

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, 24 October 2024, at 2:00 p.m.** The meeting will be hybrid or conducted via **Zoom videoconferencing and simultaneously by face-to-face** or in-person meeting at the Club for those who do not have access to the internet or to a computer. The Zoom link will be provided by the Company to all stockholders of record as of 5 September 2024, 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 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 19 October 2023;
4. Approval of the Annual Report, and the 2023 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 Information Statement, Management Report, Annual Report and other documents pertinent to the meeting, are available at the Companys website at <http://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 5 September 2024, 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.

Stockholders who wish to attend the hybrid meeting must email members.relation@eagle-ridge.com.ph their request to attend the meeting not later than the close of business on **14 October 2024**. Stockholders who wish to be represented at the hybrid meeting by proxy can either: (a) submit an originally signed and accomplished proxy (a form for which is attached herewith 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, not later than the close of business on **10 October 2024**. The Company will validate the requests for registration and the proxies on 16 October 2024, and email to the duly registered stockholders and proxy holders the instructions on how to access the hybrid meeting.

Pasig City, 21 August 2024.


MARIZA S. TAN
Corporate Secretary

Annex "A" to Notice
EXPLANATION AND RATIONALE FOR THE AGENDA
2024 Annual Stockholders Meeting

1. Call to Order

The Chairman of the Board of Directors, Mr. Tomas I. Alcantara, will formally call the 2024 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 19 October 2023

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 19 October 2023, be, as they are hereby, approved."

4. Annual Report and the 2023 Audited Financial Statements

Management will present its Report, and the Audited Financial Statements for 2023, 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 year ended 2023, 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, 2023, 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 2024-2025, 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 2024-2025."

7. Election of Directors, including Independent Directors

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

- | | |
|------------------------------|--------------------------------------|
| 1. Miguel Rene A. Dominguez | 6. Alfredo G. Pareja |
| 2. Marco Angelo C. Alcantara | 7. Philip Chien |
| 3. Exequiel D. Robles | 8. Ramil L. Villanueva (Independent) |
| 4. Vicente R. Santos | 9. Marcos Rustico D. De Jesus |
| 5. Mariza Santos-Tan | (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.

To access or view the Company's 2024 Definitive Information Statement or SEC Form 20-IS, you may use any of the following modes:

1. via ERGCCCI WEBSITE

<https://eagle-ridge.com.ph/annual-stockholders-meetings-2024/>

2. Request for a soft or hard copy

A written request for a copy of the 2024 SEC Form 20-IS addressed to the Corporate Secretary of Eagle Ridge Golf and Country Club Inc. may be emailed at members.relation@eagle-ridge.com.ph.

- For a soft copy, please provide your complete name and valid email address. If you hold shares through a broker or other entity, please indicate the name of the broker or other entity.
- For a hard copy, please provide your complete name and valid mailing address. If you hold shares through a broker or other entity, please indicate the name of the broker or other entity.

3. Through scanning the QR Code



For Android phones

- * Go to your mobile app (App Store or Play Store) using your smartphone.
- * Search for a free QR Code Reader app by typing in QR Code Reader.
- * Click on the app you want to download and click "Install App."
- * Once installed, simply open the app, point the camera and scan the QR Code.
- * Once the QR Code is in focus, the app will automatically connect to the 2024 SEC Form 20-IS of the Company.

For iPhones

- * Simply open the camera of your phone and scan the QR Code.
- * Once the QR Code is in focus, the app will automatically connect to the 2024 SEC Form 20-IS of the Company.

Annex "B" to Notice

EAGLE RIDGE GOLF & COUNTRY CLUB, INC.

Barangay Javalera, Gen. Trias, Cavite

P R O X Y

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, a stockholder of **EAGLE RIDGE GOLF AND COUNTRY CLUB, INC. (ERGCCI)**, a domestic corporation, do hereby name, constitute and appoint:

VICENTE R. SANTOS, or in his absence, the Chairman of the meeting, with power of substitution,

as my true and lawful attorney-in-fact/proxy to represent and vote all my ERGCCI shares, and/or such shares as I am authorized to represent and vote as administrator, executor, or attorney-in-fact, in the **Hybrid** Annual Stockholders' Meeting of ERGCCI to be held on **24 October 2024** by **Zoom videoconference/ Face-to-Face**, and at any continuation thereof, as fully to all intents and purposes as I might or could do if present and acting in person, hereby ratifying and confirming any and all actions to be taken during any said meetings. **If no specific instruction is given, the share/s will be voted FOR the election of the nominees for directors whose names appear in this proxy form, and FOR the approval of all matters listed in the information statement, the stockholders' approval for which is sought in the meeting. Moreover, this proxy shall confer discretionary authority to vote with respect to the election of any person to any office for which a bona fide nominee is named in the information statement; and to all matters incident to the conduct of the meeting.**

A C T I O N I T E M S				
		FOR	AGAINST	ABSTAIN
3.	To approve the Minutes of the 19 October 2023 Virtual Annual Stockholders' Meeting			
4.	To approve the Management Report, including the Audited Financial Statements of ERGCCI for 2023.			
5.	To ratify all acts of the Board, and the Management			
6.	To appoint Sycip Gorres Velayo & Co. as External Auditors			
<u>FOR CLASS "A" JURIDICAL ENTITIES ON LY .</u>				
7.	To elect the following nominees as directors of ERGCCI:			
	(1) Miguel Rene A. Dominguez			
	(2) Marco Angelo C. Alcantara			
	(3) Exequiel D. Robles			
	(4) Vicente R. Santos			
	(5) Mariza R. Santos – Tan			
	(6) Philip J. Chien			
	(7) Alfredo G. Pareja			
	(8) Ramil L. Villanueva (Independent)			
	(9) Marcos Rustico D. De Jesus (Independent)			

This proxy shall be valid only for the 24 October 2024 Virtual Annual Stockholders' Meeting, and at any continuation thereof. This proxy shall remain effective unless I revoke the same by registering my personal attendance with the Corporate Secretary before the start of the meeting. Attached are the supporting documents, i.e., notarized Secretary's Certificate, copy of government identification cards of the stockholder and proxyholder, etc. Deadline for submission of the proxy will be on 10 October 2024 at 5 o'clock in the afternoon.

WITNESS MY HAND this day of _____ 2024 at _____.

Signature of Stockholder or Person Duly Authorized:

Name of Stockholder: _____

Title / Position _____

Number of Share(s): _____

Membership No.: _____

Conforme By: _____

Name of Proxyholder: _____