

MINUTES OF THE ANNUAL MEMBERS' MEETING OF
THE SPA AND LODGE AT TAGAYTAY HIGHLANDS, INC.

7 October 2023 at 11:30 a.m.
Held at The Country Club Veranda
Tagaytay Highlands Complex, Brgy. Calabuso, Tagaytay City

Before the start of the meeting, the following members of the Board of Directors present¹ were introduced:

Jerry C. Tiu
Mary Eleanor A. Mendoza
Johnip G. Cua

The presence of the General Manager, Ms. Maria Clara T. Kramer, the Financial Controller, Mr. Frederick D. Deocariza, the Assistant Corporate Secretary, Ms. Ann Margaret K. Lorenzo, and other officers of the Club were also acknowledged.

The following representatives of the auditing firm of Reyes Tacandong & Co. were likewise in attendance:

Christina A. Jose
Everett Louise C. Cruz
Dreo B. Guieb

CALL TO ORDER

The Chairman of the Board, Mr. Johnip G. Cua, called the meeting to order and presided over the same. The Assistant Corporate Secretary, Ms. Ann Margaret K. Lorenzo, recorded the minutes of the proceedings.

CERTIFICATE OF NOTICE AND QUORUM

Upon the request of the Chairman, the Secretary certified that notices of the meeting were sent to all members of record as of 08 September 2023 in accordance with the provisions of the By-Laws. Upon the instruction of the Chairman of the meeting, the certificate was appended to the original of the Minutes of this meeting.

The Secretary certified that out of Four Hundred Sixteen (416) total shares in good standing, there were present, in person or by proxy, holders of Two Hundred Thirty-Three (233) membership certificates representing an attendance of 56.01% of the total shares. Accordingly, she certified that a quorum existed for the transaction of business at hand.

APPROVAL OF THE MINUTES OF THE LAST MEMBERS' MEETING

The Secretary advised the Body that the minutes of the last members' meeting held on 15 October 2022 was immediately made available for the members to view soon after the last meeting when it was posted on the Corporation's website. The same was also made part of the documents that were recently made available to the members in connection with this meeting.

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

¹ Director's Absent: Hans T. Sy (Director) and Ruben C. Tan (Independent Director).

AGENDA ITEM	VOTES IN FAVOR	VOTES AGAINST	ABSTAIN
Approval of Minutes of the Previous Meeting of Members	233	0	0

The following resolution was thereafter passed:

“**RESOLVED**, that the Minutes of the Annual Meeting of the Members of **THE SPA AND LODGE AT TAGAYTAY HIGHLANDS, INC.** held on 15 October 2022 is hereby approved.”

PRESIDENT’S REPORT AND PRESENTATION OF FINANCIAL STATEMENTS

Upon request of the Chairman, the General Manager, Ms. Kramer, presented the report on the 2022 Financial Statements, to wit:

With the continued recovery of the economy in 2022 in the midst of the COVID-19 pandemic and the lifting of quarantine restrictions during the first quarter of 2022, your Club showed a steady increase in patronage from its members and their guests. During the past year, facilities improvement within the Tagaytay Highlands complex included the rehabilitation of the bowling lanes and badminton courts, road re-asphalting of the Peak Bar road, construction of slope protection, replacement of the elevator at the Spa and Lodge, rehabilitation of the bunkers at Highlands and Midlands golf courses, refurbishment of the restrooms of Highlands and Midlands tee-houses and of Highlands Golf Clubhouse, and asphalting of the Highlands lower parking area, among others.

The results of operations for the year 2022 posted a net loss of ₱355 Thousand, which was significantly lower from last year’s net loss of ₱923 Thousand. With your support and patronage, your Club’s revenues improved by ₱3.44 Million or 160.89% compared to 2021. This is attributed to higher room sales, spa services, and transfer fees and other income.

Similarly, as your Club operated at a higher capacity in 2022, cost and expenses went up by ₱2.85 Million or 42.39%. The corresponding cost of sales, water, electricity, labor cost, supplies, repairs and maintenance, and outside services increased, which was in line with the higher revenues generated. Cost saving measures implemented resulted to the decrease in other administrative expenses.

Your Club showed a healthy financial position as of 31 December 2022, with total assets of ₱42.65 Million. The Club registered a high liquidity with a current ratio of ₱1.15 is to one. With higher cash generated by operating activities, cash and cash equivalents went up by ₱12.07 Million or 278.54% compared to 2021. Total liabilities of ₱20.40 Million in 2022 was higher by 164.48% from 2021. Your Club has maintained a conservative ratio of total liabilities to equity at 92% in 2022 compared to 34% in 2021.

There were no questions raised on the 2022 Audited Financial Statements. The votes for the approval of the Annual Report for the year ended 31 December 2022, together with the Audited Financial Statements for the Fiscal Year ended 31 December 2022, are as follows:

AGENDA ITEM	VOTES IN FAVOR	VOTES AGAINST	ABSTAIN
Approval of 2022 Operations and Results and 2022 Audited Financial Statements	233	0	0

The following resolution was likewise approved:

“RESOLVED, that the 2022 Annual Report on the operations of **THE SPA AND LODGE AT TAGAYTAY HIGHLANDS, INC.**, together with the Audited Financial Statements and accompanying notes thereto for the year ended 31 December 2022, be approved.”

RATIFICATION OF CORPORATE ACTS

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

At the request of the Chairman, the Secretary advised the Body that the acts of the Board of Directors and Officers of the Club being presented for ratification by the members were those entered into in the ordinary course of business, with those of significance having been covered by appropriate disclosures. Ratification was also sought for all acts of Management performed in accordance with the resolutions of the Board and the By-Laws from 15 October 2022 to present.

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

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

AGENDA ITEM	VOTES IN FAVOR	VOTES AGAINST	ABSTAIN
Ratification of Corporate Acts	233	0	0

The following resolution was likewise unanimously approved:

“RESOLVED, that all acts of the Board of Directors, the Board Committees, and Officers of **THE SPA AND LODGE AT TAGAYTAY HIGHLANDS, INC.**, from the date of the last meeting of the members on 15 October 2022 up to the date of this meeting, are hereby confirmed, ratified and approved.”

ELECTION OF DIRECTORS

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

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

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

“RESOLVED, that the following nominees, having received the vote indicated opposite their names, have been elected as members of the Board of Directors of **THE SPA AND LODGE AT TAGAYTAY HIGHLANDS, INC.** for the year 2023-2024, to serve as such until their successors shall have been duly elected and qualified:

NOMINEE	VOTES IN FAVOR
Johnip G. Cua	233
Jerry C. Tiu	233
Hans T. Sy	233
Mary Eleanor A. Mendoza	233
Theresa T. Chan	233

The Secretary also informed the Body that, in compliance with the provisions of the Securities and Regulations Code requiring the election of independent directors, Mr. Johnip G. Cua, and Ms. Theresa T. Chan, who qualify as independent directors under said Code, were nominated and elected as members of the Board.

APPOINTMENT OF EXTERNAL AUDITOR

As recommended by the Board of Directors, the members voted for the appointment of the auditing firm Reyes Tacandong & Co. as the Club's external auditor. No questions or objections having been raised by the members present, the proposal to appoint Reyes Tacandong & Co. as the Corporation's external auditor for Year 2023 was approved by the members as follows:

AGENDA ITEM	VOTES IN FAVOR	VOTES AGAINST	ABSTAIN
Appointment of Reyes Tacandong & Co. as External Auditor for 2023	233	0	0

The members likewise unanimously approved the following resolution:

“RESOLVED, that the auditing firm of Reyes Tacandong & Co., be appointed as the **THE SPA AND LODGE AT TAGAYTAY HIGHLANDS, INC.**'s external auditor for the year 2023.”

ADJOURNMENT

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

ATTESTED BY:

JOHNIP G. CUA
Chairman

ANN MARGARET K. LORENZO
Assistant Corporate Secretary