

## **EAGLE RIDGE GOLF AND COUNTRY CLUB, INC.**

### Notice of the Annual Meeting of the Stockholders

To All Stockholders:

Please be notified that the annual meeting of the stockholders of **Eagle Ridge Golf and Country Club, Inc.** (the “Company”) will be held on **Thursday, 21 October 2021 at 2:00 p.m.** Due to the continuing COVID-19 pandemic, the meeting will be conducted **virtually**, and can be accessed at the link to be provided by the Company to all stockholders of record as of 7 September 2021, or to their proxy holders, who will duly register to attend the meeting. As required by the Securities & Exchange Commission, the “place” of the meeting will be at the Main Clubhouse, Eagle Ridge Golf & Country Club, General Trias City, Cavite, and the agenda of the meeting is as follows:

1. Call to Order;
2. Certification of Notice and Quorum;
3. Approval of the Minutes of the Annual Meeting of the Stockholders held on 22 October 2020;
4. Approval of the Annual Report, and the 2020 Audited Financial Statements;
5. Ratification of Acts of the Board and Management;
6. Appointment of External Auditors;
7. Election of Directors (including Independent Directors);
8. Other business that may properly be brought before the Meeting; and
9. Adjournment

Attached to this Notice, as Annex “A”, is a brief statement of the rationale and explanation for each item in the agenda that requires the stockholders’ approval. The Information Statement contains more detail regarding the rationale and explanation for each such item.

The electronic copy of the said Statement, and other documents pertinent to the meeting, are available at the Company’s website at <https://www.eagle-ridge.com.ph>. Stockholders may also request the undersigned in writing for a hard copy of the same. Upon receipt thereof, the Company will provide the requesting stockholder with a hard copy of the Information Statement.

Only stockholders of record as of 7 September 2021, or proxy holders of such stockholders, are entitled to attend the meeting, and only stockholders with Class A shares are entitled to vote at the meeting.

Individual stockholders who wish to attend the virtual meeting must email their request to attend to [members.relation@eagle-ridge.com.ph](mailto:members.relation@eagle-ridge.com.ph) not later than the close of business on **14 October, 2021**. Stockholders who wish to be represented at the virtual meeting by proxy must either: (a) submit an originally signed and accomplished proxy, a form for which is attached as Annex “B”, by post or courier to the Office of the Corporate Secretary at the Main Clubhouse, Eagle Ridge Golf & Country Club, General Trias City, Cavite; or (b) email a copy of the said proxy in an appropriate format, to [members.relation@eagle-ridge.com.ph](mailto:members.relation@eagle-ridge.com.ph), not later than the close of business on **11 October 2021**. The Company will validate the requests, and the proxies, and email the stockholders, and proxy holders, instructions on how to access the virtual meeting.

Pasig City, 28 August 2021.



**MARIZA S. TAN**  
Corporate Secretary

Annex "A" to Notice  
**EXPLANATION AND RATIONALE FOR THE AGENDA  
2021 Annual Stockholders' Meeting**

**1. Call to Order**

The Chairman of the Board of Directors, Mr. Tomas I. Alcantara, will formally call the 2021 Annual Stockholders' Meeting to order, and introduce the Directors and Officers attending the Meeting.

**2. Certification of Notice and Quorum**

The Corporate Secretary, Ms. Mariza S. Tan, will certify that the Corporation timely and duly notified the stockholders pursuant to the rules of the Securities & Exchange Commission ("SEC"), made the Information Statement available to all stockholders, and attest to a quorum for the Meeting.

**3. Approval of the Minutes of the Annual Meeting of the Stockholders held on 22 October 2020**

Copies of the draft minutes have been made available to the stockholders on the Company's website at <https://www.eagle-ridge.com.ph>. The Chairman will ask the stockholders to approve the draft minutes, and adopt the following resolution:

*"RESOLVED, That the minutes of the Annual Meeting of the Stockholders of Eagle Ridge Golf and Country Club, Inc., held on 22 October 2020, be, as they are hereby, approved."*

**4. Annual Report, and the 2020 Audited Financial Statements**

Management will present its Report, and the Audited Financial Statements for 2020, which were audited by the Company's independent external auditors, SyCip Gorres Velayo & Company (SGV), and approved by the Board. As required by regulations, Management submitted these statements to the SEC, and to the Bureau of Internal Revenue. After the presentations, Management will answer the questions emailed by the stockholders, request the stockholders to approve its report, and the audited financial statements for the 2020, and propose the following resolution:

*"RESOLVED, That the Annual Report of Management, and the Company's Audited Financial Statements for the year ended December 31, 2020, be, as they are hereby, approved."*

**5. Ratification of the Acts of the Board and Management**

The Company's performance was the result of the acts, contracts, resolutions and actions of the Board, and the Management, who will request the stockholders to ratify the same. The following is the proposed resolution:

*"RESOLVED, That all acts, contracts, resolutions and actions, authorized and entered into by the Board of Directors and Management of the Company from the date of the last Stockholders' Meeting up to the present be, as they are hereby, approved, ratified and confirmed."*

**6. Appointment of External Auditors**

Upon the Audit Committee's favorable recommendation, Management proposes that the Company reappoint SGV as its independent external auditors for the year 2021-2022, and to adopt the following resolution:

*"RESOLVED, That the audit firm of SyCip Gorres Velayo & Co., be, as it is hereby, appointed as the Company's independent external auditors for the year 2021 -2022."*

**7. Election of Directors, including Independent Directors**

Management proposes to re-elect the following six regular directors and three independent directors, and the Information Statement contains their biographical profiles:

- |                        |                      |                                      |
|------------------------|----------------------|--------------------------------------|
| 1. Tomas I. Alcantara  | 4. Vicente R. Santos | 7. Philip J. Chien (Independent)     |
| 2. Editha I. Alcantara | 5. Mariza Santos-Tan | 8. Ramil L. Villanueva (Independent) |
| 3. Exequiel D. Robles  | 6. Alfredo G. Pareja | 9. Benjamin R. Almario (Independent) |

**8. Other Matters**

Management may address other issues emailed by the stockholders.

**9. Adjournment**

After all matters in the agenda have been taken up, the Chairman will entertain a motion to adjourn the Meeting.