million.

### **Trade and other Receivables**

Receivables amounted to ₱36.98 million and ₱38.74 million as of December 31, 2020 and 2019, respectively. The decline of ₱1.76 million or 4.54% was attributed to the decrease in receivables from functions of ₱6.05 million or 85.52% offset by the increase in receivables from members of ₱4.50 million or 15.56% attributed to low collection rate owing to lost income and/or restrictions on members' ability to move freely because of the outbreak of COVID-19 pandemic.

### **Inventories**

Inventories decreased by ₱2.33 million or 17.00% from ₱13.72 million in December 31, 2019 to ₱11.39 million in December 31, 2020 due to consumption during the period.

### **Other Current Assets**

Other current assets have a balance amounting to ₱28.87 million and ₱31.21 million as of December

31, 2020 and 2019, respectively. This is mainly due to decrease of ₱3.83 million or 56.78% in current portion of deferred input VAT offset by increase of ₱1.59 million or 6.57% in creditable withholding taxes.

### **Property and Equipment**

Property and equipment decreased by ₱50.21 million or 8.74% due mainly to increase in

accumulated depreciation of ₱55.59 million or 3.78% as a result of increases in facilities and equipment of ₱9.75 million or 2.07%, office, furniture, fixtures and equipment of ₱4.38 million or 4.44%, and land improvements of ₱.74 million or 55%. On the other hand, there is a decrease in net operating equipment of ₱96.35 million.

### **Investment Properties**

Investment properties of the Club consist of land not used in operations remain its carrying value as of December 31, 2020 and December 31, 2019 amounting of ₱34.58 million.

### **Non-current Assets**

Non-current assets decreased by 7.80% or ₱49.98 million, from ₱640.48 million in December 31, 2019 to ₱590.51 million in December 31, 2020 due mainly to the decrease in property and equipment of ₱50.38 million or 8.77% because of higher depreciation expense, and advances to contractors and suppliers of ₱5.42 million or 72.04%. Conversely, deferred input VAT increased by ₱2.79 million or 92.74% for CAPEX and ₱3.03 million or 15.86% for OPEX.

### **Trade and other Payables**

Accounts payable and other current liabilities posted a decrease of ₱31.31 million or 18.49%, from ₱169.32 million in December 31, 2019 to ₱138.01 million in 2020. This pertains to the decreases in trade accounts payable of ₱18.77 million or 41.11%, refundable deposit of ₱14.94 million or 41.67%, membership dues collected in advance of ₱11.63 million or 46.09%, and retention payable of ₱7.54 million or 89.58%. On the other hand, there are increases in payables to related parties of ₱16.02 million or 56.91%, payables to concessionaires of ₱2.29 million or 54.89%, and provisions of ₱0.67 million or 326.97%.

In addition, non-current liabilities decreased by ₱11.16 million or 39.99% from ₱27.90 million in December 31, 2019 to ₱16.74 million in December 31, 2020. This lower amount is caused by the retirement contributions paid during the year.

### **MEMBER'S EQUITY**

Members' equity decreased by ₱10.40 million or 1.93% from ₱540.16 million in December 31, 2019 to ₱529.76 million in December 31, 2020, attributed to the net loss of ₱7.34 million during the current year and other comprehensive loss amounting to ₱3.06 million, which is from the remeasurement loss on defined benefit pension plan.

### **December 31, 2019 compared to December 31, 2018 ASSETS**

The Country Club has total assets of ₱737.70 million as of December 31, 2019 as compared to ₱674.51 million in December 31, 2018, an increase of ₱63.19 million or 9.37%. The Country club has a current ratio of ₱0.57 for each peso of current liabilities as of December 31, 2019 as compared to ₱1.14 as of December 31, 2018.

### **Cash and Cash Equivalents**

Cash and cash equivalents decreased by ₱40.35 million or 74.86%, from ₱53.90 million in December 31, 2018 to ₱13.55 million in December 31, 2019. This is the result of the net cash inflows provided by operating activities amounting to ₱120.93 million which was offset by net cash flows used in investing



activities of ₱159.90 million due to additions to property and equipment, and net cash used in financing activities of ₱1.37 million.

#### **Trade and other Receivables**

Receivables amounted to ₱38.73 million and ₱49.27 million as of December 31, 2019 and 2018, respectively. The decrease of ₱10.53 million or 21.37% was attributed to the decrease in receivables from members of ₱7.20 million or 21.28% and related parties of ₱3.47 million or 84.00%.

#### **Inventories**

Inventories decreased by ₱2.55 million or 15.65% from ₱16.26 million in December 31, 2018 to ₱13.72 million in December 31, 2019.

#### **Other Current Assets**

Other current assets have a balance amounting to ₱31.21 million and ₱23.87 million as of December 31, 2019 and 2018, respectively. This is mainly due to increase of ₱5.64 million or 30.51% in creditable withholding taxes and ₱3.91 million or 138.01% in current portion of deferred input VAT while there is a decrease of ₱2.21 million or 86.96% in prepaid expenses.

#### **Property and Equipment**

Property and equipment increased by ₱96.45 million or 20.19% due mainly to increase in accumulated depreciation of ₱50.64 million or 3.42% because of increases in land improvements of ₱28.78 million or 3.17%, facilities and equipment of ₱16.77 million or 3.59%, office, furniture, fixtures and equipment of ₱3.81 million or 5.04%. On the other hand, there is also an increase in net operating equipment of ₱147.09 million.

#### **Investment Properties**

Investment properties of the Club consist of land not used in operations remain its carrying value as of December 31, 2019 and December 31, 2018 amounting of ₱34.58 million.

#### **Non-current Assets**

Non-current assets increased by 20.57% or ₱109.26 million, from ₱531.22 million in December 31, 2018 to ₱640.48 million in December 31, 2019 due mainly to additions to property and equipment of ₱96.45 million or 20.19% after the Club has completed renovations of its facilities, and increase in deferred input VAT of ₱18.25 million. Conversely, there is a decrease in advances to contractors and suppliers of ₱6.09 million or 44.74%.

#### **Trade and other Payables**

Accounts payable and other current liabilities posted an increase of ₱44.36 million or 35.50%, from ₱124.96 million in December 31, 2018 to ₱169.32 million in 2019. This pertains to the increases in payables to related parties of ₱21.74 million or 339.18%, trade accounts payable of ₱14.08 million or 40.00%, retention payable of ₱7.21 million or 595.04%, membership dues collected in advance of ₱4.57 million or 22.09%, and refundable deposit of ₱2.26 million or 6.73%. On the other hand, there are decreases in unclaimed gift certificates of ₱3.92 million or 59.93% and accrued expenses of ₱1.79 million or 20.04%.

In addition, non-current liabilities increased by ₱11.38 million or 68.86% from ₱16.52 million in December 31, 2018 to ₱27.90 million in December 31, 2019. This higher amount is caused by the retirement provision for the year.

#### **MEMBER'S EQUITY**

Members' equity increased by ₱8.40 million or 1.58% from ₱531.76 million in December 31, 2018 to ₱540.16 million in December 31, 2019, attributed to the total comprehensive income of ₱8.40 million

during the current year. Other comprehensive loss amounting to ₱6.68 million is from the remeasurement loss on defined benefit pension plan.

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

<b>Performance Indicators</b>	<b>Formula for Calculation</b>	<b>30-Jun-22 (Unaudited)</b>	<b>31-Dec-21 (Audited)</b>	<b>31-Dec-20 (Audited)</b>
Current ratio	Current assets over current liabilities	<b>1.36 : 1.00</b>	<b>1.08 : 1.00</b>	<b>0.84 : 1.00</b>
Acid test ratio	Quick assets* over current liabilities	<b>0.81 : 1.00</b>	<b>0.62 : 1.00</b>	<b>0.39 : 1.00</b>
Solvency ratio	EBITDA over total liabilities	<b>43%</b>	<b>57%</b>	<b>35%</b>
Total liabilities to equity ratio	Total liabilities over total members' equity	<b>0.20</b>	<b>0.27</b>	<b>0.29</b>
Asset to equity ratio	Total assets over total members' equity	<b>1.20</b>	<b>1.27</b>	<b>1.29</b>
Interest rate coverage ratio	EBIT over total interest expense	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>
Return on equity	Income after tax over average members' equity	<b>4%</b>	<b>5%</b>	<b>(-1)%</b>
Return on assets	Income before interest expense but after tax over average total assets	<b>3%</b>	<b>4%</b>	<b>-1%</b>
Net profit margin	Net income over gross revenue	<b>16%</b>	<b>12%</b>	<b>(-4)%</b>

\* Quick assets – Cash plus receivables

During the six months period ending June 30, 2022, 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
- viii. Material changes in the financial statements of the Country Club from the year ended December 31, 2021, 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 ensuring 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

