

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

15 October 2022 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 present<sup>1</sup> were introduced:

Hans T. Sy  
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 representatives of the auditing firm of Reyes Tacandong & Co. were likewise in attendance.

**CALL TO ORDER**

The Chairman of the Board, Mr. Hans T. Sy, 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 stockholders of record as of 23 September 2022 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 Four (404) total shares in good standing, there were present, in person or by proxy, holders of Two Hundred Thirty-Two (232) membership certificates representing an attendance of 57.43% 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 STOCKHOLDERS' MEETING**

As requested by the Chairman, the Secretary advised the Body that the minutes of the last stockholders' meeting held on 18 October 2021 was immediately made available for the stockholders to view soon after the last meeting when it was posted on the Corporation's website. The same was also made part of the documents that were recently made available to the stockholders in connection with the 2022 meeting.

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

<b>AGENDA ITEM</b>	<b>VOTES IN FAVOR</b>	<b>VOTES AGAINST</b>	<b>ABSTAIN</b>
Approval of Minutes of the Previous Meeting of Stockholders	232	0	0

<sup>1</sup> Director's Absent: Ruben C. Tan (Independent Director)

The following resolution was thereafter passed:

“**RESOLVED**, that the Minutes of the Annual Meeting of the Stockholders of **THE SPA AND LODGE AT TAGAYTAY HIGHLANDS, INC.** held on 18 October 2021 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 2021 Financial Statements, to wit:

Even with the challenges your Club experienced in 2020 due to the Taal volcano eruption and the continuing COVID 19 pandemic, the Club has maintained its unwavering commitment in providing the best service and facilities to its members, their families and guests.

In 2021, with the recovery of the economy and easing of the pandemic restrictions, your Club has resumed its plans and development programs. Your club acquired a new elevator in 2022. A wide variety of dining facilities and restaurants were made available since then. As your Club advocates for a “clean and green” environment, your Club intends to buy electricity-driven vehicles in the future to lessen toxic fuel emission within the complex. Likewise, more araucaria pine trees and other trees are also being planted across the premises. A new fire truck was acquired to complement the existing fire truck of the Tagaytay Highlands Complex.

The results of operations for the year 2021 posted a net loss of ₱923 Thousand, which was significantly lower from last year’s net loss of ₱8 Million, as the authorities and local government units eased the ECQ restrictions related to Covid-19 allowing the Club to operate at a higher capacity. With your support and patronage, your Club’s revenues improved by ₱500 Thousand or 31% compared to 2020. This is to be attributed to higher room sales, spa services, and transfer fee and other income.

Cost and operating expenses of ₱19 Million were lower by 36% compared to 2020 due mainly to lower depreciation, salaries, wages, cost of sales and outside services, utilities, supplies and other administrative expenses. Decrease in cost and operating expenses is to be attributed to the cost saving measures implemented during the period.

Your Club showed a healthy financial position as of December 31, 2021, with total assets of ₱30 Million. The Club registered a higher liquidity with a current ratio increase of 29%. With higher cash generated by operating activities, cash and cash equivalents went up by ₱930 Thousand or 27% compared to 2020. Total liabilities amounted to ₱7.71 Million in 2021, lower by 27% from 2020. Your Club has maintained a conservative ratio of total liabilities to equity at 34% in 2021 compared to 45% in 2020.

There were no questions raised on the 2021 Audited Financial Statements. The votes for the approval of the Annual Report for the year ended 31 December 2021, together with the Audited Financial Statements for the Fiscal Year ended 31 December 2021, are as follows:

<b>AGENDA ITEM</b>	<b>VOTES IN FAVOR</b>	<b>VOTES AGAINST</b>	<b>ABSTAIN</b>
Approval of 2021 Operations and Results and 2021 Audited Financial Statements	232	0	0

The following resolution was likewise approved:

“**RESOLVED**, that the 202 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 2021, be approved.”

## **RATIFICATION OF CORPORATE ACTS**

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

At the request of the Chairman, the Secretary advised the Body that the acts of the Board of Directors and Officers of the Club being presented for ratification by the shareholders were those entered into in the ordinary course of business, with those of significance having been covered by appropriate disclosures. Ratification was also sought for all acts of Management performed in accordance with the resolutions of the Board and the By-Laws from 18 October 2021 to present.

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

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

<b>AGENDA ITEM</b>	<b>VOTES IN FAVOR</b>	<b>VOTES AGAINST</b>	<b>ABSTAIN</b>
Ratification of Corporate Acts	232	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 shareholders on 18 October 2021 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 Corporate Secretary presented the votes received by each of the nominees which, she noted, were sufficient to elect them as Director. She then presented the proposed resolution on the election of the nominees to the Board, and based on the votes received, reported the approval of the following Resolution:

“**RESOLVED**, that the following nominees, having received the vote indicated opposite their names, have been elected as members of the Board of Directors of **THE SPA AND LODGE AT TAGAYTAY HIGHLANDS, INC.**

for the year 2022-2023, to serve as such until their successors shall have been duly elected and qualified:

NOMINEE	VOTES IN FAVOR
Hans T. Sy	232
Jerry C. Tiu	232
Mary Eleanor A. Mendoza	232
Ruben C. Tan	232
Johnip G. Cua	232

**APPOINTMENT OF EXTERNAL AUDITOR**

As recommended by the Board of Directors, the stockholders 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 shareholders present, the proposal to appoint Reyes Tacandong & Co. as the Corporation’s external auditor for Year 2022 was approved by the shareholders as follows:

AGENDA ITEM	VOTES IN FAVOR	VOTES AGAINST	ABSTAIN
Appointment of Reyes Tacandong & Co. as External Auditor for 2022	232	0	0

The stockholders 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 2022.”

**ADJOURNMENT**

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

**ATTESTED BY:**

**HANS T. SY**  
*Chairman of the Meeting*

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