



## NOTICE OF ANNUAL STOCKHOLDERS' MEETING

### TO: ALL STOCKHOLDERS

Notice is hereby given that there will be an annual meeting of the stockholders of **The Spa and Lodge at Tagaytay Highlands, Inc.** (The "Corporation") on **13 September 2025, Saturday at 11:30 A.M.**, at The Country Club Veranda, Tagaytay Highlands Complex, Brgy. Calabuso, Tagaytay City, to consider the following:

### AGENDA

1. Call to Order
2. Proof of Notice of Meeting
3. Certification of Quorum
4. Approval of the Minutes of the Previous Meeting of Members
5. Approval of 2024 Operations and Results
6. Ratification of all Acts of the Board of Directors and Officers
7. Election of Directors
8. Appointment of External Auditors
9. Other Matters
10. Adjournment

The Board of Directors has fixed the close of business on **13 August 2025, Wednesday**, as the record date for the determination of the stockholders entitled to notice of, to attend, and to vote in absentia at such meeting, and any adjournment thereof.

For those personally attending, pre-registration is encouraged and you may confirm your personal attendance by registering at [www.tagaytayhighlands.com/annual-stockholders-meeting/](http://www.tagaytayhighlands.com/annual-stockholders-meeting/). Registration may also be done onsite on the day of the annual meeting. 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 **22 August 2025, Friday** until **11 September 2025, Thursday**, at **5:30 P.M.** Upon verification of their registration credentials, an e-mail from the Corporation will be sent containing instructions on how the registered online participants may 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. on 13 September 2025, 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 **11:30 A.M. on 07 September 2025, Sunday**. 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 **08 September 2025, Monday** at **12:00 N.N.** The votes already cast using the e-voting platform by that time will also be tallied on said date. Only stockholders in good standing shall be entitled to vote.

City of Pasig, Metro Manila, 07 August 2025.

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

<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 19 October 2024**

Copies of the Minutes of the 2024 Annual Stockholders' Meeting held last 19 October 2024 were made available to the stockholders shortly after the meeting last year at <https://www.tagaytayhighlands.com/wp-content/uploads/2022/09/The-Spa-Lodge-at-Tagaytay-Highlands-Inc-2.pdf>. Stockholders will be asked to approve the Minutes of the 2024 Annual Stockholders' Meeting, as recommended by the Board of Directors.

### **Agenda Item No. 5. Presentation of 2024 Operations and Results**

A report on the highlights of the performance of the Corporation for the year ended 2024, together with a summary of the 2024 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 has 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 last 19 October 2024 up to the date of this stockholders' meeting (13 September 2025) shall be presented for confirmation, approval, and ratification.

### **Agenda Item No. 7. Election of Directors for 2025 to 2026**

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 in 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 13 September 2025 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 reappointment of Reyes Tacandong & Co. as the Corporation's External Auditor for 2025. The Stockholders will also be requested to delegate to the Board the authority to approve the appropriate audit fee for 2025.

## PROXY FORM

The undersigned stockholder of The Spa and Lodge at Tagaytay Highlands, Inc. (the "Corporation") hereby appoints \_\_\_\_\_, 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 13 September 2025 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. Johnip G. Cua (Independent Director)

1.1.2. Hans T. Sy

1.1.3. Jerry C. Tiu

1.1.4. Mary Eleanor A. Mendoza

1.1.5. Theresa Tan Chan (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 Report with the 2024 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 13 September 2025.

\_\_\_\_ 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. This proxy form should be received by the Corporate Secretary on or before 07 September 2025 (Sunday).

## 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 Spa and Lodge at Tagaytay Highlands, Inc. ("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 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 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 Club be furnished with a certified copy of this resolution and the 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 2025.

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

# THE SPA AND LODGE AT TAGAYTAY HIGHLANDS, INC. 2025 ANNUAL STOCKHOLDERS' MEETING

## Guidelines for Voting in Absentia

The Board of Directors of The Spa and Lodge at Tagaytay Highlands, Inc. (the “Club”) has set the date of the Club's 2024 Annual Stockholders' Meeting (**ASM**) on September 13, 2025 at 11:30 A.M. The end of business day on **August 13, 2025** (“**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.

### **REGISTRATION**

The conduct of the meeting will be face-to-face, and stockholders may attend the meeting in person and/or cast their votes *in absentia* by registering until **11 September 2025, Thursday, 5:30 P.M.**

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 **22 August 2025 (Friday)** until 9:00 am of **13 September 2025 (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 representatives of the Club shall answer questions and comments received from stockholders, as time will allow.

**For any concerns, please email us at [membership.th@tagaytayhighlands.com](mailto:membership.th@tagaytayhighlands.com)**

**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 Spa & Lodge at Tagaytay Highlands, Inc.** ("TSLTHI" or the "Club")
3. **Tagaytay Highlands Complex, Brgy. Calabuso, Tagaytay City**  
Province, country or other jurisdiction of incorporation or organization
4. SEC Identification Number: **A1999-18323**
5. BIR Tax identification Code: **210-642-098-00**
6. Address of principal office: **Tagaytay Highlands Complex, Brgy. Calabuso, Tagaytay City**  
Postal Code: **4120**
7. Registrant's telephone number, including area code: **(046) 4830837**
8. Date, time and place of the meeting of security holders:  
Date: **13 September 2025**  
Time: **11:30 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: **22 August 2025**
10. In case of Proxy Solicitations:  
Name of Person Filing the Statement/Solicitor: Not Applicable  
Address and Telephone No.: Not Applicable
11. Securities registered pursuant to sections 8 and 12 of the Code or Section 4 and 8 of the RSA (information on number of membership certificates and amount of debt is applicable only to corporate registrants):
- | Title of Each Class   | Proprietary Membership certificates |
|---|-------------------------------------|
| No. of membership certificates outstanding as of 30 June 2025 | 434                                 |
12. Are any or all registrant's securities listed on a Stock Exchange?  
Yes ☐ No ☒

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

## **GENERAL INFORMATION**

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

DATE: **13 September 2025**

TIME: **11:30 a.m.**

PLACE: **The Country Club Veranda**

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: **22 August 2025**

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

The matters to be voted upon in the Annual Members' Meeting on **13 September 2025** 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, under certain circumstances, 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 Revised Corporation Code;
3. In case TSLTHI decides to invest its funds in another corporation or for any purpose other than 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 TSLTHI or associate of such persons, has a substantial interest, direct or indirect, in the matter to be acted upon.
- b. No director of TSLTHI has informed the Club in writing that he intends to oppose the action to be taken by TSLTHI.

## **CONTROL AND COMPENSATION INFORMATION**

### **ITEM 4. VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF**

- a. TSLTHI has **434** outstanding membership certificates as of 30 June 2025. Each membership certificate shall be entitled to one (1) vote with respect to the matter to



be voted upon.

- b. The record date for determining members entitled to notice of and to vote in during the annual member's meeting is set on **13 August 2025**.
- c. 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 TSLTHI as of **30 June 2025**.

<b>TITLE OF CLASS</b>	<b>NAME AND ADDRESS OF RECORD/BENEFICIAL OWNER</b>	<b>AMOUNT AND NATURE OF RECORD/BENEFICIAL OWNERSHIP</b>	<b>CITIZENSHIP</b>	<b>PERCENT OF CLASS</b>
Proprietary membership certificate	Belle Corporation * 5th Floor Tower A, Two E-com Center, Palm Coast Avenue, Mall of Asia Complex CBP-1A, Pasay City 1300	<b>204 membership certificates</b>	<b>Filipino</b>	<b>47.00%</b>

\*Belle Corporation is a publicly-listed corporation. The following are the incumbent members of the Board of Directors of Belle Corporation are: Mr. Willy N. Ocier, Mr. Armin Antonio B. Raquel Santos, Mr. Jacinto C. Ng Jr., Ms. Maria Gracia M. Pulido Tan, Gregorio L. Domingo, Paquito N. Ochoa Jr., and Laurito E. Serrano. All the members of the Board of Directors of Belle Corporation are Filipino citizens. Mr. Willy N. Ocier and/or Mr. Armin Antonio B. Raquel Santos have been designated by Belle Corporation to vote on its behalf.

The top 20 stockholders of Belle Corporation as of **30 June 2025** are as follows:

	<b>Stockholders</b>	<b>Type / Class</b>	<b>Outstanding &amp; Issued Shares</b>
1	Belleshare Holdings, Inc.	Common	2,604,740,622
2	PCD Nominee Corporation (Filipino)	Common	2,598,732,026
3	PCD Nominee Corporation (Non-Filipino)	Common	1,898,440,088
4.	Sysmart Corporation	Common	1,624,929,505
5	Sybase Equity Investments Corporation	Common	525,073,578
6	Social Security System	Common	442,402,788
7	Jacinto C. Jr. Ng	Common	135,860,666
8	Eastern Securities Dev. Corp.	Common	111,730,866
9	Premium Leisure Corporation ( Sinophil Corp)	Common	99,987,719
10	Jacinto C. Sr. Ng	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 Sec. Devt. Corp.	Common	50,000,000
15	Willy N. Ocier	Common	47,026,709
16	Jacinto Jr. Ng and/or Anita C. Ng	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 / Phillip K. Yap	Common	3,500,000

## SECURITY OWNERSHIP OF MANAGEMENT

The following is a tabular presentation of the membership certificates beneficially owned by all directors and executive officers of TSLTHI as of 20 June 2025:

TITLE OF CLASS	NAME OF BENEFICIAL OWNER	CITIZENSHIP	AMOUNT AND NATURE OF OWNERSHIP	PERCENT OF CLASS
Proprietary Share	<b>Johnip G. Cua</b> #19 Warbler Street Greenmeadows Subd. Quezon City 1110	Filipino	1 membership certificate Beneficial	0.23%
Proprietary Share	<b>Hans T. Sy</b> No. 11 Harvard Road, Forbes Park, Makati City	Filipino	1 membership certificate Beneficial	0.23%
Proprietary Share	<b>Jerry C. Tiu</b> 5 Urdaneta St., Urdaneta Village, Makati City	Filipino	2 membership certificate Beneficial	0.46%
Proprietary Share	<b>Mary Eleanor A. Mendoza</b> 52 Real Street, Urdaneta Village, Makati City	Filipino	1 membership certificate Beneficial	0.23%
Proprietary Share	<b>Theresa Tan Chan</b> 104-A 10 <sup>th</sup> Street New Manila Quezon City	Filipino	2 membership certificate Beneficial	0.46%
Proprietary Share	<b>Manuel A. Gana</b> #8 San Antonio, Magallanes Village, Makati City	Filipino	1 membership certificate Beneficial	0.23%
Aggregate Security Ownership of Directors and Officers			8 membership certificates	1.84%

## VOTING TRUST HOLDERS OF 5% OR MORE

No party holds any voting trust or any similar agreement for 5% or more of TSLTHI voting securities.

## CHANGES IN CONTROL

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

## ITEM 5. DIRECTORS AND EXECUTIVE OFFICERS

### a. Directors, Executive Officers, Promoters and Control Persons

The following are the incumbent Directors of TSLTHI who are nominated for re-election as members of the Board of Directors for 2025-2026:

NAME	NATIO- NALITY	POSITION	AGE	TERM OF OFFICE
Johnip G. Cua	Filipino	Chairman	68	2021 to present
Hans T. Sy	Filipino	Director	69	2001 to present
Jerry C. Tiu	Filipino	Director	68	2001 to present
Mary Eleanor A. Mendoza	Filipino	Director	61	2021 to present
Theresa Tan Chan	Filipino	Director	57	2023 to present

The following are the incumbent officers of TSL:

NAME	NATIO- NALITY	POSITION	AGE	TERM OF OFFICE
Jerry C. Tiu	Filipino	President	68	2001 to present
Anna Francesca C. Respicio	Filipino	Corporate Secretary	39	2021 to present
Manuel A. Gana	Filipino	Vice President / Treasurer	68	2000 to present
Maria Clara T. Kramer	Filipino	General Manager	64	2010 to present

Upon recommendation of the Club's Corporate Governance Committee composed of Mr. Johnip G. Cua (Chairman), Ms. Theresa Tan Chan, and Mr. Hans T. Sy, as required by the Club's Manual of Corporate Governance, the following persons are nominated for election to the positions stated for the year 2025-2026, 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. Johnip G. Cua and Ms. Maria Theresa Tan Chan, were nominated by Mr. Willy N. Ocier and Mr. Jerry C. Tiu, respectively. Except as fellow stockholders of the Corporation, the nominees for independent directors 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:

#### **Johnip G. Cua - Chairman**

Mr. Johnip G. Cua, 68, Filipino, is currently the chairman of TSLTHI. He is also an Independent Director of Tagaytay Highlands International Golf Club, Inc (THIGCI). He is the Chairman of the Board of Trustees of the P&Gers Fund, Inc. since 2009 and Xavier School, Inc. since 2012. He is also the Chairman and President of Taibrews Corporation since 2011. He is a Director of Interbake Marketing, Inc. since 1991, Teambake Marketing, Inc. since 1994, MacroAsia Corp. since 2006, Lartizan Corporation since 2007 and Zenori Corporation since 2018. He is an Independent Director of MacroAsia Properties Development Corp since 2013, MacroAsia Catering Services, Inc. and MacroAsia Airport Services Corporation since 2007, PhilPlans First, Inc. since 2009, Allied Botanical Corporation since 2012, PAL Holdings, Inc. and Philippine Airlines, Inc. since 2014, First Aviation Academy since 2017, LT Group, Inc. since 2018, Tanduy Distillers, Inc. and Asia Brewery, Inc. since 2018 and Lufthansa Technik Philippines Inc. since 2023. He is also a

Trustee of Xavier School Educational & Trust Fund since 1996 and a Trustee and Treasurer of MGCC Foundation, Inc. since 2015. He served as an independent director of BDO Private Bank, Inc. until 2021, Eton Properties Philippines Inc. until 2022 and Century Pacific Food Inc. until 2023. He was also a former President and General Manager of Procter & Gamble Philippines, Inc. until 2016.

Mr. Cua obtained his Bachelor of Science degree in Chemical Engineering from the University of the Philippines (Diliman) in 1978.

#### **Hans T. Sy - Director**

Mr. Sy, Filipino, 69, Filipino, is a director of TSLTHI. He is also a Director of Tagaytay Midlands Golf Club, Inc. (TMGCI) and the Chairman of THIGCI. Currently, he is the Chairman of the Executive Committee of SM Prime Holdings, Inc. and has been a Director since 1994. He previously held the position of 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 holds a Bachelor of Science degree in Mechanical Engineering from De La Salle University.

#### **Jerry C. Tiu - President & Director**

Mr. Tiu, 68, Filipino, is the President and Director of TSLTHI since 2001. He is also an Independent Director of Premium Leisure Corp., and APC Group, Inc. He is the President and Director as well of The Country Club at Tagaytay Highlands, Inc. (TCCATHI), THIGCI, TMGCI, and Tagaytay Highlands Community Condominium Association, Inc., Tagaytay Midlands Community Homeowners' Association, Inc. and Greenlands Community Homeowners's Association Inc. Moreover, he is the Vice President and a Board of Trustee of The Highlands Prime Community Condominium Owner's Association, Inc. The HPI's Horizon Community Condominium Owner's Association, Inc. and The Hillside at Tagaytay Highlands Community Homeowner's Association, Inc. from 2014 to present. He holds a Bachelor of Science degree in Commerce (Major in Marketing) from the University of British Columbia.

#### **Mary Eleanor A. Mendoza - Director**

Ms. Mendoza, 61, Filipino, is a Senior Vice President for SM Prime Holdings, Inc. acting as the Business Unit Head of the Tagaytay Highlands Real Estate group. Prior to this, Ms. Mendoza served as Vice President of Business Development of Leisure and Resorts at Eton Properties, Philippines, Inc. She was also Vice President at Filinvest Land, Inc. Ms. Mendoza holds a Bachelor of Science degree in Business Administration and Management from the University of the Philippines, and a Masters' degree in Business Management from the Asian Institute of Management.

#### **Theresa Tan Chan - Independent Director**

Theresa Tan Chan, 57, Filipino, is an independent director of TSLTHI. She is presently the Vice President, Treasurer and Corporate Secretary of Grand Lethther Marketing, Inc., and a director of Steelbuilt Construction, Inc. She completed her BS Accountancy degree in 1989 at the University of Pangasinan.

## **Officers**

### **Manuel A. Gana - Vice-President and Treasurer**

Mr. Gana, Filipino is the Vice President and Treasurer of the Club. He is a Director, and the Vice President and Treasurer of the Tagaytay Highlands International Golf Club, Inc. He is currently a Board Adviser of Belle Corporation, and served as its President and Chief Executive Officer from March 2017 to April 2022. Previously, he served as Belle Corporation's Executive Vice President and Chief Financial Officer from 2000 to 2017, and as Vice President of Finance and Chief Financial Officer from 1997 to 1999 for MagiNet Corporation, which was then a subsidiary of Sinophil Corporation (now called Premium Leisure Corp.), a subsidiary of Belle. Prior to his career at the Belle Group, he was a Director of Investment Banking at Nesbitt Burns Securities Inc. in New York, USA. He also previously worked for Bank of Montreal and Merrill Lynch Capital Markets (both in New York, USA), and for Procter & Gamble Philippine Manufacturing Corporation.

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.

### **Anna Francesca C. Respicio - Corporate Secretary**

Atty. Respicio is the Corporate Secretary of the Club. She is also the Corporate Secretary for Tagaytay Highlands International Golf Club, Inc., Tagaytay Midlands Golf Club, Inc., and The Country Club at Tagaytay Highlands, Inc. She is likewise the Corporate Secretary of the following reporting and/or listed companies: I-Remit, Inc. (2013 to date), Jolliville Holdings Corporation (2014 to date), Discovery World Corporation (2017 to date), and Sterling Bank 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.

### **Maria Clara T. Kramer - General Manager**

Ms. Kramer, Filipino is the General Manager of TSLTHI. She is also the concurrent General Manager of TMGCI, THIGCI, and TCCATHI. She serves as the Business Unit Head and Senior Vice-President of Tagaytay Highlands Estate (Belle Corporation). She was a consistent Dean's Lister at Assumption College (San Lorenzo Village, Makati City) where she earned her Bachelor's degree. She started her career in the 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 as PR & Promotions Manager until she got promoted in June 2001 and was tasked to manage the Sales and Marketing Department. As member of the management team, she actively took part in the formulation of major policies and procedures of the Hotel. Ms. Kramer is also involved in various civic and social activities as member and resource speaker focusing on family, marriage and parenting.

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

As of **30 June 2025**, there is no material pending legal proceeding which TSLTHI is a party to.

## **c. Significant Employees**

TSLTHI has no significant employee as of **30 June 2025**.

**d. Family Relationships**

None of the directors or officers of TSLTHI are related to each other up to the fourth civil degree of consanguinity or affinity.

**e. Involvement in Certain Legal Proceedings**

TSLTHI 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 any of TSLTHI's directors or officers was a general partner or executive officer either at the time of the bankruptcy or within two (2) years prior to that time;
- (b) Any conviction by final judgment, in a criminal proceeding, domestic or foreign.
- (c) 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 the involvement of any of the above persons in any type of business, securities, commodities or banking activities; and,
- (d) Any finding by a domestic or foreign court of competent jurisdiction (in civil action), the SEC or comparable foreign body, or a domestic or foreign exchange or electronic marketplace or self-regulatory organization, that any of the above persons has violated a securities or commodities law, and the judgment has not been reversed, suspended, or vacated.

**f. Certain Relationships and Related Transactions**

TSLTHI has not been involved in any transaction during the last two (2) years in which any of its directors, executive officers, nominees or security holders have direct or indirect material interest.

**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 TSLTHI on any matter relating to TSLTHI's operations, policies or practices.

## ITEM 6. COMPENSATION OF DIRECTORS AND EXECUTIVE OFFICERS

Except for the President who is receiving only professional service fees, the Directors and Executive Officers do not receive any compensation nor per diem from TSLTHI.

**SUMMARY COMPENSATION TABLE**

Annual Compensation				
(a)	(b)	(c)	(d)	(e)
Name and Principal Position	Year	Professional Fees	Bonus	Others
Jerry C. Tiu	2022	180,556		
	2023	180,556		
	2024	180,556		
	2025 (est)	180,556		

TSLTHI has no other arrangements, including options, performance shares, bonuses or consulting contracts, pursuant to which any director or executive officer of the Club was compensated, or is to be compensated, directly or indirectly, during the Clubs's last completed fiscal year, and the ensuing year.

## ITEM 7. INDEPENDENT PUBLIC ACCOUNTANTS

Reyes Tacandong & Co. ("RT&Co") will be recommended for reappointment as external auditor for 2025. Representatives of RT&Co are expected to be present at the 2025 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 TSLTHI had any disagreement with regards to any matter relating to accounting principles or practices, disclosure of financial statements or auditing scope of procedure.

In compliance with the SRC Rule 68, paragraph 3 (b) and (ix) (Rotation of External Auditors) which states that signing partner shall be rotated after every five (5) years of engagement with a two-year cooling-off period for the re-engagement of the same signing partner, TSLTHI engaged Christina A. Jose and Belinda B. Fernando of RT&Co. for the examination of financial statements of 2024 and 2023, respectively.

TSLTHI paid RT&Co ₱209,000.00 and ₱190,400.00 for external audit services for 2024 and 2023. For each of the last two (2) fiscal years, RT&Co. did not render services for tax accounting, planning, compliance, advice, or any other professional services for which it billed TSLTHI the corresponding professional fees.

The Audit Committee composed of Ms. Theresa T. Chan, as Chairperson, Mr. Johnip G. Cua, 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**

TSLTHI will seek the approval by the members of the Minutes of the previous Members' Meeting during which the following were taken up:

1. Call to Order
2. Proof of Notice of Meeting
3. Certification of Quorum
4. Approval of the Minutes of the Previous Meeting of Members
5. Approval of 2024 Operations and Results
6. Ratification of all Acts of the Board of Directors and Officers
7. Election of Directors
8. Appointment of External Auditors
9. Other Matters
10. Adjournment

The 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 into in the ordinary course of business, with those of significance having been covered by appropriate disclosures such as:

1. Schedule of Board, Annual Shareholders', and Committee Meetings;
2. Approval of 2024 Audited Financial Statements;
3. Approval of increase in membership dues;
4. Approval of increase in room rate and waiver of the conversion rate of weekend to weekday use;
5. Approval of proposed budget for 2025 capital expenditures; and
6. Appointment of Data Protection Officer; and
7. Approval of sending member's SOA through email.

Management reports will be submitted for approval by the members 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 member shall be entitled to one vote, in person or through 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 members 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 meeting, the members may vote by attending the meeting in person, through proxies, or by remote communication (in absentia). The members who opt not to attend in person are encouraged to participate in the meeting by either of the following:

- i. by submitting duly accomplished proxies to the Office of the Corporate Secretary at 2704 East Tower, Tektite Towers, 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 **07 September 2025, Sunday, at 11:00 A.M.**

For corporate members, 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 13 September 2025, 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 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 02 August 2025.

**THE SPA AND LODGE AT TAGAYTAY  
HIGHLANDS, INC.**

By:



**JERRY C. TIU**  
President



**THE SPA AND LODGE AT TAGAYTAY HIGHLANDS, INC.  
BUSINESS AND GENERAL INFORMATION**

**THE BUSINESS**

The Spa & Lodge at Tagaytay Highlands, Inc. (TSLTHI) was incorporated in 2001 as an exclusive lodge membership operating on a non-profit basis. Membership at TSLTHI is proprietary. This means that TSL members have full equity share in the ownership of the assets of TSLTHI, which include the land, the 25 one-bedroom suites, and the fixtures and equipment. Membership in TSLTHI cannot be assigned nor leased out. However, it may be transferred after the standard holding period requirement of two years from the date that TSLTHI is declared fully operational.

Constructed using authentic North American cedar logs, TSLTHI are designed to provide the feel and comfort of a traditional log cabin. Since it is located on one of the highest points of Tagaytay Highlands, it has a breathtaking view of Mount Makiling, Laguna Lake, Taal Volcano, and the Highlands Golf Course.

TSLTHI is situated in Tagaytay City which is about 60 kilometers south of Metro Manila.

TSLTHI Members are enjoying the following upgraded benefits:

- 24 room nights per year of free accommodation, 12 of which are weekend or holiday nights and 12 weekday nights;
- Convertibility of unused weekday nights to weekend nights (subject to room availability) with only a minimal conversion fee;
- Privilege to use more room nights after the free 24 nights, subject to the corresponding room charge;
- "Junior Membership" eligibility;
- Accommodation of guest at the Lodge; and
- Special discounts on certain spa services and facilities.

The privileges and benefits of TSLTHI Membership are subject to the procedures, rules and regulations set forth by Management for this purpose.

TSLTHI revenue contributions are generated from room sales (46.21%), food, beverage & sundry revenue (30.99%), service fee/spa commission (13.42%), and other income (9.38%).

**BANKRUPTCY, RECEIVERSHIP OR SIMILAR PROCEEDINGS**

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

**MATERIAL RECLASSIFICATION, MERGER, CONSOLIDATION OR PURCHASE OR SALE OF A SIGNIFICANT AMOUNT OF ASSETS (NOT ORDINARY)**

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

## COMPETITION

There is no formal or organized secondary market for the purchase and sale of TSLTHI membership certificates (MC) in the Philippines. As such, holders of shares of TSLTHI who wish to sell or dispose of their MC may not readily find a counter party for the transaction at the desired asking price. However, there is currently a few growing number of lodge membership clubs being established in various parts of the country. This may affect appreciation in the value of investment in TSLTHI.

Investments in leisure-oriented developments such as TSLTHI facilities are influenced by 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 this may result in anticipated appreciation in the prices of TSLTHI membership certificates.

Although there are other companies engaged in the same line of business, TSLTHI competes in terms of services and facilities. TSLTHI is highly competitive because of its timesharing lodge accommodation and the panoramic view of Taal Lake, Mt. Makiling, and Laguna de Bay. In 2013, TSLTHI gave a concession to Asmara, Incorporated to operate the spa. Asmara offers several body treatment massages such as Aromatherapy, Swedish, Shiatsu or Combination massage, complimented with essential oils such as Lavender, Ylang-ylang, and Almond Oil. In 2023, TSL entered into a concession agreement with Refreshers Food & Beverage, Inc. which operates a restaurant within the premises to provide services to the members and guests.

## SOURCES AND AVAILABILITY OF RAW MATERIALS

TSLTHI principal suppliers include Delos Reyes Trading, Colombo Merchant Philippines, Jumpinwash Laundry Services and East World Sales Philippines Incorporated. There are no existing major supply contracts entered into by the Company.

## TRANSACTIONS WITH AND/ OR DEPENDENCE ON RELATED PARTIES

In the ordinary course of business, TSLTHI has transactions with affiliates mainly consisting of non-interest bearing advances for the acquisition/ transfer of property and equipment, supplies, and reimbursement of certain expenses.

## COMPLIANCE WITH ENVIRONMENTAL LAWS

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

## GOVERNMENT REGULATIONS

TSLTHI has complied with the licensing and regulatory requirements for its development and operations.

## EMPLOYEES

TSLTHI is run by a team of regular and casual employees as follows:

### **Regular Employees**(based on headcount as of 30 June 2025)

Officer	3
Supervisor	1
Rank & File	<u>6</u>
<b>Total</b>	<b><u>10</u></b>

All regular rank and file employees are not subject to the Collective Bargaining Agreement.

## MAJOR BUSINESS RISKS

TSLTHI has been sustaining its operational requirements through the collection of monthly dues from each member and the operation of lodge rooms. It 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. Despite the current economic condition, however, TSL membership has not been adversely affected. There are no foreseeable negative effects on members' patronage in view of the present economic condition.

## DIRECTORS AND EXECUTIVE OFFICERS

Please refer to discussion on Directors and Executive Officers.

## MARKET PRICE OF AND DIVIDENDS ON REGISTRANT'S COMMON EQUITY AND OTHER RELATED MEMBER MATTERS

### Market Information

TSLTHI has 434 membership certificates as of 30 June 2025 of which 204 or 47.00% is owned by Belle Corporation. The remaining membership certificates are owned by other members. There are 232 holders of the Club's membership certificates.

### Top 20 members are as follows:

Name of member	No. of membership certificates	%
Belle Corporation	204	47.00
Chan, Theresa Tan	2	0.46
Fortune International Trading Corp.	2	0.46
Hortaleza, Rosalinda A.	2	0.46
Lahoz, Bernardo	2	0.46
Lee, Howard	2	0.46
Lim, Jose Antonio Ong	2	0.46
Ocampo, Antonio V.	2	0.46
Tangco, Ponciano L.	2	0.46
RDJ Development Corp.	2	0.46
Tiu, Jerry C.	2	0.46
Zalamea, Antonio Ramon Bernardo Jr. R. and Natividad M. (Sps.)	2	0.46
Others	208	47.93
<b>Total</b>	<b>434</b>	<b>100.00%</b>

**Market Value of Securities**

Below are the high and low bid prices for the past three (3) years based on GG & A Club Shares records:

Period	High	Low
Quarter ended September 2022	500,000	500,000
Quarter ended December 2022	500,000	400,000
Quarter ended March 2023	400,000	400,000
Quarter ended June 2023	400,000	400,000
Quarter ended September 2023	400,000	400,000
Quarter ended December 2023	400,000	400,000
Quarter ended March 2024	400,000	400,000
Quarter ended June 2024	400,000	400,000
Quarter ended September 2024	400,000	400,000
Quarter ended December 2024	1,100,000	1,100,000
Quarter ended March 2025	1,100,000	1,100,000
Quarter ended June 2025	1,100,000	1,100,000

TSLTHI's securities are not traded in any of the stock exchanges.

**Dividends**

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

**Recent Sales of Unregistered Securities or Exempt Securities**

All TSLTHI'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 (3) years.

## MANAGEMENT'S DISCUSSION AND ANALYSIS

TSLTHI derived its revenues from the membership dues and income from lodge rooms.

### Financial Highlights

(In Million Pesos)

	Mar 31 2025	Mar 31 2024	Dec 31 2024	Dec 31 2023	Dec 31 2022
<b>Balance Sheet</b>					
Total Assets	36.44	42.43	35.48	34.46	42.63
Total Liabilities	14.96	21.57	15.43	13.63	20.40
Total Members Equity	21.48	20.87	20.04	20.84	22.22
	Mar 31 2025	Jun 30 2024	Dec 31 2024	Dec 31 2023	Dec 31 2022
<b>Income Statement</b>					
Total Revenues*	7.13	5.84	22.11	18.41	14.74
Total Cost and Operating Expenses	4.73	4.74	17.82	14.14	7.37
Depreciation and Amortization	0.97	1.34	5.17	5.50	4.56
Net Income/(Loss)	1.43	0.01	(0.88)	(1.37)	(0.35)

\*Total Revenues include membership dues.

## RESULTS OF OPERATIONS

### Three-month period ending March 31, 2025 compared to March 31, 2024

#### **REVENUES AND OTHER INCOME**

For the three-month period ended March 31, 2025, TSLTHI generated total revenue of ₱4.25 million which is higher by ₱0.70 million or 19.81% from last year's revenue of ₱3.55 million. This is mainly attributed to the higher food & beverage and rooms revenue during the period.

#### **Room sales**

Revenues from room sales increased by ₱0.48 million or 29.46%, from ₱1.64 million as of March 31, 2024 to ₱2.12 million in March 31, 2024 due to higher in room occupancy.

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

Revenues from food, beverage and sundries went up by ₱0.26 million or 28.04% from ₱0.93 million as of March 31, 2024 to ₱1.20 million in March 31, 2025 due to higher set breakfast availed relative to higher rooms occupancy.

#### **Spa services**

Spa services commission remains at ₱0.45 million for the three-month period ended March 31, 2025 and March 31, 2024.

#### **Other income**

Other income slightly decreased by ₱0.04 million or 11.49% from ₱0.53 million in 2024 to ₱0.49 million in 2025 due to lower revenue from extra room amenities during the three-month period.

#### **COST AND EXPENSES**

TSLTHI's cost and expenses showed a decrease of ₱0.11 million or 1.94% from ₱5.82 million for the three-month period ended March 31, 2024 to ₱5.70 million for the three-month period ended March 31, 2025, due to lower labor cost, supplies, repairs and maintenance and depreciation during the period.

**Cost of sales**

Cost of sales went up by ₱0.27 million or 28.29% from ₱0.94 million as of March 31, 2024 to ₱1.21 million in March 31, 2025. This includes food and beverage cost and sundry inventory cost.

**Cost of services**

Cost of services is lower by ₱0.60 million or 15.54% from ₱3.84 million in 2024 to ₱3.24 million in 2025, mainly due to decrease in depreciation and lower labor cost from the resignation of two (2) regular employees during the period.

**General and administrative expenses**

General and administrative expenses increased by ₱0.22 million or 20.85% from ₱1.04 million in 2024 to ₱1.25 million in 2024.

**MEMBERS' SUPPORT**

Members' support is higher by ₱0.59 million from ₱2.29 million for the three-month period ended March 31, 2024 to ₱2.88 million for the three-month period ended March 31, 2025 due to the approved increase in membership dues effective January 2025.

**NET INCOME**

TSLTHI posted a net income of ₱1.43 million for the three-month period ended March 31, 2025 as compared to the net income of ₱0.03 million for the three-month period ended March 31, 2024.

**December 2024 compared to December 2023****REVENUES**

For the year ended December 31, 2024, TSLTHI generated total revenue of ₱11.72 million which is higher by ₱4.55 million or 63.45% from last year's revenue of ₱7.17 million. This is mainly attributed to an increase in food & beverage sales and higher room rate & occupancy during the period.

**Room sales**

Revenues from room sales increased by ₱2.97 million or 99.09%, from ₱3.00 million in 2023 to ₱5.98 million in 2024.

**Food, beverage, and sundries**

Revenues from food, beverage and sundries went up by ₱1.57 or 64.20%, from ₱2.44 million in 2023 to ₱4.01 million in 2024.

**Spa services**

Spa services commission increased by ₱0.01 million or 0.45%, from ₱1.727 million in 2023 to ₱1.734 million in 2024.

**COST AND EXPENSES**

TSLTHI's cost and expenses showed an increase of ₱3.34 million or 17.02% from ₱19.64 million for the year ended December 31, 2023 to ₱22.98 million for the year ended December 31, 2024, due to higher repairs & maintenance, landscaping & janitorial services and higher utility consumption and utility rates.

**Cost of sales**

Cost of sales went up to ₱1.53 million or 81.49% from ₱1.88 million in 2023 to ₱3.42 million in 2024. This includes food and beverage cost and sundry inventory cost.



**Cost of services**

Cost of services is higher by ₱0.51 million or 3.32% from ₱15.29 million in 2023 to ₱15.79 million in 2024, mainly due to higher repairs & maintenance costs, and landscaping & janitorial services incurred during the year.

**General and administrative expenses**

General and administrative expenses increased by ₱1.30 million or 52.65% from ₱2.47 million in 2023 to ₱3.77 million in 2024.

**OTHER INCOME**

Other income decreased by ₱0.85 million or 41.10% from ₱2.06 million in 2023 to ₱1.21 million in 2024. This includes interest income and transfer fees.

**MEMBERS' SUPPORT**

Members' support remains at ₱9.18 million for the years ended December 31, 2024 and December 31, 2023.

**NET LOSS**

TSLTHI posted a net loss of ₱0.88 million for the twelve-month period ended December 31, 2024 as compared to the net loss of ₱1.37 million for the twelve-month period ended December 31, 2023.

**December 2023 compared to December 2022****REVENUES**

For the year ended December 31, 2023, TSLTHI generated total revenue of ₱7.17 million which is higher by ₱3.28 million or 84.54% from last year's revenue of ₱3.88 million. This is mainly attributed to the reopening of The Great Room and higher rooms occupancy during the period.

**Room sales**

Revenues from room sales increased by ₱1.05 million or 53.68%, from ₱1.95 million in 2022 to ₱3.00 million in 2023.

**Food, beverage, and sundries**

Revenues from food, beverage and sundries went up by ₱1.97 or 527.17%, from ₱0.37 million in 2022 to ₱2.44 million in 2023 due to the reopening of The Great Room in April 2023.

**Spa services**

Spa services commission increased by ₱0.17 million or 10.92% from ₱1.56 million in 2022 to ₱1.73 million in 2023.

**COST AND EXPENSES**

TSLTHI's cost and expenses showed an increase of ₱4.58 million or 30.4% from ₱15.06 million for the year ended December 31, 2022 to ₱19.64 million for the year ended December 31, 2023, due to costs incurred in the reopening of The Great Room, additional employees, and higher utility consumption and utility rates.

**Cost of sales**

Cost of sales went up to ₱1.88 million during the year due to the reopening of The Great Room in April 2023. This includes food and beverage cost and sundry inventory cost.

**Cost of services**

Cost of services is higher by ₱2.01 million or 15.10% from ₱13.28 million in 2022 to ₱15.29 million in 2023, mainly due to increase in electricity rates and consumption which can be attributed to higher rooms occupancy during the year.

**General and administrative expenses**

General and administrative expenses increased by ₱0.69 million or 38.74% from ₱1.78 million in 2022 to ₱2.47 million in 2023.

**OTHER INCOME**

Other income increased by ₱0.46 million or 27.26% from ₱1.69 million in 2022 to ₱2.06 million in 2023. This includes interest income and transfer fees.

**MEMBERS' SUPPORT**

Members' support remains at ₱9.18 million for the years ended December 31, 2023 and December 31, 2022.

**NET LOSS**

TSLTHI posted a net loss of ₱1.37 million for the twelve-month period ended December 31, 2023 as compared to the net loss of ₱0.35 million for the twelve-month period ended December 31, 2022.

**December 2022 compared to December 2021****REVENUES AND OTHER INCOME**

For the year ended December 31, 2022, TSLTHI generated total revenue of ₱5.57 million which is higher by ₱3.44 million or 160.89% from last year's revenue of ₱2.14 million. This is mainly due to an increase in room occupancy and spa services provided during the period.

**Room sales**

Revenues from room sales increased by ₱1.09 million or 126.33%, from ₱0.86 million in 2021 to ₱1.95 million in 2022.

**Food, beverage, and sundries**

Revenues from food, beverage and sundries went up by ₱0.28 or 312.86%, from ₱0.09 million in 2021 to ₱0.37 million in 2022. This includes sundry revenue from additional amenities provided.

**Spa services**

Spa services commission increased by ₱1.14 million or 277.03% million from ₱0.41 million in 2021 to ₱1.56 million in 2022.

**Other income**

Other income increased by ₱0.92 million or 119.35% from ₱0.77 million in 2021 to ₱1.69 million in 2022 mainly due to higher transfer fees collected during the year.

**COST AND EXPENSES**

TSLTHI's cost of services and operating expenses amounting to ₱15.06 million showed an increase of ₱2.85 million or 23.29% compared to ₱12.22 million in 2021. These were mainly due to an increase in labor cost, utilities caused by higher utility rates, usage of supplies, and laundry services mainly attributable to higher room occupancy during the period.

**Cost of sales and services**

Cost of sales and services is higher by ₱3.13 million or 30.79% from ₱10.16 million in 2021 to ₱13.28 million in 2022, mainly due to increase in electricity rates and consumption which can be attributed to higher rooms occupancy during the year.

**General and administrative expenses**

General and administrative expenses decreased by ₱0.28 million or 13.67% from ₱2.06 million in 2021 to ₱1.78 million in 2022.

**MEMBERS' SUPPORT**

Membership dues remains at ₱9.18 million for the years ended December 31, 2022 and December 31, 2021.

**NET LOSS**

TSLTHI posted a net loss of ₱0.35 million for the twelve-month period ended December 31, 2022 as compared to the net loss of ₱0.92 million for the twelve-month period ended December 31, 2021.

**FINANCIAL CONDITION AND CHANGES IN FINANCIAL CONDITION****Six Months Ended June 30, 2024 compared to Year Ended December 31, 2023****ASSETS**

The Spa and Lodge at Tagaytay Highlands, Inc. (TSLTHI) has total assets of ₱31.82 million as of June 30, 2024 compared to ₱33.72 million as of December 31, 2023. TSLTHI has current assets of ₱1.21 for each peso of current liabilities as of June 30, 2024 compared to ₱1.30 as of December 31, 2023.

**Cash and Cash Equivalents**

Cash and cash equivalents decreased by ₱4.57 million or 63.09% from ₱7.25 million as of December 31, 2023 to ₱2.68 million as of June 30, 2024. This was due to net cash used in operating activities amounting to ₱0.79 million and cash used in additions of property and equipment of ₱3.78 million during the period.

**Receivables**

Receivables slightly increased by ₱0.46 million or 11.99% from ₱3.81 million as of December 31, 2023 to ₱4.26 million as of June 30, 2024.

**Inventories**

Inventories are higher by ₱0.10 million or 19.43% from ₱0.54 million as of December 31, 2023 to ₱0.64 million as of June 30, 2024 due to the purchase of guest room amenities and supplies.

**Other Current Assets**

Other current assets increased by ₱0.82 million or 16.05% from ₱5.10 million as of December 31, 2023 to ₱5.92 million as of June 30, 2024 due to unamortized prepayments and higher creditable withholding tax.

**Noncurrent Assets**

Property and equipment of ₱17.95 million as of June 30, 2024 showed an increase of ₱1.17 million as compared to ₱16.78 million as of December 31, 2023 due to cost of improvement in building, facilities, and equipment of ₱3.17 million. This was offset by the depreciation expense during the period amounting to ₱2.60 million.

## **LIABILITIES**

Total liabilities went down by ₱1.70 million or 13.28% from ₱12.83 million as of December 31, 2023 to ₱11.13 million as of June 30, 2024 due to a decrease in related party transactions during the period.

## **MEMBERS' EQUITY**

Members' equity showed a decrease of ₱0.19 million or 0.19% from ₱20.84 million as of December 31, 2023 to ₱20.65 million as of June 30, 2024 due to the net loss for the period.

## **December 31, 2024 compared to December 31, 2023**

## **ASSETS**

TSLTHI has total assets of ₱35.48 million as of December 31, 2024 compared to ₱34.46 million as of December 31, 2023. TSLTHI has current assets of ₱1.16 for each peso of current liabilities as of December 31, 2024 compared to ₱1.28 as of December 31, 2023.

### **Cash and cash equivalents**

Cash and cash equivalents decreased by ₱1.40 million or 19.36% from ₱7.25 million as of December 31, 2023 to ₱5.84 million as of December 31, 2024. This was due to net cash provided by operating activities amounting to ₱4.29 million and offset by cash used in additions to property and equipment of ₱5.70 million during the year.

### **Trade and other receivables**

Receivables increased by ₱1.45 million or 31.95% from ₱4.55 million as of December 31, 2023 to ₱6.01 million as of December 31, 2024 mainly due to higher related party receivables.

### **Inventories**

Inventories were lower by ₱0.31 million or 58.12% from ₱0.54 million as of December 31, 2023 to ₱0.23 million as of December 31, 2024.

### **Other current assets**

Other current assets increased by ₱0.59 million or 11.47% from ₱5.10 million as of December 31, 2023 to ₱5.69 million as of December 31, 2024.

### **Noncurrent Assets**

Property and equipment of ₱17.31 million as of December 31, 2024 showed an increase of ₱0.53 million as compared to ₱16.77 million as of December 31, 2023 due to improvement in building, facilities, and equipment of ₱5.70 million. This was offset by the depreciation expense during the period amounting to ₱5.17 million.

## **LIABILITIES**

Total liabilities increased by ₱1.81 million or 13.27% from ₱13.63 million as of December 31, 2023 to ₱15.43 million as of December 31, 2024. These were mainly due to the increase in third party payables.

## **MEMBERS' EQUITY**

Members' equity showed a decrease of ₱0.79 million or 3.80% from ₱20.84 million as of December 31, 2023 to ₱20.05 million as of December 31, 2024 due to the net loss amounting to ₱0.88 million and remeasurement of other comprehensive income.

## **December 31, 2023 compared to December 31, 2022**

### **ASSETS**

TSLTHI has total assets of ₱34.46 million as of December 31, 2023 compared to ₱42.63 million as of December 31, 2022. TSLTHI has current assets of ₱1.28 for each peso of current liabilities as of December 31, 2023 compared to ₱1.15 as of December 31, 2022.

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

Cash and cash equivalents decreased by ₱9.16 million or 55.82% from ₱16.41 million as of December 31, 2022 to ₱7.25 million as of December 31, 2023. This was due to net cash used in operating activities amounting to ₱5.85 million and cash used in additions to property and equipment of ₱3.31 million during the year.

#### **Trade and other receivables**

Receivables increased by ₱2.59 million or 131.92% from ₱1.96 million as of December 31, 2022 to ₱4.55 million as of December 31, 2023 due to higher related party receivables.

#### **Inventories**

Inventories were higher by ₱0.16 million or 40.80% from ₱0.38 million as of December 31, 2022 to ₱0.54 million as of December 31, 2023.

#### **Other current assets**

Other current assets increased by ₱0.83 million or 17.98% from ₱4.61 million as of December 31, 2022 to ₱5.44 million as of December 31, 2023 due to unamortized prepayments for the year.

#### **Noncurrent assets**

Property and equipment of ₱16.78 million as of December 31, 2023 showed a decrease of ₱2.20 million as compared to ₱18.97 million as of December 31, 2022 due to improvement in building, facilities, and equipment of ₱3.27 million. This was offset by the depreciation expense during the period amounting to ₱5.50 million.

### **LIABILITIES**

Total liabilities decreased by ₱6.44 million or 31.58% from ₱20.40 million as of December 31, 2022 to ₱13.96 million as of December 31, 2023. These were mainly due to the decrease in related party payables.

### **MEMBERS' EQUITY**

Members' equity showed a decrease of ₱1.38 million or 6.23% from ₱22.22 million as of December 31, 2022 to ₱20.84 million as of December 31, 2023 due to the net loss amounting to ₱1.37 million and remeasurement of other comprehensive income.

Below are the comparative key performance indicators of TSLTHI:

PERFORMANCE INDICATORS	FORMULA FOR CALCULATION	MAR 31, 2025 (UNAUDITED)	DEC 31, 2024 (AUDITED)	DEC 31, 2023 (AUDITED)
Current ratio	Current assets over current liabilities	1.30 : 1.00	1.16 : 1.00	1.28 : 1.00
Acid-test ratio	Current assets less inventories less other current assets over current liabilities	0.90 : 1.00	0.77 : 1.00	0.87 : 1.00
Solvency ratio	Net income over total liabilities	0.16 : 1.00	0.28 : 1.00	0.30 : 1.00
Liabilities-to-equity ratio	Total liabilities over total members' equity	0.70 : 1.00	0.77 : 1.00	0.65 : 1.00
Asset-to-equity ratio	Total assets over total members' equity	1.70 : 1.00	1.77 : 1.00	1.65 : 1.00
Interest rate coverage ratio	EBITDA over interest expense	n/a	n/a	n/a
Return on equity	Net income over total members' equity	6.66%	(4.33%)	(6.37%)
Return on assets	Net income over total assets	3.92%	(2.53%)	(3.56%)
Net profit margin	Net income over total revenue	33.61%	(7.55%)	(19.13)
EBITDA * per share	Excess of Revenue Over Expenses before Interest, Tax, Depreciation and Amortization over weighted average number of shares	₱5,533	₱9,887	₱9,821

\* Excess of Expenses Over Revenue before Interest, Tax, Depreciation and Amortization (EBITDA)

As of the first quarter ended March 31, 2025, except for what has been stated above, 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:

- Known trends, demands, commitments, events, or uncertainties that would have a material impact on TSLTHI;
- Events that will trigger direct or contingent financial obligation that is material to TSLTHI, including any default or acceleration of an obligation;
- Material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships of TSLTHI with unconsolidated entities or other persons created during the reporting period;
- Material commitments for capital expenditures that are reasonably expected to have a material impact on TSLTHI's short term or long-term liquidity;
- 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 TSLTHI's continuing operations;
- vii. Seasonal aspects that had a material impact on TSLTHI's results of operations; and
- viii. Material changes in the financial statements of TSLTHI as of March 31, 2025, except as reported in the MD&A.

#### **DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING & FINANCIAL DISCLOSURE**

There have been no changes in and any disagreements with accountants on any accounting financial disclosures.

#### **MERGERS, CONSOLIDATIONS 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 registration 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 of any others going business or of the assets thereof;
- (4) the sale or other transfer of all or any substantial part of the assets of the registrant; or
- (5) the liquidation or dissolution of the registrant,

#### **ACQUISITIONS OR DISPOSITIONS 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 TSLTHI.

## **DISCUSSION ON CORPORATE GOVERNANCE**

TSLTHI 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"), TSLTHI submitted its Revised Corporate Governance Manual (the "Manual") to the SEC on 30 September 2020, in compliance with the Code of Corporate Governance for Public Companies and Registered Issuers (SEC MC No. 24, series of 2019). This manual institutionalizes the principles of good corporate governance in the entire Company. TSLTHI 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 Club's shareholders and other stakeholders, which include, among others, clients, employees, suppliers, financiers, government and community in which it operates. The Club undertakes every effort possible to create awareness throughout the entire organization.

The Board establishes the major goals, policies, and objectives of TSLTHI, 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.

TSLTHI 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 MEMBER OF RECORD ENTITLED TO NOTICE OF AND VOTE, THE COMPANY SHALL FURNISH SUCH MEMBER A COPY OF THE COMPANY'S ANNUAL REPORT (SEC FORM 17-A) WITHOUT CHARGE. ANY SUCH WRITTEN REQUEST SHALL BE ADDRESSED TO:**

THE CORPORATE SECRETARY  
THE SPA AND LODGE AT TAGAYTAY  
HIGHLANDS, INC..  
BRGY. CALABUSO, TAGAYTAY CITY  
PHILIPPINES