



NOTICE AND AGENDA OF ANNUAL MEETING OF STOCKHOLDERS

**TO: ALL STOCKHOLDERS
VALLEY GOLF & COUNTRY CLUB, INC.**

NOTICE IS HEREBY GIVEN that the Annual Stockholders' Meeting (ASM) of VALLEY GOLF & COUNTRY CLUB, INC. will be held on September 27, 2026 at 4:00 P.M. (Manila Time) as provided for in the Minutes of the Meeting dated July 18, 2026, wherein the Board of Directors approved the conduct of the annual meeting in hybrid format (i.e. a combination of in-person and remote attendance).

Bonafide VGCCI stockholders of record can vote *in absentia* either through the Club's secure online voting facility or by appointing a proxy. The in-person meeting will be held at the Valley Golf & Country Club, Don Celso Tuason Ave., Antipolo City and will be live streamed through online broadcast.

Stockholders who wish to participate in the meeting, whether in-person or remotely, must register at the VGCCI 2026 ASM website <www.valleygolfelection.com> and email supporting documents listed therein to admin@valleygolf.com.ph on or before September 22, 2026. All documents submitted will be subject to verification and validation by the Corporate Secretary. Stockholders who wish to attend in-person must register through email to the Corporate Secretary at admin@valleygolf.com.ph for his or her in-person attendance to be counted. Kindly note that in-person attendance will be limited to the first one hundred (100) Stockholders who registered via email as set forth above.

Stockholders intending to exercise the right to vote *in absentia* should notify Valley Golf by sending an e-mail to admin@valleygolf.com.ph and submitting a fully accomplished and signed Letter of Intent (LOI) and Data Privacy Consent form.

Elections for Members of the Board shall be held from September 23, 2026 (8:00 a.m.) up to September 24, 2026 (5:00 p.m.) for members Voting in Person online and September 25, 2026 (from 8:00 a.m. to 5:00 pm) for those Voting by Proxy online.

AGENDA

1. Call to Order
2. Corporate Secretary's Certification of Service of Notice and Quorum
3. Approval of the Minutes of the Annual Meeting of Stockholders held on September 28, 2025
4. Matters arising from the Minutes and action taken.
5. Financial Report of the Treasurer
6. President's Report
7. Ratification of the President and Treasurer's Reports, Acts of the Board and Management (July 1, 2025 to June 30, 2026)
8. Appointment of External Auditor
9. Amendment of Articles of Incorporation
10. Amendment of By-Laws
11. Election of Directors
12. Other Matters
13. Adjournment

VALLEY GOLF AND COUNTRY CLUB, INC
Don Celso S. Tuason Ave. Antipolo City 1870 Philippines
Telephone: 8658 4901 to 03

www.valleygolf.com.ph
E-mail: info@valleygolf.com.ph



WHO ARE QUALIFIED TO VOTE

The Board of Directors has fixed August 1, 2026 as the record date for the determination of the stockholders who are entitled to vote at said Special Meeting. "Only stockholders in good standing shall have the right to vote and be voted upon x x x." (Article III, Sec. 8, Amended By- Laws). The stock and transfer book of the corporation will not be closed.

Only stockholders in good standing as of August 1, 2026 and not appearing in the Club's delinquent list as posted on September 17, 2026 shall be qualified to vote.

For voting purposes, each share of stock shall be entitled to one (1) vote. However, in electing the candidates for the Board of Directors, each shareholder shall be entitled to nine (9) cumulative votes.

A stockholder may appoint a proxy to represent him or her during the Annual Stockholders' Meeting, subject to the Guidelines for the September 27, 2026, Annual Stockholders Meeting as shown in Enclosure No. 3. The number of Stockholders who voted online from September 23, 2026, 8:00 a.m. to September 24, 2026, 5:00 p.m, Proxyholders who voted online on September 25, 2026, 5:00 p.m. and stockholders who registered their attendance onsite on September 27, 2026, shall be the basis for determining the quorum.

Deadline for filing of proxy forms is 5:00 P.M. of September 17, 2026. Proxy forms shall be validated as these are received by the Club, provided that the proxy forms are submitted to the Club on or before 5:00 P.M. of September 17, 2026. The COMELEC verification of proxy forms submitted will take place on September 22, 2026.

WHO ARE QUALIFIED FOR ELECTION

Only those nominated in accordance with Article III, Section 8, Article IV, Section 1 – Paragraph 2 and Article IV, Section 5 of the Club's By-Laws, who satisfied the qualifications and passed the screening of the Nomination Committee, shall qualify for election to the Board of Directors.

Stockholders on record shall elect nine (9) directors from the list of qualified candidates for regular (7) and independent (2) directors.

SCHEDULE OF VOTING, CANVASSING & ANNOUNCEMENT OF RESULT

September 23 - 24, 2026 Tuesday to Wednesday	Stockholders' online voting from September 23, 2026 8:00 am to September 24, 2026 at 5:00 pm
September 25, 2026 Thursday	Voting by Proxyholders online from 8:00 a.m. to 5:00 p.m.

Voting for stockholders may only be done through the Online Voting System/Portal and not during the live stream broadcast.

VALLEY GOLF AND COUNTRY CLUB, INC
Don Celso S. Tuason Ave. Antipolo City 1870 Philippines
Telephone: 8658 4901 to 03

www.valleygolf.com.ph
E-mail: info@valleygolf.com.ph



An in-house developed system will count and tabulate the votes cast in absentia through the Voting System portal. The Committee on Election and an independent auditor will validate the voting results. The Committee on Election shall report the results of voting during the ASM.

RULES OF THE MEETING

1. The 2026 ASM will be conducted under a hybrid setup. Stockholders may attend the meeting in person at the club or participate remotely via www.valleygolfelection.com. In-person attendance is strictly limited to the first one hundred (100) stockholders who register.

All stockholders must register their email address to our membership office on or before September 22, 2026.

Supporting documents must be emailed to membership@valleygolf.com.ph to complete the registration process. The email address used to send these documents will be treated as the stockholder's official email of record. All submitted documents are subject to verification and validation by the Corporate Secretary.

Documentary Requirements

For individual stockholders:

- Individual stockholders must submit a valid government-issued ID in JPG format.
- A valid and active personal contact number

For corporations:

- Corporations must provide a scanned Board Resolution and/or Secretary's Certificate and/or authorization authorizing their representative to vote.
- Corporate representatives must also submit a valid government-issued ID and their contact details.
- A valid and active contact number of the representative

2. Stockholders must use their registered email address to log in to the portal. A one-time passcode (OTP) will be sent to the registered email address for account verification. After entering the OTP, stockholders will be redirected to the voting portal. Participants are required to agree to the Privacy Notice and consent to the processing of their data.
3. Remote participants should download the Zoom Workplace application prior to the meeting. A stable internet connection is highly recommended for registration, voting, and viewing the livestream.
4. Stockholders of record who have completed the OTP verification will be provided with a direct link to the livestream broadcast of the 2026 ASM.
5. Stockholders are advised to ensure a stable internet connection during online registration, voting, and the viewing of the 2026 ASM livestream.



6. Items on the Agenda, along with questions, suggestions, or comments submitted via email, will be presented sequentially during the meeting alongside the voting results for each item.
7. The main page of the Club's website will provide a direct link to the full recording of the meeting.
8. Only the specific items listed in the agenda and the official election results will be taken up during the meeting.
9. The Board of Directors, members of the Committee on Election (COMELEC), stockholders, and administrative support staff will be present for this hybrid meeting.
10. A link to the audio and video recordings of the 2026 ASM livestream will be made available on the Club's website following the event.
11. Stockholders may submit questions, comments, or objections regarding any Agenda item until 5:00 p.m. on September 25, 2026.
12. Valid submissions will be posted with their corresponding replies during the livestream of the 2026 ASM.
13. Any questions or comments received after the deadline will be answered directly by Management via email to the concerned stockholder. Additional inquiries may be directed to officeofthepresident@valleygolf.com.ph.
14. An open forum will be held for all on-site attendees for a total of 20 minutes.
15. Information will be disseminated via the Club website, which includes a dedicated section for "Frequently Asked Questions." Stockholders are highly encouraged to visit the FAQ page prior to sending specific inquiries.


ATTY. ALLAN JACSON
Corporate Secretary

Enclosures: 1) Minutes of the Stockholders Meeting on September 28, 2025; 2) Summary of all Board Resolutions; 3) Rules and Procedures in the Verification/Authentication of Proxies and Election of Directors; 4) List of Candidates; and 5) Calendar.

VALLEY GOLF AND COUNTRY CLUB, INC
Don Celso S. Tuason Ave. Antipolo City 1870 Philippines
Telephone: 8658 4901 to 03

www.valleygolf.com.ph
E-mail: info@valleygolf.com.ph

RATIONALE FOR THE ITEMS OF THE AGENDA OF THE ANNUAL MEETING OF STOCKHOLDERS FOR 27 SEPTEMBER 2026 AS STATED IN THE NOTICE AND AGENDA OF ANNUAL MEETING

AGENDA

- 1) Call to Order :** This is for the Chairman or Presiding Officer to call the meeting to order so that the Annual Stockholders' Meeting can properly start for stockholders attending in person, by proxy , or by remote conference.
- 2) Corporate Secretary's Certification of Service of Notice and Quorum:** This is to show proof to the stockholders present that notices were properly sent to the stockholders as to the schedule of the Annual Meeting and that there is a quorum for the meeting so that it can proceed: presence of at least a majority of the outstanding capital stock. For approval of amendments to the Articles of Incorporation, at least two-thirds of the outstanding capital stock need to be present.
- 3) Approval of the Minutes of the Annual Meeting of Stockholders held on September 28, 2025:** This is to appraise the stockholders of the matters discussed, approved and voted upon in the previous annual meeting. This is also to allow corrections to the Minutes of the previous Annual Meeting if any, and for the stockholders to approve the said Minutes.
- 4) Matters Arising from the Minutes and Action Taken:** This item is to enable the Board of Directors to update the stockholders of the matters arising from the minutes and the action taken by the Board and management on the same. This is also to give the stockholders the opportunity to ask questions on matters arising from the Minutes as well as the action taken by the Company on the same.
- 5) Financial Report of the Treasurer:** This item is for purposes of informing the stockholders of the current financial status and condition of the Company as well as for an opportunity for stockholders to ask questions on financial matters.
- 6) President's Report:** This part of the agenda is for purposes of giving the President and Chief Executive Officer of the Company to inform the stockholders of the accomplishments, actions taken, management decisions, status of projects undertaken, properties and equipment acquired, and such other management actions and decisions taken by the Company. This is also an opportunity for stockholders to ask questions on the President's Report.

- 7) Ratification of the President and Treasurer's Report, Acts of the Board and Management (July 1, 2025 to June 30, 2026):** This part of the agenda is included so that the Board can inform the stockholders of significant resolutions, decisions and actions taken by management and for purposes of allowing the stockholders to ratify the President and Treasurer's Report, Acts of the Board and Management. Stockholders can vote for or against the ratification of specific acts of the Board and management.
- 8) Appointment of External Auditor:** This is included to allow the stockholders to approve the appointment of the External Auditor who will act as the same for the Company for the next fiscal year.
- 9) Amendment of Articles of Incorporation:** This is included to allow the stockholders to ratify the amendments to the Articles of Incorporation approved by the Board of Directors as required or recommended by the Securities and Exchange Commission's Corporate Governance and Finance Department in its communications to the Company
- 10) Amendment of By-Laws:** This is included to allow the stockholders to ratify the amendments to the By-Laws approved by the Board of Directors and required or recommended by the Securities and Exchange Commission's Corporate Governance and Finance Department in its communications to the Company;
- 11) Election of Directors:** This is included for the conduct of elections of directors (both regular and independent) to serve for a period of one (1) year and for announcement of the voting process and results of the online voting to the stockholders;
- 12) Other Matters:** This item is included for purposes of discussing other matters not specifically included in the agenda and to enable stockholders to ask questions on the same.
- 13) Adjournment:** This is to declare the Annual Meeting finished and adjourned if there are no other matters left to discuss.

REPUBLIC OF THE PHILIPPINES }
ANTIPOLO CITY } S.S.

SECRETARY'S CERTIFICATE

I, **ALLAN JOCSON**, Filipino citizen, of legal age, and with office address at Sallan & Jocson Law Offices, Suite 1910, 19th Floor, Antel Global Corporate Center, No. 3, Julia Vargas Ave., Ortigas Center, Pasig City, being the duly qualified Corporate Secretary of **Valley Golf & Country Club, Inc.** (*hereinafter the "Corporation"*), a domestic corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with principal office address at Don Celso Tuason Ave., Antipolo City, do hereby certify that a special meeting of the Corporation's Board of Directors held at **Antipolo City** on **27 April 2026**, during which a quorum was present and acting throughout, the following resolutions were unanimously approved:

BOARD RESOLUTION

"RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of VALLEY GOLF & COUNTRY CLUB, INC. approve, as it hereby approves, the proposed amendments to the Articles of Incorporation and By-Laws of the Corporation, including the revisions thereto, particularly the following:

AMENDMENTS TO THE ARTICLES OF INCORPORATION

ARTICLE II – SECONDARY PURPOSES

ARTICLE III – PRINCIPAL OFFICE

ARTICLE IV – PERPETUAL EXISTENCE

ARTICLE VII – CAPITAL STOCK, STOCK CERTIFICATES AND RIGHTS OF SHAREHOLDERS

AMENDMENTS TO THE BY-LAWS

ARTICLE III, SECTION 2 – SPECIAL MEETINGS OF STOCKHOLDERS

ARTICLE VII – MEMBERSHIP

RESOLVED FURTHER, that the foregoing proposed amendments to the Articles of Incorporation and By-Laws, including such revisions, modifications, and refinements thereto as may be necessary or appropriate to give effect to the amendments approved by the Board, be submitted to the stockholders of the Corporation for their consideration and approval at a Special Meeting of the Stockholders to be called for such purpose;

RESOLVED FURTHER, that the President and Corporate Secretary be, as they are hereby, authorized to call and issue the appropriate notice for the Special Meeting of the Stockholders for the purpose of considering and voting upon the foregoing proposed amendments to the Articles of Incorporation and By-Laws; and

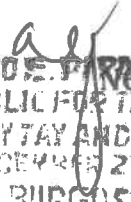
RESOLVED FINALLY, that the President, Corporate Secretary, and such other officers of the Corporation as may be necessary are hereby authorized and directed to execute, sign, file, submit, and deliver all documents and to perform all acts necessary or incidental to implement and give effect to the foregoing resolutions, including compliance with the requirements of the Securities and Exchange Commission and other applicable laws, rules, and regulations."

IN WITNESS WHEREOF, I have hereunto set my hand this ____ day of _____, 2026 at _____.


ALLAN TOCSON
Corporate Secretary

SUBSCRIBED AND SWORN to before me this AUG 20 2026, 2026 at **ANTIPOLO CITY**
affiant exhibiting to me his _____.

Doc. No. 172
Page No. 36
Book No. 10
Series of 2026.


**ATTY. ALBINO E. PARANDA, PUBLIC
NOTARY PUBLIC FOR THE CITY OF
ANTIPOL TAYTAY AND CAINTRA
UNTIL 31 DECEMBER 2025
NO. 11-A P. BURGOS ST.
BRGY. SAN JOSE ANTIPOL CITY
ROLL NO. 53950
MCLE NO. VII-0016336/4-14-28
ISP NO. 564309/12-10-2025
PTR NO. 10061001/ 1-5-2026
ANTIPOL CITY**