

Annex "A" to Notice
EXPLANATION AND RATIONALE FOR THE AGENDA
2023 Annual Stockholders' Meeting

1. Call to Order

The Chairman of the Board of Directors, Mr. Tomas I. Alcantara, will formally call the 2023 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 20 October 2022

Copies of the draft minutes have been made available to the stockholders on the Company's website at <http://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 20 October 2022, be, as they are hereby, approved."

4. Annual Report and the 2022 Audited Financial Statements

Management will present its Report, and the Audited Financial Statements for 2022, 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 2022, 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, 2022, 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 2023-2024, 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 2023 -2024."

7. Election of Directors, including Independent Directors

Management proposes to elect seven regular directors and two independent directors, and the Information Statement contains the biographical profiles of the following nominees:

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

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.