

**COVER SHEET**

A 1 9 9 6 1 0 8 2 6

SEC Registration Number

E A G L E R I D G E G O L F A N D C O U N T R Y

C L U B , I N C .

(Company's Full Name)

B G Y . J A V A L E R A , G E N . T R I A S ,

C A V I T E

(Business Address: No., Street City / Town / Province)

MARIZA SANTOS-TAN /  
ANGEL M. ESGUERRA, III

Contact Person

(02) 722-5811

Company Telephone Number

(Any day in October)

1 2

Month  
Fiscal Year

3 1

Day

**SEC Form 20-IS  
Definitive Information  
Statement**

FORM TYPE

1 0

M Month  
Annual Meeting

2 1

Day

Secondary License Type, If Applicable

C F D

Dept Requiring this Doc

N.A.

Amended Articles Number / Section

Total Amount of Borrowings

Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document ID

Cashier

STAMPS

Remarks: Please use BLACK ink for scanning purposes

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 Corporation as specified in its charter: **Eagle Ridge Golf and Country Club, Inc.**
3. Province, country or other jurisdiction of incorporation or organization; Cavite, **Philippines**
4. SEC Identification Number: **A1996-10826**
5. BIR Tax Identification Code: **005-643-401V**
6. **Barangay Javalera, General Trias, Cavite** **4107**  
Address of principal office Postal Code
7. Corporation's telephone number, including area code **(046) 419-2852**
8. Date, time and place of the meeting of security holders
- Date : 21 October 2021**  
**Time : 2:00 p.m**  
**Place : Zoom Videoconferencing**
9. Approximate date on which the Information Statement is first to be sent or given to security holders is on or before **September 30, 2021.**
10. **In case of proxy solicitations**
- Name of Person Filing the Statement/Solicitor: **The Management of the Corporation**  
Address and Telephone Number: Brgy. Javalera, Gen. Trias, Cavite; (046) 419-2852
11. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA (information on number of shares and amount of debt is applicable only to corporate registrants):
- | Title of Each Class            | No. of Shares Outstanding Amount<br>(As of September 7, 2021) |
|--------------------------------|---|
| <b>Class "A" Common Shares</b> | <b>3,128 - Php 48.73M</b>                                     |
| <b>Class "B" Common Shares</b> | <b>889 - Php 4.51M</b>  |
| <b>Class "C" Common Shares</b> | <b><u>692 - Php 12.03M</u></b>                                |
| <b>TOTAL</b>                   | <b><u>4,709 - Php 65.27M</u></b>                              |
12. Are any or all of Corporation's Securities listed with the Philippine Stock Exchange?  
Yes \_\_\_\_\_ No  \_\_\_\_\_

**PART I**

**INFORMATION STATEMENT**

**This Information Statement is as of September 7, 2021, and is being furnished to stockholders of record of Eagle Ridge Golf & Country Club, Inc. (the 'Club' or the "Company" or the "Corporation" or "ERGCCI") in connection with its Annual Stockholders Meeting.**

**A. GENERAL INFORMATION**

**Item 1. Date, time and place of meeting of security holders.**

The Annual Stockholders' Meeting of the Club will be held on October 21, 2021, at 2:00 o'clock in the afternoon, via Zoom Videoconferencing. The place of the meeting will be:

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

Barangay Javalera, General Trias, Cavite

The Definitive Information Statement and Proxy form will be sent to the stockholders entitled to vote as of September 7, 2021 (the "Record Date") on or before September 30, 2021 or at least fifteen (15) days prior to meeting date.

The matters to be considered and acted upon at such meeting are referred to in the Notice and are more fully discussed in this information statement.

**Item 2. Dissenters' Right of Appraisal**

There are no matters or proposed corporate actions included in the Agenda of the Meeting which may give rise to a possible exercise by security holders of their appraisal rights. Generally, however, in the specific instances mentioned by the Corporation Code of the Philippines, the stockholders of the Club have the right of appraisal provided that the procedures and the requirements of Title X of the Corporation Code governing the exercise of the right are complied with

**Item 3. Interest of Certain Persons in or Opposition to Matters to be Acted Upon**

No Director or Officer of the Club or any of their associates has any substantial interest, direct or indirect, by security holdings or otherwise, in any matter to be acted upon during the Annual Stockholders' Meeting other than their election as Director for the year 2021-2022.

No Director has informed the Club, in writing or otherwise, that he intends to oppose any action to be taken by the Club at the Annual Stockholders' Meeting.

**B. CONTROL AND COMPENSATION INFORMATION**

**Item 4. Voting Securities and Principal Holders Thereof**

As of the Record Date, September 7, 2021, the Corporation has 4,709 outstanding shares, consisting of 3,124 Class A common shares, 889 Class B common shares, and 696 Class C common shares. Under the present Articles of Incorporation and By-Laws of the Corporation, each registered owner of Class "A" Share whether a natural person or juridical entity, who is of good standing and not delinquent in the payment of his dues, shall have the right to vote in person the number of shares standing in his/its name except with respect to the election of directors where the stockholders are entitled to cumulative voting. Each shareholder shall be entitled to one vote with respect to other matters to be taken up during the annual stockholders meeting. The Corporation has not solicited any discretionary authority to cumulate votes from its stockholders.

### Cumulative Voting

The election of the Board of Directors for the current fiscal year will be taken up and all stockholders have the right to cumulate their votes in favor of their chosen nominees for Director in accordance with Section 24 of the Corporation Code. Section 24 provides that a stockholder may vote such number of shares registered in his name as of the record date 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 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. The total number of votes cast by such stockholders should not exceed the number or shares owned by him as shown in the books of the Corporation multiplied by the whole number of Directors to be elected.

The Record Date fixed for the purpose of determining the stockholders entitled to notice of and to vote during the annual stockholders' meeting shall be September 7, 2021.

#### a) Security Ownership of Certain Record and Beneficial Owners

The following table sets forth as of September 7, 2021, the record and/or beneficial owners of more than 5% of the outstanding Common Shares of the Corporation and the amount of such record and/or beneficial ownership.

(1) Title of Class All Common	(2) Name, address of record owner and relationship with issuer	(3) Name of Beneficial Owner and Relationship with Record Owner	(4) Citizenship	(5) No. of Shares Held	(6) Percent
"A"	Sta. Lucia Realty & Development, Inc.	Same with record owner	Filipino	523 shares (inclusive of 3 Founder shares (R))	11.11%
"B"	G/F State Financing Building Ortigas Avenue, Mandaluyong City			201 shares (R)	4.27%
"C"	Affiliate of the issuer			148 shares (R)	3.14%
					----- 18.52%
"A"	Alsons Land Corporation	Same with record owner	Filipino	292 shares (inclusive of 2 Founder shares (R))	6.20%
"B"	Ground Floor Alsons Building 2286 Chino Roces Avenue, Makati City			102 shares (R)	2.17%
"C"	Affiliate of the issuer			85 shares (R)	1.81%
					----- 10.18%
"B"	Equitable PCI Bank	Same with record owner	Filipino	47 shares (R)	1.00%
"C"	Equitable PCI Bank Towers H.V. dela Costa St. cor. Makati Ave., Makati City			49 shares (R)	1.04%
	No relation with the issuer				----- 2.04%

The shares under the name of Sta. Lucia Realty & Development Inc. shall be voted by Mr. Exequiel D. Robles and/or Mr. Vicente R. Santos and/or Ms. Mariza Santos-Tan. The shares under the name of Alsons Land Corporation shall be voted by Mr. Tomas I. Alcantara and/or Ms. Editha I. Alcantara, while the

shares under the name of Equitable PCI Bank shall be represented by Messrs. Walter C. Wassmer and Marilou L. Cesario, Executive Vice President and Vice President, respectively, subject to the existing provisions of the Articles of Incorporation and By-Laws on the voting rights of Founders Shares.

**b) Security Ownership of Management**

The table sets forth as of September 7, 2021, the record or beneficial stock ownership of each Director of the Corporation and all Officers and Directors as a group.

(1) Title of Class	(2) Name and beneficial owner	(3) Amount and nature of beneficial ownership	(4) Citizenship	(5) Percent of class
"A" Common	Tomas I. Alcantara	Php1,000 for 1 share (B)	Filipino	0.00%
"A" Common	Exequiel D. Robles	Php1,000 for 1 share (B)	Filipino	0.00%
"A" Common	Editha I. Alcantara	Php1,000 for 1 share (B)	Filipino	0.00%
"A" Common	Mariza Santos-Tan	Php1,000 for 1 share (B)	Filipino	0.00%
"A" Common	Vicente R. Santos	Php1,000 for 1 share (B)	Filipino	0.00%
"A" Common	Benjamin R. Almario	Php1,000 for 1 share (B)	Filipino	0.00%
"A" Common	Eulogio M. Gomez	Php1,000 for 1 share (B)	Filipino	0.00%
"A" Common	Ramil L. Villanueva	Php1,000 for 1 share (B)	Filipino	0.00%
"A" Common	Alfredo G. Pareja	Php1,000 for 1 share (B)	Filipino	0.00%
"A" Common	Philip J. Chien	Php1,000 for 1 share (B)	Filipino	0.00%

There is no limit in the amount of shares with respect to the above-named person's right to acquire beneficial ownership, except that independent directors are not allowed to own more than 2% of the outstanding and issued shares. All the above named Directors and Officers of the Corporation are the record and beneficial owners of the shares of stock set forth opposite their names.

**Voting Trust Holders of 5% or more**

The Corporation is not aware of any person holding more than 5% of the shares of the Corporation under a voting trust or similar agreement.

**Changes in Control**

From its incorporation to date there has been no change in control of the Corporation. Neither is the Corporation aware of any arrangement which may result in a change in control of it.

**Item 5. Board of Directors and Executive Officers**

**a) Board of Directors and Executive Officers**

The Company's Board of Directors is responsible for the overall management and direction of the Company. The Board meets regularly or as often as required, to review and monitor the Company's financial position and operations. Each Board member serves for a term of one year or until his successor is duly elected and qualified.

As provided in the Articles of Incorporation of the Club, the Board of Directors is composed of nine (9) members who shall serve for a term of one (1) year or until their successors shall have been duly elected and qualified.

The following are the names, ages, positions and the terms and length of service of the Directors and Executive Officers of the Club.

NAME	AGE	POSITION	CITIZENSHIP	Term of Service	Length of Service
Tomas I. Alcantara	75	Chairperson	Filipino	1 year	21 years
Exequiel D. Robles	66	Director/President	Filipino	1 year	24 years
Editha I. Alcantara	73	Director/Treasurer	Filipino	1 year	24 years
Mariza Santos-Tan	63	Director/Corp Sec.	Filipino	1 year	24 years
Vicente R. Santos	64	Vice Chairman/Director	Filipino	1 year	24 years
Alfredo Pareja	67	Director	Filipino	1 year	7 years
Benjamin R. Almario	84	Independent Director	Filipino	1 year	19 years
Eulogio M. Gomez	69	Independent Director	Filipino	1 year	19 years
Ramil L. Villanueva	51	Independent Director	Filipino	1 year	13 years
Atty. Angel M. Esguerra, III	60	Asst. Corp. Secretary	Filipino	1 year	11 years
Antonio Carlos S. Ocampo	55	General Manager	Filipino	4 years	4 years
Rodolfo N. Ramirez	63	Sports & Recreation Mgr.	Filipino	Reg. Emp.	18 years

### Profiles of Directors and Executive Officers

#### **TOMAS I. ALCANTARA**

Chairperson

Tomas I. Alcantara, 75, Filipino, has been the Chairman of the Corporation since July 01, 2000 and serves as such until the present time. He holds a Bachelor of Science degree in Economics from the Ateneo de Manila University, a Masters in Business Administration degree from Columbia University, USA and he attended the Advance Management Program (AMP) of the Harvard Business School. He served as President of Alsons Consolidated Resources, Inc., and several power and property development companies of the Alcantara Group.

Mr. Alcantara served as Undersecretary for the Industry and Investments Group of the Department of Trade and Industry and Vice-Chairman and Managing Head of the Board of Investments from July 1986 to March 1995 and Special Envoy of the Philippine President to the APEC in 1996.

He is the elder brother of Ms. Editha I. Alcantara.

#### **EXEQUIEL D. ROBLES**

Director / President

Exequiel D. Robles, 66, Filipino, graduated from San Sebastian College with a degree in Bachelor of Science in Business Administration. He attended seminars on management conducted by Guthrie-Jensen Consultants, Inc. (1997) and Golf Asia International in Malaysia (1992).

He has been the President and General Manager of Sta. Lucia Realty & Development, Inc. for 30 years now. He is responsible for turning Sta. Lucia Realty into a well-respected real estate developer in the country today. He is also the President of nine (9) other affiliated companies of Sta. Lucia, Sta. Lucia East Cinema Corporation since December 1990, Sta. Lucia Waterworks Corporation since November 1990, Sta. Lucia East Commercial Corporation since February 1991, Sta. Lucia East Bowling Center, Inc. and Sta. Lucia East Department Store since October 1993, Valley View Realty and Development Corporation since February 1983, RS Maintenance & Services, Inc. since July 1989, Rob-San East Trading Corporation since February 1991 and RS Night Hawk Security and Investigation Agency since March 1992.

He is the first cousin of Mr. Vicente R. Santos and Ms. Mariza Santos-Tan.

He has been a Member of the Board since 1997 and served as its President since March 1998.

**EDITHA I. ALCANTARA**

Director / Treasurer

Editha I. Alcantara, 73, Filipino, has served as Director of the Company since 1997 until the present time, and has been its Treasurer since 2000. She holds a Business Administration degree from Maryknoll College and a Masters in Business Administration degree from Boston College. Ms. Alcantara has been the President of C. Alcantara and Sons, Inc. since 1992. She has served as Director in other companies of the Alcantara Group since 1980 and Treasurer since October 2000.

Ms. Alcantara has also been a Trustee of the Philippine Business for the Environment since July 1995; Board Trustee of Miriam College since December 1998; and Adviser to the Board of Director of the Philippine Wood Producers Association, Director and Treasurer of Music Museum Group Inc. since May 1991 and Allegro Resources, Inc. since May 1997.

She is the younger sister of Mr. Tomas I. Alcantara.

**MARIZA SANTOS-TAN**

Director/Corporate Secretary

Mariza Santos-Tan, 63, Filipino, earned a Management degree from San Sebastian College. She has been the Vice-President for Sales of Sta. Lucia Realty for 26 years. She is responsible for developing sales strategies for residential, commercial and golf development projects of the Sta. Lucia. She also heads the sales department of Valley View Realty and Development, Inc. since February 1983. She is also the Corporate Secretary of Sta. Lucia's affiliated companies which consist of Sta. Lucia East Cinema Corporation since December 1990, Sta. Lucia Waterworks Corporation since November 1990, Sta. Lucia East Commercial Corporation since February 1991, Sta. Lucia East Bowling Center, Inc. and Sta. Lucia East Department Store since October 1993, RS Maintenance & Services, Inc. since July 1989, Rob-San East Trading Corporation since February 1991, Treasurer of Sta. Lucia Land Inc. since 2009 and Vice Chairman of Manila Jockey Club since 2003

She is the sister of Mr. Vicente R. Santos and the first cousin of Mr. Exequiel D. Robles.

She is presently a member of the Board and serves as its Corporate Secretary since 1997.

**VICENTE R. SANTOS**

Vice Chairman/Director

Vicente R. Santos, 64, Filipino, earned a Management degree from San Sebastian College. He has been the Executive Vice-President of Sta. Lucia Realty Development Inc., for 26 years. He oversees the day-to-day operations of the Company and its projects. He is also Chairman of the Board of affiliate companies Sta. Lucia Land and Board of Director of National Golf Association of the Philippines and Federation of Private Golf Clubs. He is the Chairman of the Board of Orchard Golf & Country Club since 2006. He has been the President of Acropolis North since 2003. He has been the Corporate Secretary of Lakewood Cabanatuan since 2005.

He is the first cousin of Mr. Exequiel D. Robles and the brother of Ms. Mariza Santos-Tan.

He has been a Member of the Board since 1997.

**ALFREDO G. PAREJA**

Director

Alfredo G. Pareja, 67, Filipino, holds a BS degree in Nursing from St. Anne's College of Nursing. UST supervised in 1977. Worked as Medical Officer in Philippine-Singapore Ports Corporation, Jeddah, KSA from November 1977 to 1980. He served as a Hospital Administrator at the same Institute from 1980 to 1983. He joined the U.S. Navy and became Medical Corpsman of the United States Marine Corps.

He retired from the service on 2005. Further, Interviewer for the California Department of Social Services in 2005 to 2013.

He joined the club as a Director in October 23, 2014.

**ATTY. ANGEL M. ESGUERRA, III**  
Assistant Corporate Secretary

Atty. Angel M. Esguerra III, 60, Filipino, was appointed as the Assistant Corporate Secretary of the Company on October 22, 2010. He is a member of the Philippine bar and obtained his Bachelor of Arts degree in Economics and Law degree from the University of the Philippines. Mr. Esguerra practiced with several firms and was internal counsel to a trans-national energy company with power plants in the Asia-Pacific region, and served as the corporate secretary of its Philippine subsidiaries such as Batangas Power Corp. and Subic Power Corp.

In June of 2010, he joined the Alcantara Group as head of its Legal Services department and now serves as the Corporate Secretary of the group's other companies.

**ANTONIO CARLOS S. OCAMPO**  
General Manager

Mr. Antonio Carlos Ocampo, 55, Filipino, has been in the Golf industry for more than 20 years. He is a professional Rules Official and Tournament Director for the Asian PGA, Davidoff Tour, Omega Tour, Asian Tour, Asean PGA, One Asia and the Local Tour and has handled more than 250 International and local professional golf events as the Tournament Director and Rules Official. He is an accredited Golf Course rater (USGA) and also worked with IMG as the Tournament Director for Asia. He has managed hundreds of corporate and amateur golf events.

He is presently managing the Eagle Ridge Golf and Country Club (ERGCC) and came from Valley Golf and CC (GM). His expertise in golf comes in handy to ensure that the Club and its members are fully satisfied in all the services that are rendered by the club.

**RODOLFO N. RAMIREZ**  
Sports and Recreation Manager

Mr. Rodolfo Ramirez, 63, Filipino, has a degree in Bachelor of Science in Mechanical Engineering from Mapua Institute of Technology. He had been the Sports and Recreation Manager of Royale Tagaytay Country Club from 1996 to 2002 and became the Resident Manager for Morocco Beach Resort & Country Club a year thereafter. He joined the Club in August 2003 as Sports and Recreation Manager.

**Elections of Directors**

The Directors of the Company elected at the Stockholders' Meeting are to hold office for one (1) year or until their respective successors have been duly elected and qualified. The Board of Directors has no reason to believe that any of the aforesaid nominees will be unwilling or unable to serve if elected as a director.

The following five (5) nominees to the Board of Directors - Messrs. Tomas I. Alcantara, Exequiel D. Robles, Vicente R. Santos, and Mesdms. Editha I. Alcantara and Mariza Santos-Tan - were nominated to the Directorship for the coming Annual Stockholders Meeting by the Election Committee pursuant to Article VII, Section 2-C of the Amended By-Laws. The Members of the Election Committee are disqualified from running for any elective office.



The following is the official list of nominees for Board of Directors and Independent Directors:

**NOMINEES**

**FOR DIRECTORS:**

ALCANTARA, Editha I.  
ALCANTARA, Tomas I.  
ROBLES, Exequiel D.  
SANTOS, Vicente R.  
SANTOS-TAN, Mariza R.  
PAREJA, Alfredo G.

**INDEPENDENT DIRECTORS:**

ALMARIO, Benjamin R,  
VILLANUEVA, Ramil L.  
CHIEN, Philip J.

**PERSONS NOMINATING**

Election Committee  
Election Committee  
Election Committee  
Election Committee  
Election Committee  
Del Rosario, Raymundo A.

Robles, Exequiel D.  
Chien, Philip/ Ang, Jeric A.  
Villanueva, Ramil L.

The write-up of the Nominees for the position as regular Board of Directors is set forth in the foregoing section on the Board of Directors. The write-up of all Independent Directors and their respective background and qualifications, are stated hereunder:

**BENJAMIN R. ALMARIO**

Benjamin R. Almario, 84, Filipino, had finished law at the Ateneo de Manila University in 1961. He was the Import-Export Manager of Alsons Cement Corporation from 1999 to 2001. He was responsible for the importation of clinker and cement manufactured by the plant that could not be sold in the domestic market. He was also the General Manager of Alsons International Inc. from 1992 to 1998. He was responsible for the sourcing, importation and profitable marketing of cement, clinker, and cement related products. He is also Corporate Secretary of Stoneworks Specialist International Corporation.

He joined the club as an Independent Director in December 2002.

**RAMIL L. VILLANUEVA**

Ramil L. Villanueva, 51, Filipino, graduated from the Polytechnic University of the Philippines with the degree in Bachelor in Information Technology in 1992. He also attended several Leadership and Management programs such as the "Top Management Course on Corporate Entrepreneurship" at the Asian Institute of Management (AIM) and the "Program on Corporate Management for Southeast Asia" at the Association of Overseas Technical Scholarship (AOTS) in Nagoya, Japan.

Presently, he is a Director and the Vice President for Strategic Planning at New Business of Advanced World Systems, Inc. (AWS). Mr. Villanueva also serves as a member of the Board of Directors of the following Corporation: Advanced World Solutions, Inc., Alsons/AWS Information Systems, Inc. (AAISI) and ADTEX-Philippines, Inc.

Prior to his current position, Mr. Villanueva served as Vice-President for Operations of Alsons/AWS Information Systems, Inc. from March 1997 to March 2002.

He joined the Club as an Independent Director in October 2008.

## **PHILIP J. CHIEN**

Philip J. Chien, 73, Filipino, earned a Masters in Business Administration degree from University of the East and studied Senior Executive in National and International Security in Harvard Kennedy School. Mr Chien is currently the President & CEO of esteemed companies such as: Global Satellite Technology Services Inc., G. Telecoms Inc., One Media Network Inc. and First Global Technopark.

Currently, he is also the Chairman & CEO of First Global Conglomerates, Inc.

Mr. Chien also holds executive positions in organizations linked to government institutions such as: Consul General in the Republic of Botswana, Commodore of the Philippine Coast Guard Auxiliary, Chairman of the Foreign Chamber Council of the Philippines, Inc. and Chairman Emeritus of the Taiwan Chamber of Commerce and Industry in the Philippines.

### **Justification from the Board of Directors on the Re-nomination of the Independent Directors**

The Securities & Exchange Commission, in its Code of Corporate Governance, recommends that the Independent Directors of the Board of Directors of the Company serve for a maximum cumulative term of only nine (9) years reckoned from 2012. The same Code, however, states that if the Company wants to retain Independent Directors, the Board should provide meritorious justification, and seek shareholders' approval during the annual shareholders' meeting.

By October 2021, the three (3) Independent Directors of the Board, Messrs. Benjamin R. Almario, Ramil L. Villanueva, and Eulogio M. Gomez, would have served as Independent Directors for nine (9) years since October of 2012.

The Company seeks to retain two (2) Independent Directors, Messrs. Benjamin R. Almario, and Ramil L. Villanueva, for the 2021- 2022 term, and hereby provides meritorious justification for such retention. The Board will seek shareholders' approval of such retention at the annual shareholders' meeting on October 21, 2021.

### **Proposals**

(A) From the Nomination and Election Committee

The Committee, without the participation of Mr. Almario who is a member thereof, has opined that the justifications for the retention of the two (2) Independent Directors for the 2021-2022 term is meritorious, and proposes that the two (2) be nominated for re-election to the Company's Board of Directors at the annual shareholders' meeting on October 21, 2021.

(B) From the Board of Directors

The Board of Directors, without the participation of the two (2) Independent Directors who are members thereof, also proposed the retention and re-election of the two (2) Independent Directors for the 2021-2022 term.

The Board is prepared to present the meritorious justification for the retention of the two (2) Independent Directors, as set forth herein, to the shareholders at their annual shareholders' meeting on October 21, 2021.

### **Nomination and Election of Independent Directors**

In compliance with SRC Rule 38, which provides for the guidelines on the nomination and election of independent directors, a Nomination Committee was created with the following members:

1. Vicente R. Santos - Director/ Committee Chairman
2. Benjamin R. Almario - Independent Director / Member
3. Mariza Santos-Tan - Director / Member

#### **FAMILY RELATIONSHIPS OF DIRECTORS AND OFFICERS**

Mr. Tomas I Alcantara (Chairperson of the Board of Directors) is the elder brother of Ms. Editha I. Alcantara (also a Director).

Mr. Exequiel D. Robles (President of ERGCCI) is the first cousin of the Corporate Secretary, Ms. Mariza Santos-Tan (also a Director) and the Vice Chairman, Mr. Vicente R. Santos (also a Director).

#### **PENDING LEGAL PROCEEDINGS**

None of the Directors and Officers was involved in any bankruptcy proceedings as of September 7, 2021 and during the past six years. Neither have they been convicted by final judgment in any criminal proceedings or have been subject to any order, judgment or decree of competent jurisdiction, permanently or temporarily enjoining, barring, suspending, or otherwise limiting their involvement in any type of business, securities, commodities or banking activities, nor found in action by any court or administrative bodies to have violated a securities or commodities law.

#### **SIGNIFICANT EMPLOYEES**

There are no persons other than the Executive Officers that are expected by the Company to make a significant contribution to the business.

#### **CERTAIN RELATIONS AND RELATED TRANSACTIONS**

In the normal conduct of business, aside from transactions disclosed in the audited financial statements, the Company has not in the last two (2) years, been a party to any transaction or proposed transaction, in which any Director, Executive Officer or nominee for election as a Director of the Club or any security holder owning 10% or more of the securities or any member of the immediate family of such persons, had a direct or indirect material interest.

The Club grants advances to joint venture partners. These advances earn interest at rates equivalent or higher than the effective rates offered by a bank.

The Company has no parent company holding or controlling more than 50% of its outstanding capital stock. However, the following corporations separately own and control substantial shares in the Company: Sta. Lucia Realty & Development, Inc. -18.52%; Alsons Land Corporation – 10.18%; and Equitable PCIBank (now Banco de Oro) – 2.04%.

Other related party transactions are indicated in the Club's Financial Statements for the year ended December 31, 2020 and in the Interim Financial Statements ending June 30, 2021.

#### **DISAGREEMENT WITH DIRECTOR**

None of the Club's Directors has resigned or declined to stand for re-election to the Board of Directors because of a disagreement with the Company or any matter relating to the Company operations, policies or practices.

#### **Item 6. COMPENSATION OF DIRECTORS AND EXECUTIVE OFFICERS**

The following is a summary of the aggregate compensation paid or accrued during the last two years, i.e. 2019 and 2020 as well as compensation to be paid in the ensuing calendar year 2021 to the Club's

General Manager and three (3) Officers individually named, and to all other Officers and Directors of the Club as a group:

**Name of three (3) Officers/Designation:**

1. Rodolfo Ramirez/Sports Director
2. Angeline Joy Esquibel/HR Manager
3. Richard Banghero/Finance Manager

**SUMMARY COMPENSATION TABLE**

	YEAR	SALARY (Php)	BONUS (Php)
<b>A. Chief Operating Officer</b>			
Antonio Carlos Ocampo	2021 (Est.)	1,260,000.00	0.00
General Manager	2020	1,260,000.00	0.00
	2019	1,260,000.00	0.00
<b>B. Three Most Highly Compensated Executive Officers</b>			
Rodolfo Ramirez			
Sports Director	2021 (Est.)	520,000.00	0.00
	2020	520,000.00	0.00
	2019	520,000.00	0.00
Angeline Joy Esquibel			
HR Manager	2021 (Est.)	494,000.00	0.00
	2020	494,000.00	0.00
	2019	494,000.00	0.00
Richard Banghero			
Finance Manager	2021 (Est.)	450,000.00	0.00
	2020	450,000.00	0.00
	2019	450,000.00	0.00
<b>C. All Other Officers and Directors</b>			
As a group unnamed	2021 (Est.)	1,137,500.00	0.00
	2020	1,137,500.00	0.00
	2019	1,137,500.00	0.00

During the last three (3) years, 2019, 2020 and 2021, the Club has not paid any compensation to the Directors except a per diem of Php10,000.00 for every meeting of the Board attended by the Directors. Board Resolution No. 2000/1-04 also provides that the Board of Directors shall be given signing privilege in the amount of Php5,000.00 per month on food and beverage only and to bring one flight of players per month without the payment of green fees. Likewise, the incumbent Board of Directors is exempted from the payment of monthly dues under the Board Resolution No. 2008/111-03.

**Item 7. INDEPENDENT PUBLIC ACCOUNTANTS**

Sycip, Gorres, Velayo and Co. (SGV), the Company's external auditor, will be nominated and recommended to the stockholders for reappointment as external auditor for the year 2021-2022. Representatives of the said firm will be present at the Annual Stockholders' Meeting to respond to appropriate questions or make a statement if they so desire and to validate the election results of the Club's Board of Directors.

There was no event where SGV and the Club had any disagreement with regard to any matter relating to accounting principles or practices, disclosures of financial statements or auditing scope or procedure.

In compliance with the Revised SRC Rule 68 (3) (b) (ix) on the Rotation of External Auditors, SGV complies with the provisions on long association (including partner rotation) as prescribed in the Code of Ethics of Professional Accountants in the Philippines (the Code of Ethics). Under the Code of Ethics, the engagement partner (and any engagement quality reviewer or other key audit partner) shall not act in that role or a combination of such roles for a period of more than seven (7) years (time-on years). On the other hand, the Code of Ethics does not specifically prescribe a maximum number of time-on years relating to long association provision. The Club engaged Mr. Juanito A. Fullecido (for the years 2010, 2011 and 2012), Roel E. Lucas (for year 2013 & 2014), Maria Pilar B. Hernandez (for years 2015, 2016

and 2017) and Manolito R. Elle (for year 2018, 2019 and 2020) for the examination of the Company's financial statement.

The Club has maintained SGV as its principal public accountant to audit the financial statements through the years. SGV has not expressed any intention to resign as the Club's principal public accountant nor has it indicated any hesitance to accept re-election after the completion of their last audit.

The Members of the Audit Committee of the Club are as follows:

1. Ramil L. Villanueva - Chairman (Independent Director)
2. Editha I. Alcantara - Member
3. Mariza Santos-Tan - Member

#### **EXTERNAL AUDIT & AUDIT RELATED FEES**

The fees billed for each of the last two (2) years for professional services rendered by SGV are as follows:

- (a) Audit of the registrant's annual financial statements or services that are normally provided by the external auditor in connection with the statutory and regulatory filings or engagements for the years ended December 31, 2019 and 2020 were Php400,000 and Php370,000 respectively.
- (b) No tax fees for the years ended December 31, 2019 and 2020 were billed.
- (c) No other fees were billed on the service rendered by SGV that falls under this category.

#### **CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURES**

There were no disagreements with the Club's principal accountants as to any matter of accounting principles or practices, financial statements' disclosure, or auditing scope or procedure.

#### **Item 8. Compensation Plans**

There is no action to be taken at the Annual Meeting of the Stockholders on October 21, 2021 with respect to any bonus, profit sharing or other compensation plan, contract or arrangement, and pension or retirement plan, in which any director, nominees for elections as a director, or executive officer of the Club will participate.

### **C. ISSUANCE AND EXCHANGE OF SECURITIES**

#### **Item 9. Authorization or Issuance of Securities**

There will be no action to be taken during the annual meeting with respect to authorization or issuance of securities.

#### **Item 10. Modification or Exchange of Securities**

No action will be taken at the annual meeting that will result in modification or exchange of securities.

#### **Item 11. Financial and Other Information**

The Company's Management's Discussion and Analysis or Plan of Operations and Financial Statements for the year ended December 31, 2020 are attached hereto as **Annexes "A"** and **"B"** respectively. Also attached, is the Club's Interim Financial Statements as of and for the period ending June 30, 2021 for reference.

**Item 12. No Actions to be Taken on Mergers, Consolidations, Acquisitions and Similar Matters**

No action will be taken at the Annual Stockholders' Meeting with respect to any merger or consolidation involving the Club, the acquisition by the Club of another entity, on-going business or of all the assets thereof, the sale or other transfer of all or any substantial part of the assets of the Club, or the liquidation or dissolution of the Club.

**Item 13. No Action to be Taken on Acquisition or Disposition of Property**

No action will be taken at the annual meeting with respect to any acquisition or disposition of property by the Club requiring the approval of the stockholders.

**Item 14. No Action to be Taken on Restatement of Accounts**

No action will be taken at the annual meeting with respect to any restatement of any asset, capital or surplus account of the Club.

**D. OTHER MATTERS**

**Item 15. Actions with respect to Reports**

Actions to be taken will constitute the reading and approval of the minutes of October 22, 2020 Annual Stockholders Meeting, approval of the report for the year ending December 31, 2020 and ratification of all acts, proceedings and resolutions of the Board of Directors and Executive Committee and the acts of the Officers and Management. The minutes of the Annual Stockholders' Meeting held on October 22, 2020 and the relevant resolutions approved by the Board of Directors for ratification of the stockholders are attached hereto as **Annexes "C" and "D"**.

The Management Report, which summarizes the acts of management for the year 2020, is included in the Club's Annual report to be sent to the stockholders together with this Information Statement and shall be submitted for approval to the stockholders at the said meeting. The approval of the Management Report will constitute approval and ratification of the acts of Management and the Board of Directors for the past year.

**Item 16. Matters not required to be submitted**

No action is to be taken with respect to any matter, which is not required to be submitted to a vote of the stockholder.

**Item 17. Amendment of Charter, By-Laws or Other Documents**

SEC Memorandum Circular No. 6, Series of 2014 directs all corporations and partnerships whose articles of incorporation or article of partnership indicate only a general address as their principal office address, such that it refers only to a city, town or municipality, or "Metro Manila", to file an amended articles of incorporation or amended articles of partnership in order to specify their complete address, such that, if feasible, it has a street number, street name, barangay, city or municipality, and if applicable, the name of the buildings, the number of the building, and name or number of the room or unit.

In compliance with the Securities and Exchange Commission ("SEC") Memorandum Circular No. 6, Series of 2014, the Board of Directors will recommend to the stockholders the amendment to the Third Article of the Articles of Incorporation of the Company to change its principal office address from Municipality of General Trias, province of Cavite to Brgy. Javalera, General Trias, Cavite, Philippines; (the "Proposed Amendment").

As proposed to amend the Article III of its Article of Incorporation, it will read as follows:

Third – The principal office of the Corporation is located at the Main Clubhouse, Eagle Ridge Golf & Country Club, North Boulevard, Brgy. Javalera, General Trias, Cavite, Philippines;

### **Item 18. Other Proposed Action**

The following are the other matters to be taken during the Annual Stockholders' meeting:

- a. Approval of the audited financial statements of the Club for the calendar year ended December 31, 2020;
- b. General ratification of the acts and resolutions of the Board of Directors from October 22, 2020 to June 10, 2021;
- c. Appointment of external auditors for calendar year ending December 31, 2021; and
- d. Approval of Lifetime Membership Program.

The above items are part of the agenda of the annual meeting of the Club to be held on October 21, 2021. The audited Financial Statements refer to financial operations, Balance Sheet and Income Statement of the Club for the calendar year ended December 31, 2020. The general ratification of the acts of the Board and management refer to the approval by the stockholders of the resolutions passed and the matter acted upon, as the case may be, by the Board and Management relating to the operations of the Club, manpower related decisions/approval and approval of reports. The Club will also ask the stockholders to approve its Lifetime Membership Program which will honor and grant lifetime membership to its regular members in good standing, who are at least 75 years old, and who have been members for at least twenty (20) or twenty-five (25) consecutive years, subject to other conditions.

### **Item 19. Voting Procedures**

#### **Summary of Voting Matters and Voting Procedures**

##### **(a) Summary of Matters to be presented to Stockholders**

The Annual Stockholders' Meeting on October 21, 2021 was called in order to seek Stockholders' ratification and approval of the minutes of the October 22, 2020 Annual Stockholders Meeting, the President's Report for the year ending December 31, 2020, Acts of Management, Election of Directors, and Appointment of External Auditors.

##### **(b) Registration**

Only shareholders as of September 7, 2021, the record date, will be recognized and allowed to attend, and/or vote, by proxy or by remote communication, in the Annual Meeting. To validate the shareholders' identities, and ensure that only the legitimate shareholders of record, or their authorized representatives, can participate in the said Annual Meeting, the shareholders of record 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 hours on 14 October, 2021. The Company will validate the requests, and the proxies, and email the shareholders, and proxy holders, instructions on how to access the virtual meeting.

Before proceeding with the registration, the shareholders will be asked for their consent so the Company can process, release and retain their personal information for its legitimate purposes and for a waiver of some data privacy rights. Only holders of Class A shares may vote in the election of the members of the Board of Directors. The shareholders will be asked to submit their votes at least one day before the day of the Annual Meeting, 20 October 2021, to allow sufficient time for the Company to tally their votes.

Shareholders attending this Annual Meeting who want to ask any question, make any motion, or present any resolution, should email to the Company their questions, motions, or resolutions not later than the close of business of 18 October 2021. After all the reports have been presented, the Officers will answer as many of the questions emailed to the Company as time will allow. The Officers will also address the proper motions, and relevant resolutions, if time permits.

(c) **Voting Procedures**

(1) Election of Board of Directors:

(A) Each registered owner of Class "A" share, whether a natural person or juridical entity, who is of good standing/non-delinquent in the payment of his/its dues, shall have the right to vote in the number of shares, standing in its/his name. The nine (9) candidates with the most number of votes shall be declared elected (Article VII, Section 3 (d) of Amended By-laws).

(B) Election Procedures

(1) **Preparation of Official Ballot.** The Election Committee shall order the printing or mimeographing of as many official ballots as there are certificates of ownership, authorized to vote. The official ballots shall contain, in alphabetical order, the names of the candidates who have accepted their nomination, in accordance with Article VI, Section 2c. The said ballots shall be numbered consecutively and sent to each voting member in good standing at least 15 days before the annual meeting.

The notice of call shall state the date, the time, the place and the agenda to be taken in the meeting.

The committee shall send out all ballots and election materials either by mail or special messenger or allow the members of their representative with written authority to pick up the ballots. It is incumbent upon the election committee to verify that the signatures in the authority to pick up ballots tally with the records of the Club. Anyone who has not received his ballots must personally attend on the day set for the election and upon his certification that he has not received the ballot, -a replacement ballot will be issued.

(2) **Manner of Voting.** Each member authorized to vote, shall cast his vote by placing an (x) and affixing his signature opposite the name of each candidate he wishes to vote for and shall place his ballot inside a sealed envelope prior to the casting of the same. The envelope may be then delivered to the Club Secretary or dropped in a ballot box prescribed for the purpose or a scanned copy of the ballot may be emailed to [members.relation@eagle-ridge.com.ph](mailto:members.relation@eagle-ridge.com.ph) not later than the close of business on 20 October 2021. An acknowledgment of receipt of the ballot shall be issued or emailed to the concerned member.

(3) **Election Inspectors.** The Chairman of the meeting shall, at each annual meeting, appoint two persons to act as Inspectors of election at said meeting of members.

(4) **Canvassing.** Before the meeting closes, the election committee shall convene to canvass the election returns. Any protest regarding the conduct of the elections must be made before the start of the canvass. Any protest connected with the canvassing must be made before the proclamation of the winning candidates. Protests may be verbal but must be recorded by the Election Committee, which must forthwith make a ruling. In case of a tie, the Election Committee shall break the tie by a drawing of lots. (Article VII, Sec. 3(e) 1-4 Amended By-Laws)

(2) For all other acts and election of external auditors:

(A) Majority of the stockholders attending or represented in the meeting where quorum is present may transact business and approve resolutions. To constitute quorum to transact business, 20% of all shares must be present or represented. (Article VI, Section 7 and Article XVI, Section 1 of Amended By-Laws).

(3) All the votes made for the matters to be discussed and resolved in the Shareholders Meeting will be validated by the Office of the Corporate Secretary.



**PART II**  
**PROXY FORM**  
**EAGLE RIDGE GOLF AND COUNTRY CLUB, INC.**

**Item 1. Identification**

This Proxy is being solicited for and on behalf of the Management of the Corporation. The Chairman of the Board of Directors or, in his absence, the President of the Corporation will vote the proxies at the Annual Meeting of the Stockholders to be held on October 21, 2021.

**Item 2. Instructions**

- (a) The Proxy must be duly accomplished by the stockholder of record as of Record Date. In case of a stockholder that is a corporation or a partnership, the proxy must be accomplished by the officer or agent that is duly authorized to do so by virtue of an appropriate corporate or partnership resolution.
- (b) Duly accomplished proxies may be submitted personally to the Office of the Corporate Secretary of the Corporation, emailed to [members.relation@eagle-ridge.com.ph](mailto:members.relation@eagle-ridge.com.ph), or mailed at the address stated below, not later than October 11, 2021:

The Corporate Secretary  
Eagle Ridge Golf and Country Club, Inc.  
Barangay Javalera, General Trias, Cavite

- (c) In case of a Corporate Stockholder, the proxy must be accompanied by a Corporate Secretary's certificate quoting the board resolution authorizing the relevant corporate officer to execute the Proxy for the Corporate Stockholder.
- (d) In case of shares of stock owned jointly by two or more persons, the consent of all co-owners must be necessary for the execution of the Proxy. For persons owning shares in an "and/or" capacity, any one of them may execute the Proxy.
- (e) Validation of proxies will be conducted by the Corporate Secretary on October 15, 2021 at 5:00 p.m. at the principal office of the Corporation at Barangay Javalera, Gen. Trias, Cavite.
- (f) Unless otherwise indicated by the Stockholder, a Stockholder shall be deemed to have designated the Chairman of the Board of Directors, or in his absence, the President of the Corporation, as his Proxy for the Annual Stockholders Meeting to be held on October 21, 2021.
- (g) If the number of shares of stock is left in blank, the Proxy shall be deemed to have been issued for all of the Stockholder's shares of stock in the Corporation as of Record Date.
- (h) The manner in which this Proxy shall be accomplished, as well as the validation hereof shall be governed by the provisions of SRC Rule 20.5.
- (i) The Stockholder executing the proxy shall indicate the manner by which he wishes the Proxy to vote on the matter below by checking the appropriate box. Where the boxes (or any of them) are unchecked, the Stockholder executing the Proxy is deemed to have authorized the Proxy to vote for the matter.

The Undersigned hereby appoints:

- (a) The Chairman of the Board of Directors of Eagle Ridge Golf and Country Club, Inc. or in his absence, the President of Eagle Ridge Golf and Country Club, Inc., or in their absence,

- (b) \_\_\_\_\_ as his/her/its Proxy to attend the above annual meeting of the stockholders of Eagle Ridge Golf and Country Club, Inc. and any adjournment or postponement thereof, and thereat to vote all shares of stock held by the undersigned as specified below and on any matter that may properly come before said meeting.

**Item 3. Revocability of Proxy**

Any Stockholder who executes the proxy enclosed with this statement may revoke it at any time before it is exercised. The Proxy may be revoked by the stockholder executing the same at any time by submitting to the Corporate Secretary a written notice of revocation not later than the start of the meeting, or by attending the meeting in person and signifying his intention to personally vote his shares. Shares represented by an unrevoked Proxy will be voted as authorized by the Stockholder.

**Item 4. Persons Making the Solicitation**

The solicitation is made by the Management of the Corporation. No Director of the Corporation has informed the Corporation in writing that he intends to oppose an action intended to be taken up by the Management of the Corporation at the Annual Stockholders Meeting. Solicitation of proxies shall be made through the use of mail or personal delivery. The Corporation will shoulder the cost of solicitation.

**Item 5. Interest of Certain Persons in Matters to be Acted Upon**

No Director, Officer, or Associate of any of the foregoing, has any substantial interest, direct or indirect, by security holdings or otherwise, on the matter to be acted upon at the Annual Stockholders' Meeting to be held on October 21, 2021.

**RULES AND REGULATIONS GOVERNING THE CONDUCT  
OF THE ANNUAL STOCKHOLDERS' MEETING AND  
ELECTION OF DIRECTORS OF  
EAGLE RIDGE GOLF & COUNTRY CLUB, INC.**

**I. COMPOSITION OF THE COMMITTEE**

1. The Election Committee (the "Committee") shall be composed of:

Mr. Carlito Quiogue	-	Chairman
Mr. Lauro Celestino	-	Vice Chairman
Mr. Augusto Velayo	-	Member
Mr. George Samonte	-	Member
Mr. Joselito Maghirang	-	Member

**II. ACTIONS OF THE COMMITTEE**

1. The powers granted to the Committee may be exercised by it only as a collegial body and no individual member thereof is vested with such powers.
2. A majority of the Committee shall constitute a quorum to transact business. The acts and decisions of the Committee shall be taken only upon a majority vote of those constituting a quorum.

**III. POWERS AND FUNCTIONS OF THE COMMITTEE**

1. The Committee shall have the following powers and functions:
  - a. Oversee the conduct of the election of Directors and to act on all matters that will ensure the orderly conduct of the election and proclamation of winners;
  - b. Coordinate with the Secretariat and cause the preparation of a list of eligible voters and post the same at the Clubhouse Bulletin Board;
  - c. Nominate five (5) candidates for Directorship 1 (*Section 3 (c), Article VII of By-Laws*);
  - d. Call for and accept nominations in writing for directorship from all Regular members-stockholders entitled to vote (*Section 3 (c), Article VII*);
  - e. Finalize the Official List of Candidates and post the same at the Clubhouse Bulletin Board at least thirty (30) days before the elections (*Section 3 (c), Article VII*);
  - f. Ensure that the Official List of Candidates is attached to the Notice of Annual Stockholders' Meeting;
  - g. Order the printing or mimeographing of as many Numbered Official Ballots as there are outstanding certificates of ownership (*Section 3 (e)(1), Article VII*);
  - h. Ensure that the Official Ballots shall be sent to all members-stockholders at least fifteen (15) business days before the election (*Section 3 (e) (1), Article VII*);
  - i. Coordinate with the Secretariat and cause the posting of a notice at the Clubhouse Bulletin Board to the effect that:

"Anyone who has not received his ballot must personally attend on the day set for election and upon his certification that he has not received his ballot, a replacement ballot shall be issued." (*Section 3 (e)(1), Article VII*);
  - j. Collect, tally and canvass the ballots;
  - k. Decide on all contests relative to the collection, tallying and canvassing of ballots;
  - l. Cause the proclamation of the nine (9) candidates receiving the highest number of votes as the duly elected members of the Board of Directors; and
  - m. Such other powers and functions as the Board of Directors may confer upon it.

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<sup>1</sup>

Unless otherwise specified, all references are to the By-Laws of the Club.

#### IV. ELIGIBILITY TO VOTE

1. Each registered owner of a share of stock, whether a natural person or juridical entity, who is of good standing and non-delinquent in the payment of his/its dues, shall have the right to vote in person or by proxy the number of shares standing in his/its name. *(Section 3 (d), Article VII)*. However, in the election of Directors, only holders of Class A shares are entitled to vote and be voted upon.
2. Only bona fide individual regular members and nominees of juridical entities who are of good standing shall have the right to vote. *(Section 3 (d), Article VII)*;
3. Regular members are natural persons who are registered owners of shares of stock and the duly designated nominees of juridical entities in whose names stock certificates have been issued. *(Section 2 (a), Article II)*
4. Pursuant to the foregoing provisions, the following qualifications are required for eligibility:
  - a. One must be a registered owner of at least one (1) Class "A" share of stock or a nominee of holders of Corporate "A" Shares; *(Section 3 (d), Article VII, Sec. 2 (a), Article II, Amended By-Laws)*
  - b. In case of juridical entity, a Board Resolution appointing the nominee of such juridical entity must be submitted to the Corporate Secretary at least ten (10) days before the Stockholders' Meeting;
  - c. The Stockholder must be in good standing; *(Section 3(d), Article VII)*
  - d. The Stockholder must not be delinquent in the payment of his/its dues; and/or payment on subscription of share *(Section 3(d), Article VII)*
  - e. In case of Proxies, a duly accomplished proxy instrument with supporting documents must be submitted to the Corporate Secretary at least ten (10) days before the Stockholders Meeting. *(Section 3, Article VI)*
5. In addition to the foregoing, the following guidelines shall be followed in determining whether a member may vote and be voted upon in the election of directors: *(Section 2(a) Article II)*
  - a. Assignees/lessees of Individual Shares cannot vote and run for office; *(Section 2(b), Article II)*
  - b. Assignors/lessors of Individual Class "A" Shares can vote but cannot run for office;
  - c. A registered owner of an individual Class "A" share and nominee of a holder of corporate A shares can vote and run for office; and
6. Each qualified share of stock shall be entitled to one (1) vote per share except in the election of directors where cumulative voting is allowed.
7. The eligibility or non-eligibility of a Stockholder to vote at the Annual Stockholders' Meeting shall be determined by the Election Committee at least ten (10) days before the Stockholders' meeting.
8. To properly inform all Stockholders of their eligibility (or ineligibility), the Committee, in coordination with the Secretariat, shall post an Official List of Eligible Voters at the Clubhouse Bulletin Board.

#### V. NOMINATIONS FOR DIRECTORSHIP

1. Under Sections 1-2, Article VII of the By-Laws, the following are the qualifications for directorship:
  - a. The Candidate must own in his/her own name at least one (1) Class "A" share of the capital stock of the Club or a nominee of holder/s of Corporate "A" shares;
  - b. The Candidate must be a regular member of the Club;
  - c. The Candidate must have been duly nominated;
  - d. The Candidate must have accepted such nomination;

- e. The Candidate must be in good standing; and
  - f. The Candidate must not be delinquent in the payment of his dues.
  - g. In the case of Independent Directors, they must have all the qualifications and none of the disqualifications as prescribed in the Club's Manual on Corporate Governance, SEC Code of Corporate Governance, Securities Regulation Code and its Implementing Rules and Regulations.
2. Section 3 (c), Article VII of the By-laws, the Election Committee shall nominate five (5) candidates for election. Accordingly, the members of the Committee have nominated the following for directorship:
- a. Editha I. Alcantara
  - b. Tomas I. Alcantara
  - c. Exequiel D. Robles
  - d. Vicente R. Santos
  - e. Mariza R. Santos-Tan
3. The Committee shall call for and accept nominations in writing from regular members; provided, however, that the members of the Committee may not themselves be nominated (Section 3 (c), Article VII). The Membership Affairs Office thru the Election Committee shall likewise send all member stockholders separate notices asking for nominations for directorship with the following return address:
- EAGLE RIDGE GOLF & COUNTRY CLUB, INC  
Membership Relations Office  
Brgy Javalera, Gen. Trias, Cavite
4. The said notices shall be sent to all Members-Stockholders on or before June 28, 2021.
5. The said notices shall state:
- a. That the Election Committee is accepting nominations of candidates for directorship (with a sample nomination form enclosed);
  - b. The qualifications of Candidates for Directorship;
  - c. The deadline for the submission of nominations, which shall be on July 27, 2021 at 5 o'clock in the afternoon;
  - d. The qualifications of a member to be able to vote at the Annual Stockholder's Meeting;
  - e. The deadline for payment of delinquencies to qualify a delinquent member to vote at the Annual Stockholder's Meeting, which shall be on October 15, 2021 at 5 o'clock in the afternoon;
  - f. The deadline for submission of Proxies, which shall be on October 11, 2021 at 5 o'clock in the afternoon. However, for the purpose of election of Directors, the attendance of Proxies of corporate Class "A" shareholders shall be considered attendance in person.
6. The Committee shall post the Official List of Candidates at the Clubhouse bulletin board at least thirty (30) days before the Annual Stockholders' Meeting.
7. The Committee, together with the Secretariat, shall likewise ensure that the Official List of Candidates is sent to all Members-Stockholders together with the Notice of the Annual Stockholders' Meeting.

## **VI. BALLOTS**

1. It is the responsibility of the Committee to order the printing and mimeographing of as many Numbered Official Ballots as there are outstanding Class "A" shares. Each outstanding Class "A" share entitled to vote shall be entitled to one (1) ballot. (Section 3 (e), Article VII)

2. Section 3 (e), Article VII of the By-Laws prescribes the following requirements in the preparation and printing of the Official Ballots:
  - a. The Official Ballot shall contain, in alphabetical order, the names of the Official Candidates;
  - b. The Official Ballots shall be numbered consecutively, bear the signature of the Chairman of the Committee, and sent to all eligible voters; and
  - c. The Official Ballot together with the proxy form shall be sent out by mail or special messenger.
3. Only Official Ballots prepared, issued and countersigned by the Election Committee Chairman shall be recognized for purposes of the election.
4. The Election Committee shall likewise post the following notice at the Clubhouse Bulletin Board:

"Anyone who has not received his ballot must personally attend on the day set for the election and upon his certification that he has not received his ballot, a replacement ballot shall be issued."

## **VII. PROXIES**

1. The following guidelines shall be observed:
  - a. The Proxy instrument shall indicate how the proxy shall vote on important matters in the agenda (Section 6, Article VI);
  - b. The Proxy instrument shall provide a space where the member giving a proxy shall indicate his choice of the affirmative or negative vote on any question (Section 6, Article VI)
  - c. The Proxy instrument shall be in writing (Section 57, Revised Corporation Code);
  - d. The Proxy instrument shall be signed by the stockholder (Section 57, Revised Corporation Code);
  - e. The Proxy instrument shall be submitted to the Corporate Secretary on or before the deadline for the submission of proxy instruments, which shall be on October 11, 2021 at 5 o'clock in the afternoon;
  - f. The Proxy instrument may or may not be notarized except in the case of a juridical entity whose nominee shall be designated in an appropriate sworn / notarized Secretary's Certificate; provided, that the nominee of such juridical entity may, in said Secretary's Certificate, be authorized to appoint a proxy;
  - g. The Proxy instrument may be executed independently of the Official Ballot;
  - h. The Proxy instrument shall, as far as practicable, substantially comply with the other requirements set forth in the By-Laws.
2. Furthermore, the Committee shall assist in sending out notices to all stockholders, at least fifteen (15) business days before the Annual Stockholders' Meeting, informing them of the following:
  - a. The requirements for a valid Proxy (with a sample proxy instrument enclosed);
  - b. The deadline for the submission of proxy instruments shall be on October 11, 2021, at 5 o'clock in the afternoon;
  - c. Copies of the Notice of the Annual Meeting, Agenda of the meeting, management report, definitive information statement, audited financial statement, minutes of the previous meeting, board resolution form and official ballot form.
  - d. A copy of the Official List of Candidates shall be enclosed with the notices.
3. The following SEC guidelines shall be observed unless otherwise provided in the By-Laws:

- a. The Corporate By-Laws shall be controlling in determining the proper procedure to be followed in the execution and acceptance of proxies, provided that the minimum required formalities prescribed under Section 57 of the Revised Corporation Code and SRC Rule 20.5 shall be complied with.
- b. The Notice of Stockholders' Meeting shall also set the date, time and place of the validation proxies, which in no case shall be less than five (5) days prior to the Annual Stockholders' Meeting to be held. The presence of any stockholder who may wish to be present in person or through counsel shall be allowed.
- c. Failure to affix documentary stamps shall not affect the validity of the proxy. The only adverse effect of such failure is that the same cannot be recorded as a public document and cannot be admitted or used as evidence in Court until the required documentary stamp is affixed and cancelled.
- d. Unless required by the Corporate By-Laws, a proxy need not be notarized.
- e. If the name of the proxy is left in blank, the person to whom it is given or the issuer corporation receiving the proxy is at liberty to fill in any name he/it chooses.
- f. If a duly accomplished and executed Proxy is undated, the postmark or, if not mailed, its actual date of presentation shall be considered.
- g. A Proxy executed by a corporation shall be in the form of a board resolution duly certified by the corporate secretary or in a Proxy form executed by a duly authorized Corporate Officer accompanied by a Corporate Secretary's Certificate quoting the board resolution authorizing the said Corporate Officer to execute the said Proxy.
- h. If the By-Laws provide for a cut-off date for the submission of Proxies the same should be strictly followed. In the absence of a provision in the By-Laws fixing a deadline, Proxies shall be submitted not later than ten (10) days prior to the date of the stockholders meeting.
- i. Where the Corporation receives more than one (1) proxy from the same Stockholder and they are all undated, the postmarks dates shall be considered. If the Proxies are mailed on the same date, the one bearing the latest time of day of postmark is counted, if the Proxies are not mailed, then the time of their actual presentation is considered. That which is presented last will be recognized.
- j. Where a Proxy is given to two (2) or more persons in the alternative in one instrument, the Proxy designated as an alternate can only act as Proxy in the event of non-attendance of the other designated person.
- k. Where the same Stockholder gives two (2) or more Proxies, the latest one given is to be deemed to revoke all former Proxies.
- l. A Proxy shall be valid only for the meeting for which it is intended.
- m. Executors, administrators, receivers and other legal representatives duly appointed by the court may attend and vote on behalf of the Stockholders without a need of any written Proxy.
- n. If the stockholder intends to designate several Proxies, the number of shares of stock to be represented by each Proxy shall be specifically indicated in then proxy form. If some of the Proxy forms do not indicate the number of shares, the total shareholdings of the Stockholder shall be tallied and the balance thereof, if any, shall be allotted to the holder of the proxy form without the number of shares. If all are in blank, the stocks shall be distributed equally among the Proxies. The number of persons to be designated as Proxies may be limited by the By-Laws.
- o. In case of shares of stock owned jointly by two (2) or more persons, the consent of all co-owners shall be necessary to appoint or revoke a Proxy.
- p. For persons owning shares in an "and/or" capacity, any one of them may appoint and revoke a Proxy.
- q. Proxies executed abroad shall be duly authenticated by the Philippine Embassy or Consular Office.
- r. No member of Stock Exchange and no broker/dealer shall give any Proxy, consent or authorization, in respect of any security carried for the account of a customer to a person other than the customer, without the express written authorization of such customer. The Proxy executed by the broker shall be accompanied by a certification under oath stating that before the Proxy was

- given to the broker, he had duly obtained the written consent of the persons in whose account the shares are held.
- s. A Proxy shall not be invalidated of the ground that the stockholder who executed the same has no signature card on file with the Corporate Secretary or Transfer Agent, unless it can be shown that he/she had refused to submit the signature card despite written demand to that effect duly received by the said Stockholder at least ten (10) days before the Annual Stockholders' Meeting and election.
  - t. There shall be a presumption of regularity in the executions of Proxies and shall be accepted if they have the appearance of prima facie authenticity in the absence of timely and valid challenge.
  - u. In the validation of Proxies, a special Committee of inspectors shall be designated or appointed by the Board of Directors, which shall be empowered to pass on the validity of proxies. Any dispute that may arise pertaining thereto, shall be resolved by the Securities and Exchange Commission upon formal complaint filed by the aggrieved party, or the SEC officer supervising the proxy validation process,
  - v. All issues relative to Proxies including their validation shall be resolved prior to the canvassing of votes for purposes of determining a quorum.
  - w. All shares which are subject of a case where ownership is at issue, shall be set aside for purposes of proxy validation unless there is a court appointed representative who shall then vote on said shares.
  - x. Any violation of this Rule on Proxy shall be subject to the administrative sanctions provided for under the Revised Corporation Code & Section 54 of the Securities Regulation Code, and shall render the proceedings null & void.

#### **VIII. INSPECTORS OF ELECTION**

1. The Chairman of the Annual Stockholders' Meeting shall appoint two (2) persons to act as Inspectors of Election. (Section 2 (e) (3), Article VII)
2. The Inspectors of Election shall assist the Corporate Secretary and the Election Committee to ensure the orderly conduct of election.
3. The Board of Directors may likewise engage the services of an Independent Auditor to assist in the canvassing of votes.

#### **IX. MANNER OF VOTING AND CANVASSING OF BALLOTS**

1. The members of the Board of Directors shall be elected by secret ballot. (Section 3 (d), Article VII)
2. The vote for election of a Candidate shall be made by placing an "x" or similar mark and affixing the voter's signature opposite the name of each candidate. (Section 3 (e) (2), Article VII)
3. The member shall place his ballot inside a sealed envelope and deliver the same to the Corporate Secretary on or before the date of the meeting, or drop the same in a ballot box prescribed for the purpose or by emailing a scanned copy to [members.relation@eagle-ridge.com.ph](mailto:members.relation@eagle-ridge.com.ph) not later than the close of business hours on 20 October, 2021. The sealed envelopes shall be opened only after the Committee has convened to canvass the election returns, in the presence of the Inspectors of Election, on 21 October, 2021. (Section 3 (e) (2), Article VII).
4. Upon the closing of the meeting, the Committee shall convene to canvass the election returns. (Section 3 (e) (4), Article VII).
5. Any protest regarding the conduct of the election must be made before the start of the canvass. (Section 3 (e) (4), Article VII).
6. Any protest connected with the canvassing must be made before the proclamation of the winning candidates. (Section 3 (e) (4), Article VII).



7. Protests may be made verbally but must be recorded by the Election Committee, which must forthwith issue a ruling.
8. Protests made beyond the period provided herein shall not be entertained by the Committee. All irregularities not raised during the proper period shall be deemed waived.
9. After the Committee has completed the canvass of the ballots and has ruled on all the issues presented to it, the nine (9) candidates with the most number of votes shall be declared elected. (Section 3 (d), Article VII)
10. In case of a tie, the Committee shall break the tie by a drawing of lots. (Section 3 (e) (4), Article VII)

#### **X. APPRECIATION OF BALLOTS**

1. Cumulative voting shall be allowed.
2. There shall be nine (9) seats of the Board of Directors. Each share shall be entitled to nine (9) votes. Each shall have the option of cumulating his votes in favor of the candidate or candidates he has chosen.
3. Only the votes cast in favor of those candidates whose names appear in the official ballot shall be tabulated and counted.
4. Only ballots with the usual or customary signature of the stockholder shall be counted. Except in the case of a valid proxy, ballots which do not bear the usual or customary signature of the stockholder concerned shall be invalidated.
5. Appropriate marking on the space provided before the name of the candidate must be made in the Official Ballot.
6. If a Stockholder votes for one (1) candidate only and the number of corresponding votes was not indicated, nine (9) votes shall be credited to said candidate.
7. If a Stockholder votes for one (1) candidate only and the number of corresponding votes indicated exceeds nine (9), only nine (9) votes will be credited in favor of said candidate.
8. If a Stockholder votes for one (1) candidate only and the number of corresponding votes indicated does not exceed nine (9), said candidate shall be credited with such number of votes indicated.
9. If a Stockholder votes for exactly nine (9) candidates, each chosen candidate shall be credited with one (1) vote.
10. If a Stockholder votes for more than nine (9) candidates, the ballot shall be invalidated and no vote shall be counted in favor of any candidate.
11. If a Stockholder votes for more than one (1) candidate and the number of corresponding votes is not indicated, each chosen candidate shall be credited with one (1) vote.
12. If a Stockholder votes for more than one (1) candidate and the number of corresponding votes indicated does not exceed (9), each chosen candidate shall be credited with such number of votes indicated.
13. If a Stockholder votes for more than one (1) candidate and the number of votes allocated to the chosen candidates exceeds nine (9), each chosen candidate shall be credited with one (1) vote only.

**PART III  
SIGNATURE**

Management does not intend to bring any other matter before the meeting other than those set forth in the Notice of the Annual Meeting of Stockholders and does not know of any matters to be brought before the meeting by others. If any other matter does come before the meeting, it is the intention of the persons named in the accompanying proxy to vote the proxy in accordance with their judgment.

**ACCOMPANYING THIS INFORMATION STATEMENT IS A COPY OF THE NOTICE OF THE ANNUAL STOCKHOLDERS' MEETING CONTAINING THE AGENDA THEREOF.**

**UPON THE WRITTEN REQUEST OF A STOCKHOLDER, THE CORPORATION WILL PROVIDE, WITHOUT CHARGE, A COPY OF THE CORPORATION'S ANNUAL REPORT IN SEC FORM 17-A AND THE CORPORATION'S LATEST QUARTERLY REPORT IN SEC FORM 17-Q DULY FILED WITH THE SECURITIES AND EXCHANGE COMMISSION. THE STOCKHOLDER MAY BE CHARGED A REASONABLE COST FOR PHOTOCOPYING THE EXHIBITS.**

**ALL REQUESTS MAY BE SENT TO THE FOLLOWING:**

**Eagle Ridge Golf and Country Club, Inc.  
Barangay Javalera  
Gen. Trias, Cavite**

**Attention: Ms. Mariza Santos-Tan  
Corporate Secretary**

After reasonable inquiry and to be 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 Mandaluyong on \_\_\_\_\_.

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

By:   
\_\_\_\_\_  
**MARIZA SANTOS-TAN**  
Corporate Secretary